

## FORM 10

### **NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)<sup>1</sup>**

Name of Listed Issuer: HealthSpace Data Systems Inc. (the "Issuer").

Trading Symbol: HS

Issued and Outstanding Securities of the Issuer Prior to Transaction: 36,237,635

Date of News Release Fully Disclosing the Transaction: March 18, 2021

#### **1. Transaction**

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: The Issuer engaged AGORA Internet Relations Corp. ("Angora") for Angora to provide an online marketing campaign to target new potential investors that are specifically interested in the Company's business model, as well as engaging new shareholders for the Issuer. The Issuer agreed to issue Angora \$100,000 worth of common shares pursuant to the engagement, which has a twelve month term, issued in certain installments upon entry into the marketing and investor relations agreement.

The Issuer engaged Adelaide Capital ("Adelaide") for Adelaide to provide certain investor relations and consulting services to the Issuer, including to deploy a comprehensive capital markets program, which includes assisting with non-deal roadshows, virtual campaigns, conferences and assisting with investor communication. The Issuer agreed to issue Adelaide 50,000 stock options at an exercise price of \$1.50 per common share pursuant to the engagement, which has a six month term, paid upon entry into the marketing and investor relations agreement.

The Issuer engaged Flinnwest Solutions Inc. ("Flinnwest") for Flinnwest to design the Issuer's website, investor relations, create a CRM and further enhance communication with investors to the Issuer. The Issuer agreed to

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<sup>1</sup> If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

pay Flinnwest \$20,475 pursuant to the engagement, which has a term of any date upon completion of the services described in the agreement, paid upon entry into the marketing and investor relations agreement.

The Issuer engaged IRPub (“IRPub”) for IRPub to provide certain corporate branding, marketing, online corporate communications and investor relations services to the Issuer. The Issuer agreed to pay IRPub US\$150,000 pursuant to the engagement.

The Issuer engaged Market One Media Group Inc. (“Market One”) for Market One to provide business and financial media and content services to the Issuer. The Issuer agreed to pay Market One \$130,000 pursuant to the engagement, which has a nine month term, paid upon entry into the marketing and investor relations agreement.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
  - (a) Total aggregate consideration in Canadian dollars: CDN\$150,475 and CDN\$190,335 based on the Bank of Canada exchange rate of \$1.2689 on February 10, 2021.
  - (b) Cash: CDN\$340,810
  - (c) Other: \$100,000 worth of common shares calculated using the closing price of the Issuer’s common shares on certain instalment dates and 50,000 stock options at an exercise price of \$1.50 per common share.
  - (d) Work commitments: Not applicable.
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm’s-length negotiation, independent committee of the Board, third party valuation etc).

Arm’s-length negotiation
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: Not applicable.
5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Not applicable.

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SIGNIFICANT TRANSACTION**

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): Not applicable.
  - (b) Cash Not applicable.
  - (c) Other Not applicable.
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. Angora, Adelaide, Flinnwest, IRPub and Market One are Related Persons as they provide Investor Relations activities to the Issuer. See Item 1 above for additional details of the relationship between the Issuer and Angora, Adelaide, Flinnwest, IRPub and Market One.
8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. Not applicable.

## 2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Not applicable.

### 3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated March 19, 2021.

Sheryl Dhillon

Name of Director or Senior  
Officer

"Sheryl Dhillon"

Signature

Corporate Secretary

Official Capacity