

VITALHUB CORP.

Terms and Conditions of Public Offering of Common Shares

August 13, 2025

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta, and Ontario. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed is required to be delivered with this document.

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

The final base shelf prospectus, any applicable shelf prospectus supplement and any amendment to the base shelf prospectus or the applicable shelf prospectus supplement are accessible through SEDAR+. Copies of the document may be obtained from Cormark Securities Inc. by phone at (416) 362-7485 or email at ecm@cormark.com.

(All amounts shown in C\$)

Issuer:	VitalHub Corp. (the “ Company ”).
Offering:	Treasury offering of 5,118,111 common shares (the “ Common Shares ” or “ Securities ”) of the Company.
Offering Price:	\$12.70 per Common Share.
Size of Offering:	\$65,000,010 (\$74,750,015 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 767,717 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” public offering made by way of a prospectus supplement to the Company’s short form base shelf prospectus dated July 23, 2025
Offering Basis:	The Offered Shares will be qualified in British Columbia, Alberta, and Ontario. The Offered Shares may also be sold (or resold) into the United States on a private placement basis to Qualified Institutional Buyers via an exemption from the registration requirements of the <i>United States Securities Act of 1933</i> , as amended. In addition, the Offered Shares may be sold in jurisdictions outside of Canada and the United States, 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.
Cash Commission:	Cash commission equal to 4.5% 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.

Co-Lead Underwriters: Cormark Securities Inc. and National Bank Financial Inc.

Closing Date: August 20, 2025 or such other date as the Underwriters and the Company may agree. (the “**Closing Date**”)