



**Notice of Special Meeting of Shareholders**

**Management Information Circular**

**Meeting Date: July 19, 2017**

**NOVA LEAP HEALTH CORP.**  
**37 Wentworth Street, Unit 104, Dartmouth, NS B2Y 2S9**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT:

The special meeting ("**Meeting**") of the shareholders ("**Shareholders**") of Nova Leap Health Corp. ("**Corporation**") will be held at the offices of McInnes Cooper, Suite 1300-1969 Upper Water Street, Halifax, Nova Scotia, on **Wednesday, July 19<sup>th</sup>, 2017 at 10:00 a.m. (Atlantic Time)** for the following purposes:

- (a) to approve a special resolution amending the articles of the Corporation to permit the board of directors of the Corporation to appoint one or more additional directors in accordance with the *Canada Business Corporations Act*; and
- (b) to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the management information circular ("**Circular**") accompanying and forming part of this notice of meeting.

Only Shareholders of record as of the close of business on Wednesday, June 14, 2017 are entitled to receive notice of the Meeting and to vote at the Meeting.

To assure your representation at the Meeting as a **Registered Shareholder**, please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation's transfer agent, **Computershare Investor Services Inc.**, not later than **Monday, July 17, 2017 at 10:00 a.m. (Atlantic Time)**. A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

- (a) by **mail** in the enclosed envelope;
- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

**Non-Registered Shareholders** whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found on page 2 of the attached Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted you should sign and return all proxies and voting instruction forms that you receive.

Dated at Halifax, Nova Scotia, as of the 19<sup>th</sup> day of June, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

*(Signed) "Christopher Dobbin"*

President and Chief Executive Officer

**NOVA LEAP HEALTH CORP.**

**MANAGEMENT INFORMATION CIRCULAR**

**TABLE OF CONTENTS**

INFORMATION REGARDING ORGANIZATION AND CONDUCT OF MEETING.....	1
BUSINESS TO BE TRANSACTED AT THE MEETING .....	4
Amendment of the Articles of Incorporation of the Corporation – Additional Directors.....	4
PROPOSALS BY SHAREHOLDERS .....	5
ADDITIONAL INFORMATION.....	5
APPROVAL OF CIRCULAR .....	6

**NOVA LEAP HEALTH CORP.**  
**MANAGEMENT INFORMATION CIRCULAR**  
(as at June 19<sup>th</sup>, 2017 except as indicated)

**INFORMATION REGARDING ORGANIZATION AND CONDUCT OF MEETING**

**THIS MANAGEMENT INFORMATION CIRCULAR ("CIRCULAR") IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY OR ON BEHALF OF THE MANAGEMENT OF NOVA LEAP HEALTH CORP. ("Corporation")** for use at the special meeting of the shareholders of the Corporation ("**Shareholders**") to be held at Suite 1300-1969 Upper Water Street, Halifax, Nova Scotia, on Wednesday, July 19, 2017 at 10:00 a.m. (Atlantic Time) ("**Meeting**"), or at any adjournment thereof, for the purposes set forth in the accompanying notice of meeting ("**Notice of Meeting**").

**Solicitation of Proxies**

Solicitation of proxies will be primarily by mail, but may also be by telephone or other means of communication by the directors, officers, employees or agents of the Corporation at nominal cost. All costs of solicitation will be paid by the Corporation. The Corporation will also pay the fees and costs of intermediaries for their services in transmitting proxy-related material in accordance with National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**").

**Appointment and Revocation of Proxies**

Shareholders of the Corporation may be "Registered Shareholders" or "Non-Registered Shareholders". If common shares of the Corporation ("**Common Shares**") are registered in the Shareholder's name, they are said to be owned by a "**Registered Shareholder**". If Common Shares are registered in the name of an intermediary and not registered in the Shareholder's name, they are said to be owned by a "**Non-Registered Shareholder**". An intermediary is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates. The instructions provided below set forth the different procedures for voting Common Shares at the Meeting to be followed by Registered Shareholders and Non-Registered Shareholders.

The persons named in the enclosed instrument appointing proxy are officers and directors of the Corporation. **Each Shareholder has the right to appoint a person or company (who need not be a Shareholder) to attend and act for him or her at the Meeting other than the persons designated in the enclosed form of proxy.** Shareholders who have given a proxy also have the right to revoke it insofar as it has not been exercised. The right to appoint an alternate proxyholder and the right to revoke a proxy may be exercised by following the procedures set out below under "*Registered Shareholders*" or "*Non-Registered Shareholders*", as applicable.

If any Shareholder receives more than one (1) proxy or voting instruction form, it is because that Shareholder's shares are registered in more than one form. In such cases, Shareholders should sign and submit all proxies or voting instruction forms received by them in accordance with the instructions provided.

**Registered Shareholders**

Registered Shareholders have two (2) methods by which they can vote their Common Shares at the Meeting, namely in person or by proxy. To assure representation at the Meeting, Registered Shareholders are encouraged to return the proxy included with the Circular. Sending in a proxy will not prevent a Registered Shareholder from voting in person at the Meeting. The vote will be taken and counted at the Meeting. Registered Shareholders who do not plan to attend the Meeting or who do not wish to vote in person can vote by proxy.

Proxies must be received by the Corporation's transfer agent, **Computershare Investor Services Inc.** ("**Computershare**"), not later than **Monday, July 17, 2017 at 10:00 a.m. (Atlantic Time)**. A Registered Shareholder must return the completed proxy to Computershare Investor Services Inc., as follows:

- (a) by **mail** in the enclosed envelope; or

- (b) by the **Internet** or **telephone** as described on the enclosed proxy; or
- (c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

To exercise the right to appoint a person or company to attend and act for a Registered Shareholder at the Meeting, such Shareholder must strike out the names of the persons designated on the enclosed instrument appointing a proxy and insert the name of the alternate appointee in the blank space provided for that purpose.

To exercise the right to revoke a proxy, in addition to any other manner permitted by law, a Shareholder who has given a proxy may revoke it by instrument in writing, executed by the Shareholder or his or her attorney authorized in writing, or if the Shareholder is a corporation, by a duly authorized officer or attorney thereof, and deposited: (i) at the registered office of the Corporation, 1969 Upper Water Street, Suite 2108, Halifax, NS B3J 3R7, Attn: Christopher Dobbin, at any time up to and including the last business day preceding the Meeting at which the proxy is to be used, or at any adjournment thereof, or (ii) with the chairman of the Meeting on the date of the Meeting, or at any adjournment thereof, and upon either of such deposits the proxy is revoked.

### **Non-Registered Shareholders**

Non-Registered Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "**NOBOs**". Non-Registered Shareholders who have objected to their intermediary disclosing the ownership information about themselves to the Corporation are referred to as "**OBOs**".

In accordance with the requirements of NI 54-101, the Corporation is sending the Notice of Meeting, this Circular, and either the voting instructions form ("**VIF**") or the form of proxy, as applicable, (collectively, the "**Meeting Materials**") directly to the NOBOs and indirectly, through intermediaries, to the OBOs. The Corporation will also pay the fees and costs of intermediaries for their services in delivering Meeting Materials to OBOs in accordance with NI 54-101.

#### Meeting Materials Received by OBOs from Intermediaries:

The Corporation has distributed copies of the Meeting Materials to intermediaries for distribution to OBOs. Intermediaries are required to deliver these materials to all OBOs of the Corporation who have not waived their rights to receive these materials, and to seek instructions as to how to vote the Common Shares. Often, intermediaries will use a service company (such as Broadridge Financial Solutions, Inc.) to forward the Meeting Materials to OBOs.

OBOs who receive Meeting Materials will typically be given the ability to provide voting instructions in one of two ways:

- (a) Usually, an OBO will be given a VIF which must be completed and signed by the OBO in accordance with the instructions provided by the intermediary. In this case, the mechanisms described above for Registered Shareholders cannot be used and the instructions provided by the intermediary must be followed.
- (b) Occasionally, an OBO may be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of Common Shares owned by the OBO but is otherwise not completed. This form of proxy does not need to be signed by the OBO but must be completed by the OBO and returned to Computershare Investor Services Inc. in the manner described above for Registered Shareholders.

The purpose of these procedures is to allow OBOs to direct the proxy voting of the Common Shares that they own but that are not registered in their name. Should an OBO who receives either a form of proxy or a VIF wish to attend and vote at the Meeting in person (or have another person attend and vote on his or her behalf), the OBO should strike out the persons named in the form of proxy as the proxy holder and insert the OBO's (or such other

person's) name in the blank space provided or, in the case of a VIF, follow the instructions provided by the intermediary. **In either case, OBOs who received Meeting Materials from their intermediary should carefully follow the instructions provided by the intermediary.**

To exercise the right to revoke a proxy, an OBO who has completed a proxy (or a VIF, as applicable) should carefully follow the instructions provided by the intermediary.

Proxies returned by intermediaries as "non-votes" because the intermediary has not received instructions from the OBO with respect to the voting of certain shares or, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Common Shares represented by such "non-votes" will, however, be counted in determining whether there is a quorum.

#### Meeting Materials Received by NOBOs from the Corporation:

As permitted under NI 54-101, the Corporation has used a NOBO list to send the Meeting Materials directly to the NOBOs whose names appear on that list. If you are a NOBO and the Corporation's transfer agent, Computershare, has sent these materials directly to you, your name and address and information about your holdings of Common Shares of the Corporation have been obtained from the intermediary holding such shares on your behalf in accordance with applicable securities regulatory requirements.

As a result, any NOBO of the Corporation can expect to receive a scannable VIF from Computershare. Please complete and return the VIF to Computershare in the envelope provided. Computershare will tabulate the results of the VIFs received from the Corporation's NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIF's received by Computershare.

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. The intermediary holding Common Shares on your behalf has appointed you as the proxyholder of such Common Shares, and therefore you can provide your voting instructions by completing the proxy included with this Circular in the same way as a Registered Shareholder. Please refer to the information under the heading "*Registered Shareholders*" for a description of the procedure to return a proxy, your right to appoint another person or company as your proxy to attend the Meeting, and your right to revoke the proxy.

Although a Non-Registered Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, a Non-Registered Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the Common Shares in that capacity. Non-Registered Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the Registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.

#### **Notice-and-Access**

The Corporation is not sending the Meeting Materials to Registered Shareholders or Non-Registered Shareholders using notice-and-access delivery procedures defined under NI 54-101 and National Instrument 51-102, *Continuous Disclosure Obligations*.

#### **Exercise of Proxies**

Where a choice is specified, the Common Shares represented by proxy will be voted for, withheld from voting or voted against, as directed, on any poll or ballot that may be called. **Where no choice is specified, the proxy will confer discretionary authority and will be voted in favour of all matters referred to on the form of proxy. The proxy also confers discretionary authority to vote for, withhold from voting, or vote against amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters not specifically mentioned in the Notice of Meeting but which may properly come before the Meeting.**

Management has no present knowledge of any amendments or variations to matters identified in the Notice of Meeting or any business that will be presented at the Meeting other than that referred to in the Notice of Meeting. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the enclosed instrument appointing a proxy to vote in accordance with the recommendations of management of the Corporation.

### **Voting Shares**

The authorized capital of the Corporation consists of an unlimited number of Common Shares, of which 17,000,000 are issued and outstanding as of the date hereof.

The board of directors of the Corporation (the "**Board**" or "**Board of Directors**") has fixed the record date for the Meeting as the close of business on Wednesday, June 14, 2017 (the "**Record Date**"). Only Shareholders of record as of the close of business on the Record Date will be entitled to vote at the Meeting, provided that if a Shareholder has transferred any Common Shares after the Record Date and the transferee, except that a Shareholder who is not a Shareholder on the Record Date may demand that such Shareholder's name be included on the list of Shareholders entitled to vote at the Meeting if satisfactory evidence is produced not later than ten (10) days before the Meeting that such person owns Common Shares.

Shareholders entitled to vote shall have one (1) vote each on a show of hands and one (1) vote per Common Share on a poll.

### **Quorum**

Two (2) persons present in person or by proxy holding in the aggregate at least ten percent (10%) of the outstanding Common Shares and each entitled to vote at the Meeting will constitute a quorum at the Meeting.

### **Principal Shareholders**

As of the date hereof, to the knowledge of the directors and executive officers of the Corporation, no person or company beneficially owns, or exercises control or direction over, directly or indirectly, ten percent (10%) or more of the voting rights attached to the outstanding Common Shares except Christopher Dobbin, who beneficially owns, or exercises control or direction over, directly or indirectly, 2,504,500 Common Shares or 14.7% of the issued and outstanding Common Shares, Wayne Fulcher, who beneficially owns, or exercises control or direction over, directly or indirectly, 2,250,000 Common Shares or 13.2% of the issued and outstanding Common Shares, and Dana Hatfield, who beneficially owns, or exercises control or direction over, directly or indirectly, 2,027,000 Common Shares or 11.9% of the issued and outstanding Common Shares.

## **BUSINESS TO BE TRANSACTED AT THE MEETING**

### **Amendment of the Articles of Incorporation of the Corporation – Additional Directors**

Pursuant to the *Canada Business Corporations Act* ("CBCA"), the Corporation's governing corporate legislation, the directors of a corporation may, if the articles of the corporation so provide, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders of such corporation, provided that the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders. The Board believes that it is in the best interests of the Corporation to amend the articles of the Corporation to allow the Board to appoint directors to hold office for a term expiring not later than the close of the next annual meeting of Shareholders in accordance with the CBCA.

At the Meeting, Shareholders will be asked to approve the following special resolution approving an amendment to the articles of the Corporation to permit the Board to appoint directors to hold office for a term expiring not later than the close of the next annual meeting of Shareholders in accordance with the CBCA:

**BE IT RESOLVED** as a special resolution of the shareholders of the Corporation that:

1. the articles of the Corporation be amended to permit the directors of the Corporation to appoint in accordance with the *Canada Business Corporations Act* one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of Shareholders, subject to the condition that the total number of directors so appointed not exceed one third of the number of directors elected at the previous annual meeting of Shareholders;
2. any one director or officer of the Corporation is hereby authorized to take all such actions and execute and deliver all such documents as are necessary or desirable to give effect to this resolution, including the delivery of articles of amendment in prescribed form to the Director under the *Canada Business Corporations Act*; and
3. notwithstanding the foregoing, the directors of the Corporation may revoke this special resolution at any time before it is acted on without further approval of the Shareholders.

**It is intended that all proxies received will be voted in favour of the amendment to the articles of the Corporation, unless a proxy contains instructions to vote against the resolution. Not less than two-thirds of the votes of Shareholders present in person or by proxy are required to approve the amendment to the articles of the Corporation.**

If the amendment to the articles of the Corporation is approved, the Board intends to appoint Wayne Myles as a director of the Corporation. Mr. Myles is Counsel with the law firm Cox & Palmer and has many professional accolades including being named Canada's Top 25 Most Influential Corporate Commercial Lawyers in 2015 by Canadian Lawyer Magazine, based on peer polling. He has been listed in the publication *Best Lawyers in Canada* as a leading lawyer in the areas of Mergers & Acquisitions, Banking & Finance Law, Insolvency & Financial Restructuring, Corporate Law and Transportation Law since 2006. In addition to his extensive domestic and international law and consulting practice, Mr. Myles is also very active as an investor and entrepreneur. He has served on the boards of several well-known public companies based in Atlantic Canada and/or Quebec, including Oceanex Income Fund and Fishery Products International. Mr. Myles is Chairman of Distribution Group Inc., DGI Commercial Realty Inc., Big Erics Inc. and Terra Nova Foods Inc. Mr. Myles is also Chairman of the Newfoundland Labrador Liquor Corporation. Mr. Myles has also been very active as a volunteer, giving back to his local and national communities including being an active volunteer with Victorian Order of Nurses for Canada since 1982, including as a member of the St. John's Branch Board, Past Chair of the VON Newfoundland Board and Past Chair of the National Board, founding Chairperson of the national board of the VON Canada Foundation, and was recently conferred a Life Membership.

### **PROPOSALS BY SHAREHOLDERS**

Pursuant to the CBCA, resolutions intended to be presented by Shareholders for action at the next annual meeting must comply with the provisions of the CBCA and be deposited at the Corporation's head office not later than December 21, 2017, in order to be included in the management information circular relating to the next annual meeting.

### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation may be obtained from the Corporation's public disclosure found on the SEDAR website at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Corporation's comparative annual financial statements and management discussion & analysis ("MD&A") for its most recently completed financial year. The financial statements and MD&A are available on SEDAR at [www.sedar.com](http://www.sedar.com).

To request copies of the Corporation's financial statements or MD&A, Shareholders may contact Megan Spidle at Nova Leap Health Corp., 37 Wentworth Road, Unit 104, Dartmouth, Nova Scotia, B2Y 2S9, Telephone (902) 223-3865.

**APPROVAL OF CIRCULAR**

The contents and the sending of this Circular have been approved by the Board.

BY ORDER OF THE BOARD OF DIRECTORS, as of the 19<sup>th</sup> day of June, 2017.

*(Signed) "Christopher Dobbin"*  
President and Chief Executive Officer