STAGEZERO LIFE SCIENCES, LTD.

NOTICE

OF

SPECIAL MEETING

OF SHAREHOLDERS

AND

MANAGEMENT INFORMATION CIRCULAR

70 East Beaver Creek Road
Suite 30
Richmond Hill, Ontario
L4B 3B2

October 21, 2021

STAGEZERO LIFE SCIENCES
70 East Beaver Creek, Suite 30
Richmond Hill, Ontario
L4B 3B2

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting of shareholders (the "**Meeting**") of STAGEZERO LIFE SCIENCES (the "**Corporation**") will be held on Thursday, December 9, 2021, at 2:00 p.m. (Eastern time), via live webcast at https://virtual-meetings.tsxtrust.com/1234 (meeting ID: 1234, case sensitive password: stagezero2021) for the following purposes:

1. to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution authorizing and approving the issuance of 8,000,000 common shares of the Corporation to Health Clinics Limited in connection with the prior acquisition of all of the issued and outstanding shares of Clinic Operations Limited, a wholly owned subsidiary of Health Clinics Limited, which would materially affect control of the Corporation (as such term is defined in the TSX Company Manual);

2. to transact such other business that properly comes before the Meeting (or any postponement(s) or adjournment(s) of the Meeting thereof).

The record date for determining holders of common shares (each a "**Shareholder**") entitled to receive this notice of special meeting and to vote at the Meeting (or any postponement or adjournment of the Meeting) is the close of business on October 22, 2021.

Particulars of the foregoing matters are set forth in the management information circular of the Corporation (the "**Circular**") accompanying this notice (the "**Notice of Meeting**") and enclosed form of proxy (the "**Proxy**"). This Notice of Meeting and the accompanying Circular have been sent or been made available to each director of the Corporation, each shareholder of the Corporation entitled to notice of the Meeting and the auditors of the Corporation.

VOTING AT THE VIRTUAL MEETING

The Meeting will be hosted virtually via live audio webcast at https://virtual-meetings.tsxtrust.com/1234 (meeting ID: 1234)

Registered Shareholders entitled to vote at the Meeting may attend and vote at the Meeting virtually by following the steps listed below:

1. Type in [https://virtual-meetings.tsxtrust.com/1234] on your browser at least 15 minutes before the Meeting starts.

2. Click on "I have a control number".

3. Enter your 12-digit control number (on your proxy form).

4. Enter the password: [stagezero2021] (case sensitive).

5. When the ballot is opened, click on the "Voting" icon. To vote, simply select your voting direction from the options shown on screen and click Submit. A confirmation message will appear to show your vote has been received.

Beneficial Shareholders entitled to vote at the Meeting may vote at the Meeting virtually by following the steps listed below:

1. Appoint yourself as proxyholder by writing your name in the space provided on the form of proxy or VIF.

2. Sign and send it to your intermediary, following the voting deadline and submission instructions on the VIF.

3. Obtain a control number by contacting TSX Trust Company by emailing tsxtrustproxyvoting@tmx.com the "Request for Control Number" form, which can be found here https://tsxtrust.com/resource/en/75.

4. Type in [https://virtual-meetings.tsxtrust.com/1234] on your browser at least 15 minutes before the Meeting starts.

5. Click on "I have a control number".

6. Enter the control number provided by tsxtrustproxyvoting@tmx.com.

7. Enter the password: [stagezero2021] (case sensitive).

8. When the ballot is opened, click on the "Voting" icon. To vote, simply select your voting direction from the options shown on screen and click Submit. A confirmation message will appear to show your vote has been received.

If you are a registered shareholder and you want to appoint someone else (other than the Management nominees) to vote online at the Meeting, you must first submit your proxy indicating who you are appointing. You or your appointee must then register with TSX Trust in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the "Request for Control Number" form, which can be found here https://tsxtrust.com/resource/en/75.

If you are a non-registered shareholder and want to vote online at the Meeting, you must appoint yourself as proxyholder and register with TSX Trust in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the "Request for Control Number" form, which can be found here https://tsxtrust.com/resource/en/75.

Guests can also listen to the Meeting by following the steps below:

1. Type in [https://virtual-meetings.tsxtrust.com/1234] on your browser at least 15 minutes before the Meeting starts. Please do not do a Google Search. Do not use Internet Explorer.

2. Click on "I am a Guest".

If you have any questions or require further information with regard to voting your Shares, please contact TSX Trust Company toll-free in North America at 1-866-600-5869 or by email at tmxeinvestorservices@tmx.com. This notice of special meeting is accompanied by the Proxy and the Circular. These materials contain detailed voting instructions and information about the matters to be decided at the Meeting; as a Shareholder, you should read the accompanying materials carefully. If you are a Shareholder and wish to be represented by proxy at the Meeting (or any postponement or adjournment of the Meeting), you should follow the voting instructions provided with your Proxy. To be valid, submitted Proxies must be received on or before 2:00 p.m. (Toronto time) on Tuesday, December 7, 2021, to the Corporation's transfer agent and registrar, TSX Trust Company, Attention: Proxy Department, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1.

DATED at Toronto, Ontario on the 22nd day of October, 2021.

By Order of the Board of Directors

"James R. Howard-Tripp"
James R. Howard-Tripp
Chairman and Chief Executive Officer

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STAGEZERO LIFE SCIENCES

MANAGEMENT INFORMATION CIRCULAR

GENERAL INFORMATION

You have received this management information circular (the "**Circular**") in connection with the solicitation of proxies by the management of STAGEZERO LIFE SCIENCES LTD. (the "**Corporation**") for use at the special meeting of shareholders (the "**Meeting**"), on Thursday, December 9, 2021, at 2:00 p.m. (Eastern time), via live webcast at https://virtual-meetings.tsxtrust.com/1234 (meeting ID: 1234, case sensitive password: stagezero2021), for the purposes described in the accompanying notice of special meeting of shareholders.

Information provided in this Circular is current as October 21, 2021 unless otherwise indicated.

References in this Circular to the Meeting include any postponement(s) or adjournment(s) of the Meeting. References to "**we**", "**our**" and "**us**" refer to the Corporation and its subsidiaries and its directors and officers. References to "**you**" and "**your**" refer to holders of common shares of the Corporation (the "**Shareholders**").

The record date for this Meeting is October 22, 2021 (the "**Record Date**"). If you are a Shareholder at the close of business on the Record Date, you are eligible to vote on matters voted on at the Meeting.

Other than solicitation of proxies by mail, proxies may also be solicited by telephone or other means by regular employees of the Corporation. The cost of solicitation will be borne by the Corporation.

The Meeting will be held in a virtual-only format, which will provide registered shareholders with the opportunity to attend the Meeting virtually online and to vote online, by proxy. Given the ongoing uncertainty surrounding the continuing public health impact of the 2019 novel coronavirus ("**COVID-19**"), to ensure the health and safety of Shareholders, employees and the communities in which we live and as part of the Corporation's social responsibility and preparedness plans in response to COVID-19, Shareholders will not be able to attend the Meeting physically, but will be able to participate virtually via live audio webcast.

HOW TO VOTE YOUR SHARES

You may be a registered shareholder or a non-registered shareholder. You are a registered shareholder if your name appears on your share certificate; your name will also be included in the list of registered Shareholders maintained by our registrar and transfer agent, TSX Trust Company ("**TSX Trust**").

You are a non-registered shareholder (sometimes called a "**beneficial shareholder**") if your shares are held in the name of an intermediary such as a financial institution, a securities broker, a trustee or a registered savings plan. Your shares may be held in the name of a depository (such as The Canadian Depository for Securities Limited or "**CDS**"). Your name will not appear on the list of registered Shareholders maintained by TSX Trust. Generally, non-registered shares are held electronically and you will not have a physical share certificate.

You will have received a voting instruction form and/or a form of proxy along with this Circular. Your vote is important. You should follow the voting instructions provided carefully as they may differ from the general information below.

Registered Shareholders—Voting at the Meeting virtually by following the steps listed below

1. Type in [https://virtual-meetings.tsxtrust.com/1234] on your browser at least 15 minutes before the Meeting starts.

2. Click on "I have a control number".

3. Enter your 12-digit control number (on your proxy form).

4. Enter the password: [stagezero2021] (case sensitive).

5. When the ballot is opened, click on the "Voting" icon. To vote, simply select your voting direction from the options shown on screen and click Submit. A confirmation message will appear to show your vote has been received.

Beneficial Shareholders—Voting by Proxy at the Meeting virtually by following the steps listed below

1. Appoint yourself as proxyholder by writing your name in the space provided on the form of proxy or VIF.

2. Sign and send it to your intermediary, following the voting deadline and submission instructions on the VIF.

3. Obtain a control number by contacting TSX Trust Company by emailing tsxtrustproxyvoting@tmx.com the "Request for Control Number" form, which can be found here https://tsxtrust.com/resource/en/75.

4. Type in [https://virtual-meetings.tsxtrust.com/1234] on your browser at least 15 minutes before the Meeting starts.

5. Click on “I have a control number”.

6. Enter the control number provided by tsxtrustproxyvoting@tmx.com.

7. Enter the password: [stagezero2021] (case sensitive).

8. When the ballot is opened, click on the “Voting” icon. To vote, simply select your voting direction from the options shown on screen and click Submit. A confirmation message will appear to show your vote has been received.

If you are a registered shareholder and you want to appoint someone else (other than the Management nominees) to vote online at the Meeting, you must first submit your proxy indicating who you are appointing. You or your appointee must then register with TSX Trust in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the "Request for Control Number" form, which can be found here https://tsxtrust.com/resource/en/75.

If you are a non-registered shareholder and want to vote online at the Meeting, you must appoint yourself as proxyholder and register with TSX Trust in advance of the Meeting by emailing tsxtrustproxyvoting@tmx.com the "Request for Control Number" form, which can be found here https://tsxtrust.com/resource/en/75.

The enclosed form of proxy names directors and/or officers of the Corporation who are the Corporation’s appointees to act as your proxyholder at the Meeting. You may strike out those names and insert the name of an appointee you choose in the space provided. A proxy appointee does not need to be a Shareholder. Even if you have given a proxy, you have the right to attend the Meeting or to appoint someone else to attend as your proxy; the proxy submitted earlier can be revoked in the manner described under “Revocation of Proxies”.

The appointee(s) named in your completed form of proxy will vote for, vote against or withhold from voting the shares in respect of which they are appointed in accordance with your directions. **In the absence of such direction (if you have left space indicating your voting choice blank), your shares will be voted in favour of the matters identified in the notice of special meeting.** Your properly executed form of proxy confers discretionary authority upon the appointees to vote with their best judgment with respect to any amendments or variations to matters identified in the notice of special meeting, and with respect to any ballot that may be called for or other matters that may properly come before the Meeting. At the time of printing of this Circular, we know of no such amendments, variations or other matters to come before the Meeting.

Guests can also listen to the Meeting by following the steps below:

1. Type in [https://virtual-meetings.tsxtrust.com/1234] on your browser at least 15 minutes before the Meeting starts. Please do not do a Google Search. Do not use Internet Explorer.

2. Click on “I am a Guest”.

NOTICE-AND-ACCESS RULES

The Corporation has elected to use the notice-and-access provisions under National Instrument 51-102 – Continuous Disclosure Obligations ("**NI 51-102**") and National Instrument 54-101 – Communications with Beneficial Owners of Securities of a Reporting Issuer ("**NI 54-101**", and together with NI 51-102, the "**Notice-and-Access Provisions**") for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allows issuers to post electronic versions of proxy-related materials on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders.

Instead of receiving this Circular, Shareholders will receive a Notice of Meeting with the proxy or voting instruction form, as the case may be, along with instructions on how to access the Meeting materials online. The Corporation will send the Notice of Meeting and proxy form directly to registered Shareholders. The Corporation will pay for intermediaries to deliver the Notice of Meeting, voting instruction form and other Meeting materials requested by non-registered Shareholders. The Circular and other relevant materials are available on the Corporation's website (www.stagezerolifesciences.com), on SEDAR (www.sedar.com) under the Corporation's issuer profile, and also on the TSX Trust Company's website (https://docs.tsxtrust.com/2183).

If you would like to receive a paper copy of the current Meeting materials by mail, you must request one by, November 30, 2021, to ensure timely receipt, by contacting TSX Trust Company by telephone at 1-866-600-5869 or by email at TMXEInvestorServices@tmx.com. There is no charge to you for requesting a copy.

Non-Registered Shareholders—Information and Instructions for Voting

There are two kinds of non-registered Shareholders: those who do not object to the Corporation knowing who they are (referred to as non-objecting beneficial owners or “**NOBOs**”), and those who object to their names being made known to the Corporation (referred to as objecting beneficial owners or “**OBOs**”). If you are a non-registered shareholder, whether you are a NOBO or an OBO is determined by your instructions to your intermediary. Your rights are the same whether you are a NOBO or an OBO.

These meeting materials are being sent to both registered and non-registered owners of the securities. If you are a NOBO and the Corporation (or its agent) has sent the notice of special meeting, this Circular and the form of proxy or a voting instruction form (collectively, the “**Meeting Materials**”) directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (a) delivering these materials to you, and (b) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions delivered to you.

If you are an OBO, the Corporation does not have any information about you; you will have received the Meeting Materials from an intermediary. The Corporation will pay the fees and expenses of intermediaries for their services in delivering Meeting Materials to OBOs in accordance with applicable securities regulatory requirements. The intermediaries are required to forward the Meeting Materials to OBOs, unless an OBO has waived the right to receive them. Please follow the specific voting procedures provided by your intermediary.

Both NOBOs and OBOs have the right to appoint a person or company to represent them at the Meeting who is other than the management appointee(s) whose name appears on the voting instruction form or the form of proxy. If you wish to attend and vote at the Meeting in person (or to appoint another person to attend and vote on your behalf), you may replace the management appointee’s name(s) with your own (or with the name of another person who will attend and vote on your behalf). Your appointee does not need to be a Shareholder. The appointee(s) will vote for, vote against or withhold from voting the shares in respect of which they are appointed in accordance with your directions. **In the absence of such direction (if you have left space indicating your voting choice blank), your shares will be voted in favour of the matters identified in the notice of special meeting.** The appointee(s) will have discretionary authority to vote with their best judgment with respect to any amendments or variations to matters identified in the notice of special meeting, and with respect to any other matters that may properly come before the Meeting. At the time of printing of this Circular, the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

REVOCATION OF PROXIES

You may revoke a proxy given as a result of this solicitation by instrument in writing (which may be another proxy bearing a later date) as long as it is executed by you or your attorney authorized in writing and deposited either at the registered office of the Corporation or TSX Trust at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or with the Chair of the Meeting prior to the time of voting on the day of the Meeting or in any other manner permitted by law.

If you are a non-registered shareholder, please contact your intermediary for instructions about how to revoke your voting instructions.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation’s authorized capital includes an unlimited number of common shares (the “**Common Shares**”) of which, 78,858,281 Common Shares are issued and outstanding, as at October 21, 2021.

The Corporation will make a list of all registered Shareholders and the number of Common Shares registered in each of their names as at the close of business on the Record Date. Each Common Share held at the Record Date entitles the holder to one vote on any matter to be acted upon at the Meeting. All Shareholders at the Record Date are entitled to attend the Meeting and either vote in person or by proxy as described earlier.

To the knowledge of the directors and executive officers of the Corporation, as at October 21, 2021 there is no person or company that beneficially owns, directly or indirectly, or exercises control or direction over voting securities of the Corporation that carry more than 10% of the voting rights attached to any class of voting securities of the Corporation except as otherwise disclosed in this Circular.

- Health Clinics Limited currently holds 12,500,000 Common Shares of the Corporation which represents around 15.85% of the voting securities of the Corporation. A further 2,500,000 Common Shares are allotted and reserved for issuance to Health Clinics Limited subject to the fulfilment of certain conditions pursuant to the Transaction (as defined below under "Issuance of Contingent Shares").

TRANSFER AGENT AND REGISTRAR

The Corporation's registrar and transfer agent is TSX Trust Company (the "**Transfer Agent**") and is located at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Circular, no person or company who is, or at any time during the financial year ended December 31, 2020, was, one of the Corporation's directors, director nominee (as described below), executive officers or any associates or affiliates of these persons has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than election of director.

FORWARD LOOKING STATEMENTS

This document contains certain forward-looking statements identified by words such as "**believe**", "**anticipate**", "**estimate**", "**expect**", "**intend**", "**may**", "**will**", "**would**" and similar expressions as well as negative variations thereof, although not all forward-looking statements contain these identifying words. There are a number of risks, uncertainties and other factors that could cause the Corporation's actual results to differ materially from those indicated or implied by forward-looking statements. The Corporation cannot guarantee the outcome of plans, intentions or expectations disclosed in forward-looking statements; you should not place undue reliance on these forward-looking statements. Any forward-looking statements represent the Corporation's estimates as at the time such statements are made only; they should not be relied upon as representing our estimates as at any subsequent date. The Corporation does not assume any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Specifically, this document contains forward-looking statements regarding (i) the issuance of shares in relation to the acquisition of substantially all of the business of Health Clinics Limited; (ii) closing of the acquisition of the business of Health Clinics Limited; (iii) creation of a new control person; (iv) payment of cash if the issuance of Contingent Shares is not approved by the Shareholders; (v) the consummation of the various financing transactions and obtaining the related necessary approvals; and (vi) general business and economic conditions.

In developing the forward-looking statements in this document, the Corporation has applied several material assumptions, including those related to general business and economic conditions as well as the Corporation's ability to attract new financing on reasonable terms. As there can be no certainty as to the outcome of the above matters, there is material uncertainty that cast significant doubt about the Corporation's ability to continue as a going concern.

APPOINTMENT OF DIRECTOR

The articles of incorporation of the Corporation provide that the Corporation shall have at least one director and no more than ten. The *Business Corporations Act* (Ontario) (the "**Act**") provides that where authorized by special resolution, the directors of a corporation with a minimum and maximum number of directors may set the number within such minimum and maximum number of directors. On January 15, 2001, our directors were empowered by a special resolution of Shareholders to determine the number of directors of the Corporation and the number of directors to be elected at any annual meeting of the Shareholders provided there is at least one and no more than ten. The Corporation currently has four (4) directors. The Board has set the number of directors at five (5) for the ensuing year and Richard Huston will be appointed to the Board prior to the Meeting date, pursuant to section 124(2) of the Act, in addition to the four (4) directors that were elected at the annual general meeting of Shareholders held on June 30, 2021. Richard Huston is the Chairman of Health Clinics Limited.

PARTICULARS OF MATTERS TO BE ACTED UPON

Issuance of Contingent Shares

Background

On September 2, 2021, the Corporation announced the completion of the acquisition of all of the issued and outstanding shares of Clinic Operations Limited, a wholly owned subsidiary of Health Clinics Limited. This resulted in the Corporation acquiring substantially all of the business of Health Clinics Limited and of Health Clinics USA Corp. (the "**HC Companies**") related to their current oncology business and expanding focus into early disease detection utilizing proprietary treatment protocols to ameliorate progression (the "**Acquisition**"). As part of the Acquisition, 12,500,000 Common Shares were issued to Health Clinics Limited and a further 2,500,000 Common Shares were allotted and reserved for issuance to Health Clinics Limited subject to Clinic Operations Limited obtaining a Care Quality Commission license in the United Kingdom. <u>The Corporation also agreed to issue an additional 8,000,000 Common Shares (the "**Contingent Shares**") to Health Clinics Limited, contingent upon the Corporation's obtaining shareholder approval of the issuance</u> (the issuance of Contingent Shares together with the Acquisition, 12,500,000 Common Shares previously issued to Health Clinics Limited and the 2,500,000 Common Shares allotted and reserved for issuance to Health Clinics Limited subject to Clinic Operations Limited obtaining a Care Quality Commission license in the United Kingdom, the "**Transaction**").

If the issuance of Contingent Shares is approved by the Shareholders, it would result in Health Clinics Limited holding an aggregate of 20,500,000 Common Shares, which will be 23.6% of the Corporation's issued and outstanding capital post-issuance of Contingent Shares, providing Health Clinics Limited with the ability to materially affect control of the Corporation. The ability to materially affect control means that Health Clinics Limited, either acting alone or in combination with other security holders, can affect the outcome of a vote of security holders of the Corporation. If, in addition to the approval by Shareholders of the issuance of Contingent Shares, Clinic Operations Limited obtains a Care Quality Commission license in the United Kingdom, Health Clinics Limited will be issued a further 2,500,000 Common Shares which would result in Health Clinics Limited holding an aggregate of 23,000,000 Common Shares, which will be 25.75% of the Corporation's post-Transaction issued and outstanding capital. Further, upon the issuance of Contingent Shares, the aggregate number of Common Shares issued and issuable pursuant to the Transaction would equal 34.8% of the Corporation's pre-Acquisition issued and outstanding capital. **If the Corporation does not issue the Contingent Shares, the Corporation is obligated to pay to Health Clinics Limited, in lieu of the Contingent Shares, CAD $16,000,000, payable at a rate of 9.5% out of the Corporation's monthly gross revenues. In light of the positive impact the issuance of the Contingent Shares would have on the Corporation's balance sheet and cash flow, management of the Corporation considers the issuance of the Contingent Shares to be in the best interests of the Corporation**. Additional information regarding the HC Companies and the Acquisition can be found in the Corporation's news release dated August 16, 2021 and September 2, 2021, a copy of which has been filed on SEDAR.

The Corporation is required to obtain shareholder approval for the issuance of Contingent Shares, (i) pursuant to section 604(a)(i), because such issuance would result in Health Clinics Limited being able to materially affect control of the Corporation and, (ii) pursuant to section 611(c), because total Common Shares issued by the Corporation in connection with the Transaction will be in excess of 25% of the Corporation's outstanding securities on a non-diluted basis. Accordingly, at the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve an ordinary resolution (the "**Contingent Share Resolution**") approving the issuance of the Contingent Shares to Health Clinics Limited.

Richard Huston, Chairman of Health Clinics Limited, will be appointed to the Board prior to the Meeting date in connection with the Transaction.

TSX Conditional Approval

On August 27, 2021, the Corporation received TSX Conditional Approval for the notice of Transaction and the listing of the shares, including the Contingent Shares, to be issued as consideration pursuant to the Transaction, subject to the Corporation fulfilling all of the conditions set out therein.

Disinterested Shareholder Approval

Health Clinics Limited, as part of the first tranche closing pursuant to the Transaction, was provided consideration in the amount of 12,500,000 Common Shares ("**First Tranche Closing**"). As a result of the First Tranche Closing, which was an arms-length transaction, Health Clinics Limited became an insider of the Corporation with total holdings of 15.85% of the voting securities of the Corporation. A further 2,500,000 Common Shares are allotted and reserved for issuance to Health Clinics Limited subject to Clinic Operations Limited obtaining a Care Quality Commission license in the United Kingdom.

In order to be effective, pursuant to the TSX Company Manual, the Contingent Share Resolution must be approved by a simple majority of 50% plus one of the votes properly cast by "disinterested" Shareholders voting in person or by proxy at the Meeting. Disinterested shareholder approval means that while shareholder approval may be obtained by ordinary resolution at the Meeting, the votes attached to the Common Shares held by Health Clinics Limited and its affiliates and associates are excluded from the calculation of any such approval.

To the knowledge of the Corporation, and assuming the following remains true as of the date of the Meeting, the only votes to be excluded will be those held by Health Clinics Limited, as there are no other Shareholders who are a "related party" to Health Clinics Limited, nor any persons acting jointly or in concert with Health Clinics Limited at this time. As at the date hereof, Health Clinics Limited holds 12,500,000 Common Shares.

There is no other insider participating in the Transaction.

Ordinary Resolution

Shareholders will be asked at the Meeting to consider and, if thought advisable, pass an ordinary resolution in respect of the issuance of Contingent Shares, substantially in the following form:

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS OF STAGEZERO LIFE SCIENCES, LTD., THAT:

1. the issuance of 8,000,000 Common Shares ("**Contingent Shares**") to Health Clinics Limited pursuant to the prior acquisition of all of the issued and outstanding shares of Clinic Operations Limited, a wholly owned subsidiary of Health Clinics Limited ("**Acquisition**"), is hereby authorized and approved;

2. the Shareholders of the Corporation acknowledge that the issuance of Contingent Shares pursuant to the prior Acquisition will result in a material effect on control of the Corporation;

3. the Shareholders of the Corporation acknowledge that upon the issuance of the Contingent Shares, the aggregate number of Common Shares issued to Health Clinics Limited pursuant to the prior Acquisition is greater than 25% of the number of Common Shares outstanding, on a non-diluted basis, prior to the Acquisition; and

4. any officer or director of the Corporation be and hereby is authorized and directed on behalf of the Corporation to execute or cause to be executed, and to deliver or cause to be delivered, all certificates, notices and other documents, including filings required pursuant to the Act or the TSX, and to do or cause to be done all such acts and things, as such officer or director may determine to be necessary, desirable, or useful for the purpose of giving effect to the foregoing resolutions, such determination to be conclusively evidenced by the execution and delivery of such documents, or the doing of any such act or thing.

In the absence of instructions to the contrary, the Common Shares represented by proxies in favour of Management nominees will be voted FOR the Contingent Share Resolution.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Since the start of the Corporation's most recently completed financial year, other than as disclosed elsewhere herein, hereby incorporated by reference in this Circular, no informed person, proposed director or any associate or affiliate of any informed person or proposed director of the Corporation has any material interest, direct or indirect, in any transaction or in any proposed transaction which has materially affected or would materially affect the Corporation. The term "**informed person**" as defined in NI 51-102 means

- a director or executive officer of the Corporation;

- a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation;

- any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Corporation other than voting securities held by the person or company as underwriter in the course of a distribution; and

- the Corporation, if it has purchased, redeemed or otherwise acquired any of its securities, for as long as it holds any of its securities.

On October 25, 2018, the Corporation entered into additional non-convertible loan agreements with Rory Riggs for USD$200,000 as interim financing. During the period from October 31, 2018 until December 31, 2019, the Corporation had additional demand note agreements with the above director for loans totaling $440,000 to the Corporation. The Notes are payable on demand with simple interest earned at 5% per annum and are secured by a security interest in the Corporation's patents and trademarks. In July 2019, the Corporation paid $49,234 against the principal of the note dated October 31, 2018. The balance of $390,766 of all notes payable was converted to 7,608,967 Common Shares on June 29, 2020.

As at December 31, 2020, the convertible notes payable balance is $228,390 including accrued interest payable, which approximates the fair value. The notes are secured by a security interest in the Company's patents and trademarks

On September 2, 2021, the Transaction (as defined above) closed whereby the Corporation acquired substantially all of the business of HC Companies. Upon completion of all of the anticipated steps of the Transaction, Health Clinics Limited will become a Control Person of the Corporation, subject to the Shareholder approval. Richard Huston, who shall be inducted into the Board as a director of the Corporation, pursuant to section 124(2) of the Act, prior to the Meeting date, is the Chairman of Health Clinics Limited.

AUDITOR

The auditor of the Corporation is McGovern Hurley LLP. The former auditor of the Corporation, BDO Canada LLP, resigned on December 14, 2020 and McGovern Hurley LLP was subsequently hired to act as the auditor of the Corporation on December 22, 2020 which was approved by the Shareholders at the annual general meeting of Shareholders on June 30, 2021.

CODE OF ETHICS AND BUSINESS CONDUCT

The Corporation is committed to the pursuit of excellence with the highest standards of business and personal ethics as well as compliance with all laws that apply to the Corporation's business. To encourage and promote a culture of ethical business conduct, the Board has adopted a code of ethics and business conduct (the "**Code**"). All employees, officers and directors of the Corporation are expected to adhere to the Code, thereby promoting a work environment of integrity and mutual respect, dignity and understanding amongst all individuals. A copy of the current Code is available on the Corporation's website at https://www.stagezerolifesciences.com/.

DIVIDEND POLICY

Shareholders are entitled to an equal share in any dividends that the Corporation declares and pays. The Corporation has not paid dividends on the Corporation's Common Shares in the last two years. The Corporation anticipates that all available funds will continue to be invested to finance the Corporation's growth, and accordingly the Corporation does not anticipate that the Corporation will pay any dividends in the immediate or foreseeable future. The Corporation's directors will determine if and when any dividends would be declared and paid in the future based on the Corporation's financial position at the relevant time.

ADDITIONAL INFORMATION

Copies of this Circular, the Corporation's annual information form and the Corporation's annual report (which contains the Corporation's consolidated financial statements and accompanying management's discussion and analysis) for the most recently completed financial year and any interim financial statements subsequent to those most recent annual statements may be obtained from the SEDAR website at www.sedar.com or free of charge upon request in writing from the Corporation's Secretary at 70 East Beaver Creek Road, Suite 30, Richmond Hill, Ontario, L4B 3B2.

DIRECTORS' APPROVAL

The contents and the sending of this Circular have been approved by the Board of Directors.

Dated at Toronto, Ontario this 22th day of October, 2021.

By Order of the Board of Directors

"James R. Howard-Tripp"

James R. Howard-Tripp
Chairman and Chief Executive Officer