

*A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces of Canada, except the Province of Québec, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.*

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This preliminary short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

*These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”). They may not be offered or sold in the United States or to or for the account or benefit of a U.S. person or a person in the United States. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy these securities in the United States or to any U.S. person. “United States” and “U.S. person” have the meanings assigned in Regulation S under the U.S. Securities Act.*

*Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from CloudMD Software & Services Inc., Suite 810, 789 West Pender Street, Vancouver, British Columbia V6C 1H2, Telephone: 514-616-5356, and are also available electronically at [www.sedar.com](http://www.sedar.com).*

## PRELIMINARY SHORT FORM PROSPECTUS

New Issue

May 19, 2020



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### CLOUDMD SOFTWARE & SERVICES INC.

**\$13,000,400**

**18,572,000 Units**

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**Price: \$0.70 per Unit**

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This short form prospectus (the “**Prospectus**”) qualifies the distribution of 18,572,000 units (the “**Units**”) issued from treasury (the “**Offering**”) of CloudMD Services & Software Inc. (the “**Company**” or “**CloudMD**”) at a price of \$0.70 per Unit (the “**Offering Price**”) for total gross proceeds of \$13,000,400. Each Unit will consist of one common share in the capital of the Company (a “**Unit Share**”) and one-half of one common share purchase warrant (each whole warrant being, a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire, subject to adjustment in certain circumstances, one common share in the

capital of the Company (each, a “**Warrant Share**”) at an exercise price of \$1.00 per Warrant Share, until the date that is 24 months from the Closing Date (as defined herein), subject to the terms of a warrant indenture (the “**Warrant Indenture**”) to be dated as of the Closing Date between the Company and National Securities Administrators Ltd. (the “**Warrant Agent**”), as warrant agent.

The Offering is made pursuant to an underwriting agreement (the “**Underwriting Agreement**”) dated May 19, 2020 among the Company and Canaccord Genuity Corp. (“**Canaccord**”) and Beacon Securities Limited (together with Canaccord, the “**Co-Lead Underwriters**”), as co-lead underwriters and co-book runners, on their own behalf and on behalf of a syndicate of underwriters, including Paradigm Capital Inc. and Echelon Wealth Partners Inc. (together with the Co-Lead Underwriters, the “**Underwriters**”). The Offering Price was determined by negotiation between the Company and the Co-Lead Underwriters, on their own behalf and on behalf of the Underwriters, with reference to the prevailing market price of the common shares of the Company (“**Common Shares**”) on the Canadian Securities Exchange (the “**CSE**”).

The Company’s outstanding Common Shares are listed and posted for trading on the CSE under the symbol “DOC”, on the OTCQB under the symbol “DOCRF” and on the Frankfurt Stock Exchange (the “**FSE**”) under the symbol “6PH”. On May 11, 2020, the last trading day prior to the announcement of the Offering, the closing price of the Common Shares on the CSE, the OTCQB and the FSE was \$0.77, US\$0.56 and €0.53, respectively. On May 15, 2020, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the CSE, the OTCQB and the FSE was \$0.77, US\$0.5514 and €0.494, respectively.

	<u>Price to the Public</u>	<u>Underwriters’ Fee<sup>(1) (3)</sup></u>	<u>Net Proceeds to the Company<sup>(2)</sup></u>
Per Unit.....	\$0.70	\$0.049	\$0.651
Total.....	13,000,400	\$910,028	\$12,090,372

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- (1) Pursuant to the Underwriting Agreement, the Company has agreed to pay to the Underwriters a cash commission equal to 7% of the gross proceeds of the Offering, including proceeds from the exercise of the Over-Allotment Option (as defined herein) (the “**Underwriters’ Fee**”). As additional compensation, the Company has agreed to: (i) pay to the Underwriters a corporate finance fee of \$150,000 in cash (the “**Finance Fee**”); and (ii) issue to the Underwriters such number of non-transferable compensation options (the “**Compensation Options**”) as is equal to 7% of the gross proceeds of the Offering, including proceeds from the exercise of the Over-Allotment Option, divided by the Offering Price; provided that a maximum of 1,495,046 Compensation Options will be issued to the Underwriters pursuant to the Offering. Each Compensation Option will entitle the Underwriters to purchase one Common Share (each, an “**Underwriters’ Share**”) at an exercise price of \$1.00 per Underwriters’ Share for a period of 24 months from the date of issuance of the Compensation Option. This Prospectus qualifies the distribution of the Compensation Options. See “Plan of Distribution”.
  - (2) After deducting the Underwriters’ Fee but before deducting the Finance Fee and the expenses of the Offering, which are estimated to be \$250,000, which, together with the Underwriters’ Fee and the Finance Fee, will be paid out of the gross proceeds of the Offering.
  - (3) The Underwriters have been granted an over-allotment option (the “**Over-Allotment Option**”) to purchase from the Company up to an additional 2,785,800 Units of the Company (the “**Additional Units**”), on the same terms and conditions as the Offering. The Over-Allotment Option may be exercised by the Underwriters, in whole or in part, at the sole discretion of the Underwriters, at any time not later than the 30th day after the Closing Date to acquire either: (i) Additional Units at the Offering Price; (ii) additional Unit Shares (“**Additional Unit Shares**”) at a price of \$0.675 per Additional Unit Share; (iii) additional Warrants (“**Additional Warrants**”) at a price of \$0.05 per Additional Warrant, with each Additional Warrant entitling the holder thereof to acquire, subject to adjustment in certain circumstances, one Common Share (an “**Additional Warrant Share**”, together with the Unit Shares, Warrant Shares and Additional Unit Shares are collectively referred to herein as the “**Shares**”; and the Shares, Warrants and Additional Warrants are collectively referred to herein as the “**Securities**”, and each a “**Security**”) at an exercise \$1.00 per Additional Warrant Share; or (iv) any combination of Additional Units, Additional Unit Shares or Additional Warrants (collectively, “**Over-Allotment Securities**”), so long as the aggregate number of

Additional Units Shares and Additional Warrants issued under the Over-Allotment Option does not exceed 2,785,800 Additional Unit Shares and 1,392,900 Additional Warrants, respectively, for additional gross proceeds of up to \$1,950,060. If the Over-Allotment Option is exercised in full for 2,785,800 Additional Units, the total “Price to the Public”, “Underwriters’ Fee” and “Net Proceeds to the Company” will be \$14,950,460, \$1,046,532.20 and \$13,903,927.80, respectively. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Securities issuable upon exercise of the Over-Allotment Option. A purchaser who acquires securities forming part of the Underwriters’ over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See “Plan of Distribution”.

The following table sets out the number of securities that may be issued by the Company pursuant to the Compensation Options and the Over-Allotment Option:

<b>Underwriters’ Position</b>	<b>Number of Securities Available</b>	<b>Exercise Period or Acquisition Date</b>	<b>Exercise Price or Average Acquisition Price</b>
Compensation Options <sup>(1)</sup>	1,300,040 Underwriters’ Shares <sup>(1)</sup>	Exercisable for a period of 24 months following the Closing Date	\$1.00 per Underwriters’ Share
Over-Allotment Option	Option to acquire up to 2,785,800 Additional Units; or up to 2,785,800 Additional Shares and/or up to 1,392,900 Additional Warrants	Not later than the 30 <sup>th</sup> day after the Closing Date	\$0.70 per Additional Unit \$0.675 per Additional Unit Share \$0.05 per Additional Warrant

(1) If the Over-Allotment Option is exercised in full for 2,785,800 Additional Units, the total “Number of Securities Available” will be 1,495,046 Underwriters’ Shares.

Unless the context otherwise requires, when used herein, all references to “Offering”, “Units”, “Unit Shares”, “Warrants” and “Warrant Shares” include the Additional Units, Additional Unit Shares, Additional Warrants and Additional Warrant Shares issuable or made issuable upon exercise of the Over-Allotment Option, as applicable.

The Underwriters, as principal, conditionally offer the Units, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution” and subject to approval of certain legal matters relating to the Offering on behalf of the Company by McMillan LLP and on behalf of the Underwriters by Bennett Jones LLP.

**An investment in the Units involves a high degree of risk. Prospective investors should consider the risk factors described under “Risk Factors” in this Prospectus and in the Company’s Annual Information Form (as defined herein), which is incorporated herein and can be found on SEDAR at [www.sedar.com](http://www.sedar.com), before purchasing the Units.**

**The Underwriters propose to offer the Units initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Units at such price, the Offering Price may be decreased and may be further changed from time to time to an amount not greater than the Offering Price, and the compensation realized by the Underwriters will be decreased by the amount**

**that the aggregate price paid by purchasers for the Units is less than the proceeds paid by the Underwriters to the Company. See “Plan of Distribution”.**

Subject to applicable laws and in connection with the Offering, the Underwriters may effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The closing of the Offering is expected to occur on or about June 2, 2020 or such later date as may be agreed upon by the Company and the Underwriters (the “**Closing Date**”); however, the Units are to be taken up by the Underwriters, if at all, on or before a date that is not later than 42 days after the date of the receipt for the final short form prospectus.

Other than pursuant to certain exceptions, the Units will be available for delivery in the book-based system through CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee and will be deposited with CDS on the Closing Date in electronic form. A purchaser of Units will receive only a customer confirmation from the Underwriters or other registered dealer who is a CDS participant (a “**CDS Participant**”) through which the Units are purchased. CDS will record the CDS participants who hold Units on behalf of owners who have purchased Units in accordance with the book-based system. Purchasers who are not issued certificates evidencing the Unit Shares and Warrants comprising the Units which are subscribed for by them at closing are entitled, under the *Business Corporations Act* (British Columbia), to request that certificates be issued in their name. Such a request will need to be made through the CDS Participant through whom the beneficial interest in the securities is held at the time of the request.

Prospective investors should rely only on the information contained or incorporated by reference in this Prospectus. The Company and the Underwriters have not authorized anyone to provide prospective investors with information different from that contained or incorporated by reference in this Prospectus. The Underwriters are offering to sell and seeking offers to buy the Units only in jurisdictions where, and to persons to whom, offers and sales are lawfully permitted. Readers should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the cover page of this Prospectus.

Prospective purchasers are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding or disposing of the Units, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires the Units.

Unless otherwise indicated, all references to dollar amounts in this Prospectus are to Canadian dollars.

The Company’s head office is located at Suite 810, 789 West Pender Street, Vancouver, British Columbia V6C 1H2. The Company’s registered office is located at Suite 1500-1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

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## GENERAL MATTERS

In this Prospectus, references to “CloudMD”, the “Company”, “we”, “us” and “our” refers, collectively, to CloudMD Software & Services Inc. and its subsidiaries.

### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains certain statements, which may constitute “forward-looking information” within the meaning of Canadian securities law requirements (“**forward-looking statements**”). These forward-looking statements are made as of the date of this Prospectus. The Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation. Forward-looking statements relate to future events or future performance and reflect Company management’s expectations or beliefs regarding future events. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “pipeline”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including “may”, “future”, “expected”, “intends” and “estimates”. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Certain forward-looking statements in this Prospectus include, but are not limited to the following:

- the Company’s strategies and objectives, both generally and in respect of its existing business and planned business operations;
- the Company’s plans to grow sales and offer new products;
- conditions in the financial markets generally, and with respect to the prospects for small capitalization commercial/technologies companies specifically;
- the expected demand for the Company’s services;
- the Company’s future cash requirements; and
- the timing, pricing, completion, regulatory approval of proposed financings.

The above and other aspects of the Company’s anticipated future operations are forward-looking in nature and, as a result, are subject to certain risks and uncertainties. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, undue reliance should not be placed on them as actual results may differ materially from the forward-looking statements. Such forward-looking statements are estimates reflecting the Company’s best judgment based upon current information and involve a number of risks and uncertainties, and there can be no assurance that other factors will not affect the accuracy of such forward-looking statements. Such factors include but are not limited to the Company’s ability to obtain the necessary financing and the general impact of financial market conditions,

the demand for the Company's services, the success of the Company's current and future development efforts, changes in prices of required commodities, competition, government regulations and other risks as set out under "Risk Factors" below.

Certain statements included in this Prospectus may be considered a "financial outlook" for purposes of applicable Canadian securities laws, and as such, the financial outlook may not be appropriate for purposes other than this Prospectus. All forward-looking statements are made as of the date of this Prospectus. Except as expressly required by applicable law, the Company assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All forward-looking statements in this Prospectus are qualified by these cautionary statements.

## CURRENCY PRESENTATION

Unless stated otherwise or as the context otherwise requires, all references to dollar amounts in this Prospectus, any Prospectus Supplement, and any other document that are incorporated by reference into this Prospectus are references to Canadian dollars, unless otherwise indicated.

## ELIGIBILITY FOR INVESTMENT

In the opinion of McMillan LLP, counsel to the Company, and Bennett Jones LLP, counsel to the Underwriters, based on the current provisions of the *Income Tax Act* (Canada) ("**Tax Act**") and the regulations thereunder, in force as of the date hereof, the Securities, if issued on the date hereof, would be qualified investments for trusts governed by a "registered retirement savings plan", "registered retirement income fund", "registered education savings plan", "registered disability savings plan", "tax-free savings account" (collectively referred to as "**Registered Plans**") or a deferred profit sharing plan ("**DPSP**") (as defined in the Tax Act), provided that:

(a) in the case of Shares, such Shares are listed on a "designated stock exchange" for the purposes of the Tax Act (which currently includes the CSE) or the Company qualifies as a "public corporation" other than a "mortgage investment corporation" for the purposes of the Tax Act; and

(b) in the case of the Warrants and the Additional Warrants, the Warrant Shares and Additional Warrant Shares, as applicable, are qualified investments as described in (a) above and the Company is not, and deals at arm's length with each person who is, an annuitant, a beneficiary, an employer or a subscriber under or a holder of such Registered Plan or DPSP.

Notwithstanding the foregoing, the holder of, or annuitant or subscriber under, a Registered Plan ("**Controlling Individual**") will be subject to a penalty tax in respect of Securities held in the Registered Plan if such Securities are a "prohibited investment" (as defined in the Tax Act) for the particular Registered Plan. Any Securities generally will be a "prohibited investment" for a Registered Plan if the Controlling Individual does not deal at arm's length with the Company for the purposes of the Tax Act or the Controlling Individual has a "significant interest" (as defined in subsection 207.01(4) of the Tax Act) in the Company. In addition, the Shares will not be prohibited investments if such Shares are "excluded property" (as defined in subsection 207.01(1) of the Tax Act) for the Registered Plans. Persons who intend to hold the Units in a Registered Plan or DPSP should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

## DOCUMENTS INCORPORATED BY REFERENCE

**Information has been incorporated by reference in this Prospectus from documents filed with the securities commission in each of the provinces of Canada, except Quebec (the "Securities**

**Commissions”), or similar authorities in Canada.** Copies of the documents incorporated herein by reference may also be obtained on request without charge from charge from CloudMD Software & Services Inc., Suite 810, 789 West Pender Street, Vancouver, British Columbia V6C 1H2, Telephone: 514-616-5356. In addition, copies of the documents incorporated by reference herein may be obtained from the Securities Commissions or similar authorities in the provinces and territories of Canada electronically on SEDAR, at [www.sedar.com](http://www.sedar.com).

The following documents or portions of documents filed with the Securities Commissions or similar authorities in the provinces and territories of Canada are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- the annual information form of the Company for the year ended December 31, 2019, dated May 19, 2020 (the “**Annual Information Form**”);
- the audited consolidated financial statements of the Company, and the notes thereto for the years ended December 31, 2019 and 2018, together with the auditors’ report thereon;
- the management’s discussion and analysis of financial condition and results of operations for the year ended December 31, 2019;
- the management information circular of the Company dated February 19, 2019 distributed in connection with the Company’s annual general meeting of shareholders held on March 26, 2019;
- the material change report dated January 13, 2020 with respect to the closing of the acquisition of Livecare Health Canada Inc.;
- the material change report dated January 14, 2020 with respect to the appointment of Dr. Amit Mathur to the board of directors, and grant of stock options (“**Stock Options**”) pursuant to the Company’s stock option plan;
- the material change report dated January 31, 2020 with respect to entry into a settlement agreement for the debts of wholly owned subsidiary Livecare Health Canada Inc.;
- the material change report dated February 4, 2020 with respect to the appointment of Dr. Amit Mathur as President, and payment to consultants in consideration for business development services;
- the material change report dated March 2, 2020 with respect to the appointment of Gravitass Securities Inc. as sole lead agent for the private placement offering;
- the material change report dated March 19, 2020 with respect to the appointment of Mark W. Kohler to the board of directors, and the resignation of Donald Gordon from the board of directors;
- the material change report dated March 20, 2020 with respect to the closing of the first tranche of a private placement offering of units at \$0.48 per unit for gross proceeds of approximately \$2.3 million;
- the material change report dated March 25, 2020 with respect to the closing of the first tranche of a private placement offering of units at \$0.48 per unit for gross proceeds of approximately \$2.3 million;

- the material change report dated March 30, 2020 with respect to the closing of the final tranche of a private placement offering of units for gross proceeds of \$683,199.68;
- the material change report dated April 7, 2020 with respect to the engagement of Strike Communication to manage investor relations and corporate development strategies;
- the material change report dated April 29, 2020 with respect to the extension in expected filing date of the year-end statutory filings;
- the material change report dated May 6, 2020 with respect to entering into a letter of intent with Save-On-Foods and separately with Pure Integrative Pharmacy to pilot telemedicine kiosks in nine stores throughout British Columbia;
- the material change report dated May 13, 2020 with respect to the announcement of the Offering;
- the material change report dated May 13, 2020 with respect to increasing the size of the Offering;
- the material change report dated May 14, 2020 with respect to the appointment of Mark Kohler as the Chairman of the board of directors of the Company; and
- the template version of the term sheet dated May 13, 2020 filed on SEDAR in connection with the Offering.

Material change reports (other than confidential reports), business acquisition reports, annual financial statements, interim financial statements, the associated management’s discussion and analysis of financial condition and results of operations and all other documents of the type referred to in section 11.1 of Form 44-101F1 of National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus, filed by the Company with a securities commission or similar regulatory authority in Canada after the date of this Prospectus and before completion or withdrawal of the Offering, will be deemed to be incorporated by reference into this Prospectus. The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Company and readers should review all information contained in this Prospectus and the documents incorporated or deemed to be incorporated by reference herein.

**Any statement contained in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained in this Prospectus or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded will not constitute a part of this Prospectus, except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the statement or document that it modifies or supersedes. The making of such a modifying or superseding statement will not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.**

## MARKETING MATERIALS

The Marketing Materials are not part of this Prospectus to the extent that the contents of the Marketing Materials are modified or superseded by a statement contained in this Prospectus. Any “template version” of any

“marketing materials” (each as defined in National Instrument 41-101 – *General Prospectus Requirements*) filed under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) after the date of this Prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, the Marketing Materials) will be deemed to be incorporated by reference into this Prospectus.

## THE COMPANY

The Company was incorporated under the *Business Corporations Act* (British Columbia) (the “BCBCA”) on September 19, 2013 as Proelium MMA Acquisition Corp., a wholly owned subsidiary of Web Watcher Systems Ltd. (“Web Watcher”), a company incorporated under the BCBCA on April 6, 2010. The Company entered into a plan of arrangement with Web Watcher dated October 23, 2013, pursuant to which the Company issued 14,403,698 Common Shares to the Web Watcher shareholders during the year ended December 31, 2016 in exchange for 100 Common Shares held by Web Watcher, thereby becoming a separate entity from Web Watcher. The Company subsequently changed its name to Premier Health Services Inc. on July 9, 2015 and then to Premier Health Group Inc. on September 18, 2015. On February 19, 2020, the Company changed its name to CloudMD Software & Services Inc.

The registered and head office of the Company is located at 810 – 789 West Pender Street, Vancouver, British Columbia, Canada, V6C 1H2.

The Company’s Common Shares are listed on the CSE under the trading symbol “DOC”, on the QTBQB under the symbol “DOCRF” and on the FSE under the symbol “6PH”. The Company is a reporting issuer in Canada in the Provinces of British Columbia and Ontario.

### Intercorporate Relationships

The Company has five wholly owned subsidiaries: HealthVue Ventures Ltd. (“HealthVue”), a company incorporated under the BCBCA, Cloud Practice Inc. (“Cloud Practice”), a company incorporated under the BCBCA, Livecare Health Canada Inc. (“Livecare”), a corporation incorporated under the *Canada Business Corporations Act*, Cloverdale Pharmacy Ltd. (“Cloverdale”), a company incorporated under the BCBCA and Steveston Health Centre Ltd. (“Steveston”), a company incorporated under the BCBCA.

On August 1, 2018, the Company acquired HealthVue, a company that provides telemedicine visits remotely and full-service family practice from its multiple clinic locations throughout the Lower Mainland in British Columbia. HealthVue’s clinics are fully digitized and inter-connected using the latest in healthcare technology. HealthVue has been one of the pioneers of incorporating bricks and mortar locations with telemedicine as a form of healthcare delivery to their patients.

On January 28, 2019, the Company acquired Cloud Practice, a technology company that offers cloud-based electronic medical records software, medical billing software and an online patient portal for medical clinics using a software as a service (“SaaS”) model.

On July 17, 2019, the Company acquired Cloverdale and Steveston, which each operate a pharmacy based in Metro Vancouver, British Columbia (together, the “Pharmacies”). The Pharmacies’ main business is the retailing of prescription drugs, over-the-counter drugs, and other front store items. In addition to product retailing, the Pharmacies provide clinical services such as medication reviews and compounding services.

On January 10, 2020, the Company acquired Livecare, a Canadian telehealth company founded and operated by physicians dedicated to giving patients access to quality, real-time healthcare, regardless of where they are located. Livecare offers digital technologies that connect doctors and allied healthcare providers to their patients via secure, encrypted, face-to-face video and messaging. In addition to its telemedicine platform, Livecare offers kindredPHR – a personalized health record used system used for storing, managing and sharing health information, thus allowing patients to manage their own care.

## **SUMMARY DESCRIPTION OF THE BUSINESS**

The Company is both a healthcare operator and technology developer, allowing the Company to combine professional health expertise with advanced digital platforms to empower physicians and patients. The Company's main revenue is generated from the operation and management of both primary care clinics and pharmacies and from the sale of healthcare software using a SaaS model.

The Company is focused on developing innovative approaches that combine human skill-based expertise with emerging technologies for the healthcare industry that will improve the efficiency of services provided by primary care clinics, make more uninsured services widely available in a responsible and curated manner, and unlock the value of technology. The Company's overarching goal is to digitize the delivery of healthcare by providing patients access to all points of their care from their phone, tablet or desktop computer.

The Company offers SaaS based health technology solutions to medical clinics across Canada and, in conjunction with its subsidiary, Cloud Practice, has developed proprietary technology that delivers quality healthcare through the combination of connected primary care clinics, telemedicine and an artificial intelligence enabled patient portal. The Company currently serves a combined ecosystem of 376 clinics, over 3,000 licensed practitioners and approximately 3,000,000 registered patients. The Company is planning to aggressively grow its patient base through acquisition and organic growth over the next 12 months. The Company is planning on acquiring, and/or partnering with, other businesses and technologies that compliment its business plan. The Company's patient-centric approach has been well received and the Company will continue to look for ways to improve access to convenient and efficient healthcare.

For more information on the business of the Company, see "*General Description of the Business*" in the Annual Information Form. There has been no material developments since the date of the Annual Information Form.

## **CONSOLIDATED CAPITALIZATION**

The following table sets forth the consolidated capitalization of the Company as at December 31, 2019, the date of the Company's most recently filed financial statements. This table should be read in conjunction with the consolidated financial statements of the Company and the related notes and management's discussion and analysis of financial condition and results of operations in respect of those statements that are incorporated by reference in this Prospectus.

	As at December 31, 2019	As at December 31, 2019 after giving effect to the Offering	As at December 31, 2019 after giving effect to the Offering and the full exercise of the Over-Allotment Option
Share Capital (Common Shares - Authorized: unlimited)	\$16,791,884 81,213,470 Common Shares	\$28,882,256 99,785,470 Common Shares	\$30,695,812 102,571,270 Common Shares
Warrants	4,492,344 Warrants	13,778,344 Warrants	15,171,244 Warrants
Compensation Options	Nil	1,300,040 Compensation Options	1,495,046 Compensation Options
Stock Options	5,250,000 Options	5,250,000 Options	5,250,000 Options
Deficit	(\$7,835,139)	(\$7,835,139)	(\$7,835,139)
Shareholders' Equity	\$11,241,284	\$23,331,656	\$25,145,212

There have been no material changes to the Company's share and loan capitalization on a consolidated basis since December 31, 2019, except as follows:

- 1) between January 7, 2020 and the date of this Prospectus, 2,842,000 Stock Options were granted with exercise prices ranging from \$0.40 to \$0.73. See "Prior Sales".
- 2) on January 10, 2020, 3,000,000 Common Shares were issued by the Company pursuant to the acquisition of Livecare, of which 1,574,959 Common Shares were cancelled and returned to treasury on April 17, 2020, resulting in a net issuance of 1,425,041 Common Shares;
- 3) on January 30, 2020, 1,500,000 Common Shares were issued by the Company pursuant to a debt settlement agreement;
- 4) on February 3, 2020, 750,000 Common Shares were issued by the Company pursuant to a consulting agreement;
- 5) on March 20, 2020 4,875,449 units, 238,147 Common Shares, 119,073 finder's warrant with an exercise price of \$0.70 per Common Share and 381,036 finder's warrants with an exercise price of \$0.48 per Common Share were issued by the Company pursuant to the first tranche of a brokered private placement;
- 6) on March 23, 2020, 80,000 Stock Options with an exercise price of \$0.48 per Common Share and 200,000 Stock Options with an exercise price of \$0.50 per Common Share were granted by the Company; and
- 7) on March 30, 2020 1,423,166 units, 79,020 finder's warrant with an exercise price of \$0.48 and 24,604 finder's warrants with an exercise price of \$0.70 were issued by the Company pursuant to the second tranche of a brokered private placement.

#### USE OF PROCEEDS

The estimated net proceeds to be received by the Company from the Offering, after deducting the Underwriters' Fee of \$910,028, the Finance Fee of \$150,000, and estimated expenses of the Offering of \$250,000 will be \$11,690,372.

<b>Use of Proceeds</b>	<b>Amount</b>
Acquisitions	\$8,323,260
Working capital	\$3,367,112
<b>Total</b>	<b>\$11,690,372</b>

If the Over-Allotment is exercised in full for Additional Units, the net proceeds to the Company from the Offering, after deducting the Underwriters' Fee of \$1,046,532.20, the Finance Fee of \$150,000 and estimated expenses of the Offering of \$250,000, will be \$13,503,927.80. Any additional proceeds received from the exercise of the Over-Allotment Option will be used for the purposes as described above.

*Acquisitions:*

The Company intends to use \$8.3M from the net proceeds of the Offering to broaden its clinical footprint and health technology solutions. In doing so, the Company actively seeks potential acquisitions on an ongoing basis.

The Company has in the past financed its acquisitions through a combination of cash, the issuance of Common Shares and deferred acquisition costs or future earn-out payments. Over the past two years, the Company has issued securities for the following transactions:

<b>Date of Issuance</b>	<b>Deemed Price Per Security</b>	<b>Type of Securities</b>	<b>Number of Securities</b>	<b>Reason for Issuance</b>
August 1, 2018	\$0.25	Common Shares	12,000,000	Acquisition of HealthVue
January 28, 2019	\$0.76	Common Shares	3,947,368	Acquisition of Cloud Practice
July 17, 2019	\$0.7269	Common Shares	3,432,384	Acquisition of Pharmacies
January 20, 2020	\$0.40	Common Shares	1,425,041	Acquisition of Livecare

*Working Capital*

The Company intends to use \$3.3M from the net proceeds of the Offering towards working capital. The working capital requirements over the upcoming 12-month period can be further summarised as follows:

<b>Category</b>	<b>Amount</b>
Wage & Salaries	1,966,112
Interest	122,000
Marketing & Advertising	300,000
Office & Admin	500,000
Professional Fees	300,000
Research & Development	150,000
Transfer Agent Regulatory	29,000
<b>Total</b>	<b>\$ 3,367,112</b>

Although the Company intends to use the proceeds from the Offering as set forth above, the actual allocation of the net proceeds may vary depending on future developments or unforeseen events.

Pending the use of proceeds outlined above, the Company intends to invest the net proceeds of the Offering in investment grade, short-term, interest bearing securities. The Chief Financial Officer of the Company is responsible for executing the Company's investment policies.

### **Business Objectives and Milestones**

The Company is focused on digitizing the delivery of healthcare for patients and physicians alike to improve access to care and therefore patient outcomes. This patient centric approach has been very well received, and the Company will continue to find ways to improve access to convenient and efficient healthcare.

The Company intends to use the net proceeds of the Offering over the next 12 months towards acquisitions, including medical clinics and synergistic health technology solutions that complement the Company's underlying business plan, as well as for working capital purposes. Our acquisition strategy is centered on acquiring products, capabilities, clinical specialties and technologies that are highly scalable and rapidly growing. The Company is actively seeking potential acquisition targets that are complementary to our business and digital healthcare strategy. In order to determine such targets, the Company performs comprehensive due diligence procedures with a focus on financial performance, personnel and compliance.

Specifically, the Company plans to expand its brick and mortar medical clinic footprint across Canada with an initial focus in Ontario and Alberta. In addition, the Company anticipates expanding its health technology solutions offering with a focus on patient engagement tools and electronic medical record ("EMR") software.

The value of acquisitions of medical clinics and health technology solutions, such as an EMR software, depend upon their stage of development. Although the Company intends to allocate \$8,323,260 of the net proceeds towards future acquisitions, it cannot with any certainty predict the number of such acquisitions or the cost of such acquisitions due to the wide range of potential target companies.

## **PLAN OF DISTRIBUTION**

### **Underwriting Agreement**

Pursuant to the Underwriting Agreement, the Company has agreed to sell and the Underwriters have agreed to purchase, or find substituted purchasers for, on the Closing Date, the Units at the Offering Price, payable in cash to the Company against delivery. The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion on the basis of restrictions on distribution of the Company's securities, material change in respect of the Company, disaster, breach by the Company of a material term and failure to obtain a receipt for a final prospectus by May 26, 2020. The Underwriters are, however, obligated to take up and pay for all of the Units if any of the securities are purchased under the Underwriting Agreement. The Offering Price was determined by arm's length negotiation between the Company and the Lead Underwriters, with reference to the prevailing market price of the Common Shares. The Underwriters have reserved the right to form a selling group of appropriately registered dealers and brokers, with compensation to be negotiated between the Underwriters and such selling group participants, but at no additional cost to the Company.

Each Unit will consist of one Unit Share and one-half of one Warrant. Each whole Warrant will entitle the holder thereof to acquire, subject to adjustment in certain circumstances, one Warrant Share at

an exercise price of \$1.00 per Warrant Share until 5:00 p.m. (Vancouver time) on the date that is 24 months from the Closing Date, after which time the Warrants will be void and of no value. This Prospectus qualifies the distribution of the Unit Shares and the Warrants comprising the Units.

The Warrants will be created and issued pursuant to the terms of the Warrant Indenture. The Warrant Indenture will contain provisions designed to protect holders of the Warrants against dilution upon the occurrence of certain events.

The Company has also granted the Underwriters the Over-Allotment Option to purchase from the Company up to 2,785,800 Additional Units, on the same terms and conditions as the Offering. The Over-Allotment Option may be exercised by the Underwriters, in whole or in part, at the sole discretion of the Underwriters, at any time not later than the 30<sup>th</sup> day after the Closing Date to acquire either: (i) Additional Units at the Offering Price; (ii) Additional Unit Shares at a price of \$0.675 per Additional Unit Share; (iii) Additional Warrants at a price of \$0.05 per Additional Warrant; or (iv) any combination of Over-Allotment Securities, so long as the aggregate number of Additional Units Shares and Additional Warrants issued under the Over-Allotment Option does not exceed 2,785,800 Additional Unit Shares and 1,392,900 Additional Warrants for additional gross proceeds of up to \$1,950,060. If the Over-Allotment Option is exercised in full for Additional Units only, the total price to the public will be \$14,950,460, the total Underwriters' Fee will be \$1,046,532.20 and the net proceeds to the Company, before deducting the Finance Fee and estimated expenses of the Offering, will be \$13,903,927.80. This Prospectus also qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Securities issuable upon exercise of the Over-Allotment Option. A purchaser who acquires securities forming part of the Underwriters' over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Pursuant to the Underwriting Agreement, the Company has agreed to pay to the Underwriters the Underwriters' Fee which is equal to 7% of the gross proceeds of the Offering, including proceeds from the exercise of the Over-Allotment Option. As additional compensation, the Company has agreed to: (i) pay to the Underwriters the Finance Fee of \$150,000; and (ii) issue to the Underwriters on the Closing Date such number of Compensation Options as is equal to 7% of the gross proceeds of the Offering, including proceeds from the exercise of the Over-Allotment Option, divided by the Offering Price; provided that a maximum of 1,495,046 Compensation Options will be issued to the Underwriters pursuant to the Offering. Each Compensation Option will entitle the holder to purchase one Underwriters' Share at an exercise price of \$1.00 per Underwriters' Share for a period of 24 months from the Closing Date. This Prospectus qualifies the distribution of the Compensation Options. The Company has also agreed to reimburse the Underwriters for their reasonable out-of-pocket fees and expenses, including the fees and expenses of their legal counsel (up to a maximum of \$100,000 exclusive of taxes and disbursements) whether or not the Offering is completed.

The Underwriters reserve the right to offer selling group participation, in the normal course of the brokerage business, to selling groups of other licensed broker-dealers, brokers or investment dealers, who may or may not be offered part of the Underwriters' Fee.

The Company has applied to list the Unit Shares, the Warrant Shares and the Underwriters' Shares on the CSE. Listing on the CSE is subject to the Company fulfilling all of the requirements of the CSE.

The Company has agreed that, during the period commencing on May 12, 2020 and ending 90 days after the Closing Date, it will not, directly or indirectly, without the prior written consent of the Co-Lead Underwriters, such consent not to be unreasonably withheld or delayed, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or enter into any derivative transaction that has the effect of the

foregoing, or agree to or announce any intention to issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or enter into any derivative transaction that has the effect of the foregoing, any additional Common Shares or any securities convertible into or exchangeable for such shares, other than in conjunction with: (i) the grant or exercise of stock options and other similar issuances pursuant to the shares incentive plans of the Company and other share compensation arrangements, provided such options and other similar securities are granted or issued with an exercise price not less than the Offering Price; (ii) the exercise of outstanding warrants; (iii) any transaction with an arm's length third party whereby the Company directly or indirectly acquires shares or assets of a business; or (iv) the issuance of securities of the Company to a strategic investor in connection with a private placement.

Subject to certain exceptions, the directors and officers of the Company have agreed in favour of the Underwriters that, during the period commencing on the date hereof and ending 90 days after the Closing Date, they will not (and will not cause an affiliate to), directly or indirectly, offer, sell, contract to sell, lend, swap, or enter into any other agreement to transfer the economic consequences of, or otherwise dispose of or deal with, or publicly announce any intention to offer, sell, contract to sell, grant or sell any option to purchase, hypothecate, pledge, transfer, assign, purchase any option or contract to sell, lend, swap, or enter into any agreement to transfer the economic consequences of, or otherwise dispose of or deal with, whether through the facilities of a stock exchange, by private placement or otherwise, any common shares of the Company or other securities of the Company held by them, directly or indirectly, unless (a) the prior written consent of the Co-Lead Underwriters, on behalf of the Underwriters (such consent not to be unreasonably withheld or delayed) has been obtained, or (b) there occurs a take-over bid or similar transaction involving a change of control of the Company.

The Units will be offered in all the provinces of Canada other than Québec through the Underwriters or their affiliates who are registered to offer the Units for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the Underwriters reserve the right to close the subscription books at any time without notice. The Closing Date is expected to be on or about June 2, 2020, or such other date as may be agreed upon by the Company and the Underwriters, but in any event no later than the date that is 42 days from the date of the receipt for the final Prospectus. The Offering will be conducted under the book-based system. A purchaser of Units will receive only a customer confirmation from the registered dealer from or through which the Units are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Units on behalf of owners who have purchased Units in accordance with the book-based system.

Pursuant to policies of certain Canadian securities regulatory authorities, the Underwriters may not, throughout the period of distribution under the Offering, bid for or purchase Common Shares for its own accounts or for accounts over which it exercises control or direction. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in or raising the price of the Common Shares. These exceptions include a bid or purchase permitted under Universal Market Integrity Rules for Canadian marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities, and a bid or purchase made for or on behalf of a customer where the order was not solicited during the period of distribution. Subject to the foregoing, the Underwriters may effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

These stabilizing transactions and syndicate covering transactions may have the effect of preventing or mitigating a decline in the market price of the Common Shares, and may cause the price of the Units to be higher than would otherwise exist in the open market absent such stabilizing activities. As

a result, the price of the Unit Shares may be higher than the price that might otherwise exist in the open market. These transactions, if commenced, may be discontinued at any time.

The Company has agreed, pursuant to the Underwriting Agreement, to indemnify the Underwriters and their respective affiliates and their respective directors, officers, employees, shareholders, partners, advisors and agents and each other person, if any, controlling the respective Underwriters or their respective affiliates and against certain liabilities, including liabilities under Canadian securities legislation in certain circumstances or to contribute to payments the Underwriters may have to make because of such liabilities.

**The Underwriters propose to offer the Units initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Units at such price, the Offering Price may be decreased and may be further changed from time to time to an amount not greater than the Offering Price, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Units is less than the gross proceeds paid by the Underwriters to the Company.**

#### *United States Matters*

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Units in the United States, or to or for the account or benefit of any U.S. Persons or any persons within the United States. The Units, Unit Shares, Warrants and the Warrant Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States, and may not be offered or sold in the United States, or to or for the account or benefit of any U.S. Persons or any persons in the United States, except in transactions exempt from registration under the U.S. Securities Act and under any applicable U.S. state securities laws.

The Underwriting Agreement permits the Underwriters through their U.S. registered broker-dealers affiliates to offer and resell the Units in the United States to Qualified Institutional Buyers (as defined under Rule 144A of the U.S. Securities Act) in compliance with Rule 144A under the U.S. Securities Act and similar exemptions under applicable state securities laws. Moreover, the Underwriting Agreement provides that the Underwriters will offer and sell the Units outside of the United States only in accordance with Regulation S under the U.S. Securities Act.

The Units and the underlying Unit Shares and Warrants that are sold in the United States, or to or for the account or benefit of any U.S. Persons or any persons within the United States, and any Warrant Shares issued to U.S. holders of the Warrants, will be “restricted securities” within the meaning of Rule 144 of the U.S. Securities Act. Accordingly, such securities will be subject to restrictions whereby they may only be offered, sold or otherwise transferred pursuant to certain exemptions from the registration requirements of the U.S. Securities Act.

In addition, until 40 days after the commencement of the Offering, an offer or sale of the Units, the Unit Shares, the Warrants and the Warrant Shares within the United States, or to or for the account or benefit of a U.S. Person, by any dealer, whether or not participating in the Offering, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an available exemption under the U.S. Securities Act.

Terms used and not defined in the three preceding paragraphs shall have the meaning ascribed thereto by Regulation S.

## DESCRIPTION OF SECURITIES BEING DISTRIBUTED

### Common Shares

As at May 15, 2020, the last trading day prior to the date of this Prospectus, 92,054,411 Common Shares were issued and outstanding. Each Common Share carries the right to attend and vote at all general meetings of shareholders. Holders of Common Shares are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Company's board of directors at its discretion from funds legally available for the payment of dividends and upon the liquidation, dissolution or winding up of the Company are entitled to receive on a pro rata basis the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

### Description of Warrants

The Warrants will be governed by the terms of the Warrant Indenture. The following summary of certain anticipated provisions of the Warrant Indenture does not purport to be complete and is subject in its entirety to the detailed provisions of the Warrant Indenture. Reference is made to the Warrant Indenture for the full text of the attributes of the Warrants which will be filed by the Company under its corporate profile on SEDAR following the closing of the Offering. A register of holders will be maintained at the principal offices of the Warrant Agent in Vancouver, British Columbia.

The Unit Shares and the Warrants comprising the Units will separate following the closing of the Offering. Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$1.00 until 5:00 p.m. (Vancouver time) on the date that is 24 months from the Closing Date, subject to certain exceptions and the terms of the Warrants, after which time the Warrants will be void and of no value.

The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including:

(i) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares as a stock dividend or other distribution (other than a distribution of Common Shares upon the exercise of Warrants);

(ii) the subdivision, redivision or change of the Common Shares into a greater number of shares;

(iii) the reduction, combination or consolidation of the Common Shares into a lesser number of shares;

(iv) the issuance to all or substantially all of the holders of the Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per share to the holder (or at an exchange or conversion price per share) of less than 95% of the "current market price", as defined in the Warrant Indenture, for the Common Shares on such record date; and

(v) the issuance or distribution to all or substantially all of the holders of the Common Shares of shares of any class other than the Common Shares, rights, options or warrants to acquire Common Shares or securities exchangeable or convertible into Common Shares, of evidences of indebtedness, or any property or other assets.

The Warrant Indenture will also provide for adjustments in the class and/or number of securities issuable upon exercise of the Warrants and/or exercise price per security in the event of the following additional events: (a) reclassifications of the Common Shares or a capital reorganization of the Company (other than as described in clauses (i) or (ii) above), (b) consolidations, amalgamations, arrangements, mergers or other business combination of the Company with or into another entity, or (c) any sale, lease, exchange or transfer of the undertaking or assets of the Company as an entirety or substantially as an entirety to another entity, in which case each holder of a Warrant which is thereafter exercised will receive, in lieu of Common Shares, the kind and number or amount of other securities or property which such holder would have been entitled to receive as a result of such event if such holder had exercised the Warrants prior to the event.

The Company will also covenant in the Warrant Indenture that, during the period in which the Warrants are exercisable, it will give notice to holders of Warrants of certain stated events, including events that would result in an adjustment to the exercise price for the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants, at least 14 days prior to the record date or effective date, as the case may be, of such events.

No fractional Common Shares will be issuable to any holder of Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. The holding of Warrants will not make the holder thereof a shareholder of the Company or entitle such holder to any right or interest in respect of the Warrants except as expressly provided in the Warrant Indenture. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Common Shares.

None of the Units, the Unit Shares, Warrants or the Warrant Shares have been or will be registered under the U.S. Securities Act. The Warrants may not be transferred by a holder of Warrants in the United States or any person holding such Warrants for the account or benefit of a U.S. Person except in the following circumstances:

- (i) to the Company;
- (ii) outside of the United States in accordance with Rule 904 of Regulation S under the U.S. Securities Act and in compliance with local laws and regulations;
- (iii) inside the United States pursuant to an exemption from registration provided by Rule 144 under the U.S. Securities Act, if available, and applicable state securities laws; or
- (iv) inside the United States pursuant to another available exemption under the U.S. Securities Act and applicable state securities laws,

and, in the case of (iii) and (iv), the holder has furnished to the Company an opinion of counsel of recognized standing in form and substance satisfactory to the Company prior to such transfer confirming the availability of an exemption from the registration requirements of the U.S. Securities Act.

The exercise of the Warrants has not been and will not be registered under the U.S. Securities Act and the Warrants may not be exercised in the United States or by, or for the account or benefit of, a U.S. Person unless an exemption is available from such registration requirements. A holder of Warrants in the

United States or any person holding such Warrants for the account or benefit of a U.S. Person who has purchased Units based on their status as a Qualified Institutional Buyer may be required to re-confirm to the Company their status as a Qualified Institutional Buyer at the time of exercise of the Warrants.

The Warrant Indenture will provide that, from time to time, the Warrant Agent and the Company, without the consent of the holders of Warrants, may be able to amend or supplement the Warrant Indenture for certain purposes, including rectifying any ambiguities, defective provisions, clerical omissions or mistakes, or other errors contained in the Warrant Indenture or in any deed or indenture supplemental or ancillary to the Warrant Indenture, provided that, in the opinion of the Warrant Agent, relying on counsel, the rights of the holders of Warrants are not prejudiced, as a group. Any amendment or supplement to the Warrant Indenture that is prejudicial to the interests of the holders of Warrants, as a group, will be subject to approval by an “Extraordinary Resolution”, which will be defined in the Warrant Indenture as a resolution either: (i) passed at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing at least 25% of the aggregate number of the then outstanding Warrants and passed by the affirmative vote of holders of Warrants representing not less than 66 $\frac{2}{3}$ % of the aggregate number of all the then outstanding Warrants represented at the meeting and voted on the poll upon such resolution; or (ii) adopted by an instrument in writing signed by the holders of Warrants representing not less than 66 $\frac{2}{3}$ % of the number of all of the then outstanding Warrants.

The principal transfer office of the Warrant Agent in Vancouver, British Columbia is the location at which Warrants may be surrendered for exercise or transfer.

#### **CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS**

In the opinion of McMillan LLP, counsel to the Company, and Bennett Jones LLP, counsel to the Underwriters, the following is a summary of certain of the principal Canadian federal income tax considerations under the Tax Act generally applicable to a holder (a “**Holder**”) who acquires Securities pursuant to the Offering and who, for the purposes of the Tax Act and at all relevant times, deals at arm's length with the Company and the Underwriters, is not affiliated with the Company or the Underwriters, and who acquires and holds the Securities as capital property. Generally, the Securities will be considered to be capital property to a Holder thereof provided that the Holder does not use the Securities in the course of carrying on a business of trading or dealing in securities and such Holder has not acquired the Securities in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary does not apply to a Holder: (i) that is a “financial institution” for the purposes of the mark-to-market rules contained in the Tax Act (as that term is defined in the Tax Act); (ii) that is a “specified financial institution” (as defined in the Tax Act); (iii), an interest in which would be a “tax shelter investment” (as defined in the Tax Act); (iv) that enters into, or has entered into, a “derivative forward agreement” or “synthetic disposition arrangement” (each as defined in the Tax Act) in respect of the Securities; (v) that has made a functional currency reporting election under the Tax Act; or (vi) that receives dividends on the Shares under or as part of a “dividend rental arrangement” (as defined in the Tax Act); (vii) that is a partnership; or (viii) that is exempt from tax under Part I of the Tax Act. **Such Holders should consult their own tax advisors with respect to an investment hereunder.**

Additional considerations, not discussed herein, may be applicable to a Holder that is a corporation resident in Canada, and is, or becomes, as part of a transaction or event or series of transactions or events that includes the acquisition of the Securities, controlled by a non-resident corporation (or pursuant to the Tax Proposals (as defined below), a non-resident person or group of persons (comprised of any combination of non-resident corporations, non-resident individuals, or non-resident trusts) that do not deal at arm's length) for purposes of the “foreign affiliate dumping” rules in section 212.3 of the Tax Act. **Such Holders should consult their tax advisors with respect to the consequences of acquiring securities hereunder.**

This summary is based upon the current provisions of the Tax Act and the regulations thereunder in force as of the date hereof and counsels' understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (the "CRA") which have been published in writing and made publicly available prior to the date hereof. This summary takes into account all specific proposals to amend the Tax Act and the regulations thereunder publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "Tax Proposals") and assumes that the Tax Proposals will be enacted in the form proposed, although no assurance can be given that the Tax Proposals will be enacted in their current form or at all. This summary does not otherwise take into account or anticipate any changes in law or in the administrative policies or assessing practices of the CRA, whether by administrative, legislative, governmental or judicial decision or action, nor does it take into account or consider other federal or any provincial, territorial or foreign income tax legislation or considerations, which may differ significantly from the Canadian federal income tax considerations discussed in this summary. The provisions of provincial income tax legislation vary from province to province in Canada and in some cases differ from the Tax Act.

**This summary is of a general nature only, is not exhaustive of all possible Canadian federal income tax considerations and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder and no representations with respect to the income tax considerations applicable to any particular Holder are made. The relevant tax considerations applicable to acquiring holding and disposing of Securities may vary according to the status of the purchaser, the jurisdiction in which the purchaser resides or carries on business and the purchaser's own particular circumstances. Holders should consult their own tax advisors with respect to their particular circumstances.**

#### *Allocation of Cost*

A Holder who acquires Units pursuant to this Offering will be required to allocate the purchase price paid for each Unit on a reasonable basis between the Unit Share and the one-half Warrant comprising each Unit in order to determine their respective costs to such Holder for the purposes of the Tax Act. Holders should consult their own tax advisors in this regard.

For its purposes, the Company intends to allocate \$0.675 of the issue price of each Unit as consideration for the issue of each Unit Share and \$0.025 of the issue price of each Unit for the issue of each one-half of one Warrant. Although the Company believes that this allocation is reasonable, it is not binding on the CRA or the Holder. Counsel to each of the Company and to the Underwriters express no opinion with respect to the foregoing allocation.

#### *Adjusted Cost Base of Unit Shares*

The adjusted cost base to a Holder of each Unit Share comprising a part of a Unit acquired pursuant to this Offering will be determined by averaging the cost of such Unit Share with the adjusted cost base to such Holder of all other Common Shares (if any) held by the Holder as capital property immediately prior to the acquisition.

#### *Exercise of Warrants*

The exercise of a Warrant or Additional Warrant will not constitute a disposition of property for purposes of the Tax Act and consequently no gain or loss will be realized by a Holder upon the exercise of a Warrant or Additional Warrant. When a Warrant or Additional Warrant is exercised, the Holder's cost of the Share acquired thereby will be equal to the adjusted cost base of the Warrant or Additional Warrant, as applicable, to such Holder, plus the amount paid on the exercise of the Warrant or Additional Warrant, as

applicable. For the purpose of computing the adjusted cost base to a Holder of each Share acquired on the exercise of a Warrant or Additional Warrant, the cost of such Share must be averaged with the adjusted cost base to such Holder of all other Common Shares (if any) held by the Holder as capital property immediately prior to the exercise of the Warrant or Additional Warrant, as applicable.

### **Resident Holders**

The following section of this summary applies to Holders who are, or are deemed to be, resident in Canada for the purposes of the Tax Act at all relevant times (“**Resident Holders**”). Certain Resident Holders to whom Shares might not otherwise constitute capital property may make, in certain circumstances, an irrevocable election under subsection 39(4) of the Tax Act to deem the Shares, and every other “Canadian security” (as defined in the Tax Act) held by such persons, in the taxation year the election is made and in all subsequent taxation years to be capital property. Such election is not available in respect of the Warrants. Resident Holders should consult their own tax advisors regarding this election.

#### *Expiry of Warrants*

In the event of the expiry of an unexercised Warrant or Additional Warrant, a Resident Holder will generally realize a capital loss equal to the Resident Holder's adjusted cost base of such Warrant or Additional Warrant, as applicable. The tax treatment of capital gains and capital losses is discussed in greater detail below under "*Capital Gains and Capital Losses*".

#### *Dividends*

Dividends received or deemed to be received on the Shares will be included in computing a Resident Holder's income. In the case of an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules normally applicable in respect of taxable dividends received from “taxable Canadian corporations” (as defined in the Tax Act). An enhanced dividend tax credit will be available to individuals (other than certain trusts) in respect of “eligible dividends” (as defined in the Tax Act) designated by the Company to the Resident Holder in accordance with the provisions of the Tax Act. Dividends received or deemed to be received by a corporation that is a Resident Holder on the Shares must be included in computing its income but generally will be deductible in computing the corporation's taxable income.

In certain circumstances, subsection 55(2) of the Tax Act would treat a taxable dividend received (or deemed to be received) by a Resident Holder that is a corporation as proceeds of a disposition or a capital gain.

A Resident Holder that is a “private corporation” or a “subject corporation” (each as defined in the Tax Act) will generally be liable to pay a tax under Part IV of the Tax Act (refundable under certain circumstances) on dividends received or deemed to be received on the Shares to the extent such dividends are deductible in computing the Resident Holder's taxable income. Resident Holders that are corporations should consult their own tax advisers regarding their particular circumstances.

#### *Dispositions of Shares and Warrants*

Upon a disposition (or a deemed disposition) of a Share (other than to the Company in a transaction that is not a sale in the open market) or Warrant or Additional Warrant (other than on the exercise of the Warrant or Additional Warrant, as applicable), a Resident Holder generally will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of such Security, net of any reasonable costs of disposition, exceed (or are exceeded by) the adjusted cost base of such Security, to the

Resident Holder. The tax treatment of capital gains and capital losses is discussed in greater detail below under “Capital Gains and Capital Losses”.

#### *Capital Gains and Capital Losses*

Generally, a Resident Holder is required to include in computing its income for a taxation year one-half of the amount of any capital gain (a “**taxable capital gain**”) realized in the year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder is required to deduct one-half of the amount of any capital loss (an “**allowable capital loss**”) realized in a taxation year from taxable capital gains realized in the year by such Resident Holder. Allowable capital losses in excess of taxable capital gains realized in a taxation year may be carried back and deducted against taxable capital gains in any of the three preceding taxation years or in any subsequent taxation year to the extent and under the circumstances described in the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of Shares by a Resident Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on such Shares or shares substituted for such Shares to the extent and in the circumstance specified by the Tax Act. Similar rules may apply where a Share is owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary. **Resident Holders to whom these rules may be relevant should consult their own tax advisors.**

A Resident Holder that is throughout the relevant taxation year a “Canadian-controlled private corporation” (as defined in the Tax Act) also may be liable to pay an additional tax under Part I of the Tax Act (refundable under certain circumstances) on its “aggregate investment income” (as defined in the Tax Act) for the year which will include taxable capital gains.

#### *Minimum Tax*

Capital gains realized and dividends received by a Resident Holder that is an individual or a trust, other than certain specified trusts, may give rise to minimum tax under the Tax Act.

#### **Non-Resident Holders**

The following section of this summary is generally applicable to Holders who (i) for the purposes of the Tax Act, have not been and will not be deemed to be resident in Canada at any time while they hold the Securities; and (ii) do not use or hold the Securities in carrying on a business in Canada (“**Non-Resident Holders**”). Special rules, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer carrying on business in Canada and elsewhere or that is an “authorized foreign bank” (as defined in the Tax Act). **Such Non-Resident Holders should consult their own tax advisors.**

#### *Dividends*

Dividends paid or credited or deemed to be paid or credited to a Non-Resident Holder by the Company are subject to Canadian withholding tax at the rate of 25% on the gross amount of the dividend unless such rate is reduced by the terms of an applicable tax treaty. Under the Canada-United States Income Tax Convention (1980), as amended (the “**Treaty**”), the rate of withholding tax on dividends paid or credited to a Non-Resident Holder who is resident in the U.S. for purposes of the Treaty, entitled to full benefits under the Treaty and is the beneficial owner of the dividend (a “**U.S. Holder**”) is generally limited to 15% of the gross amount of the dividend (or 5% in the case of a U.S. Holder that is a company beneficially owning at least 10% of the Company’s voting shares). Non-Resident Holders should consult their own tax advisors.

### *Dispositions of Shares and Warrants*

A Non-Resident Holder generally will not be subject to tax under the Tax Act in respect of a capital gain realized on the disposition or deemed disposition of a Security (as applicable), unless the Security constitutes “taxable Canadian property” of the Non-Resident Holder for purposes of the Tax Act, and the gain is not, or would not have been, exempt from tax pursuant to the terms of an applicable tax treaty.

Provided the Shares are listed on a “designated stock exchange”, as defined in the Tax Act (which currently includes the CSE), at the time of disposition, the Securities generally will not constitute taxable Canadian property of a Non-Resident Holder at that time, unless at any time during the 60-month period immediately preceding the disposition the following two conditions are met concurrently: (i) (a) the Non-Resident Holder, (b) persons with whom the Non-Resident Holder did not deal at arm’s length for purposes of the Tax Act, (c) partnerships in which the Non-Resident Holder or persons described in (b) hold a membership interest (either directly or indirectly through one or more partnerships), or (d) the Non-Resident Holder together with such persons and partnerships listed in (b) and (c), owned 25% or more of the issued shares of any class or series of shares of the Company; and (ii) more than 50% of the fair market value of the Shares was derived directly or indirectly from one or any combination of (a) real or immovable property situated in Canada, (b) “Canadian resource properties” (as defined in the Tax Act), (c) “timber resource properties” (as defined in the Tax Act) or (d) an option in respect of, or an interest or right in property described in (a) to (c), whether or not such property exists.

Notwithstanding the foregoing, a Security may in certain circumstances be deemed to be taxable Canadian property of a Non-Resident Holder for purposes of the Tax Act. A Non-Resident Holder’s capital gain (or capital loss) in respect of Securities that constitute or are deemed to constitute taxable Canadian property (and are not exempt from tax under the Tax Act pursuant to an applicable tax treaty) will generally be computed in the manner described above under the heading “Resident Holders – Dispositions of Shares and Warrants”.

**Non-Resident Holders whose Securities may constitute taxable Canadian property should consult their own tax advisors.**

### **RECENT DEVELOPMENTS**

There have been no material developments in the Company’s business since May 19, 2020, the date of the Company’s Annual Information Form, which have not been disclosed in this Prospectus or the documents incorporated by reference therein.

### **PRIOR SALES**

For the 12-month period before the date of this Prospectus, the Company issued the following Common Shares and securities exercisable or convertible into Common Shares:

<b>Date of Issuance</b>	<b>Security</b>	<b>Number of Securities</b>	<b>Issue/Exercise Price Per Security (CAD\$)</b>
September 30, 2019	Common Shares	5,250,000 <sup>(1)</sup>	\$0.40
September 30, 2019	Warrants	2,625,000 <sup>(1)</sup>	\$0.65
November 19, 2019	Common Shares	510,000 <sup>(2)</sup>	\$0.35
January 7, 2020	Options	300,000	\$0.40

January 10, 2020	Common Shares	3,000,000 <sup>(3)</sup>	\$0.40
January 13, 2020	Options	1,350,000	\$0.50
January 31, 2020	Common Shares	1,500,000 <sup>(4)</sup>	\$0.40
February 3, 2020	Options	125,000	\$0.50
February 3, 2020	Common Shares	750,000 <sup>(5)</sup>	\$0.40
March 2, 2020	Options	200,000	\$0.55
March 16, 2020	Options	200,000	\$0.50
March 20, 2020	Common Shares	5,113,596 <sup>(6)</sup>	\$0.48
March 20, 2020	Warrants	2,437,724 <sup>(6)</sup>	\$0.70
March 20, 2020	Finder's Warrants	381,036 <sup>(6)</sup>	\$0.48
March 20, 2020	Finder's Warrants	119,073 <sup>(6)</sup>	\$0.70
March 23, 2020	Options	80,000	\$0.48
March 23, 2020	Options	200,000	\$0.50
March 30, 2020	Common Shares	1,423,166 <sup>(7)</sup>	\$0.48
March 30, 2020	Warrants	711,583 <sup>(7)</sup>	\$0.70
March 30, 2020	Finder's Warrants	79,020 <sup>(7)</sup>	\$0.48
March 30, 2020	Finder's Warrants	24,604 <sup>(7)</sup>	\$0.70
April 7, 2020	Options	212,000	\$0.50
April 28, 2020	Options	175,000	\$0.73
May 8, 2020	Common Shares	300,000 <sup>(8)</sup>	\$0.40
May 11, 2020	Common Shares	150,000 <sup>(8)</sup>	\$0.40

- (1) Issued pursuant to the Company's \$2,100,000 non-brokered private placement of units dated September 30, 2019. Each unit consisted of one Common Share and one-half of one warrant, each whole warrant entitling the holder thereof to acquire one additional Common Share exercisable for a period of 24 months after closing at a price of \$0.65 per Common Share.
- (2) Issued pursuant to consulting and advisory agreements for services rendered.
- (3) Issued pursuant to the acquisition of Livecare, of which 1,574,959 Common Shares were cancelled and returned to treasury on April 17, 2020, resulting in a net issuance of 1,425,041 Common Shares.
- (4) Issued pursuant to a debt settlement agreement dated January 30, 2020.
- (5) Issued pursuant to a consulting agreement.
- (6) Issued pursuant to the first tranche of the Company's \$3,023,335 brokered private placement of units dated March 20, 2020. Each unit consisted of one Common Share and one-half of one warrant, each whole warrant entitling the holder thereof to acquire one additional Common Share exercisable for a period of 24 months after closing at a price of \$0.70 per Common Share. Includes 238,147 Common Shares issued as compensation.
- (7) Issued pursuant to the second tranche of the Company's \$3,023,335 brokered private placement of units dated March 30, 2020. Each unit consisted of one Common Share and one-half of one warrant, each whole warrant entitling the holder thereof to acquire one additional Common Share exercisable for a period of 24 months after closing at a price of \$0.70 per Common Share.
- (8) Issued pursuant to the exercise of Stock Options.

## PRICE RANGE AND TRADING VOLUME

On November 28, 2017, the Company's Common Shares began trading on the CSE under the trading symbol "PHGI". On February 24 2020, the Company's trading symbol was changed to "DOC".

The table below summarizes the price ranges and trading volume of Common Shares on the CSE for each of the months stated:

<b>Month</b>	<b>Price Range (\$)</b>		<b>Total Volume</b>
	<b>High</b>	<b>Low</b>	
May 1 - 15, 2020	\$0.95	\$0.75	13,985,999
April 2020	\$0.83	\$0.41	12,714,978
March 2020	\$0.57	\$0.37	6,160,865
February 2020	\$0.58	\$0.38	4,200,999
January 2020	\$0.51	\$0.35	6,030,764
December 2019	\$0.37	\$0.27	1,722,027
November 2019	\$0.47	\$0.30	1,217,383
October 2019	\$0.50	\$0.30	2,743,207
September 2019	\$0.52	\$0.28	3,076,937
August 2019	\$0.34	\$0.25	657,001
July 2019	\$0.37	\$0.25	520,049
June 2019	\$0.42	\$0.27	552,339
May 2019	\$0.69	\$0.33	1,968,799

## RISK FACTORS

An investment in the securities of the Company is speculative and subject to risks and uncertainties. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment in the Company and the business, prospects, financial position, financial condition or operating results of the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial may also impair the Company's business operations.

Prospective investors should carefully consider all information contained in this Prospectus, including all documents incorporated by reference, and in particular should give special consideration to the risk factors under the section titled "Risk Factors" in the Annual Information Form, which is incorporated by reference in this Prospectus and which may be accessed on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com), and the information contained in the section entitled "Cautionary Statement Regarding Forward-Looking Information", before deciding to purchase the Units. Additionally, purchasers should consider the risk factors set forth below.

The risks and uncertainties described or incorporated by reference in this Prospectus are not the only ones the Company may face. Additional risks and uncertainties that the Company is unaware of, or that the Company currently deems not to be material, may also become important factors that affect the Company. If any such risks actually occur, the Company's business, financial condition or results of

operations could be materially adversely affected, with the result that the trading price of the Common Shares could decline and investors could lose all or part of their investment.

***The market price of the Common Shares is volatile and may not accurately reflect the long-term value of the Company***

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors included macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Units is also likely to be significantly affected by changes in the financial condition or results of operations as reflected in its financial reports. If an active market for the Unit Shares and Warrants does not continue, the liquidity of an investor's investment may be limited and the price of the Unit Shares and Warrants may decline below the Offering Price. If an active market does not continue, investors may lose their entire investment in the Units. As a result of any of these factors, the market price of the Units at any given point in time may not accurately reflect the long-term value of the Company.

***A positive return in an investment in the Units is not guaranteed***

There is no guarantee that an investment in the Units will earn any positive return in the short term or long term. A purchase under the Offering involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Units is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment.

***The Company has discretion in the use of net proceeds***

The Company intends to use the net proceeds from this Offering as set forth under "Use of Proceeds"; however, the Company maintains broad discretion to use the net proceeds from this Offering in ways that it deems most efficient. The application of the proceeds to various items may not necessarily enhance the value of the Units. The failure to apply the net proceeds as set forth under "Use of Proceeds" and other financings could adversely affect the Company's business and, consequently, could adversely affect the price of the Units on the open market.

***Ongoing Impact of COVID-19***

Since December 31, 2019, governments worldwide have been enacting emergency measures to combat the spread of COVID-19. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The development and operation of the Company's business plan is dependent on labour inputs and governmental approvals, which could be adversely disrupted by the ongoing impact of COVID-19. While it is difficult to predict the impact of the coronavirus outbreak on the Company's business, measures taken by the Canadian government and voluntary measures undertaken by the Company with a view to the safety of the Company's employees, may adversely impact the Company's business. While the pandemic has not affected the Company's sales, as the Company is yet to generate revenue, its continued disruption may delay the Company's operations. The ultimate extent of the impact of the pandemic on the Company's business, financial condition and results of operations will depend on future developments, which are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity of the pandemic and actions taken to contain or prevent their further spread, among others. Thus, the current

pandemic could therefore materially and adversely affect the Company's business, financial condition and results of operations.

### **LEGAL MATTERS AND INTEREST OF EXPERTS**

Certain legal matters in connection with this Offering will be passed upon by McMillan LLP, on behalf of the Company and by Bennett Jones LLP, on behalf of the Underwriters. As at the date hereof, the partners and associates of McMillan LLP, as a group, and the partners and associates of by Bennett Jones LLP, as a group, each beneficially own, directly or indirectly, less than one percent of the outstanding Common Shares of the Company.

### **AUDITORS, TRANSFER AGENT AND REGISTRAR**

The auditors of the Company are Buckley Dodds Parker LLP, Chartered Professional Accountants, Vancouver, British Columbia. Buckley Dodds Parker LLP is independent of the Company in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

The transfer agent and registrar for the Common Shares is National Securities Administrators Ltd., located at 777 Hornby Street, Suite 702, Vancouver, British Columbia V6Z 1S2.

### **PURCHASERS' STATUTORY RIGHTS**

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment thereto. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some provinces, revisions of the price or damages if the Prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

In an offering of Warrants, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in this short form prospectus is limited, in certain provincial securities legislation, to the price at which the Warrants are offered to the public under the Offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon exercise of the Warrants, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

**CERTIFICATE OF THE COMPANY**

Dated: May 19, 2020

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, except Québec.

*(signed) Dr. Essam Hamza*

**Chief Executive Officer and  
Director**

*(signed) Mena Beshay*

**Chief Financial Officer**

On Behalf of the Board of Directors

*(signed) Christopher Cherry*

**Director**

*(signed) Amit Mathur*

**Director**

## CERTIFICATE OF THE UNDERWRITER

Dated: May 19, 2020

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada, except Québec.

### **CANACCORD GENUITY CORP.**

By: (Signed) *Jamie Brown*  
Vice Chairman, Managing Director,  
Investment Banking

### **BEACON SECURITIES LIMITED**

By: (Signed) *Justin Gilman*  
Vice President, Investment Banking

### **ECHELON WEALTH PARTNERS INC.**

By: (Signed) *Barry Richards*  
Managing Director

### **PARADIGM CAPITAL INC.**

By: (Signed) *Michael Lorimer*  
Managing Director