

VITALHUB CORP.

Terms and Conditions of Public Offering of Common Shares

December 17, 2024

A preliminary short form prospectus containing important information relating to the securities described in this document has not yet been filed with the securities regulatory authorities in any of the Provinces of Canada. The preliminary short form prospectus will be accessible through SEDAR+. Copies of the preliminary short form prospectus may be obtained from Melisa Ohotski (office: 416-943-6414; email: mohotski@cormark.com).

There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus, final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

(All amounts shown in C\$)

Issuer:	VitalHub Corp. (the “ Company ”).
Offering:	Treasury offering of 2,752,300 common shares (the “ Common Shares ” or “ Securities ”) of the Company.
Offering Price:	\$10.90 per Common Share.
Size of Offering:	\$30,000,070 (\$34,500,081 including the full exercise of the Over-Allotment Option (as defined below)).
Over-Allotment Option:	The Underwriters shall have the option (the “ Over-Allotment Option ”) to purchase up to an additional 412,845 Securities from treasury on the same terms of the Offering at any time up to 30 days following the Closing Date (as hereinafter defined), solely for market stabilization purposes and to cover over-allotments, if any.
Use of Proceeds:	The net proceeds of the Offering shall be used for growth initiatives including future acquisitions, working capital and general corporate purposes.
Underwriting Basis:	“Bought deal” with conventional bought deal termination provisions to be included in a definitive underwriting agreement.
Offering Basis:	The Common Shares will be offered (i) by way of a short form prospectus to be filed in each of the Provinces of Canada, except Quebec, pursuant to National Instrument 44-101 – <i>Short Form Prospectus Distributions</i> ; (ii) in the United States on a private placement basis pursuant to an exemption from the registration requirements of the <i>United States Securities Act of 1933</i> , as amended, and applicable state securities laws; and (iii) in jurisdictions outside of Canada and the United States, as agreed to between the Company, and Cormark Securities Inc., in each case in accordance with all applicable laws provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction and the Company will not be subject to any continuous disclosure requirements in such jurisdiction.
Cash Commission:	Cash commission equal to 5.5% of the gross proceeds of the Offering (including the Over-Allotment Option).

- Eligibility:** The Securities will be eligible for Canadian RRSPs, RRIFs, DPSPs, RESPs, FHSAs and TFSAs.
- Standstill Period:** The Company will be subject to 90 day standstill period, subject to certain exceptions.
- Lock-Up Period:** The Company's executive officers and directors will be subject to a 90 day lock-up period, subject to certain exceptions.
- Listing:** The Common Shares of the Company trade on the Toronto Stock Exchange ("TSX") under the symbol "VHI". Application will be made to list the Common Shares issuable in the Offering on the TSX, which listing will be subject to the Company fulfilling all of the listing requirements of the TSX. The closing of the Offering shall be conditional upon the Company receiving the conditional approval of the TSX for such listing prior to Closing Date.
- Lead Underwriter:** Cormark Securities Inc.
- Closing Date:** January 9, 2025 or such other date as the Underwriters and the Company may agree. (the "**Closing Date**")