



Notice of Special Meeting of Shareholders

Management Information Circular

Meeting Date: December 17, 2024

NOVA LEAP HEALTH CORP.
7071 Bayers Road, Suite 3006, Halifax, NS B3L 2C2

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 **Tuesday, December 17th, 2024 at 9:00 a.m. (Atlantic Time)** for the following purposes:

- (a) to consider and, if deemed advisable, to pass an ordinary resolution of disinterested shareholders to approve the Corporation's acquisition of the shares of Earth Angels Living Assistance Inc. and Earth Angels South Shore Inc., as more particularly described in the accompanying management information circular ("**Circular**"); 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 Circular accompanying and forming part of this notice of meeting.

Only Shareholders of record as of the close of business on Tuesday, November 12, 2024 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 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 **Friday, December 13, 2024 at 9:00 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.

Shareholders are encouraged to vote via internet or telephone, as outlined on the enclosed proxy, to ensure timely receipt during potential postal disruptions.

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 3 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 18th day of November, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Dana Hatfield"

Chair of the Board

NOVA LEAP HEALTH CORP.

MANAGEMENT INFORMATION CIRCULAR

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NOVA LEAP HEALTH CORP.
MANAGEMENT INFORMATION CIRCULAR
(as at November 18, 2024 except as indicated)
(in Canadian dollars)

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 **Tuesday, December 17, 2024 at 9:00 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 a proxy are officers and/or 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 during the Meeting 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 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 during the Meeting can vote by proxy.

Proxies must be received by the Corporation's transfer agent, **Computershare Investor Services Inc.** ("**Computershare**"), not later than **Friday, December 13, 2024 at 9:00 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.

Shareholders are encouraged to vote via internet or telephone, as outlined on the enclosed proxy, to ensure timely receipt during potential postal disruptions.

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, 7071 Bayers Road, Suite 3006, Halifax, NS B3L 2C2, Attn: Chris LeBlanc, 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 chair 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 (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 VIFs 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.

Participation in the Meeting by Non-Registered Shareholders:

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 86,209,252 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 Tuesday, November 12, 2024 (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, 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 at the Meeting.

Quorum

Two (2) persons present or represented by proxy at the Meeting 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 the Estate of Norman Wayne Fulcher, who beneficially owns, or exercises control or direction over, directly or indirectly, 17,170,694 Common Shares or 19.92% of the issued and outstanding Common Shares and Chris Dobbin who beneficially owns, or exercises control or direction over, directly or indirectly, 8,702,233 Common Shares or 10.09% of the issued and outstanding Common Shares.

BUSINESS TO BE TRANSACTED AT THE MEETING

Earth Angels Acquisition

As disclosed in the Corporation's news release dated October 29, 2024, the Corporation has entered into a share purchase agreement (the "**Share Purchase Agreement**") pursuant to which the Corporation will indirectly acquire 100% of the issued and outstanding shares (the "**Purchased Shares**") in Earth Angels Living Assistance Inc. ("**EALA**") and Earth Angels South Shore Inc. ("**EASS**", and together with EALA, the "**Targets**") (the "**Acquisition**").

The Targets provide home care services in Nova Scotia, operating in two territories where the Corporation does not currently provide services. The Targets reported aggregate unaudited revenue of approximately C\$2.56 million, unaudited net income of approximately C\$235,000 and Adjusted EBITDA¹ of approximately C\$276,000 for the 2023 fiscal year.

The Acquisition is a Non-Arm's Length transaction pursuant to TSX Venture Exchange ("**TSXV**") policies as the vendors are beneficially owned and controlled by Chris Dobbin and The Estate of Wayne Fulcher, both of whom are significant shareholders of the Corporation. Chris Dobbin is also a director and officer of the Corporation, a director of the Targets, and a director and officer of the vendors, and Chris Dobbin's spouse, Jill Dobbin, is an officer of the Targets and certain subsidiaries of the Corporation. The Acquisition is also a related party transaction pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"); however, the Corporation is exempt from the valuation and minority approval requirements in MI 61-101 as the fair market value of the Purchased Shares does not exceed 25% of the Corporation's market capitalization.

Terms of Acquisition

Pursuant to the Share Purchase Agreement, the Corporation will indirectly acquire the Purchased Shares for total consideration of C\$1,380,000, on a cash-free, debt-free basis and subject to customary post-closing working capital adjustments, with the full amount payable in cash on closing. The \$1,380,000 purchase price will be financed by way of a debt facility with the Corporation's lender that is repayable over a five-year term.

Completion of the Acquisition is subject to the satisfaction of certain conditions, including the approval of the TSXV and lender approval.

The Acquisition, including the execution of the Share Purchase Agreement, has been approved by the Board, with unanimous support from all directors (excluding Chris Dobbin, who abstained from voting due to his interest in the Acquisition) (the "**Independent Board Members**"). Prior to entering into the Share Purchase Agreement, the Independent Board Members considered the consideration to be paid for the Purchased Shares based on, among other things, their review of the Targets' financial results for the 2023 fiscal year, comparable transactions in the industry, and the range of EBITDA multiples used by the Corporation to determine consideration in previous transactions of this nature, and consulted with external advisors. Based on the foregoing, the Independent Board Members came to the conclusion that the consideration for the Acquisition is within market range, consistent with arm's length transactions and the Corporation's past practices and procedures, and that the Acquisition is in the best interests of the Corporation.

Shareholder Approval

Pursuant to TSXV requirements, the Acquisition requires disinterested shareholder approval. In order to obtain disinterested shareholder approval, the resolution must be passed by a simple majority of the votes cast by

¹ *Adjusted EBITDA is not a standardized financial measure under IFRS as prescribed by the International Accounting Standards Board and might not be comparable to similar financial measures disclosed by other companies. Additional information on Adjusted EBITDA, including its composition and purpose, is contained in the section entitled "Use of Non-IFRS and Other Financial Measures" in the Corporation's MD&A for the year ended December 31, 2023, which information is incorporated herein by reference.*

Shareholders other than Chris Dobbin, The Estate of Wayne Fulcher, Jill Dobbin and their Associates (as defined in TSXV policies) (“**Disinterested Shareholders**”).

To the knowledge of the Corporation, the Common Shares beneficially owned or controlled by Chris Dobbin, The Estate of Wayne Fulcher, Jill Dobbin and their Associates that will be excluded from the disinterested shareholder vote comprise an aggregate of 25,872,927 Common Shares, representing approximately 30.01% of the issued and outstanding Common Shares as at the date of this Circular.

At the Meeting, the Disinterested Shareholders will be asked to consider and if thought fit, to approve the following ordinary resolution approving the Acquisition:

BE IT RESOLVED as an ordinary resolution of the Disinterested Shareholders of the Corporation that:

1. the Acquisition be and is hereby approved;
2. any one or more directors or officers be and are hereby authorized to take all necessary steps and proceedings, and to execute and deliver and file any and all applications, declarations, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to the provisions of this resolution and to determine the timing thereof;
3. notwithstanding the approval of the Acquisition, the directors of the Corporation be and they are hereby authorized without further approval of the Shareholders to revoke the resolution approving the Acquisition before it is acted upon if the directors deem it would be in the best interests of the Corporation; and
4. the directors of the Corporation be and they are hereby authorized without further approval of the Shareholders to modify, vary or amend such terms and conditions in respect of the Acquisition as may be required by the regulatory authorities having jurisdiction or as the Board may in its sole discretion deem in the best interests of the Corporation.

The Independent Board Members believe the Acquisition is in the Corporation's best interests and recommend that Disinterested Shareholders approve the Acquisition. **It is intended that all proxies received will be voted in favour of approving the Acquisition, unless a proxy contains instructions to vote against. Greater than 50% of the votes of Disinterested Shareholders present in person or by proxy are required to approve the Acquisition.**

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed under “*Business to be Transacted at the Meeting – Earth Angels Acquisition*”, no person who has been a director or executive officer of the Corporation since January 1, 2023, nor any associate of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities of the Corporation or otherwise, in matters to be acted upon at the Meeting.

PROPOSALS BY SHAREHOLDERS

Pursuant to the *Canada Business Corporations Act*, resolutions intended to be presented by Shareholders for action at the next annual meeting must comply with the provisions of the *Canada Business Corporations Act* and be deposited at the Corporation's head office not later than March 10, 2025, 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.sedarplus.ca. 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.sedarplus.ca.

To request copies of the Corporation's financial statements or MD&A, Shareholders may contact Chris LeBlanc at Nova Leap Health Corp., 7071 Bayers Road, Suite 3006, Halifax, NS, B3L 2C2, Telephone (902) 266-2936.

APPROVAL OF CIRCULAR

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

BY ORDER OF THE BOARD OF DIRECTORS, as of the 18th day of November, 2024.

(Signed) "Dana Hatfield"
Chair of the Board