



**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
AND
MANAGEMENT INFORMATION CIRCULAR**

**SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON JANUARY 3, 2018**

December 5, 2017

TABLE OF CONTENTS

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS 1

MANAGEMENT INFORMATION CIRCULAR..... 1

PROXY SOLICITATION AND VOTING..... 1

 Solicitation of Proxies..... 1

 Notice and Access 1

 Appointment of Proxies..... 1

 Revocation of Proxies 2

 Voting of Proxies..... 2

INFORMATION FOR BENEFICIAL HOLDERS OF SECURITIES 2

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF..... 3

MATTERS TO BE CONSIDERED AT THE MEETING..... 4

 Approval of Amendment of the Corporation’s Articles 4

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS 4

AUDITOR..... 4

OTHER BUSINESS..... 4

ADDITIONAL INFORMATION..... 4

APPROVAL OF DIRECTORS..... 6

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares of Mainstreet Health Investments Inc. (the “**Corporation**”) will be held at Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, Ontario on January 3, 2018 at 11:00 a.m. (Toronto time), for the following purposes:

1. **TO CONSIDER** and, if deemed advisable, to pass a special resolution (the “**Name Change Resolution**”), the full text of which is attached as Appendix A to the accompanying management information circular, with or without variation, to amend the Corporation’s notice of articles and articles (collectively, the “**Articles**”) to change the name of the Corporation from Mainstreet Health Investments Inc. to Invesque Inc.; and
2. **TO TRANSACT** such other business as may properly come before the meeting or any adjournment thereof.

Shareholders of record at the close of business on December 4, 2017 will be entitled to vote at the Meeting.

Shareholders who are unable to be present in person at the Meeting are requested to sign, date and return the enclosed voting instruction form in accordance with the instructions provided. The accompanying management information circular provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

DATED at Toronto, Ontario this 5th day of December, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

“Richard Turner”

Chair of the Board of Directors
Mainstreet Health Investments Inc.

MAINSTREET HEALTH INVESTMENTS INC.

MANAGEMENT INFORMATION CIRCULAR

Unless otherwise indicated, or the context otherwise requires, “**Corporation**” refers to Mainstreet Health Investments Inc. and its direct and indirect subsidiaries. Unless otherwise indicated, all dollar amounts are expressed in U.S. dollars and references to “\$” are to U.S. dollars.

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by or on behalf of management of the Corporation, for use at the special meeting (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) of the Corporation to be held on January 3, 2017 at Bay Adelaide Centre, 333 Bay Street, Suite 3400, Toronto, Ontario at 11:00 a.m. (Toronto time), and at all postponements or adjournments thereof, for the purposes set forth in the accompanying notice of the Meeting (the “**Notice of Meeting**”).

PROXY SOLICITATION AND VOTING

Solicitation of Proxies

The solicitation of proxies for the Meeting will be made primarily by mail, but proxies may also be solicited personally, in writing or by telephone by employees of the Corporation, at nominal cost. The Corporation will bear the cost in respect of the solicitation of proxies for the Meeting and will bear the legal, printing and other costs associated with the preparation of the Information Circular. 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**”). This cost is expected to be nominal.

Notice and Access

The Corporation has elected not to use Notice and Access to distribute the Information Circular, the Notice of Meeting and the form of proxy (“**Form of Proxy**”) (collectively, the “**Meeting Materials**”). Registered Shareholders and non-registered Shareholders (“**Beneficial Holders**”) will be mailed Meeting Materials.

Appointment of Proxies

Together with the Information Circular, Shareholders will also be sent a Form of Proxy. The persons named in such proxy are currently directors (“**Directors**”) or officers of the Corporation. **A Shareholder who wishes to appoint some other person to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the Form of Proxy or by completing another proper Form of Proxy. Such other person need not be a Shareholder of the Corporation.**

To be valid, proxies or instructions must be deposited at the offices of Computershare Investor Services Inc. (the “**Agent**”) at 100 University Avenue, Suite 800, Toronto, Ontario M5J 2Y1, so as not to arrive later than 11:00 a.m. (Toronto time) on January 2, 2018. If the Meeting is adjourned, proxies or instructions to the Agent must be deposited 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting.

The document appointing a proxy must be in writing and completed and signed by a Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. Instructions provided to the Agent by a Shareholder must be in writing and completed and signed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. Persons signing as officers, attorneys, executors, administrators, and trustees or similarly otherwise should so indicate and provide satisfactory evidence of such authority.

Revocation of Proxies

A proxy given by a Shareholder for use at the Meeting may be revoked at any time prior to its use. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized and deposited with Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 at any time up to and including two business days preceding the Meeting or any adjournment thereof at which the proxy is to be used, and upon such deposit, the proxy is revoked.

Only registered Shareholders have the right to revoke a proxy. Beneficial Holders who wish to change their vote must make appropriate arrangements with their respective dealers or other intermediaries.

Voting of Proxies

The persons named in the accompanying Form of Proxy will vote the Common Shares in respect of which they are appointed, on any ballot that may be called for, in accordance with the instructions of the Shareholder as indicated on the proxy. In the absence of such specification, such Common Shares will be voted at the Meeting as follows:

- **FOR the passing of a resolution, the text of which is included at Appendix A to the Information Circular, to amend the Corporation's Articles to change the name of the Corporation from Mainstreet Health Investments Inc. to Invesque Inc.**

For more information on this issue, please see the section entitled "Matters to be Considered at the Meeting" in this Information Circular.

The persons appointed under the Form of Proxy are conferred with discretionary authority with respect to amendments to or variations of matters identified in the Form of Proxy and the Notice of Meeting and with respect to other matters, which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting, it is the intention of the persons designated in the enclosed Form of Proxy to vote in accordance with their best judgment on such matters or business. At the time of printing the Information Circular, the Directors know of no such amendments, variations or other matters.

INFORMATION FOR BENEFICIAL HOLDERS OF SECURITIES

Information set forth in this section is very important to persons who hold Common Shares otherwise than in their own names. A Beneficial Holder who beneficially owns Common Shares, but such Common Shares are registered in the name of an intermediary (such as a securities broker, financial institution, trustee, custodian or other nominee who holds securities on behalf of the Beneficial Holder or in the name of a clearing agency in which the intermediary is a participant) should note that only proxies or instructions deposited by securityholders whose names are on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting.

Common Shares that are listed in an account statement provided to a Beneficial Holder by a broker are likely not registered in the Beneficial Holder's own name on the records of the Corporation and such Common Shares are more likely registered in the name of CDS Clearing and Depository Services Inc. ("CDS") or its nominee.

Applicable regulatory policy in Canada requires brokers and other intermediaries to seek voting instructions from Beneficial Holders in advance of securityholders' meetings. Every broker or other intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Holders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Holder by its broker is identical to that provided to registered securityholders. However, its purpose is limited to instructing the registered securityholder how to vote on behalf of the Beneficial Holder. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Solutions

(“**Broadridge**”). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Holders and asks Beneficial Holders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions representing the voting of the securities to be represented at the Meeting. A Beneficial Holder receiving a Broadridge voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted. Proxy-related materials will be sent by the Corporation to the intermediaries and not directly to the non-registered beneficial Shareholders. The Corporation intends to pay for intermediaries to deliver proxy-related materials to “objecting beneficial owners” and Form 54-101F7 (the request for voting instructions), in accordance with NI 54-101.

Although Beneficial Holders may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of CDS or their broker or other intermediary, a Beneficial Holder may attend at the Meeting as proxy holder for the registered holder and vote their Common Shares in that capacity. Beneficial Holders who wish to attend the Meeting and indirectly vote their own Common Shares as proxy holder for the registered holder should enter their own names in the blank space on the Form of Proxy or voting instruction form provided to them and return the same to their broker or other intermediary (or the agent of such broker or other intermediary) in accordance with the instructions provided by such broker, intermediary or agent well in advance of the Meeting.

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

To the knowledge of the Corporation’s Directors and executive officers, no current Director or executive officer, no person who has been a Director or executive officer since the beginning of the Corporation’s last financial year, and no associate or affiliate of any such person has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in any matter to be acted upon at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares. As of the Record Date (defined below), there were 32,337,350 Common Shares outstanding.

At the Meeting, each Shareholder of record at the close of business on December 4, 2017, the record date established for the Notice of Meeting (the “**Record Date**”), will be entitled to one vote for each Common Share held on all matters proposed to come before the Meeting. Any Shareholder who was a Shareholder on the Record Date shall be entitled to receive notice of and vote at such meeting or any adjournment thereof, even though he, she or it has since that date disposed of his, her or its Common Shares, and no Shareholder becoming such after that date shall be entitled to receive notice of and vote at the Meeting or any adjournment thereof or to be treated as a Shareholder of record for purposes of such other action.

To the knowledge of the Corporation’s Directors and executive officers, the only persons or companies that beneficially own, or control or direct, directly or indirectly, voting securities of the Corporation carrying 10% or more of the votes attached to any class of voting securities of the Corporation are:

Name	Number of Common Shares	Approximate Percentage of Common Shares
Certain funds managed by Magnetar Financial LLC	11,635,104 Common Shares	36.0%

Management of the Corporation understands that the Common Shares registered in the name of CDS are beneficially owned through various dealers and other intermediaries on behalf of their clients and other parties. The names of the beneficial owners of such Common Shares are not known to the Corporation. Except as set out above, the Corporation’s directors and executive officers have no knowledge of any person or company that beneficially owns, or controls or directs, directly or indirectly, 10% or more of the votes attached to any class of voting securities of the Corporation.

MATTERS TO BE CONSIDERED AT THE MEETING

Approval of Amendment of the Corporation's Articles

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass a special resolution (the "**Name Change Resolution**") approving an amendment to the Articles of the Corporation to change the name of the Corporation from Mainstreet Health Investments Inc. to Invesque Inc. The full text of the Name Change Resolution is attached hereto as Appendix A.

To be effective, the Name Change Resolution must be approved by two-thirds of the votes cast by Shareholders, present in person or represented by proxy, at the Meeting. **The persons named in the enclosed Form of Proxy, if not expressly directed to the contrary in such Form of Proxy, will vote such proxies in favour of the Name Change Resolution.**

Purpose of the Name Change

On November 17, 2017, the Corporation announced its intentions to rebrand itself as Invesque Inc. Management believes that the rebranding and related name change will eliminate any possible confusion around the use of the Mainstreet name and other entities which use a similar name. Invesque provides the company with a unique and recognizable name. The Corporation seeks to establish a global brand and presence with a clearly defined name. In connection with the rebranding, the Corporation seeks to effect a legal name change from Mainstreet Health Investments Inc. to Invesque Inc., effective on or around January 3, 2018.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Directors of the Corporation, no informed person (as defined in National Instrument 51-102 *Continuous Disclosure Obligations*) of the Corporation and no known associate or affiliate of any such informed person, since the commencement of the Corporation's most recently completed financial year has or has had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction which has or would materially affect the Corporation or any of its subsidiaries.

AUDITOR

KPMG LLP has been the auditor of the Corporation since February 29, 2016.

MANAGEMENT CONTRACTS

The management functions of the Corporation and its subsidiaries are not to any substantial degree performed other than by the Directors or officers of the Corporation and its subsidiaries.

OTHER BUSINESS

The Directors are not aware of any matters intended to come before the Meeting other than those items of business set forth in the attached Notice of Meeting accompanying this Information Circular. If any other matters properly come before the Meeting, it is the intention of the persons named in the Form of Proxy to vote in respect of those matters in accordance with their judgment.

ADDITIONAL INFORMATION

Financial information is provided in the Corporation's comparative financial statements and the Corporation's management discussion and analysis ("**MD&A**") for the year ended December 31, 2016. Copies of the Corporation's financial statements and MD&A are available upon written request from the Chief Financial Officer of the Corporation at Mainstreet Health Investments Inc., 14390 Clay Terrace, Carmel Indiana, 46032 (telephone 317-582-6935). The Corporation may require payment of a reasonable charge if the request is made by a person who is not a securityholder of the Corporation. These documents and additional information relating to the

Corporation may also be found on SEDAR at www.sedar.com and on the Corporation's website at www.mainstreethealthinvestments.com.

APPROVAL OF DIRECTORS

The contents and the sending of this Information Circular to the Shareholders have been approved by the Board of Directors.

BY ORDER OF THE BOARD OF DIRECTORS

Dated: December 5, 2017

“Richard Turner”

Chair of the Board of Directors
Mainstreet Health Investments Inc.

**APPENDIX A
NAME CHANGE RESOLUTION**

BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE SHAREHOLDERS THAT:

1. The name of the Corporation be changed from Mainstreet Health Investments to Invesque Inc. effective on the date of the Meeting or any adjournment thereof.
2. The Notice of Articles and the Articles of the Corporation be altered accordingly.
3. Pursuant to section 257 of the *Business Corporations Act* (British Columbia), the change of name of the Corporation shall not take effect until a copy of these resolutions are received for deposit at the records office of the Corporation and a Notice of Alteration identifying the date of these resolutions has been filed with the Registrar of Companies.
4. Any director or officer of the Corporation is authorized to execute and deliver all such documents and instruments including a Notice of Alteration, and to do such further acts, as may be necessary to give effect to these resolutions or as may be required to carry out the full intent and meaning thereof.
5. Farris, Vaughan, Wills & Murphy LLP be appointed as the Corporation's agent to electronically file the Notice of Alteration to the Corporation's Notice of Articles with the Registrar of Companies.