

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 - Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to common shares (the "**Common Shares**") of Invesque Inc. (formerly Mainstreet Health Investments Inc.) (the "**Company**").

The Company's registered office is located at 700 W Georgia Street, 25th Floor, Vancouver, British Columbia, V7Y 1B3, and its head office is located at 333 Bay Street, Suite 3400, Toronto, Ontario, M5H 2S7.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The transaction took place by way of a private transaction (and not through the facilities of the Toronto Stock Exchange).

Item 2 - Identity of the Acquiror

2.1 State the name and address of the acquiror.

Magnetar Financial LLC ("**Magnetar**") is the investment manager of each of Magnetar Constellation Master Fund, Ltd, Magnetar Xing He Master Fund Ltd, Magnetar Constellation Master Fund V Ltd, Magnetar Constellation Fund II, Ltd and Magnetar Structured Credit Fund, LP (collectively, the "**Magnetar Funds**") and of each of Magnetar Constellation Master Fund IV, Ltd, Magnetar SC Fund Ltd and Magnetar Andromeda Select Master Fund Ltd (collectively, the "**Other Magnetar Funds**") and in such capacity has discretionary investment management authority over the investment portfolio of each fund and has control or direction over the securities held by each of them.

The address of Magnetar is as follows:

Magnetar Financial LLC
1603 Orrington Avenue, Suite 1300
Evanston IL 60201 USA

The address of each of the Magnetar Funds and Other Magnetar Funds is as follows:

c/o Magnetar Financial LLC
1603 Orrington Avenue, Suite 1300
Evanston IL 60201 USA

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

As previously disclosed, on July 23, 2019, each of the Magnetar Funds entered into a subscription agreement (collectively, the "**Subscription Agreements**") providing for the issuance by the Company to the Magnetar Funds (the "**Private Placement**") of Series 4 Preferred Shares (as defined below) (the "**Series 4 Preferred Shares**"). Pursuant to the Subscription Agreements, the Private Placement closed on August 27, 2019, resulting in the issuance of 1,538,461 Series 4 Preferred Shares at a price of US\$9.4575 per Series 4 Preferred Share (representing approximately C\$12.5473), for an aggregate purchase price and gross

proceeds to the Company of US\$14,549,994.91 (representing approximately C\$19,303,478.24).

The Series 4 Preferred Shares are non-voting and are initially convertible into Common Shares on a one-for-one basis at the option of the holder based on an initial liquidation preference of US\$9.75 and a conversion price of US\$9.75. The other terms of the Series 4 Preferred Shares will be substantially similar to the terms of the Company's Class A convertible preferred shares (the "**Preferred Shares**") that are currently outstanding and are described in the Company's Annual Information Form filed on SEDAR at www.sedar.com, except that (i) the liquidation preference of the Series 4 Preferred Shares will accrue at a rate of 9.80% for the first 24 months following the issuance of the Series 4 Preferred Shares and 12.25% thereafter, (ii) the prepayment penalty on liquidation, mandatory conversion and redemption will be 1% if the applicable event occurs within the first six months after issuance of the Series 4 Preferred Shares and 0.5% if the applicable event occurs between 6 months and one year following the issuance of the Series 4 Preferred Shares, and (iii) the Series 4 Preferred Shares will contain a limitation on converting the Series 4 Preferred Shares, without prior approval of the Toronto Stock Exchange, if such conversion would result in the issuance of Shares equal to or exceeding 10% of the Shares outstanding on the date the Series 4 Preferred Shares are issued. Accordingly, as of the time of closing of the Private Placement, a maximum of 5,411,373 Shares, representing 10% of the Shares outstanding as of June 30, 2019, will be issuable upon conversion of the Series 4 Preferred Shares.

2.3 State the names of any joint actors.

Magnetar, the Magnetar Funds and the Other Magnetar Funds may be deemed to be joint actors.

Item 3 - Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

Pursuant to the Subscription Agreements, on August 27, 2019, the Magnetar Funds acquired 1,538,461 Series 4 Preferred Shares on the terms and conditions set forth therein, representing 16.91% of the outstanding Preferred Shares and all of the outstanding Series 4 Preferred Shares. Assuming the voluntary conversion by the Magnetar Funds, as of the closing date of the Private Placement, of all of such 1,538,461 Series 4 Preferred Shares, Magnetar, together with the Magnetar Funds and Other Magnetar Funds, would own and have control over 1,538,461 additional Common Shares, representing approximately 2.76% of the outstanding Common Shares immediately following the Private Placement. See also item 3.4.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See item 3.4.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Immediately prior to the Private Placement, Magnetar, the Magnetar Funds and Other

Magnetar Funds owned and exercised control over (i) 13,720,327 Common Shares, representing approximately 25.28% of the outstanding Common Shares, and (ii) 7,560,137 Preferred Shares (2,802,009 Series 1 Preferred Shares, 3,172,086 Series 2 Preferred Shares and 1,586,042 Series 3 Preferred Shares), representing all of the outstanding Preferred Shares of all series as of such time. Immediately prior to the Private Placement, assuming the voluntary conversion by the Magnetar Funds of all of such 7,560,137 Preferred Shares and taking into account the liquidation preference accretion, Magnetar, together with the Magnetar Funds and Other Magnetar Funds, would have owned and would have had control over an aggregate of 21,976,841 Common Shares, representing approximately 35.14% of the outstanding Common Shares.

Immediately following the Private Placement, Magnetar and the Magnetar Funds and Other Magnetar Funds own and exercise control over (i) 13,720,327 Common Shares, representing approximately 25.28% of the outstanding Common Shares, and (ii) 9,098,598 Preferred Shares (2,802,009 Series 1 Preferred Shares, 3,172,086 Series 2 Preferred Shares, 1,586,042 Series 3 Preferred Shares and 1,538,461 Series 4 Preferred Shares), representing all of the outstanding Preferred Shares of all series as of such time. Immediately following the Private Placement, assuming the voluntary conversion by the Magnetar Funds of all of such 9,098,598 Preferred Shares and taking into account the liquidation preference accretion, Magnetar, together with the Magnetar Funds and Other Magnetar Funds, would own and have control over an aggregate of 23,515,302 Common Shares, representing approximately 36.70% of the outstanding Common Shares.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) **the acquiror, either alone or together with any joint actors, has ownership and control,**

See item 3.4.

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

- 3.8 State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.**

Not applicable.

- 3.9 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable. See item 6 in respect of the DRIP.

Item 4 - Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See item 2.2.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See item 2.2.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 - Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The Preferred Shares were acquired for investment purposes, and in the future, Magnetar and the Magnetar Funds may discuss with management and/or the board of directors of the Company business transactions and other opportunities and may further purchase, hold, vote, trade, dispose or otherwise deal in the securities of the Company, in such manner as they deem advisable, depending on market and other conditions.

Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

The Subscription Agreements provide for the terms and conditions of the Private Placement and contain customary representations, warranties and covenants of the Company and the Magnetar Funds, and the parties have agreed to indemnify each other against various losses in certain circumstances.

On December 22, 2017, the Company and certain of the Magnetar Funds and Other Magnetar Funds entered into a registration rights agreement pursuant to which the Company has granted Magnetar certain customary demand and "piggy back" registration rights in respect of the Common Shares held by such entities and their affiliates, including Common Shares that may be issued upon the conversion of Preferred Shares.

The Company established a dividend reinvestment plan ("DRIP"). A copy of the Company's documentation relating to the DRIP is available at www.invesque.com/dividends. On December 31, 2018, the Company provided a confirmation letter to the Magnetar Funds and certain of the Other Magnetar Funds, and the Magnetar Funds and certain of the Other Magnetar Funds delivered an investor agreement and questionnaire to the Company, in each case, in respect of such entities' participation in the DRIP.

Item 7 - Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 - Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 - Certification

I, as the acquiror, certify, or I, as the agent filing this report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

August 27, 2019
Date

/s/ Diana Fitzgerald
Signature

Diana Fitzgerald, Deputy Chief Financial Officer
Name/Title