

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: Skylight Health Group Inc. (the "Issuer").

Trading Symbol: SHG

Date: December 30, 2020

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: December 11, 2020

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering:
161,385,866.

Date of News Release Announcing Proposed Prospectus Offering: December 11, 2020
and December 30, 2020.

(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

1. Description of securities to be issued:

- (a) Class Common .
- (b) Number 13,800,000.
- (c) Price per security \$1.00 .
- (d) Voting rights standard .

2. Provide details of the net proceeds to the Issuer as follows:

- (a) Per security: \$1.00 except for President's list where it is \$.
- (b) Aggregate proceeds: Gross Proceeds of \$13,800,000

3. Provide description of any Warrants (or options) including:
- (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) _____ .
 - (c) Exercise price _____ .
 - (d) Expiry date _____ .
 - (e) Other significant terms _____ .
4. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
5. Details of currently issued and outstanding shares of each class of shares of the Issuer: There are currently 161,385,866 common shares outstanding

 _____ .
6. Describe any unusual particulars of the offering (i.e. tax “flow through” shares, special warrants, etc.).
None _____ .
7. Provide details of the use of the proceeds: M&A Activity and general corporate purposes. No specific targets have been identified at this time.
 _____ .

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A

Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering: In September of 2020 the Issuer completed a private placement for net proceeds of just under \$5M. In November of 2020 the Issuer completed a Bought Deal Financing for gross proceeds of \$5,750,920.

9. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the offering (including warrants, options, etc.):

(a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) Syndicate consists of Echelon Wealth Partners Inc., Beacon Securities Limited, and PI Financial Corp.

(b) Cash 6% except for President's List of \$3,000,000 on which commission was 2%

(c) Securities 6% broker warrants except on President's List on which it was 4% broker warrants.

(d) Other _____

(e) Expiry date of any options, warrants etc. 24 months

(f) Exercise price of any options, warrants etc. \$1.00

10. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: N/A

11. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: This is a bought deal being done through an underwriting agreement with the syndicate.

12. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated December 30, 2020.

Kash Qureshi

Name of Director or Senior
Officer

"signed"

Signature

CTO

Official Capacity