No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This 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") or the securities laws of any state of the United States and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly, in the United States (as such term is defined in Regulation S under the U.S. Securities Act) (the "United States") except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This short form prospectus does not constitute an offer to sell or solicitation of an offer to buy any of these securities in the United States. See "Plan of Distribution".

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 the President and Chief Technology Officer of Skylight Health Group Inc., at 5045 Orbitor Dr., Building 11, Suite 300, Mississauga, Ontario L4W 4Y4, Telephone (855) 874-4999 Ext: 101, and are also available electronically at www.sedar.com.*

New Issue **December 21, 2020**

SHORT FORM PROSPECTUS

SKYLIGHT HEALTH GROUP INC.

$12,000,000
12,000,000 Common Shares

This short form prospectus (the "**Prospectus**") qualifies the distribution (the "**Offering**") of 12,000,000 Common Shares (the "**Common Shares**") in the capital of Skylight Health Group Inc. ("**Skylight**" or the "**Corporation**") at a price of $1.00 per Common Share (the "**Offering Price**"), for aggregate gross proceeds of $12,000,000. The Corporation will use the net proceeds from the sale of the Common Shares as described in this Prospectus. See "Use of Proceeds".

The Corporation will issue and sell the Common Shares pursuant to an underwriting agreement (the "**Underwriting Agreement**") dated December 15, 2020 between the Corporation and Echelon Wealth Partners Inc., Beacon Securities Limited and PI Financial Corp. as co-lead underwriters (collectively, the "**Lead Underwriters**") and Mackie Research Capital Corp., Canaccord Genuity Corp., and Raymond James Ltd. (collectively with the Lead Underwriters, the "**Underwriters**"). See "Plan of Distribution". The Offering Price was determined by arm's length negotiation between the Corporation and the Lead Underwriters.

Price: $1.00 per Common Share

	Price to the Public	**Underwriters' Fee (1)(2)**	**Net Proceeds to the Corporation (3)(4)**
Per Common Share	$1.00	$0.0466	$0.9533
Total Offering	$12,000,000	$560,000	$11,440,000

Notes:

(1) *A fee (the "**Underwriters' Fee**") equal to 6.0% of the aggregate gross proceeds realized on the sale of the Common Shares under the Offering (including Common Shares sold in connection with the exercise of the Over-Allotment Option, if applicable) will be paid to the Underwriters upon completion of the Offering. As additional consideration, on the completion of the Offering, the Corporation will grant the Underwriters such number of broker warrants of the Corporation (the "**Broker Warrants**") as is equal to 6.0% of the total number of Common Shares sold under the Offering (including Common Shares issued in connection with the exercise of the Over-Allotment Option, if applicable). Each Broker Warrant will entitle the holder thereof to purchase one Common Share of the Corporation (each, a "**Broker Warrant Share**") at the Offering Price at any time prior to 5:00 p.m. (Toronto time) on the date that is 24 months following the date of the completion of the Offering. This Prospectus also qualifies the distribution of the Broker Warrants to the Underwriters. See "Plan of Distribution".*

(2) *Up to $4,000,000 of the Offering may be sold to purchasers included on a president's list (the "**President's List**"), and for which the Underwriters' Fee shall be equal to 2.0% of the gross proceeds of the Offering and the number of Broker Warrants issuable to the Underwriters shall be reduced to 4.0% of the total number of Common Shares sold to purchasers included on the President's List. The Underwriters' Fee is calculated assuming $4,000,000 of Common Shares sold to purchasers included on the President's List.*

(3) *After deducting the Underwriters' Fee (assuming $4,000,000 in aggregate gross proceeds from sales of Common Shares to purchasers on the President's List) but before deducting expenses of the Offering, estimated to be $250,000, which, together with the Underwriters' Fee, will be paid from the gross proceeds of the Offering.*

(4) *The Corporation has granted to the Underwriters an over-allotment option (the "**Over-Allotment Option**") exercisable, in whole or in part, at the sole discretion of the Underwriters, at any time prior to the 30th day following the Closing (as defined below), to purchase up to an additional 1,800,000 Common Shares at the Offering Price (the "**Additional Shares**") to cover over-allotments, if any. This Prospectus also qualifies the grant of the Over-Allotment Option, the issuance of the Additional Shares and the grant and issuance of additional Broker Warrants (the "**Additional Broker Warrants**"). A purchaser who acquires Common Shares forming part of the Underwriters' over-allocation position acquires those Common Shares under this Prospectus, regardless of whether the over-allocation is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total Price to the Public will be $13,800,000, the total Underwriters' Fee will be $668,000, (assuming $4,000,000 in aggregate gross proceeds from sales of Common Shares to purchasers on the President's List) and the net proceeds to the Corporation will be $13,132,000, before deducting the expenses of the Offering. See "Plan of Distribution.*

The Underwriters, as principals, conditionally offer the Common Shares, subject to prior sale, if, as and when issued by the Corporation 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 on behalf of the Corporation by Gardiner Roberts LLP and on behalf of the Underwriters by Dentons Canada LLP. In connection with the Offering, the Underwriters may, subject to applicable laws, overallot or effect transactions intended to stabilize or maintain the market price of the Common Shares at levels above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

The following table sets out the number of securities that may be issued by the Corporation to the Underwriters pursuant to the Over-Allotment Option and the Broker Warrants.

Underwriters' Position	Maximum Size	Exercise Period	Exercise Price
Over-Allotment Option	Up to 1,800,000 Additional Shares	Up to and including the 30th day after the closing of the Offering	$1.00 per Additional Share
Broker Warrants	640,000 Broker Warrants (or up to 748,000 Broker Warrants if the Over-Allotment Option is exercised in full)(1)	At any time up to 24 months after the closing of the Offering	$1.00 per Broker Warrant Share

Note:

(1) *Assuming $4,000,000 in aggregate gross proceeds from sales of Common Shares to purchasers included on the President's List.*

The Common Shares are listed on the Canadian Securities Exchange (the "**CSE**") under the trading symbol "SHG". On December 10, 2020, the last trading day before the announcement of the Offering, the closing price of the Common Shares on the CSE was $1.12 per Common Share. On December 18, 2020, the last trading day before the filing of this Prospectus, the closing price of the Common Shares on the CSE was $1.18 per Common Share. The Corporation has applied to the CSE to list the Common Shares distributed under this Prospectus. Listing will be subject to the Corporation fulfilling all of the listing requirements of the CSE.

Subscriptions for Common Shares 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. It is expected that closing will occur on or about December 30, 2020 or such other date as the Corporation and the Underwriters may agree (the "**Closing**") but in any event no later than 42 days after the date of the receipt of this Prospectus. Except as otherwise agreed by the Corporation and the Underwriters, and subject to certain other exceptions, registration of interests in and transfers of Common Shares held through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee will be made electronically through the non-certificated inventory ("**NCI**") system of CDS. A purchaser of Common Shares, including Common Shares issued to purchasers in the United States that are "qualified institutional buyers" ("**Qualified Institutional Buyers**") within the meaning of Rule 144A under the U.S. Securities Act, will receive only a customer confirmation from the registered dealer through which such Common Shares were purchased. See "Plan of Distribution".

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any Common Shares offered by this Prospectus in any jurisdiction in which such an offer or a solicitation is unlawful.

Skylight is a corporation incorporated under the *Canada Business Corporations Act*. The Corporation is a healthcare services and technology Corporation, working to positively impact patient health outcomes. Its mission is to improve the lives of patients through the prevention and treatment of health conditions and use proprietary technology to monitor, assess, and generate insights to help improve patient outcomes. The Corporation is a provider of medical services in the United States through telemedicine and in over 30 physical locations servicing 14 states. Primarily, the Corporation is focused on advancing safety and efficacy research and health outcomes surrounding integrative medical therapies by monitoring real-world data (RWD) and providing real-world evidence (RWE) through proprietary technology, data analytics, research services and its extensive clinical footprint. Skylight's registered and head office is located at 5045 Orbitor Dr., Building 11, Suite 300, Mississauga, Ontario L4W 4Y4. See "Summary Description of the Business".

Prospective purchasers should rely only on the information contained or incorporated by reference in this Prospectus. The Corporation and the Underwriters have not authorized anyone to provide prospective purchasers with information different from that contained or incorporated by reference in this Prospectus , other than the documents filed as "Marketing Materials" under the Corporation's profile on SEDAR at www.sedar.com. To the extent of any discrepancy between the information contained in the Marketing Materials and this Prospectus, prospective investors are advised that the Marketing Materials do not provide full disclosure of all material facts relating to the securities offered. Prospective investors should read this Prospectus and any amendment for disclosure of those facts especially risk factors relating to, among other things, the Corporation and the Common Shares, before making an investment decision. Investors should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the front page of this Prospectus.

An investment in the Common Shares is subject to certain risks. The risk factors described in this Prospectus and in the documents incorporated by reference in this Prospectus should be carefully reviewed and considered by prospective purchasers. See "Special Note Regarding Forward-looking Statements" and "Risk Factors".

The Underwriters propose to offer the Common Shares initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Common Shares at such price, the Offering Price may be decreased.

Prospective purchasers should be aware that the acquisition and disposition of the Common Shares described herein may have tax consequences. The Prospectus may not describe these tax consequences fully. Purchasers should consult their own tax advisors with respect to their own particular circumstances.

The Corporation is neither a "connected issuer" nor a "related issuer" of the Underwriters as defined in National Instrument 33-105 — Underwriting Conflicts.

Reference to Skylight or the Corporation also includes its subsidiary entities, as the context requires or permits.

TABLE OF CONTENTS

ELIGIBILITY FOR INVESTMENT

In the opinion of Gardiner Roberts LLP, counsel to the Corporation, and Dentons Canada LLP, counsel to the Underwriters, provided the Common Shares are listed on a designated stock exchange for purposes of the *Income Tax Act* (Canada) (the "**Tax Act**") (which includes the Canadian Securities Exchange), if issued on the date hereof, the Common Shares would be qualified investments under the current provisions of the Tax Act and the regulations thereunder for a trust governed by a registered retirement savings plans (an "**RRSP**"), registered retirement income fund (a "**RRIF**"), registered disability savings plan (an "**RDSP**"), registered education savings plan (an "**RESP**"), a tax-free savings account (a "**TFSA**"), or a deferred profit sharing plan ("**DPSP**") each as defined in the Tax Act.

Notwithstanding the foregoing, if the Common Shares held by an RRSP, RRIF, RDSP, RESP or a TFSA, (each a "**Registered Plan**") are "prohibited investments" for purposes of the Tax Act, the holder, annuitant or subscriber thereof, as the case may be, will be subject to a penalty tax as set out in the Tax Act. The Common Shares will not be a "prohibited investment" for a Registered Plan if the holder, annuitant, or subscriber thereof, as the case may be, (i) deals at arm's length with the Corporation for purposes of the Tax Act; and (ii) does not have a "significant interest" (within the meaning of the Tax Act) in the Corporation. In addition, Common Shares will not be a "prohibited investment" if the Common Shares are "excluded property", as defined in the Tax Act, for a Registered Plan. Prospective purchasers who intend to hold Common Shares in a Registered Plan should consult their own tax advisors regarding their particular circumstances.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information contained in this Prospectus and the documents incorporated by reference herein may constitute forward-looking statements, as such term is defined under applicable securities laws. These statements relate to future events or future performance and reflect management's expectations and assumptions regarding the growth, results of operations, performances and business prospects and opportunities of the Corporation. All statements other than statements of historical fact are forward-looking statements. The use of any of the words "**anticipate**", "**plan**", "**continue**", "**estimate**", "**expect**", "**may**", "**intend**", "**will**", "**project**", "**could**", "**believe**", "**predict**", "**potential**", "**should**" or the negative of these terms or other similar expressions are intended to identify forward-looking statements. In particular, information regarding the Corporation's future operating results and economic performance, the expected use of proceeds from the Offering and the anticipated completion of the Offering is forward-looking information. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance, achievements or events to differ materially from those anticipated, discussed or implied in such forward-looking statements. The Corporation believes the expectations reflected in such forward- looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this Prospectus and the documents incorporated by reference herein should be considered carefully and investors should not place undue reliance on them as the Corporation cannot assure investors that actual results will be consistent with these forward-looking statements. These statements speak only as of the date of this Prospectus or the particular document incorporated by reference herein. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the intentions, plans and future actions of the Corporation;
- the business and future activities of the Corporation after the date of this Prospectus;

- market position, ability to compete and future financial or operating performance of the Corporation after the date of this Prospectus;
- anticipated developments in operations; the future demand for the products and services developed, produced, supplied, or distributed by the Corporation;
- the timing and amount of estimated research & development expenditure in respect of the business of the Corporation;
- operating revenue, operating expenditures; success of marketing activities; estimated budgets;
- currency fluctuations;
- the sufficiency of the Corporation's working capital;
- requirements for additional capital;
- risks associated with obtaining and maintaining the necessary government permits and licenses related to the business
- government regulation; limitations on insurance coverage; the timing and possible outcome of regulatory matters; goals; strategies; future growth; the adequacy of financial resources; and other events or conditions that may occur in the future;
- compliance with environmental, health, safety and other laws and regulations;
- the ability to attract and retain skilled staff;
- market competition; and
- the potential impact of the COVID-19 pandemic on the Corporation and/or its operations, and the healthcare industry and currency fluctuations.

These forward-looking statements involve risks and uncertainties relating to, among other things, access to skilled personnel, results of operating activities, uninsured risks, and regulatory changes. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors contained in this Prospectus and documents incorporated by reference herein. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Corporation cautions that the foregoing list of important factors is not exhaustive. The forward looking statements contained in this Prospectus and the documents incorporated by reference herein are expressly qualified by this cautionary statement. Neither the Corporation nor the Underwriters undertake any obligation to publicly update or revise any forward-looking statements except as expressly required by applicable securities law. See "Forward- Looking Statements" in the AIF (as defined herein).

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

This Prospectus contains references to United States dollars and Canadian dollars. All dollar amounts referenced, unless otherwise indicated, are Canadian dollars and United States dollars are referred to as "**US$**".

The following table sets out, for the period indicated, certain exchange rates based upon the exchange rates published by the Bank of Canada during the respective periods. The rates are set out as Canadian dollars per US$1.00.

	Nine Months Ended September 30, 2020	**Fiscal Year Ended December 31, 2019**	**Fiscal Year Ended December 31, 2018**
Low	$1,2970	$1.2988	$1.2288
High	$1.4496	$1.3600	$1.3642
Average	$1.3541	$1.3269	$1.2957
End	$1.3339	$1.2988	$1.3642

On December 18, 2020, the closing exchange rate for Canadian dollars in terms of the United States dollar, as quoted by the Bank of Canada, was US$1.00 = $1.2775.

NON-IFRS MEASURES

This Prospectus and the documents incorporated by reference herein contain references to certain measures that are not defined under International Financial Reporting Standards ("**IFRS**").

These non-IFRS measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS measures by providing further understanding of the Corporation's results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of the Corporation's financial information reported under IFRS.

The Corporation uses non-IFRS measures, including EBITDA and adjusted EBITDA to provide investors with supplemental measures of its operating performance and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS measures. The Corporation believes that investors, securities analysts and other interested parties frequently use non-IFRS measures in the evaluation of issuers. Management also uses non-IFRS measures in order to facilitate operating performance comparisons from period to period, and assess the Corporation's ability to meet its future debt service, capital expenditure and working capital requirements.

Please refer to the Corporation's Annual MD&A (as defined below) and Interim MD&A (as defined below), incorporated by reference into this Prospectus, for the definitions of EBITDA and adjusted EBITDA presented by the Corporation and the reconciliation, where applicable, to the most directly comparable IFRS measure.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents of the Corporation, filed with the various securities commissions or similar authorities in the provinces of Alberta, British Columbia, Manitoba and Ontario, are available at www.sedar.com and are specifically incorporated by reference into, and form an integral part of, this Prospectus:

(a) the amended and restated annual information form of the Corporation for the year ended December 31, 2019, dated November 4, 2020 (the "**AIF**");

(b) the audited consolidated financial statements of the Corporation as at and for the years ended December 31, 2019 and 2018, together with the notes thereto and the auditors' report thereon dated June 18, 2020 (the "**Audited Annual Financials**");

(c) the management's discussion and analysis of the financial condition and results of operations of the Corporation as at and for the year ended December 31, 2019 (the "**Annual MD&A**");

(d) the amended and refiled interim condensed consolidated financial statements (unaudited) as at and for the three and nine month periods ended September 30, 2020, together with the notes thereto;

(e) the amended and refiled management's discussion and analysis of the financial condition and results of operations of the Corporation as at and for the three and nine month periods ended September 30, 2020 (the "**Interim MD&A**");

(f) the management information circular dated July 20, 2020 relating to the annual general meeting of shareholders held on September 9, 2020 (the "**Circular**");

(g) the management information circular dated October 7, 2020 relating to the special meeting of shareholders to be held on November 23, 2020;

(h) the management information circular dated May 13, 2019 relating to the annual general and special meeting of shareholders held on June 27, 2019;

(i) the material change report of the Corporation filed on February 24, 2020 in respect of the appointment of Tom Brogan as a director;

(j) the material change report of the Corporation dated February 24, 2020 in respect of the completion of the payment for the June 2019 acquisition of New Jersey Alternative Medicine;

(k) the material change report of the Corporation dated October 5, 2020 in respect of a non-brokered private placement offering;

(l) the material change report of the Corporation dated November 4, 2020 in respect of the conversion of US$3,000,000 of debt;

(m) the material change report of the Corporation dated November 4, 2020 in respect of the announcement of an offering of securities pursuant to a short form prospectus (the "**November Offering**");

(n) the material change report of the Corporation dated November 19, 2020 in respect of the closing of the November Offering;

(o) the material change report of the Corporation dated December 11, 2020 in respect of the announcement of the Offering; and

(p) the "template version" (as such term is defined in National Instrument 41-101 – *General Prospectus Requirements*) of the term sheet dated December 11, 2020 in connection with the Offering (the "**Term Sheet**").

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 Corporation 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 Corporation 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 shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. 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 document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes 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. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

Copies of the documents incorporated herein by reference may be obtained on request without charge from the President and Chief Technology Officer of the Corporation at has its head and registered office located at 5045 Orbitor Dr., Building 11, Suite 300, Mississauga, Ontario L4W 4Y4, Telephone (855) 874-4999 Ext: 101, and are also available electronically through the System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com.

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. The Corporation has prepared the Term Sheet, which can be viewed under the Corporation's SEDAR profile at www.sedar.com. Any "template version" of any "marketing materials" (each as defined in National Instrument 41-101 – General Prospectus Requirements) filed under the Corporation's profile on SEDAR at 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.

SUMMARY DESCRIPTION OF THE BUSINESS

Corporate Background

The Corporation was incorporated on December 27, 2017 under the *Canada Business Corporations Act* (the "**CBCA**") as a wholly-owned subsidiary of Telferscot Resources Inc. ("**Telferscot**"). On February 16, 2018 the Corporation entered into an arrangement agreement with Telferscot and other subsidiaries of Telferscot. On March 18, 2018, the Corporation filed articles of amendment to effect a change in its share capital. Subsequently, on April 9, 2018 the Corporation completed an arrangement under the provisions of the CBCA and thereby became a reporting issuer in the provinces of British Columbia, Alberta and

Manitoba. Pursuant to articles of amendment dated December 20, 2018, the Corporation changed its name to CB2 Insights Inc. and consolidated its issued and outstanding common shares on the basis of one (1) post-consolidation Common Share for every sixteen and one-half (16.5) pre-consolidation Common Shares. On March 1, 2019, the Corporation completed a reverse takeover ("**RTO**") with MVC Technologies Inc. ("**MVC**"). The transaction was effected by way of a "three-cornered" amalgamation, whereby a wholly-owned subsidiary of the Corporation amalgamated with MVC under the provisions of the *Business Corporations Act* (Ontario) and the former shareholders of MVC received one (1) (post-consolidation) Common Share of the Corporation for each one (1) common share of MVC issued and outstanding on the closing date of the RTO. On November 23, 2020 the Corporation changed its name to Skylight Health Group Inc.

The Corporation commenced trading on the CSE on March 6, 2019 under the symbol "CBII" and became a reporting issuer in Ontario. On November 30, 2020, following it's name change, the Corporation began trading under the symbol "SHG".

The Corporation has its head and registered office located at 5045 Orbitor Dr., Building 11, Suite 300, Mississauga, Ontario L4W 4Y4.

Description of Business

The Corporation is a healthcare services and technology company, working to positively impact patient health outcomes. In principal, the Corporation's mission is to improve the lives of patients through the prevention and treatment of health conditions and use proprietary technology to monitor, assess, and generate insights to help improve patient outcomes. The Corporation is a provider of medical services in the United States through telemedicine and in over 30 physical locations servicing 14 states. The Corporation is focused on advancing safety and efficacy research and health outcomes surrounding integrative medical therapies by monitoring real-world data (**RWD**) and providing real-world evidence (**RWE**) through proprietary technology, data analytics, research services and its clinical footprint.

The business was founded in 2014, as an electronic data collection and patient management platform. Early on, the Corporation recognized the gap in the healthcare market to support the integration of alternative therapies such as cannabinoid medicines into the practices of clinicians and thereby the access of treatment options for patients. This initially drove the Corporation to develop a comprehensive technology platform driven by artificial intelligence and machine learning algorithms to help integrate alternative treatment options into routine clinical practice. The primary goal was to deploy point of care technology to monitor, assess and generate real-world insights to augment the lack of validated clinical trials in the sector.

In 2019, the Corporation further evolved by establishing its technology and contract research platform, which provided services across all phases of cannabinoid-based drug development including randomized control, pragmatic and post-marketing clinical trials. This was a natural extension of its clinical operations and technology platform, giving pharma development companies potential access to the Corporation's platform and patient population, and giving the Corporation opportunities to assist in the generation and analysis of insights from clinical data. One of the Corporation's goals is to leverage its clinical operations, technology assets and research experience to become a leading generator of real-world evidence; and ultimately the largest data analytics platform focused on uncovering the safety and efficacy of integrative medicines as these products interact with conventional medicine and primary care.

The Corporation has implemented an acquisition-based growth model to develop its healthcare service business. The Corporation has expanded its footprint in the United States by acquiring four clinical groups over three years. Now, the Corporation operates a network of integrative medical clinics in the United States, serving over 100,000 unique patients annually. The Corporation's multi-disciplinary model allows for patients to enjoy a one-stop shop to healthcare services. Including by not limited to primary care, urgent care, sub-specialties and allied health, the Corporation will continue to build on the services offered under the Skylight Health umbrella to patients in the United States. Medical coverage areas in the United States include Colorado, Connecticut, Delaware, Illinois, Massachusetts, Maryland, Maine, New Jersey, New York, Pennsylvania, Rhode Island, Texas, Virginia and Washington.

In January 2020, The Corporation began laying the foundation to expand its services to patients to include more conventional treatments including primary care and urgent care. In April 2020, the Corporation announced the launch of Skylight Health Group ("**SHG**") as the parent brand of its clinical operations in the United States. The Corporation changed its name to Skylight Health Group Inc. in November 2020. The Corporation sees its primary goal of expanding accessible and affordable healthcare for all. SHG, which operates under both an insurable services and fee for service billings for patients with insurance, and for patients without insurance, a subscription based membership model at $199/year which provides access to patients who cannot afford access to healthcare services due to cost. Insurable services are covered by services paid by The Centers for Medicare and Medicaid Services ("**CMS**") and other commercial payors. Insurable services and subscription based models are offered to patients at a limited or no cost and allow greater access for patients who are currently unable to afford such care, especially in the midst of growing unemployment rates due to the COVID-19 pandemic.

Business Model

The Corporation's business model is primarily driven through its clinical operations that offer medical services to patients in the US through virtual and physical care at over 30 brick and mortar clinics servicing 14 US states. During 2019, the Corporation was able to begin validating its technology and contract research services, which generated incremental revenue by the end of 2019, and is has continued to grow throughout the current 2020 calendar year. The Corporation differentiates itself by being an integrative medical practice in the US that owns its own proprietary technology data analytical assets, and clinical research expertise to support new market expansion, market access, data collection and analysis and drug discovery. At present, the Corporation operates and offers services in three vertical markets: medical services, technology & data analytics, and contract research and development services. Each vertical market is autonomous but works in tandem with the others. The Corporation integrates patient access, proprietary technology and consulting services to bring a comprehensive solution.

Recent Developments

On March 11, 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization, which is causing significant financial market and social dislocation. In the United States, in particular, the federal government of the United States responded to the pandemic with various declarations of emergency, which resulted in travel and entry restrictions. It also imposed guidelines and recommendations regarding the closure of schools and public meeting places, lockdowns, and other restrictions intended to slow the progression of the virus, which state, territorial, tribal, and local governments have followed. The impact that the COVID-19 outbreak will have on the Corporation's planned business activities in the United States is hard to predict, but management remains confident any negative impact may be minimal. To date, the COVID-19 crisis has not materially impacted the Corporation's operations, financial condition, cash flows and financial performance. However, the Corporation has experienced longer delays in opening its physical clinics which it anticipates beginning to reopen strategically over 2020 and 2021. The Corporation's employees and consultants have been able to continue their work uninterrupted and the Corporation continues to have full access to its business operations in Canada and the United States.

In response to the outbreak, the Corporation has instituted operational and monitoring protocols to ensure the health and safety of its employees, which follow the advice of local governments and health authorities where it operates. The Corporation has adopted a work from home policy where possible. The Corporation continues to operate effectively whilst working remotely. The Corporation will continue to monitor developments of the pandemic and continuously assess the pandemic's potential further impact on the Corporation's operations and business. The situation is dynamic, and the ultimate duration and magnitude of the impact of the pandemic on the economy and the financial effect on the Corporation's operations and business are not known at this time. See "Risk Factors - Public Health Crises such as the COVID-19 Pandemic and other Uninsurable Risk".

In July 2020, the Corporation launched the first in a series of monthly medical reports derived from real-world clinical treatments on a variety of healthcare conditions and modalities across the United States, Canada and United Kingdom. The Corporation expects to release Health Pulse monthly, each targeting various aspects of conventional and integrative medicine. The goal of these reports will be to help stakeholders from a variety of verticals including patients and clinicians, apply evidence-based medicine to their practice.

On August 26, 2020, the Corporation entered into a business services agreement with the Freas Medical Advisors ("**FMA**") to expand medical services in Maryland. The FMA network of practices include Novus Pain Management Center and Flagship Rehabilitation, among others.

In September and October, 2020, the Corporation issued 34,453,641 units (the "**Units**") by way of a non-brokered private placement, at a price of $0.15 per Unit, for gross proceeds of $5,168,046 (the "**PP Offering**"). Each Unit is comprised of one Common Share and one half of one whole Common Share purchase warrant (each whole warrant, a "**PP Warrant**"). Each PP Warrant is exercisable to acquire one additional Common Share at an exercise price of $0.20 for a period of 24 months following the closing date of the PP Offering. The Corporation paid finder's fees in the aggregate amount of $155,216 and issued an aggregate of 1,337,778 warrants (the "**PP Finder Warrants**") to certain parties in connection with the PP Offering. Each PP Finder Warrant entitles the holder to purchase one Common Share at an exercise price of $0.20 for a period of 24 months following the closing date of the PP Offering.

On October 7, 2020, the Corporation announced the completion of the acquisition of the assets of Maverick County Medical ("**MCM**"), a Texas-based Primary Care Medical & Wellness Clinic.

On October 20, 2020, the Corporation announced the completion of an early conversion of its US$3,000,000 promissory note (the "**Merida Note**") held by Merida Capital Partners II LP ("Merida"), a US based private equity fund, into 10,412,250 Common Shares at $0.38 per share.

On October 28, 2020, the Corporation announced the completion of the acquisition of a Tacoma-based medical clinic. The acquisition of this clinic expanded the Corporation's bricks and mortar and telemedicine services to 13 states.

On November 5, 2020, the Corporation announced entering into a letter of intent to acquire the assets of a medical clinic in Denver, Colorado. Completion of the proposed acquisition is subject to, among other things, the negotiation and execution of a definitive acquisition agreement and related documents and the satisfaction or waiver of any conditions precedent to the consummation of such acquisition (including the receipt of any requisite regulatory and third-party approvals). The Corporation expects the acquisition to close on or before January 31, 2021.

On November 19, 2020, the Corporation completed the November Offering by issuing 12,236,000 Common Shares priced at $0.47 per share for gross proceeds of $5,750,920. The Corporation paid underwriters fees of $410,066 and issued 872,480 broker warrants exercisable at $0.47 until November 19, 2022.

On November 25, 2020 the Corporation announced the approval of its name change to Skylight Health Group Inc. and announced the launch of its rebranding under the Skylight Health brand effective November 30, 2020.

On December 2, 2020, the Corporation announced entering into a letter of intent to acquire the assets of a medical clinic in Cooksville, Tennessee. Completion of the proposed acquisition is subject to, among other things, the negotiation and execution of a definitive acquisition agreement and related documents and the satisfaction or waiver of any conditions precedent to the consummation of such acquisition (including the receipt of any requisite regulatory and third-party approvals). The Corporation expects the acquisition to close on or before January 31, 2021.

On December 10, 2020, the Corporation announced entering into a letter of intent to acquire the assets of six medical clinics in Florida. Completion of the proposed acquisition is subject to, among other things, the negotiation and execution of a definitive acquisition agreement and related documents and the satisfaction or waiver of any conditions precedent to the consummation of such acquisition (including the receipt of any requisite regulatory and third-party approvals). The Corporation expects the acquisition to close on or before December 31, 2020.

CONSOLIDATED CAPITALIZATION

Except as otherwise noted herein, there have been no material changes in the consolidated share capitalization or in the indebtedness of the Corporation since September 30, 2020.

On October 20, 2020, the Corporation issued 10,412,500 Common Shares at a price of $0.38 per share on the conversion of the Merida Note. See "Summary Description of Business – Recent Developments".

On November 19, 2020, the Corporation issued 12,236,000 Common Shares at a price of $0.47 per share on the completion of the November Offering. See "Summary Description of Business – Recent Developments".

After giving effect to the Offering, assuming no exercise of the Over-Allotment Option or any outstanding options and warrants (including Broker Warrants), the Corporation anticipates an increase in the share capital of the Corporation of approximately $12,000,000 (12,000,000 Common Shares). If the Over-Allotment Option is exercised in full, assuming no exercise of any outstanding options and warrants, the Corporation anticipates an increase in the share capital of the Corporation of approximately $13,800,000 (13,800,000 Common Shares).

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares, of which, as at December 21, 2020, there were 161,379,866 Common Shares issued and outstanding.

The holders of Common Shares are entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each Common Share held at all meetings of the shareholders of the Corporation, subject to any special voting powers or restrictions for the time being attached to any shares. Subject to any particular rights or limitations for the time being attached to any shares, the holders of the Common Shares are entitled to (i) receive any dividends, as and when declared by the board of directors, out of the assets of the Corporation properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and (ii) receive the remaining property of the Corporation in the event of any liquidation, dissolution or winding-up of the Corporation.

No dividends on the Common Shares have been paid to date. Skylight anticipates that for the foreseeable future it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the board of directors after taking into account many factors, including the Corporation's operating results, financial condition, and current and anticipated cash needs.

PRIOR SALES

The following table summarizes issuances of Common Shares within the 12 months prior to the date of this Prospectus and excluding Common Shares issued pursuant to the Offering.

Date of Issuance	Description of Transaction	Number of Common Shares Issued	Price per Common Share ($)
December 24 to 27, 2019	Warrant Exercise	523,186	0.09
January 7, 2020	Warrant Exercise	7,576	0.09
January 21, 2020	Warrant Exercise	4,658,189	0.09
January 28, 2020	Acquisition of New Jersey Alternative Medicine	2,500,000	0.14
January 28, 2020	Settlement of Accrued Interest(1)	1,218,756	0.09
January 28, 2020	Debt Settlement(2)	563,667	0.14
January 28, 2020	Director Compensation	675,000	0.14
January 28, 2020	Settlement of Accrued Compensation(3)	1,248,460	0.10
April 3, 2020	Warrant Exercise	56,818	0.09
April 21, 2020	Debt Settlement(2)	422,535	0.07
April 21, 2020	Debt Settlement(2)	87,889	0.09
April 21, 2020	Settlement of Accrued Compensation and interest(3)	320,863	0.08
April 21, 2020	Settlement of Accrued Interest(1)	1,213,443	0.09
April 21, 2020	Acquisition of Rae Sunshine Health Services LLC	882,978	US$0.085
June 24, 2020	Acquisition of Rae Sunshine Health Services LLC	1,006,578	0.105
July 23, 2020	Warrant Exercise	41,750	0.09
August 5, 2020	Settlement of Accrued Compensation(3)	954,546	0.11
September 16, 2020	Warrant Exercise	380,900	0.09
September 24, 2020	Debt Settlement(2)	102,877	0.175
September 24, 2020	Private Placement	34,253,641	0.15
October 14, 2020	Private Placement	200,000	0.15
October 19, 2020	Warrant Exercise	1,323,000	0.20

Date of Issuance	Description of Transaction	Number of Common Shares Issued	Price per Common Share ($)
October 19, 2020	Option Exercise	153,030	$0.20
October 20, 2020	Conversion of Merida Note	10,412,250	0.38
October 21, 2020	Warrant Exercise	471,000	0.20
October 26, 2020	Warrant Exercise	1,374,000	0.20
October 29, 2020	Warrant Exercise	462,000	0.20
November 19, 2020	Short Form Prospectus Offering	12,236,000	0.47
December 2, 2020	Option Exercise	20,000	0.165
December 2, 2020	Option Exercise	560,000	0.44
December 3, 2020	Debt Settlement(2)	125,000	0.62
December 14, 2020	Warrant Exercise	37,000	0.20
December 14, 2020	Option Exercise	500,000	0.185
December 15, 2020	Option Exercise	150,000	0.165
December 15, 2020	Option Exercise	12,500	0.081

Notes:
(1) Interest owed pursuant to the Merida Note.
(2) Issued to settle accounts payable for services rendered.
(3) Issued to the CEO and President of the Corporation in lieu of accrued compensation.

The following table summarizes issuances of Common Share purchase warrants within the 12 months prior to the date of this Prospectus.

Date of Issuance	Description of Transaction	Number of Warrants Issued	Exercise Price ($)	Expiry Date
June 17, 2020	Debt Restructure	3,000,000	0.14	June 17, 2023
September 24, 2020	Private Placement	17,126,821	0.20	September 24, 2022
September 24, 2020	Private Placement (Finder Warrants)	1,333,778	0.20	September 24, 2022
October 14, 2020	Private Placement	100,000	0.20	September 24, 2022
November 19, 2020	Broker Warrants	872,480	0.47	November 19, 2022

The following table summarizes issuances of options within the 12 months prior to the date of Prospectus.

Date of Issuance	Number of Options Issued	Strike Price per Option($)	Expiry Date
April 17, 2020	2,060,777	0.080	April 17, 2025
August 18, 2020	684,110	0.115	August 18, 2025
August 18, 2020	684,110	0.125	August 18, 2025

August 18, 2020	684,110	0.150	August 18, 2025
August 18, 2020	684,110	0.175	August 18, 2025
September 18, 2020	600,000	0.185	September 18, 2025
November 27, 2020	1,450,000	0.51	November 27, 2021
November 27, 2020	500,000	0.60	November 27, 2021
November 27, 2020	600,000	0.60	November 27, 2023
December 2, 2020	3,176,000	0.77	December 2, 2025
December 14, 2020	500,000	1.11	December 14, 2022

Trading Price and Volume

The Common Shares trade on the CSE under the symbol "SHG". The following table sets forth the price range and trading volumes for the Common Shares on the CSE as reported by the CSE for the periods indicated:

Date	High ($)	Low ($)	Trading Volume
2019			
December	0.150	0.090	1,918,321
2020			
January	0.180	0.100	2,380,239
February	0.140	0.070	1,565,570
March	0.100	0.055	1,370,332
April	0.170	0.055	3,015,978
May	0.150	0.120	869,941
June	0.145	0.090	1,575,201
July	0.150	0.090	2,630,641
August	0.130	0.110	831,117
September	0.250	0.135	7,894,425
October	0.630	0.220	20,138,020
November	0.76	0.40	18,603,557
December(1)	1.35	0.65	22,348,884

Note:
(1) December 1 to 18

USE OF PROCEEDS

The net proceeds to the Corporation from the Offering, assuming no exercise of the Over-Allotment Option, are estimated to be $11,190,000, after deducting the Underwriters' Fee of $560,000 and estimated expenses of the Offering of approximately $250,000. If the Over-Allotment Option is exercised in full, the net proceeds to the Corporation are estimated to be $12,882,000, after deducting the Underwriters' Fee of $668,000 and estimated expenses of the Offering of approximately $250,000. Until applied, the net proceeds of the Offering will be held as cash balances in the Corporation's bank account or invested in certificates of deposit and other instruments issued by banks or obligations of or guaranteed by the Government of Canada or any province thereof.

The Corporation's primary business objective is directed at building and operating a National network of multi-disciplinary clinics across the US. In particular, the Corporation intends to establish a national network in the US of primary care clinics, with complementary sub-specialities, allied health and laboratory/diagnostic services by way of acquisition and organic growth. The proceeds from this Offering will be used to fund the operational and possible strategic initiatives as set out below. The Corporation intends to use the net proceeds from the Offering in connection with such business objectives as follows:

Principal Purpose	From	To	No Over-Allotment	With Over-Allotment(2)
Evaluating and completing possible acquisitions of clinical and medical services businesses	December 2020	November 2021	$8,000,000	$8,000,000
Establishing primary care and sub-specialty services within existing facilities including HR and capacity development	December 2020	November 2021	$2,000,000	$3,000,000
General and Administrative(1)	December 2020	November 2021	$1,190,000	$1,882,000
		Total	**$11,190,000**	**$12,882,000**

Notes:

(1) *Includes expenses related to the general operation of the Corporation, including without limitation, salary and benefits, professional fees including legal, auditing and tax, costs associated with public listing, regulatory, investor relations and public relations, business and corporate development, lease expenses, office rent, operating and information technology costs, director compensation, and director's and officer's insurance premiums and other corporate and regulatory expenses customarily related to being a public company*

(2) *None of the Corporation's planned activities will be influenced in any material way if the Underwriters exercise or do not exercise the Over-Allotment Option.*

Asset acquisitions will focus on arm's length clinical assets in the US that are either primary care, urgent care, sub-speciality, allied health or diagnostic testing groups. The Corporation will also review and consider certain technology, and services that further strengthen the current infrastructure to support scale and growth. Assets acquired are typically via an asset purchase transaction. The assets are generally goodwill, tangible equipment and furniture, technology, patient lists, lease contracts, HR and provider agreements.

The Corporation evaluates possible acquisition opportunities to expand its business on a regular basis and plans to continue to do so. The Corporation is in the process of completing several acquisitions using the proceeds from the financing completed in September of 2020, none of which are considered significant acquisitions. As of the date of this Prospectus, the Corporation is not involved in any proposed acquisition of a business or related businesses that has progressed to a state where management of the Corporation believes that the likelihood of the Corporation completing the acquisition is high for which the proceeds of the Offering will be used.

Although the Corporation intends to expend the net proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above. While actual expenditures may differ from the above amounts and allocations, the net proceeds will be used by the Corporation in furtherance of the operation and potential expansion of the Corporation's service offerings in the medical services, technology & data analytics, and contract research and development aspects of the healthcare services and technology markets, and for general corporate purposes.

The key business objectives of the Corporation in the near term are to further expand its footprint of clinics and medical services across the US both organically and by acquisition. The Corporation also expects to strengthen its foundation to continue to support scale which include but are not limited to human capital, technology, management expertise.

Accordingly, the Corporation intends to use the net proceeds of the Offering to acquire additional medical clinics to add to its existing portfolio of such assets and to expand its business through the acquisition of medical and/or allied health clinical assets as well as for additional cash for operations. In order to execute on its business plan, the Corporation must identify suitable acquisition targets, perform due diligence thereon, negotiate favorable terms and then proceed to close the transaction. Although the Corporation intends to allocate approximately $8,000,000 of the net proceeds of the Offering for acquisitions, there is no way to predict how many such acquisitions will be made or the cost of such acquisitions due to the wide-range of suitable target companies that may ultimately be acquired. Acquisitions undertaken by the Corporation have been smaller as a result of the fragmented nature of the industry.

In addition, the Corporation completed the PP Offering with net proceeds of $4,987,783 in September 2020 and the November Offering with net proceeds of $5,090,854. To date the Corporation has allocated $1,350,000 towards acquisitions already completed including a $500,000 contingency payment. A further $5,635,000 has been allocated towards planned acquisitions already announced by the Corporation. The balance of the net proceeds is allocated to working capital. There has been no variation from the intended use of proceeds of the PP Offering or the November Offering.

While the Corporation believes that it has the skills and resources necessary to accomplish its stated business objectives, the business of the Corporation has a number of inherent risks. See the risk factors described under “Risk Factors” herein and in the AIF for factors that may impact the timing and success of the Corporation’s planned activities.

The Corporation currently has working capital and cash of approximately $8,591,760 and $10,463,392. All components of working capital can be realized in cash. Based on its currently planned use of its available funds and the net proceeds of the Offering, as disclosed in this Prospectus, the Corporation expects to have sufficient available funds to continue operations for more than 12 months from the date of this Prospectus.

The Corporation has had negative operating cash flows from operations until the second quarter of this fiscal year, and reported a total comprehensive loss of approximately $10,990,000 for the year ended December 31, 2019 and approximately $3,077,672 for the nine months ended September 30, 2020. To the extent that the Corporation has negative cash flow in future periods, the Corporation may need to deploy a portion of its cash reserves to fund such negative cash flow. See “Risk Factors”.

PLAN OF DISTRIBUTION

Pursuant to the terms of the Underwriting Agreement dated December 15, 2020 between the Corporation and the Underwriters, as underwriters, the Corporation has agreed to sell, and the Underwriters have severally agreed to purchase, 12,000,000 Common Shares from the Corporation at a price of $1.00 per Common Share for a total consideration of $12,000,000 payable to the Corporation in cash against delivery of the Common Shares at the closing. The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion on the basis of their "due diligence out", "disaster out", "material change out", "regulatory out" and "breach out" provisions which are included in the Underwriting Agreement and may also be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the securities if any of the securities are purchased under the Underwriting Agreement.

In consideration for the Underwriters' services with respect to the Offering, the Corporation shall pay the Underwriters' Fee equal to 6% of the aggregate gross proceeds of the Offering (including the Over-Allotment Option), payable on the closing of the Offering, except in respect of the sales of Common Shares to purchasers on the President's List, in respect of which the Underwriters' Fee will be reduced to 2%. The Underwriters' Fee is payable in cash. In addition, the Corporation has agreed to issue Broker Warrants equal to 6% of the number of Common Shares and Additional Shares sold pursuant to the Offering (including the Over-Allotment Option), except in respect of the sales of Common Shares to purchasers on the President's List, in respect of which the Underwriters' will receive Broker Warrants equal to 4% of the total number Common Shares sold to such purchasers. Each Broker Warrant is exercisable to purchase one Broker Warrant Share at a price equal to the Offering Price for a period of 24 months from the Closing. This Prospectus also qualifies the distribution of the Broker Warrants (including the Additional Broker Warrants). The Corporation has also agreed to reimburse the Underwriters for expenses incurred in connection with the Offering.

The Corporation has granted the Underwriters the Over-Allotment Option, exercisable in whole or in part in the sole discretion of the Underwriters until 5:00 p.m. (Toronto time) on the date that is 30 days after the closing date of the Offering, to purchase all or any of the Additional Shares at a price of $1.00 per Additional Share to cover over-allotments, if any. If the Over-Allotment Option is exercised in full, the aggregate gross proceeds of the Offering will be $13,800,000, the total Underwriters' Fee will be $668,000 and the net proceeds to the Corporation will be $13,132,000 (assuming an aggregate of $4,000,000 of sales of Common Shares to purchasers included on the President's List and prior to deducting the expenses in connection with the Offering estimated to be $250,000).

This Prospectus qualifies the distribution of the Common Shares under the Offering, the grant of the Over-Allotment Option and the issuance of Additional Shares on the exercise of the Over-Allotment Option.

Subscriptions for the Common Shares 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 December 30, 2020 or such other date as the Corporation and the Underwriters may agree but in any event no later than 42 days after the date of the receipt for this Prospectus. It is expected that the Corporation will arrange for an instant deposit of the Common Shares to or for the account of the Underwriters with CDS on the Closing Date, against payment of the aggregate purchase price for the Common Shares. A purchaser of Common Shares will receive only a customer confirmation from the registered dealer, which is a CDS participant, and from or through which Common Shares are purchased. No certificates will be issued unless specifically requested or required.

The Underwriters propose to offer the Common Shares initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Common Shares at such price, the Offering Price may be decreased.

The Offering is being made in the provinces of British Columbia, Alberta, Manitoba and Ontario. No action has been taken in any jurisdiction by the Corporation or the Underwriters that would permit a public offering of the Common Shares, other than in the provinces of British Columbia, Alberta, Manitoba and Ontario. No offer or sale of the Common Shares may be made in any jurisdiction except in compliance with the applicable laws thereof. Persons receiving this Prospectus are responsible for informing themselves about and observing any restrictions as to the Offering and the distribution of this Prospectus.

In connection with the Offering, certain of the Underwriters or securities dealers may distribute this Prospectus electronically.

The Common Shares offered hereby have not been and will not be registered under the U.S. Securities Act or any securities or "blue sky" laws of any state of the United States. Accordingly, the Common Shares may not be offered, sold or delivered, directly or indirectly, within the United States except in transactions exempt from the registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States.

Each Underwriter has agreed that, except as permitted by the Underwriting Agreement pursuant to transactions exempt from the registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States, it will not offer or sell the Common Shares at any time within the United States as part of their distribution. The Underwriting Agreement permits each Underwriter to re-offer and re-sell the Common Shares that it has acquired pursuant to the Underwriting Agreement to Qualified Institutional Buyers in the United States in accordance with Rule 144A under the U.S. Securities Act and pursuant to similar exemptions under applicable state securities laws. Moreover, the Underwriting Agreement provides that each Underwriter will otherwise offer and sell the Common Shares outside the United States in accordance with Rule 903 of Regulation S under the U.S. Securities Act. The Common Shares that are sold in the United States will be "restricted securities" within the meaning of Rule 144(a)(3) of the U.S. Securities Act and will be subject to restrictions to the effect that such securities have not been registered under the U.S. Securities Act and may only be offered, sold or otherwise transferred pursuant to certain exemptions from the registration requirements of the U.S. Securities Act.

This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Common Shares in the United States. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Common Shares within the United States 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 from registration under the U.S. Securities Act and similar exemptions under applicable state securities law.

Pursuant to rules and policy statements of certain securities regulators, the Underwriters may not, at any time during the period ending on the date the selling process for the Common Shares ends and all stabilization arrangements relating to the Common Shares are terminated, bid for or purchase Common Shares. The foregoing restrictions are subject to certain exceptions, including (i) a bid for or purchase of Common Shares if the bid or purchase is made through the facilities of the CSE in accordance with the Universal Market Integrity Rules for Canadian Marketplaces of the Investment Industry Regulatory Organization of Canada, (ii) a bid or purchase on behalf of a client, other than certain prescribed clients, provided that the client's order was not solicited by the Underwriters, or if the client's order was solicited, the solicitation occurred before the period of distribution as prescribed by the rules, and (iii) a bid or purchase to cover a short position entered into prior to the period of distribution as prescribed by the rules. The Underwriters may rely on such exemptions on the condition that the bid or purchase is not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Common Shares. Subject to applicable laws and in connection with the Offering, the Underwriters may effect transactions in connection with the Offering intended to 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.

The Underwriting Agreement also provides that the Corporation will indemnify the Underwriters and their directors, officers, agents, shareholders and employees against certain liabilities and expenses, including, without limitation, civil liabilities under applicable securities legislation, or to contribute to any payments the Underwriters may be required to make in respect thereof.

Pursuant to the Underwriting Agreement, the Corporation has agreed that it will not, without the prior written consent of the Lead Underwriters (on behalf of the Underwriters), which consent may not be unreasonably withheld, authorize, issue or sell any Common Shares or other securities convertible into, exchangeable for, or otherwise exercisable to acquire Common Shares or other equity securities of the Corporation, or agree or publicly announce any intention to do any of the foregoing, in any manner whatsoever, at any time prior to 90 days after the closing of the Offering, other than in connection with: (i) the Offering; (ii) the exchange, transfer, conversion or exercise rights of existing outstanding securities of the Corporation; (iii) the issuance of options under the Corporation's stock option plan; (iv) the issuance of deferred share units under the Corporation's deferred share unit plan; and (v) an arm's length acquisition (including to acquire assets or intellectual property rights).

Pursuant to the Underwriting Agreement, the Corporation has also agreed to use commercially reasonable efforts to cause each of the officers and directors of the Corporation to enter into lock-up agreements pursuant to which each such person agrees to not to (subject to certain exceptions), for a period of 90 days following the closing of the Offering, without the consent of the Lead Underwriters (on behalf of the Underwriters) directly or indirectly, offer, sell, contract to sell, grant an option to purchase, make any short sale or otherwise dispose of or transfer, or enter into any transaction or arrangement that has the effect of transferring, in whole or in part, any of the economic consequences of ownership of any securities of the Corporation, or announce its intention to do any of the foregoing, whether now owned directly or indirectly, or under their control or direction, other than pursuant to the terms of the lock up agreements.

The outstanding Common Shares are currently listed on the CSE under the symbol "SHG". The Corporation has applied to the CSE to list the Common Shares to be distributed under this Prospectus. Listing will be subject to the Corporation fulfilling all of the listing requirements of the CSE.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Gardiner Roberts LLP, counsel to the Corporation, and Dentons Canada LLP, counsel to the Underwriters (collectively, "**Counsel**"), the following summary describes the principal Canadian federal income tax considerations generally applicable under the Tax Act to a holder who acquires, as beneficial owner, Common Shares pursuant to this Offering and who, for purposes of the Tax Act and at all relevant times, (i) deals at arm's length with the Corporation and the Underwriters, (ii) is not affiliated with, the Corporation and the Underwriters, and (iii) holds such Common Shares as capital property (a "**Holder**"). Generally, Common Shares will be considered to be capital property to a Holder provided the Holder does not acquire or hold such Common Shares in the course of carrying on a business or as part of an adventure or concern in the nature of trade.

This summary is based upon the facts set out in this Prospectus (including the documents incorporated by reference), the provisions of the Tax Act in force at the date hereof, and Counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**") made available prior to the date hereof. There can be no assurance that the CRA will not change its administrative policies and assessing practices. This summary takes into account all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**"). Other than the Proposed Amendment, this summary does not otherwise take into account or anticipate any changes in law or administrative policies and assessing practices, whether by legislative, governmental or judicial decision or action, and does not take into account any provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed herein. This summary assumes that the Proposed Amendments will be enacted as proposed but no assurances can be given that this will be the case.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in Common Shares. Moreover, the income and other tax consequences of acquiring, holding or disposing of Common Shares will vary depending on the Holder's particular

circumstances, including the province or territory or provinces or territories in which the Holder resides or carries on business. Accordingly, this summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any prospective purchaser of Common Shares. Consequently, investors should consult their own tax advisors for advice with respect to the tax consequences to them of an investment in Common Shares based on their particular circumstances.

Residents of Canada

The following summary is generally applicable to a Holder who, at all relevant times for purposes of the Tax Act is, or is deemed to be, resident in Canada (a "**Resident Holder**"). Resident Holders whose Common Shares do not otherwise qualify as capital property may, in certain circumstances, be entitled to make an irrevocable election in accordance with subsection 39(4) of the Tax Act to have their Common Shares and every other "Canadian security" (as defined in the Tax Act) owned by such holder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. Resident Holders are advised to consult their own tax advisors to determine whether such an election is available and desirable in their particular circumstances.

This summary is not applicable to a holder: (i) that is a "financial institution" for the purposes of the "mark-to-market" rules contained in the Tax Act; (ii) that is a "specified financial institution"; (iii) an interest in which would be a "tax shelter investment"; (iv) that has elected to report its Canadian tax results in a currency other than the Canadian currency pursuant to the "functional currency" reporting rules, in the Tax Act; or (v) that has entered into, or enters into a "derivative forward agreement" in respect of Common Shares, as each of those terms is defined in the Tax Act.

Dividends

Dividends received or deemed to be received on Common Shares by a Resident Holder who is an individual (other than certain trusts) will be included in computing the individual's income for tax purposes and will be subject to the gross-up and dividend tax credit rules normally applicable to dividends received from "taxable Canadian corporations" (as defined in the Tax Act), including the enhanced gross-up and dividend tax credit in respect of dividends designated by the Corporation as "eligible dividends".

There may be limitations on the Corporation's ability to designate dividends as "eligible dividends".

Taxable dividends received by a Resident Holder who is an individual (including certain trusts) may give rise to a liability for alternative minimum tax as calculated under the detailed rules set out in the Tax Act. Resident Holders who are individuals should consult their own advisors in this regard.

A Resident Holder that is a corporation will include dividends received or deemed to be received on Common Shares in computing its income for tax purposes and generally will be entitled to deduct the amount of such dividends in computing its taxable income. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received or deemed to be received by a Resident Holder that is a corporation as proceeds of disposition or a capital gain. Resident Holders that are corporations should consult their own tax advisors having regard to their own circumstances.

A Resident Holder that is a "private corporation" or a "subject corporation" (as such terms are defined in the Tax Act), may be liable under Part IV of the Tax Act to pay a refundable tax on dividends received or deemed to be received on the Common Shares to the extent that such dividends are deductible in computing the corporation's taxable income.

Dispositions of Common Shares

A disposition or deemed disposition of a Common Share by a Resident Holder will generally result in the Resident Holder realizing a capital gain (or capital loss) equal to the amount by which the proceeds of disposition of the Common Share, net of any reasonable costs of disposition, exceed (or are exceeded by) the Resident Holder's adjusted cost base of the Common Share. Such capital gain (or capital loss) will be subject to the tax treatment described below under "*Residents of Canada — Taxation of Capital Gains and Capital Losses*". The adjusted cost base to the Resident Holder of a Common Share acquired pursuant to the Offering will, at any particular time, be determined in accordance with certain rules in the Tax Act by averaging the cost of such share with the adjusted cost base of all Common Shares owned by the Resident Holder as capital property at that time, if any.

Taxation of Capital Gains and Capital Losses

Generally, one-half of any capital gain (a taxable capital gain) realized by a Resident Holder in a taxation year must be included in computing the Resident Holder's income for the year, and one-half of any capital loss (an allowable capital loss) realized by a Resident Holder in a taxation year must be deducted from taxable capital gains realized by the Resident Holder in that year. Allowable capital losses for a taxation year in excess of taxable capital gains realized in a taxation year generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and under the circumstances described in the Tax Act.

The amount of any capital loss realized by a Resident Holder that is a corporation on the disposition of a Common Share may be reduced by the amount of certain dividends received or deemed to have been received on such Common Share (or on a share for which such Common Share has been substituted) to the extent and under the circumstances described in the Tax Act. Analogous rules apply to a partnership or trust of which a corporation, trust or partnership is a member or beneficiary. Resident Holders should consult their own tax advisors for specific advice regarding the application of the relevant "stop-loss" provisions in the Tax Act.

Taxable capital gains realized by a Resident Holder who is an individual (including certain trusts) may give rise to liability for alternative minimum tax as calculated under the detailed rules set out in the Tax Act. A Resident Holder that is a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional refundable tax on certain investment income, including amounts in respect of net taxable capital gains.

Non-Residents of Canada

The following summary is generally applicable to a Holder who, at all relevant times for purposes of the Tax Act and any applicable tax treaty or convention (a) is not, and is not deemed to be, resident in Canada, and (b) does not use or hold, and is not deemed to use or hold, Common Shares in the course of carrying on a business in Canada (a "**Non-Resident Holder**"). Special rules which are not discussed in this summary may apply to a Non-Resident Holder that is an insurer which carries on an insurance business in Canada and elsewhere.

Dividends

Dividends paid or credited (or deemed to be paid or credited) on Common Shares to a Non-Resident Holder are generally subject to Canadian withholding tax. Under the Tax Act, the rate of withholding tax is 25% of the gross amount of such dividends, which rate may be subject to reduction under the provisions of an applicable tax treaty or convention. A Non-Resident Holder who is resident in the U.S.

for the purposes of the Canada-United States Tax Convention and who is fully entitled to the benefits of such convention will generally be subject to Canadian withholding tax at a rate of 15% of the amount of such dividends.

Dispositions of Common Shares

A Non-Resident Holder generally will not be subject to tax under the Tax Act in respect of a disposition or deemed disposition of a Common Share, unless the Common Share constitutes "taxable Canadian property" (as defined in the Tax Act) of the Non-Resident Holder at the time of disposition and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention. Generally, Common Shares will not be taxable Canadian property to a Non-Resident Holder at a particular time provided that the Common Shares are listed on a "designated stock exchange" (as defined in the Tax Act, which currently includes the Canadian Securities Exchange) at that time, unless at any time during the 60-month period that ends at that time: (i) one or any combination of (a) the Non-Resident Holder, (b) persons with whom the Non-Resident Holder does not deal at arm's length and (c) partnerships in which the Non-Resident Holder or a person described in (b) holds a membership interest (directly or indirectly through one or more partnerships), own 25% or more of issued shares of any class or series of the Corporation, and concurrently (ii) more than 50% of the fair market value of the Common Shares was derived directly or indirectly from any combination of: (a) real or immovable property situated in Canada, (b) "timber resource property" (within the meaning of the Tax Act), (c) "Canadian resource property" (within the meaning of the Tax Act) or (d) options in respect of, or interests in, or for civil law rights in, any of the foregoing, whether or not the property exists. Notwithstanding the foregoing, in certain circumstances set out in the Tax Act, a Common Share may be deemed to be taxable Canadian property.

If a Common Share is considered to be taxable Canadian property of a Non-Resident Holder, the tax consequences of realizing a capital gain on the disposition of the Common Share as described above under the heading "*Residents of Canada – Taxation of Capital Gains and Capital Losses*" generally will apply, subject to the Non-Resident Holder being entitled to relief under the provisions of an applicable income tax treaty or convention. A Non-Resident Holder contemplating a disposition of a Common Share that may constitute taxable Canadian property should consult a tax advisor.

RISK FACTORS

Investment in securities of Skylight involves a significant degree of risk and should be considered speculative due to the nature of Skylight's business and the present stage of its development. Prospective purchasers of Common Shares should carefully consider the risk factors set out under the heading "Risk Factors" in the AIF incorporated herein by reference, as well as other risk factors relating to the Offering set out below and the other information contained in this Prospectus and documents incorporated by reference herein, including the historical financial statements of the Corporation and the notes thereto, before making an investment decision to purchase the Common Shares. See "Documents Incorporated by Reference". Such risk factors could materially affect the Corporation's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Corporation.

Risks Related to the Offering

Price Fluctuations: Share Price Volatility

In recent years, the securities markets in the United States and Canada and throughout the world have experienced a high level of price and volume volatility, and the market prices of securities of many companies, including the Corporation, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Further, market prices for securities of early stage companies historically have been volatile and future developments concerning the Corporation or its industry, may have a significant impact on the market price of the Common Shares. There can be no assurance that continual fluctuations in the price of the Common Shares will not occur.

Discretion in the Use of Proceeds

The Corporation currently intends to allocate the net proceeds received from the Offering as described under "Use of Proceeds". However, management of the Corporation will have discretion concerning the use of proceeds of the Offering as well as the timing of their expenditures. As a result, investors will be relying on the judgment of management as to the application of the proceeds of the Offering. Management may use the net proceeds of the Offering in ways that an investor may not consider desirable. The results and effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Corporation's results of operations may suffer.

Additional Financing

The Corporation may require additional capital in the future and no assurance can be given that such capital will be available on terms acceptable to the Corporation or at all. The Corporation anticipates that the currently available funds of the Corporation will be sufficient to finance its operations for 12 months. Accordingly, depending on its ability to achieve the goals set out in its business plan, the Corporation may need to raise further equity and/or debt financing to fund its operations and execute on its business plan. The success and the pricing of any such equity and/or debt financing will be dependent upon the prevailing market conditions at that time. If additional capital is raised by an issue of securities, this may have the effect of diluting shareholders' interests in the Corporation. Any debt financing, if available, may involve financial covenants which limit the Corporation's operations. If the Corporation requires additional capital and is unable to obtain it, there may be a possibility that it will not be able to fund its operations and execute on its business plan, which would have a materially adverse effect on its business, operating results and financial condition.

Securities of the Corporation and Dilution

The Offering Price was determined by negotiation between the Corporation and the Underwriters and bears no relationship to earnings, book value or other valuation criteria. The Corporation plans to use the proceeds of the Offering to carry out its activities as described under "Use of Proceeds", but to further such activities, the Corporation may require additional funds and it is likely that, to obtain the necessary funds, the Corporation will have to sell additional securities including, but not limited to, its Common Shares or securities convertible into Common Shares, the effect of which could result in a substantial dilution of the present equity interests of the Corporation's shareholders.

Risks Related to the Business of the Corporation

Negative Operating Cash Flow

The Corporation has historically not generated cash flow from operations. The Corporation is devoting significant resources to its business, however there can be no assurance that it will generate positive cash flow from operations in the future. The Corporation may continue to incur negative consolidated operating cash flow and losses. The Corporation has had negative operating cash flows from operations until the second quarter of fiscal 2020, and reported a total comprehensive loss of approximately $10,990,000 for the year ended December 31, 2019 and approximately $3,077,672 for the nine months ended September 30, 2020. To the extent that the Corporation has negative cash flow in future periods, the Corporation may need to deploy a portion of its cash reserves to fund such negative cash flow.

Public Health Crises such as the COVID-19 Pandemic and other Uninsurable Risks

Events in the financial markets have demonstrated that businesses and industries throughout the world are very tightly connected to each other. General global economic conditions seemingly unrelated to the Corporation or to the medical health services sector, including, without limitation, interest rates, general levels of economic activity, fluctuations in the market prices of securities, participation by other investors in the financial markets, economic uncertainty, national and international political circumstances, natural disasters, or other events outside of the Corporation's control may affect the activities of the Corporation directly or indirectly. The Corporation's business, operations and financial condition could also be materially adversely affected by the outbreak of epidemics or pandemics or other health crises. For example, in late December 2019, a novel coronavirus ("**COVID-19**") originated, subsequently spread worldwide and on March 11, 2020, the World Health Organization declared it was a pandemic. The risks of public health crises such as the COVID-19 pandemic to the Corporation's business include without limitation, the ability to raise funds, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, disruption of the Corporation's supply chains and other factors that will depend on future developments beyond the Corporation's control. In particular, the continued spread of the coronavirus globally, prolonged restrictive measures put in place in order to control an outbreak of COVID-19 or other adverse public health developments could materially and adversely impact the Corporation's business in the United States. There can be no assurance that the Corporation's personnel will not ultimately see its workforce productivity reduced or that the Corporation will not incur increased medical costs or insurance premiums as a result of these health risks. In addition, the coronavirus pandemic or the fear thereof could adversely affect global economies and financial markets resulting in volatility or an economic downturn that could have an adverse effect on the demand for the Corporation's service offerings and future prospects. Epidemics such as COVID-19 could have a material adverse impact on capital markets and the Corporation's ability to raise sufficient funds to finance the ongoing development of its material business. All of these factors could have a material and adverse effect on the Corporation's business, financial condition and results of operations. The extent to which COVID-19 impacts the Corporation's business, including its operations and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. It is not always possible to fully insure against such risks, and the Corporation may decide not to insure such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Common Shares of the Corporation. Even after the COVID-19 pandemic is over, the Corporation may continue to experience material adverse effects to its business, financial condition and prospects as a result of the continued disruption in the global economy and any resulting recession, the effects of which may persist beyond that time. The COVID-19 pandemic may also have the effect of heightening other risks and uncertainties disclosed and described in this Prospectus and the AIF. To date, the COVID-19 crisis has not materially impacted the Corporation's operations, financial condition, cash flows and financial performance. In response to the outbreak, the Corporation has instituted operational and monitoring protocols to ensure the health and safety of its employees and stakeholders, which follow the advice of local governments and health authorities where it operates. The Corporation has adopted a work from home policy where possible. The Corporation continues to operate effectively whilst working remotely. The Corporation will continue to monitor developments of the pandemic and continuously assess the pandemic's potential further impact on the Corporation's operations and business.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Grant Thornton LLP, Suite 501, 201 City Centre Drive, Mississauga, Ontario, L5B 2T4.

The registrar and transfer agent of the Corporation is Capital Transfer Agency, having an address of 390 Bay Street Suite 920, Toronto, Ontario, Canada, M5H 2Y2.

INTEREST OF EXPERTS

Grant Thornton LLP, Chartered Professional Accountants, is the auditor of the Corporation and is independent of the Corporation in accordance with the meaning of the Rules of Professional Conduct of Chartered Professional Accountants of Ontario (registered name of The Institute of Chartered Accountants of Ontario).

In connection with the Offering, certain legal matters have been or will be passed upon by Gardiner Roberts LLP on behalf of the Corporation and Dentons Canada LLP on behalf of the Underwriters. As at the date hereof, each of the aforementioned partnerships (and their partners, associates and employees) beneficially own, directly or indirectly, in the aggregate, less than 1% of the outstanding securities of the Corporation.

PROMOTERS

The founders of the Corporation, Pradyum Sekar, Chief Executive Officer and a director of the Corporation, and Kashaf Qureshi, the President, Chief Technology Officer and a director of the Corporation, are considered to be Promoters of the Corporation. Mr. Sekar owns 9,149,462 Common Shares representing 5.68% of the issued and outstanding Common Shares on an undiluted basis and Mr. Qureshi owns 8,853,058 Common Shares, representing 5.49% of the issued and outstanding Common Shares on an undiluted basis.

Other than as disclosed in this section or elsewhere in this Prospectus, no person who was a promoter of the Corporation within the last two years:

1. received anything of value directly or indirectly from the Corporation or a subsidiary other than compensation, including stock options, in their capacities as officers of the Corporation as more particularly described in the Circular;

2. sold or otherwise transferred any asset to the Corporation or a subsidiary within the last two years;

3. is, as at the date of this Prospectus, or was within 10 years before the date of this Prospectus, a director, chief executive officer or chief financial officer of any person or company that: (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant person or company access to any exemption under securities legislation that was issued while the promoter was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to an a cease trade order, an order similar to a cease trade order or an order that denied the relevant person or company access to any exemption under securities legislation that was issued after the promoter ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the promoter was acting in the capacity as director, chief executive officer or chief financial officer;

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

5. has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the promoter, state the fact.

ADDITIONAL INFORMATION

The Corporation is not a U.S. Marijuana Issuer as defined in Canadian Securities Administration Staff Notice 51-532 (Revised). The Corporation's revenue is generated from operating medical clinics in the US. Revenues are generated from patients for medical services rendered by medical doctors and nurses for primary care, urgent care, care coordination and are expanding to include multi-disciplinary services generating revenue from insurable services. These fees are paid privately or through insurance. The clinics do not sell, distribute or provide cannabis. While contract research solutions may still occur in the future with cannabis companies, this represents an insignificant portion of the Corporation's business and the Issuer does not actively seek clients in the cannabis space. For the nine months ended September 30, 2020, 98% of the Issuer's revenue was generated from providing health care services to patients.

Following the completion of the PP Offering, the settlement of the Merida Note and the completion of the November Offering in September, October and November 2020, the Corporation has reduced its long-term debt to nil and has sufficient cash reserves to meet all its contingent obligations. The clinical groups were cash flow positive in the second and third quarters of 2020 and if this continues as expected will result in further operational cash flow for the Corporation. Management of the Corporation believes that the Corporation has sufficient liquidity and capital resources to meet its obligations and continue to operate its business at its present rate. The proceeds of the Offering will enhance the Corporation's balance sheet and allow the Corporation to pursue additional growth opportunities. The clinical groups are cash flow positive and will result in further operational cash flow for the Corporation.

Management of the Corporation continues to be of the view that its Paycheck Protection Loan will be forgiven. The Corporation has made an application and is waiting for a response from its lender.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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. In several of the provinces of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, 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, revision 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 in which the purchaser resides for the particulars of these rights or consult with a legal advisor.

CERTIFICATE OF THE CORPORATION

Dated: December 21, 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 the provinces of Alberta, British Columbia, Manitoba and Ontario.

SKYLIGHT HEALTH GROUP INC.

By: "*Pradyum Sekar*"

Chief Executive Officer and Director

By: "*Carmelo Marrelli*"

Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

By: "*Norton Singhavon*"

Director

By: "*Peter Cummins*"

Director

CERTIFICATE OF THE UNDERWRITERS

Dated December 21 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 the provinces of Alberta, British Columbia, Manitoba and Ontario.

ECHELON WEALTH PARTNERS INC.

By: *"Peter Graham"*

Managing Director, Investment Banking

BEACON SECURITIES LIMITED

By: *"Mario Maruzzo"*

Managing Director, Investment Banking

PI FINANCIAL CORP.

By: *"Vay Tham"*

Managing Director, Investment Banking

MACKIE RESEARCH CAPITAL CORP.

By: *"Howard Katz"*

Managing Director, Investment Banking

CANACCORD GENUITY CORP.

By: *"Graham Saunders"*

Vice Chairman, Head of Origination

RAYMOND JAMES LTD.

By: *"Marwan Kubursi"*

Managing Director, Investment Banking

CERTIFICATE OF THE PROMOTERS

Dated December 21, 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 the provinces of Alberta, British Columbia, Manitoba and Ontario.

By: "*Pradyum Sekar*"	By: "*Kashaf Qureshi*"
Promoter	Promoter