



MANAGEMENT INFORMATION CIRCULAR
(This information is given as at May 15, 2023 except as indicated)

SOLICITATION OF PROXIES

This Management Information Circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by the management of **LEVELJUMP HEALTHCARE CORP.** (the “Corporation”) for use at the Annual and Special Meeting (the “Meeting”) of the shareholders of the Corporation, to be held in person on Thursday, June 29, 2023 at 4:00 PM (Eastern Standard Time) and at any adjournments thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed Form of Proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Corporation. The Corporation may reimburse shareholders’ nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Form of Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Corporation. None of the directors of the Corporation have advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

APPOINTMENT OF PROXIES

The individuals named in the accompanying form of proxy (the “Proxy”) as proxyholders, are Officers and/or Directors of the Corporation. If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than the persons designated in the Proxy, who need not be a shareholder, to attend and act for you on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided by the Proxy or by completing and delivering another suitable form of proxy.

NOTICE-AND-ACCESS

The Corporation is utilizing the notice and access mechanism under National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) and National Instrument 54-101 - *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”). Notice and access allows the Corporation to post electronic versions of proxy-related materials online, rather than mailing paper copies of such materials to Shareholders.

Electronic copies of this Notice of Meeting, the Information Circular, the audited consolidated financial statements of the Corporation for the year ended December 31, 2022, and Management’s Discussion and Analysis thereon (the “Annual Filings”), may be found on the Corporation’s pages on SEDAR at www.sedar.com and also on the Corporation’s website at www.leveljumphealthcare.com.

Shareholders will receive paper copies of a notice package (the “Notice Package”) via prepaid mail containing the information prescribed by NI 51-102 and NI 54-101 and a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a non-registered Shareholder), in each case with a supplemental mail list return box for Shareholders to request they be included in the Corporation’s supplementary mailing list for receipt of the Corporation’s annual and interim financial statements for the 2023 fiscal year. The Corporation will not be adopting stratification procedures in relation to the use of notice-and access provisions.

Shareholders may obtain paper copies of the Information Circular and the Annual Filings free of charge, or more information about notice and access, by contacting the Corporation at Suite 207, 52 Scarsdale Rd., Toronto, ON,

M3B 2R7, by telephone: 833-840-2020 or by e-mail to info@leveljumphealthcare.com. In order to receive paper copies of these materials in time to vote before the Meeting, your request must be received by June 15, 2023.

COMPLETION AND RETURN OF PROXY

Completed Proxies must be deposited at the office of the Corporation's transfer agent, Odyssey Trust Company at 350 – 409 Granville Street, Vancouver, BC, V6C 1T2, not later than Tuesday, June 27, 2023, before 4:00 P.M.

VOTING BY PROXYHOLDER

The persons named in the Proxy will vote or withhold from voting the shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your shares will be voted accordingly. The Proxy confers discretionary authority on persons named therein with respect to:

- (a) Each matter identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) Any amendment to or variation of any matter identified therein; and
- (c) Any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the shares represented by the Proxy for the nominees of management for Elections of Directors and Appointment of Auditors as identified in the Proxy, as applicable, and in favour of each matter identified on the Proxy.

NON-REGISTERED SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders may vote their common shares by completing the enclosed proxy. Most shareholders of the Corporation are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as “NOBO's”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as “OBO's”.

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has elected to send meeting materials directly to the NOBO's, and indirectly through Intermediaries to the OBO's.

The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them. The Corporation does not intend to pay for intermediaries to deliver the Meeting materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive the Meeting materials unless their intermediary assumes the costs of delivery.

Meeting Materials sent to Non-Registered Holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a “VIF”). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it a Non-Registered Holder is able to instruct the registered shareholder

how to vote on behalf of the Non-Registered Shareholder. VIF's, whether provided by the Corporation or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. **Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

REVOCATION OF PROXY

Any Registered Shareholder who has returned a Proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing, including a Proxy bearing a later date, executed by the Registered Shareholder or by his attorney authorized in writing or, if the Registered Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the Proxy must be deposited at the registered office of the Corporation, at any time up to and including the last business day preceding the date of the Meeting.

Only Registered Shareholders have the right to revoke a Proxy. Non-registered holders who wish to change their vote must, at least seven before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of common shares. On May 15, 2023, 87,219,729 common shares without par value were issued and outstanding. Holders of common shares are entitled to one vote for each common share held.

Only shareholders of record at the close of business on May 15, 2023 who complete and deliver a Form of Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Corporation, there are two persons who own beneficially, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation:

<u>Name</u>	<u>Number of Shares Owned or Controlled</u>	<u>Percentage of Outstanding Shares</u>
Mitchell Geisler	13,022,062 ⁽¹⁾	14.93%
Robert Landau	12,567,063 ⁽²⁾	14.41%
TOTAL	25,589,125	29.34%

Note:

- (1) Of these shares, 6,878,994 are held through Leveljump Inc., a corporation owned 50% by Mitchell Geisler and 50% by Robert Landau.
- (2) Of these shares, 6,878,994 are held through Leveljump Inc., a corporation owned 50% by Mitchell Geisler and 50% by Robert Landau.

VOTES NECESSARY TO PASS RESOLUTIONS

Under the Corporation's current by-laws, the quorum for the transaction of business at the meeting of shareholders is two (2) persons present at the opening of the meeting who are entitled to vote thereat either as shareholders or as proxy holders and holding or representing more than five per cent (5%) of the outstanding shares of the Corporation. If a quorum is not present within such reasonable time (determined by the chairman of the meeting) after the time fixed for the holding of the meeting as the persons present and entitled to vote thereat may determine, such person may adjourn the meeting to a fixed time and place.

AUDIT COMMITTEE DISCLOSURES

Audit Committee Charter

The Corporation's Audit Committee is governed by the Audit Committee Charter, the text of which is attached as Schedule "A" to this Information Circular.

Composition of the Audit Committee

Pursuant to the provision of the *Canada Business Corporations Act*, the Corporation has an Audit Committee. The Corporation's Audit Committee is comprised of three directors: Robert Landau, Richard Jagodnik and Jackie Glazer. As defined in National Instrument 52-110 ("NI 52-110"), Richard Jagodnik and Jackie Glazer are "independent" and all members are "financially literate".

Relevant Education and Experience

Robert Landau: Rob has been the CFO of the Corporation since 2020. Rob has been working as a consultant to the Corporation's subsidiary, CTS, since 2009 and became its CFO in 2019. He has advised on its operational growth and accounting matters. Rob has many years of experience with corporate finance and structuring, corporate accounting and auditing as well as working with start-up companies. Rob has a Bachelor of Commerce degree from the University of Toronto specializing in Actuarial Science and Corporate Finance.

Richard Jagodnik: Richard is an alumni of the John Molson School of Business, at Concordia University, with a major in Accounting and received his CA designation in 1994. He has had over 10 years of audit experience, followed by 20 years of being a controller and CFO for private corporations with annual revenues ranging from \$20 million to in excess of \$100 million.

Jackie Glazer: Jackie has over 20 years of experience as a business partner and advisor on leadership teams in a number of industries. Jackie has held roles in public and private companies, leading finance and operations through periods of growth through acquisitions, as well as organically. Jackie has managed recapitalizations of companies at various stages of development. She has experience spanning financial services, healthcare and manufacturing with a deep understanding of business strategy and management. Jackie holds a CPA, CA designation earned in 1998 after graduating from the University of British Columbia.

Audit Committee Oversight

Since January 1, 2022, the commencement of the Corporation's most recently completed financial year, the Corporation's Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since January 1, 2022, the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on the exemptions contained in sections 2.4 (*De Minimis Non-Audit Services*), or an exemption granted under Part 8 (*Exemptions*) of NI 52-110.

Pre-approval of Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Corporation's Board of Directors, and where applicable the Audit Committee, on a case-by-case basis.

External Auditors Service Fees (by category)

a) Audit fees

“Audit fees” consist of fees for professional services rendered by the Corporation’s external auditors for the audit and review of the Corporation’s financial statements.

b) Audit related fees

“Audit related fees” consist of fees for professional services rendered by the Corporation’s external auditors that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and which are not reported under item (a) above.

c) Tax fees

“Tax fees” consist of fees for professional services for tax compliance, tax advice and tax planning.

d) All other fees

“All other fees” consist of fees for professional services other than services reported under items (a), (b) and (c) above.

The fees paid by the Corporation to its auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees (Quarterly Reviews)	Tax Fees	All Other Fees
December 31, 2021	\$55,408	0	-	\$5,348
December 31, 2022	\$93,059	0	-	-

Exemption in Section 6.1 of NI 52-110

The Corporation is relying on the exemption provided by section 6.1 of NI 52-110, which exempts venture issuers from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

Effective June 30, 2005, National Instrument 58-101 “Disclosure of Corporate Governance Practices” and National Policy 58-201 “Corporate Governance Guidelines” were adopted in each of the provinces and territories of Canada. National Instrument 58-101 requires issuers to disclose the corporate governance practices that they have adopted, while National Policy 58-201 provides guidance on corporate governance practices.

The Board of Directors of the Corporation believes that good corporate governance improves corporate performance and benefits all shareholders. The Corporation’s Audit Committee is governed by the Audit Committee Charter, the text of which is attached as Schedule “A” to this Information Circular. Schedule “B” of this Information Circular sets out the Corporation’s approach to corporate governance and addresses the Corporation’s compliance with National Instrument 58-101.

STATEMENT OF EXECUTIVE COMPENSATION

The Statement of Executive Compensation of the Corporation and the other information required to be disclosed by Form 51-102F6V is attached to this information circular as Schedule “C”.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as disclosed herein, there is no indebtedness to the Corporation by any executive officer, proposed nominee for election as a director or associate of them, to or guaranteed by the Corporation or otherwise, during the

most recently completed financial year.

As of December 31, 2022, \$876,294 (December 31, 2021 - \$ Nil) was loaned by the Company to Leveljump Inc. and \$324,921 was loaned to the CEO (December 31, 2021 - \$203,021) and \$426,618 to the CFO (December 31, 2021 - \$353,500). These loans are partially offset by past due salaries and wages due to the CEO of \$670,969 (December 31, 2021 - \$590,969) and to the CFO of \$331,181 (December 31, 2021 - \$451,181). The past due salaries are presented in accounts payable and accrued liabilities. Most of the loans are related to a salary deferral program to allow for more advantageous tax planning by the senior management. The Company expects the deferrals and loans to be settled by the first quarter of 2024. The loans are unsecured and non-interest bearing.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, no proposed nominee of management of the Corporation for election as a director of the Corporation and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, no informed person or proposed director of the Corporation and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Corporation.

MANAGEMENT CONTRACTS

Except as disclosed in this Circular under "*Employment, Consulting and Management Agreements*", no management functions of the Corporation are performed to any substantial degree by a person other than the Directors or executive officers of the Corporation.

PARTICULARS OF MATTERS TO BE ACTED UPON

Management of the Corporation is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Form of Proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

1. RE-ELECTION OF DIRECTORS

Advance Notice Provision

In accordance with the Corporation's By-Laws, the Advance Notice Provision (the "Advance Notice Provision") fixes a deadline by which shareholders must submit director nominations prior to any meeting of the shareholders. In the case of (i) an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 50 days after the date (the "Notice Date") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the 10th day following the Notice Date; (ii) a special meeting (other than an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting of shareholders was made; and (iii) the Corporation uses "notice-and-access" (as defined in NI 54-101) to send proxy related materials to shareholders in connection with an annual general meeting, notice must be received not less than 40 days prior to the date of the annual general meeting. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above.

The Advance Notice Provision requires any shareholder making a director nomination to provide certain important information about its nominee(s) with its advance notice. The Board may, in its sole discretion, waive any advance notice requirement. The Board believes that all shareholders should be provided with sufficient disclosure and time to make appropriate decisions on the election of their board representatives, allowing shareholders to fully participate in the director election process in an informed and effective manner. The Advance Notice Provision provides a transparent, structured, and fair director nomination process, consistent with the guidelines published by leading proxy advisory firms.

The Advance Notice Provision includes a provision providing for a forum for adjudication of certain disputes, whereby unless the Corporation approves or consents in writing to the selection of an alternative forum, the courts of the Province of Ontario and appellate courts shall be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim for breach of a fiduciary duty owed by any director or officer of the Corporation to the Corporation, (c) any action asserting a claim arising pursuant to any provision of the OBCA or the articles or by-laws of the Corporation (as either may be amended from time to time), or (d) any action asserting a claim otherwise related to the relationships among the Corporation, its affiliates and their respective shareholders, directors and/or officers, but does not include claims related to the business carried on by the Corporation or such affiliates. Any person or entity owning, purchasing or otherwise acquiring any interest, including without limitation, any registered or beneficial ownership thereof, in the securities of the Corporation shall be deemed to have notice of and consented to the provisions of the by-laws.

The Corporation did not receive notice of a nomination in compliance with the Advance Notice Provision, and as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Corporation will be disregarded at the Meeting.

The Board of Directors is empowered to determine, from time to time by resolution, the number of directors of the Corporation and the number of directors of the Corporation to be elected at meetings of the shareholders of the Corporation within the range, i.e. minimum of one (1) and a maximum of ten (10), provided for in the Corporation's articles. The number of directors to be elected at the Meeting has been determined at five (5).

At the Meeting, Shareholders will be asked to re-elect the five (5) nominees set forth in the table below as directors of the Corporation to hold office until the earlier of the next annual meeting of the Corporation or until his successor is duly elected, unless this office is earlier vacated in accordance with the by-laws of the Corporation. Each director nominee will be elected on an individual basis and not as a member of a slate. All five (5) nominees are currently directors of the Corporation.

The following table sets forth a brief description of the nominees, including the name, place of residence, and current position of each of the nominees, the number of voting securities of the Corporation beneficially owned, directly or indirectly, or over which each nominee exercises control or direction, the period served as director and the principal occupation of each nominee as of the date hereof. The information contained herein is based upon information furnished by the respective nominees.

The Directors of the Corporation are elected at each annual general meeting. Each director elected will hold office until the next annual general meeting or until his successor is duly elected or appointed, unless his office is earlier vacated in accordance with the constating documents of the Corporation or they become disqualified to act as a director. **In the absence of instructions to the contrary, the enclosed proxy if returned will be voted for the nominees herein listed.**

The Corporation is required to have an Audit Committee. Members of this Audit Committee are profiled on pages 3 and 4 of this Information Circular. The Corporation does not have an executive committee.

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Corporation, their respective principal occupations and the number of shares of the Corporation which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular. Information concerning such persons, as furnished by individual nominees, is as follows:

Name, Province of Residence, Director Since	Current Office(s) with the Corporation	Principal Occupation During the Previous Five Years	Number of Common Shares Owned Directly, or Indirectly, or controlled⁽²⁾
Mitchell Geisler Toronto, ON (Director since Dec. 2020)	CEO, Chairman and Director	CEO and Chairman of the Corporation since December, 2020; CEO of Canadian Teleradiology Services, Inc. since 2010; President, CEO and director of MEDD Medical Imaging Corp. since 2010.	13,022,062 ⁽³⁾
Robert Landau ⁽¹⁾ Toronto, ON (Director since Dec. 2020)	CFO, Director	CFO of the Corporation since December, 2020; CFO of Canadian Teleradiology Services, Inc. since 2019; President of Leveljump Inc. since 1999.	12,567,063 ⁽⁴⁾
Gary Prihar Surrey, BC (Director since Dec. 2021)	Director	President & Co-Founder of Move Health and Wellness Inc. at Surrey, B.C., currently and since March 2020; Clinic Advisor of Entheo Tech, at Kelowna, B.C. currently and since April 2021; Co-Founder & Director of Viva Care Medical Group, at Vancouver, B.C., the largest clinic operating partner with Jack Nathan Health® in Canada, currently and since May 2009; Executive Consultant of Lyte Clinic, at Toronto, ON between May 2020 and Nov 2021; prior thereto, President - Clinical Operations and Director of Optima Medical Innovations Corp. (formerly Tree of Knowledge International Corp. ("TOKI")) (CNSX: OMIC), at Toronto, ON, between April 2019 and April 2020 and Director of TOKI between April and July 2020.	55,555
Richard Jagodnik ⁽¹⁾ Sainte-Anne-de-Bellevue, QC (Director since Dec. 2021)	Director	Chief Financial Officer and V.P. Finance of Schluter Systems (Canada) Inc., at Sainte-Anne-de-Bellevue, QC, currently and since August 2010.	2,000
Jackie Glazer ⁽¹⁾ ON, Canada (Director since Dec. 2021)	Director	Currently and since May 2014, Ms. Glazer holds various positions at Omnify Lighting, a division of Lumnify Inc.	2,400

Notes:

- (1) Member of the Audit Committee.
- (2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at May 15, 2023, based upon information furnished to the Corporation by the individual directors.
- (3) Mr. Geisler owns 6,143,562 shares directly and 6,878,500 shares indirectly through his 50% ownership in Leveljump Inc.
- (4) Mr. Landau owns 5,688,563 shares directly and 6,878,500 shares indirectly through his 50% ownership in Leveljump Inc.

The term of office of each of the present directors expires at the Meeting. The persons named above will be presented for election at the Meeting as management's nominees and the persons proposed by management as proxyholders in the accompanying form of proxy intend to vote for the election of these nominees.

Voting for the election of the above-named directors will be conducted on an individual, not slate basis. If named as proxy, the management designees intend to vote the Common Shares represented by such proxy at the Meeting for the approval of the above listed nominees, unless otherwise directed in the instrument of proxy.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except noted below, to the knowledge of the Corporation, none of the proposed directors is, or has been within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any other

company (including the Corporation) that:

- (a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

where “order” refers to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 days.

To the knowledge of the Corporation, except as disclosed below, none of the directors of the Corporation:

- (a) is, as at the date of this Circular, or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) within the 10 years before the date of this Circular, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director.

None of the proposed directors has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Mr. Gary Prihar was a director and officer of Optima Medical Innovations Corp. (formerly Tree of Knowledge International Corp. (“TOKI”)) (CNSX: OMIC) and on May 1, 2019, when the Ontario Securities Commission issued an MCTO ordering the cessation of trading in the securities of TOKI by certain of its insiders, for its failure to file annual audited financial statements, management’s discussion and analysis, and certification of annual filings for the year ended December 31, 2017. The MCTO was lifted on June 4, 2019 upon completion of the filing. In addition, on June 25, 2020, the Ontario Securities Commission issued an MCTO ordering the cessation of trading in the securities of TOKI by certain of its insiders, for its failure to file annual audited financial statements, management’s discussion and analysis, and certification of annual filings for the year ended December 31, 2019. On July 15, 2020, the Ontario Securities Commission converted the MCTO to a failure to file cease trade order (“FFCTO”) and on September 23, 2020, the FFCTO was lifted on upon completion of the filing.

2. RE-APPOINTMENT OF AUDITOR

Management proposes to re-appoint Clearhouse LLP, of Mississauga, Ontario, as auditor of the Corporation to hold office until the next annual general meeting. Management also proposes that the Directors be authorized to fix the remuneration of the auditor. Clearhouse LLP was first appointed on October 31, 2019 as auditor of Canadian Teleradiology Services, Inc., now a wholly-owned subsidiary of the Corporation, and appointed auditor of the Corporation on December 7, 2020, subsequent to completion of the Corporation’s qualifying transaction.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote for the re-appointment of Clearhouse LLP, as auditors of the Corporation and for the resolution authorizing the Directors to fix the remuneration of the auditor.

3. SHARES FOR DEBT TRANSACTION

The Corporation is currently indebted in the aggregate amount of \$380,000, being \$190,000 to each of Mitchell Geisler and Robert Landau for unpaid management fees pursuant to their respective employment agreements (the “**Debt**”). A summary of the Employment Agreements is set out elsewhere in this Circular under “*Employment, Consulting and Management Agreements*”. In connection with the Debt, the Corporation intends to proceed with a shares-for-debt transaction (“Shares-for-Debt Transaction”) whereby the Corporation will issue 4,000,000 common shares in aggregate, at a deemed price of \$0.095 per common share, in settlement of the Debt owed to Messrs. Geisler and Landau for unpaid management fees incurred between 2020 and December 31, 2022 (the “Management Fees”).

Recognizing the need to conserve capital and improve the Corporation’s balance sheet while global financial markets remain turbulent and financing emerging companies remains difficult, the Corporation proposes to proceed with the Shares-for-Debt Transaction to settle the outstanding Management Fees owed by the Corporation in lieu of cash payment.

Conditional approval from the TSX Venture Exchange (the “Exchange”) for the Shares-for-Debt Transaction has been obtained. Pursuant to the policies of the Exchange, the Shares-for-Debt Transaction requires the approval of a majority of the disinterested shareholders of the Corporation who vote on the applicable resolution at a meeting of the shareholders called for that purpose. As at the date hereof, an aggregate of 25,589,125 Common shares held by the following persons will be excluded from voting on this resolution: Mitchell Geisler, Robert Landau and Leveljump Inc. (a private company beneficially owned by Mitchell Geisler (50%) and Robert Landau (50%) (collectively, the “Related Parties”).

Shares-for-Debt Resolution

In accordance with Exchange policies, disinterested shareholders of the Corporation will be asked to approve the following resolution authorizing the Shares-for-Debt Transaction:

“BE IT RESOLVED as an ordinary resolution of the disinterested shareholders that:

1. Subject to the final approval of the TSX Venture Exchange, the Corporation be and is hereby authorized to issue an aggregate of 4,000,000 common shares in the capital of the Corporation, in settlement of unpaid accrued management fee in the aggregate amount of \$380,000 at a deemed issue price \$0.095 per common share (the “Shares-for-Debt Transaction”); and
2. Any one director or officer of the Corporation is hereby authorized to execute (whether under the corporate seal of the Corporation or otherwise) and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable in connection with these resolutions, the execution of any such document or the doing of any such other act or thing by an director or officer of the Corporation being conclusive evidence of such determination.”

In accordance with the requirement to obtain disinterested shareholder approval, shares beneficially owned by the Related Parties, or by their associates or affiliates (as such terms are defined in the TSXV policies) will not be eligible to vote on this resolution. As at the date hereof, the Related Parties and their associates or affiliates own or control, directly or indirectly, in the aggregate 25,589,125 common shares representing approximately 29.34% of the issued and outstanding common shares of the Corporation.

Directors Approval and Recommendation

The Board unanimously approved proceeding with the settlement of the unpaid accrued Management Fees (with each of Mitchell Geisler and Robert Landau (i) having declared and fully disclosed the nature and extent of their respective interests, (ii) having refrained from attending or participating in that part of the meeting in which the proposed transaction was discussed and (iii) having not voted thereon).

The Corporation’s board of directors recommends that shareholders vote “FOR” the approval of the Shares-

for-Debt Resolution. In the absence of contrary instructions, the persons designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the approval of the Shares-for-Debt Resolution.

Unless a proxy specifies that the shares it represents are to be voted against the Shares-for-Debt Resolution or the proxy is from the Related Parties name above or an associate, affiliate or holding company related thereto, the proxies named in the accompanying form of proxy intend to vote in favour of the Shares-for-Debt Resolution.

4. OTHER MATTERS

The Corporation will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The Management of the Corporation knows of no other matters to come before the Meeting other than those referred to in the notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Financial information is provided in the Corporation's comparative audited financial statements and Management Discussion and Analysis for the financial year ended December 31, 2022.

Copies of the Corporation's financial statements and MD&A may be obtained from the System for Electronic Document Analysis and Retrieval (SEDAR) www.sedar.com or by contacting the Corporation at Suite 207, 52 Scarsdale Rd., Toronto, ON, M3B 2R7, by telephone: 833-840-2020 or by e-mail to info@leveljumphealthcare.com.

Additional information relating to the Corporation is also found on SEDAR and also on the Corporation's website at www.leveljumphealthcare.com.

APPROVAL OF THE DIRECTORS

The contents of this information circular and the sending of same to each director and shareholder of the Corporation and to the auditor of the Corporation have been approved by the directors of the Corporation.

DATED at Toronto, Ontario as at this 15th day of May, 2023.

BY ORDER OF THE
BOARD OF DIRECTORS

(signed)
Mitchell Geisler
President & Chief Executive Officer

SCHEDULE “A”

AUDIT COMMITTEE CHARTER

LEVELJUMP HEALTHCARE CORP.

I. CONSTITUTION AND PURPOSE

The audit committee (the “**Committee**”) has been established by resolution of the board of directors (the “**Board**”) of Leveljump Healthcare Corp. (the “**Company**”) for the purpose of assisting the Board in fulfilling its oversight responsibilities in relation to the accounting and financial reporting processes of the Corporation, audits of the financial statements of the Corporation, review of the Corporation’s systems of internal controls and in relation to risk management matters including:

- (a) the review of the annual and interim financial statements of the Corporation;
- (b) the integrity and quality of the Corporation’s financial reporting and systems of internal control, and financial risk management;
- (c) the Corporation’s compliance with legal and regulatory requirements;
- (d) the qualifications, independence, engagement, compensation and performance of the Corporation’s external auditors (the “**Company’s Auditors**”); and
- (e) the exercise of the responsibilities and duties set out in this charter (the “**Charter**”).

II. COMPOSITION

The members of the Committee shall be appointed by the Board from amongst the directors of the Corporation (the “**Directors**”) and shall be comprised of not less than three members. A majority of the members of the Committee shall be “independent”, as that term is defined in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

All members of the Committee shall be “financially literate”, as such term is defined in NI 52-110 or shall acquire within a reasonable time following appointment to the Committee, the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed or ceases to be a member of the Board. The Board shall fill vacancies in the Committee by appointment from among the members of the Board. If a vacancy exists on the Committee, the remaining members shall exercise all its powers so long as a quorum remains in office. The Board shall appoint a chair for the Committee from its members (the “**Chair**”). If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

No Director who serves as board member of any other company shall be eligible to serve as a member of the Committee unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Determinations as to whether a particular Director satisfies the requirements for membership on the Committee shall be made by the corporate governance committee of the Board. No member of the Committee shall receive from the Corporation or any of its affiliates any compensation other than the fees to which he or she is entitled as a Director of the Corporation or a member of a committee of the Board. Such fees may be paid in cash and/or shares, options or other in-kind consideration ordinarily available to Directors.

III. MEETING PROTOCOLS

The Committee shall meet at least once every quarter and shall meet at such other times during each year as the Chair of the Committee deems appropriate. The Chair of the Committee, any member of the Committee, the Corporation's Auditors, the Chairman of the Board, the Chief Executive Officer ("CEO") or the Chief Financial Officer ("CFO") may call a meeting of the Committee by notifying the Corporation's corporate secretary, who will notify the members of the Committee. A majority of members of the Committee shall constitute a quorum.

At least five days' notice of any meeting of the Committee shall be given in writing to each member of the Committee by any means of transmitted or recorded communication that produces a written copy, including by email. Notice may be waived or shortened with the consent of all the members of the Committee. Attendance by a member at a meeting notwithstanding any failure to give notice in accordance with this Charter shall be deemed to constitute waiver of notice of such meeting by such member. Notice of each meeting of the Committee shall also be given to the Chairman of the Board, the CEO, and CFO of the Corporation, and the Corporation's Auditors.

The Chairman of the Board, the CEO and CFO of the Corporation, if invited by the Chair of the Committee, attend and speak at meetings of the Committee. Other Board members shall also, if invited by the Chair of the Committee, have the right of attendance. A representative of the Corporation's Auditors shall have the right to attend and speak at any meeting of the Committee, and may attend if invited by the Chair of the Committee, in either case at the expense of the Corporation.

The Committee may also invite any other officers or employees of the Corporation, legal counsel, the Corporation's financial advisors and any other persons to attend meetings and give presentations with respect to their area of responsibility, as considered necessary by the Committee.

At least quarterly, representatives of the Corporation's Auditors shall meet the Committee without any of the executive Directors or other members of management in attendance, except by invitation of the Committee.

The Committee shall at each meeting appoint one of its members or any other attendee to be the secretary of the Committee.

Every question at a Committee meeting shall, if necessary, be decided by a majority of the votes cast.

Subject to any statutory or regulatory requirements or the articles and by-laws of the Corporation, the Committee shall fix its own procedures at meetings, maintain minutes or other records of its proceedings in sufficient detail to convey the substance of all discussions held and report to the Board at the next meeting of the Board. The minutes of the Committee's meetings shall be tabled at the next meeting of the Board.

The Committee shall prepare a report to shareholders or others, concerning the Committee's activities in the discharge of its responsibilities, when and as required by the by-laws of the Corporation or applicable laws or regulations.

The Chair of the Committee shall be available at the annual general meeting of the Corporation to respond to any shareholder questions on the activities and responsibilities of the Committee.

IV. AUTHORITY

The Committee is authorized by the Board to:

- (a) investigate any matter within its Charter;
- (b) have direct communication with the Corporation's Auditors;
- (c) seek any information it requires from any employee of the Corporation; and
- (d) retain, at its discretion, outside legal, accounting or other advisors, at the expense of the Corporation, to obtain advice and assistance in respect of any matters relating to its duties, responsibilities and powers as provided for or imposed by this Charter or otherwise by law or the by-laws of the Corporation.

V. ROLES & RESPONSIBILITIES

The Committee shall have the roles and responsibilities set out below, as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these roles and responsibilities, the Committee shall perform the duties required of an audit committee by any exchange upon which securities of the Corporation are traded, or any governmental or regulatory body exercising authority over the Corporation.

A. Review of Accounting and Financial Reporting Matters

1. Review the Corporation's interim and annual financial statements and management's discussion & analysis of operations (the "MD&A"); annual information forms and earnings press releases prior to their public disclosure and Board approval, where required, and ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements.
2. Following such review with management and the Corporation's Auditors, recommend to the Board whether to approve the annual or interim financial statements and MD&A and any other filings with the securities commissions.
3. Monitor in discussion with the Corporation's Auditors the integrity of the financial statements of the Corporation before submission to the Board, focusing particularly on:
 - (a) significant accounting policies and practices and any changes in such accounting policies and practices;
 - (b) major judgment areas including significant estimates and key assumptions;
 - (c) significant adjustments resulting from the audit;
 - (d) the going concern assumption;
 - (e) compliance with accounting standards including the effects on the financial statements of alternative methods within generally accepted accounting principles;
 - (f) the Corporation's Auditors' judgment about the quality, not just the acceptability, of the accounting principles applied in the Corporation's financial reporting;
 - (g) compliance with stock exchange and legal requirements;
 - (h) the extent to which the financial statements are affected by any unusual transactions;
 - (i) significant off-balance sheet and contingent asset and liabilities and the related disclosures;
 - (j) significant interim review audit findings during the year, including the status of previous audit recommendations; and
 - (k) all related party transactions with the required disclosures in the financial statements.
4. On at least an annual basis, review with the Corporation's legal counsel and management, all legal and regulatory matters and litigation, claims or contingencies, including tax assessments, that could have a material effect upon the financial position of the Corporation, and the manner in which these matters may be, or have been, disclosed in the financial statements.

B. Relationship with the Corporation's Auditors

1. Consider and make recommendations to the Board, for it to put to the shareholders for their approval in a general or special meeting, in relation to the appointment, re-appointment and removal of the Corporation's Auditors and to approve the compensation and terms of engagement of the Corporation's Auditors for the annual audit, interim reviews and any other audit related services.
2. Require the Corporation's Auditors to report directly to the Committee.
3. Discuss with the Corporation's Auditors, before an audit commences, the nature and scope of the audit, and other relevant matters.
4. Review and monitor the independence, objectivity and performance of the Corporation's Auditors and the effectiveness of the audit process taking into consideration relevant professional and regulatory requirements.
5. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.
6. Discuss problems and reservations arising from an audit, and any matters the Corporation's Auditors may wish to discuss (in the absence of management where necessary).
7. Review the Corporation's Auditors' management letter and management's response.
8. Develop and implement a pre-approval policy on the engagement of the Corporation's Auditors to supply non-audit services to the Corporation and its subsidiaries, taking into account relevant ethical guidance regarding the provision of non-audit services by the Corporation's Auditors and the preservation of their independence.
9. Consider the major findings of the Corporation's Auditors and management's response, including the resolution of disagreements between management and the Corporation's Auditors regarding financial reporting.

C. Review of Disclosure Controls & Procedures ("DC&P") and Internal Controls Over Financial Reporting ("ICFR")

1. Monitor and review the Corporation's disclosure policy on an annual basis.
2. In conjunction with each fiscal year end, review management's assessment of the design and effectiveness of Company's DC&P including any control deficiencies identified and the related remediation plans for any significant or material deficiencies.
3. In conjunction with each fiscal year end, review management's assessment of the design and effectiveness of the Corporation's ICFR including any control deficiencies identified and the related remediation plans for any significant or material deficiencies.
4. Review and discuss any fraud or alleged fraud involving management or other employees who have a role in the Corporation's ICFR and the related corrective and disciplinary action to be taken.
5. Discuss with management any significant changes in the ICFR that are disclosed, or considered for disclosure, in the MD&A, on a quarterly basis.
6. Review and discuss with the CEO and the CFO the procedures undertaken in connection with CEO and CFO certifications for the annual and interim filings with the securities commissions.

7. Review the adequacy of internal controls and procedures related to any corporate transactions in which directors or officers of the Corporation have a personal interest, including the expense accounts of senior officers of the Corporation and officers' use of corporate assets.

D. Review of the Corporation's Financing and Insurance

1. Review the adequacy of the Corporation's insurance policies.
2. Review all major financings of the Corporation and its subsidiaries and annually review the Corporation's financing plans and strategies.

E. Financial Risk Management

1. Review with the CEO and CFO and the Corporation's Auditors their assessment of the significant financial risks and exposures of the Corporation and discuss with management the steps which the Corporation has taken to monitor and control such exposures.
2. Review current and expected future compliance with covenants under any financing agreements.
3. Review any other significant financial exposures including such things as tax audits, government audits or any other activities that expose the Corporation to the risk of a material financial loss.
4. Report the results of such reviews to the Board for the purpose of assisting the Board in identifying the principal business risks associated with the businesses of the Corporation.

F. Establishment of Procedures for the Receipt and Treatment of Complaints regarding Accounting, Internal Accounting Controls, or Auditing Matters

Establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters;
- (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
- (c) the investigation of such matters with appropriate follow-up action.

G. Corporate Governance

The Committee may, if requested:

- (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to insurance, accounting, management reporting and risk management; and
- (b) review with management and the external auditor their assessment of the significant financial risks and exposures of the Corporation and discuss with management the steps which the Corporation has taken to monitor and control such exposures.

H. Complaints and Employee Submissions

1. The Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

VI. COMMITTEE EFFECTIVENESS PROCEDURES

The Committee shall review its Charter on an annual basis, or more often as required, to ensure that they remain adequate and relevant, and incorporate any material changes in statutory and regulatory requirements and the Corporation's business environment.

The procedures outlined in this Charter are meant to serve as guidelines, and the Committee may adopt such different or additional procedures as it deems necessary from time to time.

In setting the agenda for a meeting, the Chair of the Committee shall encourage the Committee members, management, the Corporation's Auditors and other members of the Board to provide input in order to address emerging issues.

Prior to the beginning of a fiscal year, the Committee shall submit an annual planner for the meetings to be held during the upcoming fiscal year, for review and approval by the Board to ensure compliance with the requirements of the Committee's Charter.

Any written material provided to the Committee shall be appropriately balanced (i.e. relevant and concise) and shall be distributed at least five business days in advance of the respective meeting to allow Committee members sufficient time to review and understand the information.

The Committee shall conduct an annual self-assessment of its performance and this charter, and shall make recommendations to the Board with respect thereto.

Members of the Committee shall be provided with appropriate and timely training to enhance their understanding of auditing, accounting, regulatory and industry issues applicable to the Corporation.

New Committee members shall be provided with an orientation program to educate them on the Corporation, their responsibilities and the Corporation's financial reporting and accounting practices.

VII. ADOPTION AND EFFECTIVENESS

This Charter was first adopted March 19, 2019.

SCHEDULE “B”

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

LEVELJUMP HEALTHCARE CORP.

The following provides information with respect to the disclosure set forth in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) and Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)*.

1. Board of Directors

The Board presently consists of five (5) members. The Board believes that a group of five directors is sufficiently large to allow for the breadth of experience critical to the Board’s understanding of the issues facing the Corporation, while still small enough to allow for effective decision-making.

The term of office of each of the present directors expires at the Meeting. Each director elected holds office until the next annual general meeting of the Corporation or until his or her successor is duly elected or appointed, unless the office is earlier vacated in accordance with the articles of the Corporation and the OBCA.

The members of the Board of Directors have been chosen on the basis of their skill, expertise and experience in the operation of commercial enterprises, as well as their ability to actively contribute on the broad range of issues with which the Board of Directors must consider.

The Corporation does not have a detailed written description of powers and responsibilities of the members of management or the Board. The Board’s independent directors are of the view that no such descriptions are necessary in the Corporation’s circumstances. The non-management directors believe that their majority representation on the Board, their knowledge of the Corporation’s business and their independence are sufficient to facilitate the functioning of the Board independently of management.

2. Director Independence and Directorships

NI 58-101 emphasizes the importance of the composition and independence of corporate boards. The board considers a director to be independent if the director meets the definition of independence set forth in National Instrument 52-110 *Audit Committees* and if the director has no direct or indirect material relationship with the Corporation which, in the view of the board, could reasonably be perceived to materially interfere with the exercise of the director’s independent judgment.

The current board is comprised of a majority of independent directors. The following table sets out details of director independence and directorships held by each director or nominee in other public issuers:

<u>Name of Director</u>	<u>Position Held</u>	<u>Independence</u>	<u>Position with Other Reporting Issuer</u>
Mitchell Geisler	Chairman, CEO and Director	Not Independent	None
Robert Landau	CFO and Director	Not Independent	None
Gary Prihar	Director	Independent	None
Richard Jagodnik	Director	Independent	None
Jackie Glazer	Director	Independent	None

Assuming that all the proposed nominees are elected as directors, the board will continue to be composed of a majority of independent directors.

Board Mandate

The Board does not have a written mandate; however, the Board is aware that it is responsible for stewardship of the Corporation and engages with management of the Corporation in overseeing the Corporation’s affairs.

3. Orientation and Continuing Education

The Board ensures that each new nominee has the competencies, skills and personal qualities required to perform his duty properly, and management does provide informal orientation and education to new directors respecting the history, business, corporate strategy, and current issues with the Corporation. However, the Board does not have any formal policies with respect to the orientation of new directors nor does it take any measures to provide continuing education for the directors. At this stage of the Corporation's development and having regard to the background and experience of its directors, the Board does not feel it necessary to have such policies or programs in place. The Board provides continuing education to the directors through open discussions at all meetings including discussion with the Corporation's management to give the remaining directors additional information on the Corporation's business.

4. Ethical Business Conduct

The Board of Directors has not adopted a formal written code of ethics. The Board expects that fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law, as well as provisions under corporate legislation for required disclosures by directors and senior officers to the Corporation of transactions with the Corporation in which they may have an interest and of any other conflicts of duties and interests, are sufficient to ensure that these persons conduct themselves in the best interests of the Corporation.

5. Nomination of Directors

The size of the Board is reviewed annually when the Board considers the number of directors to recommend for election at the annual meeting of Shareholders. The Board takes into account the number of directors required to carry out the Board duties effectively, and to maintain a diversity of view and experience.

6. Director Compensation

The Board is of the view that the Corporation's present practice of compensating directors through the issuance of stock options and the payment of directors' fees, is appropriate in the Corporation's circumstances and effective in synchronizing the interests of the directors with those of the shareholders. The rate of compensation is determined by all board members.

The Board of Directors as a whole periodically reviews the adequacy and form of compensation of the directors, the CEO and CFO to ensure that the compensation realistically reflects the responsibilities and risks involved in being an effective director and officer, respectively.

The Board of Directors conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board of Directors takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies and aligns the interests of directors with the return to shareholders.

7. Other Board Committees

The Board has no standing committees other than the Audit Committee.

8. Assessments

The effectiveness of the Board of Directors as a whole, any committee of the Board and individual directors is assessed on an ongoing basis by both the Board and senior management.

SCHEDULE “C”

STATEMENT OF EXECUTIVE COMPENSATION

The information contained below is provided as required under Form 51-102F6V for Venture Issuers, as such term is defined in National Instrument 51-102.

For the purpose of this Statement of Executive Compensation:

“**Corporation**” means **Leveljump Healthcare Corp.**;

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Corporation or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Corporation or any of its subsidiaries (if any);

“**NEO**” or “**named executive officer**” means:

- (a) each individual who served as chief executive officer (“**CEO**”) of the Corporation, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer (“**CFO**”) of the Corporation, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Corporation or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation thereof to each NEO and each director of the Corporation, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Corporation:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Mitchell Geisler ⁽¹⁾ Chairman, CEO and Director	2021	\$240,000	\$96,000	\$0	\$0	\$17,538	\$353,539
	2022	\$526,152 ⁽²⁾	\$105,230	\$0	\$0	\$ -	\$631,382
Robert Landau ⁽¹⁾ CFO and Director	2021	\$240,000	\$96,000	\$0	\$0	\$18,462	\$354,462
	2022	\$526,152 ⁽²⁾	\$105,230	\$0	\$0	\$ -	\$631,382
Jackie Glazer Director	2021	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	2022	\$ -	\$ -	\$ 9,600	\$ -	\$ -	\$ 9,600
Richard Jagodnik Director	2021	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	2022	\$ -	\$ -	\$ 9,600	\$ -	\$ -	\$ 9,600
Gary Prihar Director	2021	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	2022	\$ -	\$ -	\$ 9,600	\$ -	\$ -	\$ 9,600

Notes:

- (1) Mr. Geisler was appointed Chief Executive Officer (“CEO”) and Mr. Landau was appointed Chief Financial Officer (“CFO”) on December 7, 2020, after the Corporation completed its qualifying transactions. Both the CEO and CFO provide their services to the Corporation through a third-party private company, Leveljump Inc., which is owned 50% by the CEO and 50% by the CFO.
- (2) This amount includes vacation pay and benefits as per the Consulting Agreements with Leveljump Inc.

External Management Companies

Except as disclosed in this Circular under “*Employment, Consulting and Management Agreements*”, there are no management functions of the Corporation which are to any substantial degree performed by a person or company other than the directors or senior officers of the Corporation.

Stock Options and Other Compensation Securities

Option awards are generally awarded to executive officers at commencement of employment and periodically thereafter after taking into consideration, among other things, the number of share options held by an executive officer. Full text of the Omnibus Plan was attached as Schedule “D” to the Corporation’s Information Circular dated May 29, 2022 filed on SEDAR on June 7, 2022. The exercise price for option awards is determined by the Board, provided that such price may not be less than the lowest price permitted under the applicable rules and regulations of all regulatory authorities to which the Corporation is subject, including the Exchange.

The following table sets forth, for each NEO and each director, all stock options outstanding as at December 31, 2022. The Corporation does not have any share-based award plan or other long-term incentive plan.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Mitchell Geisler CEO, Chairman, Director	Options	1,000,000	15-Dec-2020	\$0.45	\$0.40	\$0.11	21-Dec-2023
	Options	1,800,000	15-Dec-2021	\$0.20	\$0.11	\$0.11	31-Dec-2025
	Options	500,000	22-Nov-2021	\$0.20	\$0.16	\$0.11	21-Dec-2023
Robert Landau CFO & Director	Options	1,000,000	15-Dec-2020	\$0.45	\$0.40	\$0.11	21-Dec-2023
	Options	1,800,000	15-Dec-2021	\$0.20	\$0.11	\$0.11	31-Dec-2025
	Options	500,000	22-Nov-2021	\$0.20	\$0.11	\$0.11	21-Dec-2023
Gary Prihar Director	Options	300,000	6-Dec-2021	\$0.20	\$0.15	\$0.11	31-Dec-2023
Richard Jagodnik Director	Options	300,000	6-Dec-2021	\$0.20	\$0.15	\$0.11	31-Dec-2023
Jackie Glazer Director	Options	300,000	6-Dec-2021	\$0.20	\$0.15	\$0.11	31-Dec-2023
Total		7,500,000					

During the last financial year, no NEO and no director has been granted or exercised any stock options.

Stock Option Plans and Other Incentive Plans

On May 20, 2022, the Board adopted an omnibus equity incentive plan for the Corporation (the “Omnibus Plan”), which was approved by shareholders of the Corporation at the annual and special meeting of shareholders held on June 28, 2022. The Omnibus Plan supersedes and replaces the Corporation’s previous stock option plan, which was a 20% “fixed” stock option plan. Under the Omnibus Plan, the Board may grant awards include options, stock appreciation rights, restricted share awards, restricted share units, performance shares, performance units, cash-based awards, and other share based awards (collectively, the “Awards”) to eligible officers, directors, employees

and consultants of the Corporation or a subsidiary. Total number of common shares reserved and available for grant and issuance pursuant to Awards under the Omnibus Plan, subject to the terms of the Omnibus Plan, shall not exceed 15,639,312 subject to adjustment or increase of such number of common shares as may be determined from time to time in accordance with the provisions of the Omnibus Plan.

As at May 15, 2023, there were an aggregate of 8,287,668 stock options outstanding under the Omnibus Plan.

Employment, Consulting and Management Agreements

Effective December 15, 2021, the Corporation and Leveljump Inc. (“LJI”) entered into a management and consulting agreement (the “Management Consulting Agreement”) for a fixed term of three (3) years commencing on January 1, 2022 and ending on December 31, 2024. Mr. Robert Landau, the Chief Financial Officer and Director of the Corporation, is a director, officer and voting shareholder of LJI. Pursuant to the Management Consulting Agreement, LJI is entitled to be paid the following:

- (i) LJI shall be paid a monthly fee of CAD \$43,846.15 (the “Fees”), plus HST, payable in cash or such other manner of payment as agreed to between the Corporation and LJI;
- (iii) If the gross revenues of the Corporation surpass \$4,500,000 in a fiscal quarter, then the Fees shall thereafter be increased to \$54,807.69, plus HST, per month;
- (iv) If the gross revenues of the Corporation surpass \$7,000,000 in a fiscal quarter, then the Fees shall thereafter be increased to \$68,509.61, plus HST, per month;
- (v) LJI shall be entitled to 1,800,000 stock options to purchase common shares of the Corporation, exercisable at \$0.25 per share prior to December 31, 2025 (the “Options”). 1,000,000 of the Options shall vest immediately and 400,000 Options vested on January 1, 2023 and January 1, 2024 respectively; and
- (vi) LJI will be entitled to an annual cash bonus to be determined by the Board of Directors of the Corporation, in an amount between 15% and 25%, plus HST, of the Fees charged in the same fiscal year.

There are no other compensatory agreements other than disclosed herein.

Effective July 25, 2022, the Corporation and Leveljump Inc. (“LJI”) entered into a management and consulting agreement (the “Management Consulting Agreement”) for a fixed term of thirty (30) months commencing on July 1, 2022 and ending on December 31, 2024. Mr. Mitchell Geisler, the Chief Executive Officer and Director of the Corporation, is a director, officer and voting shareholder of LJI. Pursuant to the Management Consulting Agreement, LJI is entitled to be paid the following:

- (i) LJI shall be paid a monthly fee of CAD \$43,846.15 (the “Fees”), plus HST, payable in cash or such other manner of payment as agreed to between the Corporation and LJI;
- (iii) If the gross revenues of the Corporation surpass \$4,500,000 in a fiscal quarter, then the Fees shall thereafter be increased to \$54,807.69, plus HST, per month;
- (iv) If the gross revenues of the Corporation surpass \$7,000,000 in a fiscal quarter, then the Fees shall thereafter be increased to \$68,509.61, plus HST, per month;
- (v) LJI shall be entitled to 1,800,000 stock options to purchase common shares of the Corporation, exercisable at \$0.25 per share prior to December 31, 2025 (the “Options”). 1,000,000 of the Options shall vest immediately and 400,000 Options vested on January 1, 2023 and January 1, 2024 respectively; and
- (vi) LJI will be entitled to an annual cash bonus to be determined by the Board of Directors of the Corporation, in an amount between 15% and 25%, plus HST, of the Fees charged in the same fiscal year.

There are no other compensatory agreements other than disclosed herein.

Oversight and Description of Director and NEO Compensation

The Corporation's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Corporation's business objectives of improving overall corporate performance and creating long-term value for the Corporation's shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals of the Corporation. The Corporation's current compensation program is comprised of base salary or fees, short term incentives such as discretionary bonuses and long term incentives such as stock options.

The Corporation's compensation committee is responsible for the development and monitoring of the Corporation's approach to the compensation of the Corporation's NEOs and directors. The compensation of the NEOs, directors and the Corporation's employees or consultants, if any, is reviewed, recommended and approved by the compensation committee without reference to any specific formula or criteria. NEOs that are also directors of the Corporation are involved in discussion relating to compensation, and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with applicable corporate legislation.

In making compensation decisions, the compensation committee strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance, and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined by the compensation committee based on the level of responsibility and experience of the individual, the relative importance of the position to the Corporation, the professional qualifications of the individual and the performance of the individual over time. The NEOs' performances and salaries or fees are reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Corporation and the position of a participant.

During the financial year ended December 31, 2022, the Corporation accrued management fees as set out above under the heading "Director and Named Executive Officer Compensation, excluding Compensation Securities".

For more information regarding the Corporation's accrued but unpaid management fees and directors' fees, please refer to the financial statements of the Corporation for the financial years ended December 31, 2022.

Pension Plan Benefits

The Corporation does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.