



Annual Information Form
For the year ended December 31, 2021

June 20, 2022

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Meaning of Certain References

Unless otherwise noted or the context requires:

- a) all references in this annual information form (the “**Annual Information Form**”) to the “**Company**”, “**Leveljump**”, “**we**”, “**us**” or “**our**” refer to Leveljump Healthcare Corp., together with our subsidiary Canadian Teleradiology Services Inc. (“**CTS**”), on a consolidated basis, as of the date hereof;
- b) all references to “**\$**” are to Canadian dollars; and
- c) all references to “**federal**” refer to the departments and agencies of the federal government of Canada.

Certain terms used in this Annual Information Form are defined under “Glossary”.

Glossary

Certain terms used in this Annual Information Form have the following meanings:

“**Agency Agreement**” means the agency agreement entered on October 30, 2020, between the Mackie Research Capital Corp., Good2Go2 Inc., and CTS in respect of the Concurrent Financing.

“**CBCA**” means the Canada Business Corporations Act, including the regulations promulgated thereunder, as amended.

“**Common Shares**” means the common shares in the capital of the Company.

“**Concurrent Financing**” means the issuances of 7,080,793 Subscription Receipts on October 30, 2020, and 2,980,829 Subscription Receipts on November 25, 2020, at an issue price of \$0.45 per Subscription Receipt.

“**Control**” means: (i) in the case of a company or other body corporate wherever or however incorporated:

(A) securities entitled to vote in the election of directors carrying in the aggregate at least majority of the votes for the election of directors and representing in the aggregate at least a majority of the participating (equity) securities are held, other than by way of security only, directly, or indirectly, by or solely for the benefit of the other person or persons; and

(B) the votes carried in the aggregate by such securities are entitled, if exercised, to elect a majority of the board of directors of such company or other body corporate; or

(ii) in the case of a person that is not a company or other body corporate, at least a majority of the participating (equity) and voting interests of such person are held, directly or indirectly, by or solely for the benefit of the other person or persons; and “**Controls**” and “**Controlling**” shall be interpreted accordingly.

“**CTS**” means Canadian Teleradiology Services, Inc., a company existing under the CBCA.

“**IFRS**” means the International Financial Reporting Standards as adopted by the International Accounting Standards Board.

“**Qualifying Transaction**” or “**QT**” means a transaction where a CPC acquires Significant Assets other than cash, by way of purchase, amalgamation, merger, or arrangement with another company or by other

means.

“SEDAR” means the system for electronic document analysis and retrieval at www.sedar.com.

“Shareholders” means the holders of Common Shares.

“Subscription Receipts” means the subscription receipts of CTS to be issued, at an issue price of \$0.45 per Subscription Receipt, as part of the Concurrent Financing, each representing the right of the holder thereof to receive, in certain circumstances set forth in the terms of the Subscription Receipt Agreement, one unit of CTS, consisting of one CTS common share (on a post-Share Amendments basis) and one CTS share purchase warrant good for three years with an exercise price of \$0.50 per common share, without any further act or formality, and for no additional consideration;

Non-IFRS Measures

This Annual Information Form refers to certain non-IFRS measures. These non-IFRS measures are not recognized measures under International Financial Reporting Standards (“**IFRS**”) and 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 non-IFRS measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management’s perspective. Accordingly, these non-IFRS measures should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. We use non-IFRS financial measures, including “**EBITDA**”, “**Adjusted EBITDA**”, “**Adjusted EBITDA Margin**” and “**Adjusted net income (loss) attributable to shareholders of Canadian Teleradiology Services, Inc.**” (each as defined below). These non-IFRS measures are used to provide investors with supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS measures. We also believe that securities analysts, investors, and other interested parties frequently use non-IFRS measures in the evaluation of issuers. Our management uses non-IFRS measures to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and forecasts and to determine components of management compensation. We define such non-IFRS measures as follows:

“EBITDA” means net income (loss) attributable to Shareholders before interest expense (net), income tax expense (recovery) and depreciation and amortization.

“Adjusted EBITDA” means EBITDA as further adjusted for stock-based compensation, impairment of property and equipment, provisions for certain credit losses, settlement costs, provisions, acquisition-related costs and public offering costs, gains (losses) in the period, one-time adjustments and IFRS 16 impact on leases.

“Adjusted EBITDA Margin” means Adjusted EBITDA divided by the total revenue in the period.

“Adjusted net income (loss) attributable to shareholders of Leveljump” means Adjusted EBITDA less depreciation and amortization and interest expense (excluding IFRS 16 impact on depreciation and interest expenses), taxed at Level Jump Inc.’s estimated effective tax rate for the period.

See “Non-IFRS Measures” in the Company’s Management’s Discussion and Analysis of Financial Condition and Results of Operations for Fiscal 2020 which section is incorporated by reference herein, for a

reconciliation of these non-IFRS measures to the relevant reported measures calculated in accordance with IFRS.

Forward-Looking Information

This Annual Information Form contains or incorporates by reference “forward-looking information” or “forward-looking statements” within the meaning of applicable Canadian securities laws. Forward-looking statements describe our future plans, strategies, expectations, and objectives, and are generally identifiable by use of the words “may”, “will”, “should”, “continue”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “plan” or “project” or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements contained in this Annual Information Form include, without limitation, statements regarding:

- expected performance and cash flows
- changes in laws and regulations affecting the Company
- expenses incurred by the Company as a public company
- future growth of the diagnostic imaging market
- changes in reimbursement rates by payors
- the outcome of litigation and payment obligations in respect of prior settlements
- the availability of radiologists at our contracted radiology practices
- competition
- acquisitions and divestitures of businesses
- potential synergies from acquisitions
- non-wholly owned and other business arrangements
- access to capital and the terms relating thereto
- technological changes in our industry
- successful execution of internal plans
- compliance with our debt covenants
- anticipated costs of capital investments
- future compensation of our directors and executive officers

Such statements may not prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. The following are some of the risks and other important factors that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements:

- our ability to successfully grow the market and sell our services
- general market conditions in our industry
- our ability to service existing debt
- our ability to acquire new centers and, upon acquisition, to successfully market and sell new services that we acquire
- our ability to achieve the financing necessary to complete our acquisitions
- our ability to enforce any claims relating to breaches of indemnities or representations and warranties in connection with any acquisitions
- market conditions in the capital markets and our industry that make raising capital or consummating acquisitions difficult, expensive or both, or which may disrupt our annual operating budget and forecasts

- unanticipated cash requirements to support current operations, to expand our business or for capital expenditures
- delays or setbacks with respect to governmental approvals, or manufacturing or commercial activities
- delays or setbacks with respect to governmental approvals, or manufacturing or commercial activities
- changes in laws and regulations
- the loss of key management or personnel
- the risk that the Company is not able to arrange sufficient cost-effective financing to repay maturing debt and to fund expenditures, future operational activities, and acquisitions, and other obligations
- the risks associated with legislative and regulatory developments that may affect costs, revenues, the speed, and degree of competition entering the market, global capital markets activity and general economic conditions in geographic areas where we operate (including the adverse impact of the coronavirus (COVID-19) pandemic on the Company).

Various assumptions or factors are typically applied in drawing conclusions or making the forecasts or projections set out in forward-looking information. Those assumptions and factors are based on information currently available to us, including information obtained from third-party industry analysts and other third-party sources. In some instances, material assumptions and factors are presented or discussed elsewhere in this Annual Information Form in connection with the statements or disclosure containing the forward-looking information. The reader is cautioned that the following list of material factors and assumptions is not exhaustive. The factors and assumptions include, but are not limited to:

- no unforeseen changes in the legislative and operating framework for our business
- no unforeseen changes in the prices for our services in markets where prices are regulated
- no unforeseen changes in the regulatory environment for our services
- a stable competitive environment
- no significant event occurring outside the ordinary course of business such as a natural disaster, public health epidemic or other calamity

Although we have attempted to identify important factors that could cause our actual results to differ materially from our plans, strategies, expectations and objectives, there may be other factors that could cause our results to differ from what we currently anticipate, estimate, or intend. Forward-looking statements are provided to assist external stakeholders in understanding management's expectations and plans relating to the future as of the date of the original document and may not be appropriate for other purposes. Readers are cautioned not to place undue reliance on forward-looking statements. Except as required under applicable securities laws, we undertake no obligation to publicly update or revise forward-looking statements, whether because of new information, future events or otherwise.

Corporate Structure

Name Address and Incorporation

Leveljump was incorporated, under the Canada Business Corporations Act, as Good2Go2 Inc. on March 21, 2019, and combined with CTS, in a Qualifying Transaction, on December 7, 2020, whereby Leveljump became the resulting issuer and now owns and operates CTS.

Pursuant to the terms of the Business Combination Agreement (“BCA”), Good2Go2 acquired all the issued and outstanding CTS Shares through a three-cornered amalgamation of CTS with Subco, a wholly owned subsidiary of Good2Go2.

The Common Shares trade on the TSXV under the trading symbol “JUMP”.

Our registered and head office is located at 85 Scarsdale Road, Suite 304, Toronto, Ontario M3B 2R2

Our telephone number at our Canadian head office is 833-840-2020.

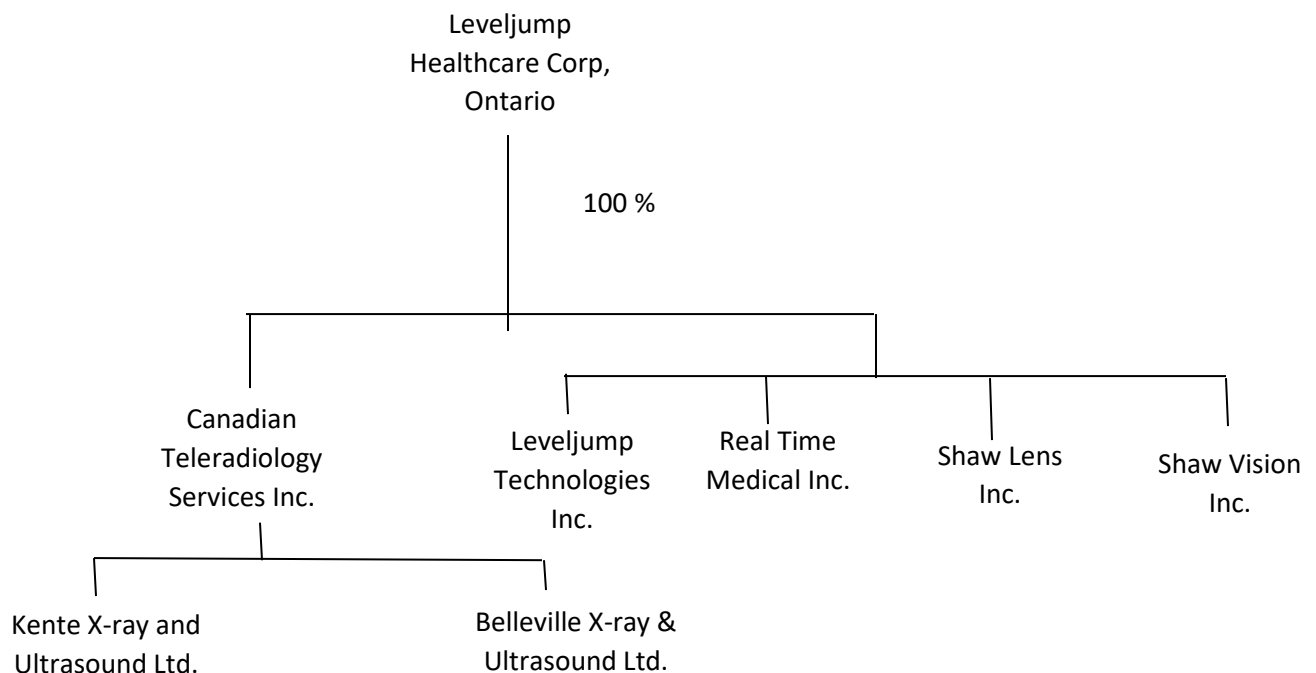
Our website is www.leveljumphealthcare.com. Information contained on our website does not constitute a part of this Annual Information Form.

Intercorporate Relationships

The Company’s principal subsidiaries, their corresponding jurisdictions of incorporation, and the Company’s percentage interest in such subsidiaries as of the date of this AIF are set forth in the table below:

Name of Subsidiary	Percentage Interest Held Directly or Indirectly by Leveljump	Jurisdiction of Incorporation / Formation
Canadian Teleradiology Services, Inc.	100%	Ontario
Kente X-ray and Ultrasound Ltd.	100%	Ontario
Belleville X-ray & Ultrasound Ltd.	100%	Ontario
Leveljump Technologies Inc.	100%	Ontario
Real Time Medical Inc.	25.6%	Ontario
Shaw Lens Inc.	34.6%	Canada
Shaw Vision Inc.	34.6%	Canada

Below is an organization chart for Leveljump:



Three Year History Leveljump

Leveljump (formerly Good2Go2) was a CPC which completed its initial public offering on February 13, 2020, pursuant to which it sold 2,250,000 Shares at a price of \$0.10 per share for gross proceeds of \$225,000. The Shares became listed and posted for trading on the Exchange on February 13, 2020, under the trading symbol "GOAL.P". Leveljump is a reporting issuer in Ontario, Alberta, and British Columbia.

Leveljump had no active business and, prior to entering into the Business Combination Agreement, was actively seeking new ventures which would allow it to either acquire or participate in a reverse takeover.

Leveljump Healthcare Corp. (formerly Good2Go2 Corp.) completed a reverse takeover, through a three-cornered amalgamation, with CTS on December 7, 2020 as a "Qualifying Transaction" for Good2Go2 Corp. At the closing of the Qualifying Transaction the name of the Company was changed to Leveljump Healthcare Corp., and the shareholders of CTS were issued 40,364,400 common shares of Leveljump and 10,186,622 share purchase warrants of Leveljump. The common shares of the Company resumed trading on the Exchange as a Tier 1 issuer on December 14, 2020, under the trading symbol "JUMP".

Acquisitions

Shaw Lens and Shaw Vision

In September 2021, Leveljump Healthcare Corp. acquired 24.5% of the issued and outstanding shares of each of Shaw Vision Inc., and Shaw Lens Inc. from a minority shareholder (the "Shaw Acquisition"). The aggregate purchase price of Shaw Acquisition is \$105,000 and was paid through issuance of 350,000 common shares of the Company (JUMP Shares) at a deemed issuance price of \$0.21 per JUMP share and 350,000 non-transferable common share purchase warrants of the Company (JUMP Warrants). Each JUMP Warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.30 per share prior to December 31, 2023.

Kente X-ray and Ultrasound, Belleville X-ray & Ultrasound, Cobourg X-ray & Ultrasound

In September 2021, Leveljump Healthcare signed definitive agreements to acquire three diagnostic imaging clinics, also known as independent healthcare facilities (IHF's) from a private Ontario vendor. The purchase price is an all-cash deal of \$4.3 million of which \$250,000 has been paid as a deposit. Through a total of nine modality imaging licenses, these IGHs offer medical imaging including x-ray, ultrasound, and mammography scans. Two of the IHF's have serviced their regions for 15 and 20 years respectively. The third IHF was opened within the last two years and presents a growth opportunity in an underserved community. The IHF's are all located in Ontario. This transaction closed on February 1st, 2022.

Real Time Medical Inc.

In December 2021, Leveljump Healthcare acquired a 16.8% minority equity interest in Real Time Medical Inc. ("RTM"), a private Ontario company, in exchange for 8,662,353 shares of Leveljump, as well as 2,887,451 share purchase warrant of Leveljump, each warrant entitling the holder to acquire one additional common share of Leveljump at a price of \$0.35 per common share on or before December 31, 2023. The equity interest in RTM was acquired through a mini-tender offer to the shareholders of RTM dated November 1, 2021, whereby JUMP offered to acquire up to 19.9% of RTM. The Leveljump shares issued were valued at \$0.14 per share.

Financing

2020

Prior to closing the Qualifying Transaction, CTS completed a two-tranche brokered private placement pursuant to which an aggregate of 10,061,622 subscription receipts of CTS ("Subscription Receipts") were issued (the "Subscription Receipt Financing") as follows:

- (i) 8,700,511 Subscription Receipts for aggregate cash gross proceeds of \$3,915,230;
- (ii) 1,111,111 Subscription Receipts to Flow Capital Corp. at a deemed value of \$500,000 as part of the Royalty Buy-Out; and
- (iii) 250,000 Subscription Receipts as payment for a work fee and advisory fee.

Immediately prior to closing of the Qualifying Transaction, each Subscription Receipt was deemed to be exercised without payment of any additional consideration and without further action on the part of the holders thereof, to receive one (1) common share in the capital of CTS (the "Underlying Share") and one common share purchase warrant (the "Underlying Warrant"). Each Underlying Warrant entitled the holder thereof to acquire one Underlying Share at a price of \$0.50 per share for a period of thirty-six (36) months following the Listing Date. Each Underlying Share and Underlying Warrant has been exchanged for common shares and warrants (having the same economic terms as the Underlying Warrants) of the Company on a one for one basis pursuant to the Qualifying Transaction.

The proceeds from Subscription Receipt Financing will be used for a royalty buyout (the “Royalty Buy-Out”) from Flow Capital Corp. and Flow Capital US Corp. (collectively “Flow Capital”), strategic acquisitions and general working capital and corporate purposes. In connection with the Royalty Buy-out, amongst other terms and conditions, MEDD Medical Imaging Corp. (“MEDD”) has transferred 3,288,889 Resulting Issuer Shares to Flow Capital resulting in Flow Capital holding an aggregate of 4,400,000 Resulting Issuer Shares representing 10.9% of the outstanding Resulting Issuer Shares on a non-diluted basis while Flow Capital has transferred 1,111,111 Resulting Issuer Warrants to MEDD.

2021

In May 2021, Leveljump closed a non-brokered private placement financing of 10 million units at \$0.15 per unit for gross proceeds of \$1,500,000. Each unit consisted of one common share of Leveljump and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share of Leveljump at an exercise price of \$0.20 until March 31, 2024.

In August 2021, Leveljump Healthcare closed a non-brokered private placement financing of 250,000 common shares at a price of \$0.40 per share for gross proceeds of \$100,000.

The Business Overview of Leveljump Inc.

Leveljump is building a national medical diagnostic imaging company and brand, primarily by providing teleradiology (remote radiology) services to its client hospitals and imaging centers. Additionally, JUMP plans to expand through the acquisition of independent healthcare facilities focused on diagnostic imaging as well as acquiring new disruptive imaging technologies. Leveljump delivers its teleradiology services through its subsidiary CTS and plans to acquire new technology through its subsidiary LJT.

CTS is in the healthcare services business providing teleradiology services to Canadian hospitals. Teleradiology is the process of providing remote off site reading of radiology scans such as CT, MRI, US, and X-ray. Hospital staff scan their emergency room patients, then page a CTS radiologist on call, who can then remotely view, via secured server, the images and diagnose the patient and provide a report back to the hospital.

CTS is retained by either hospitals or radiology groups that work for a hospital, who require help with radiology reading for emergency room patients. CTS will review with the client the workload requirements, the potential workflow of how CTS radiologists will access patient images and how the reporting would occur. Following this, if there is a fit between CTS and the client, CTS will provide a contract. Once the contract is agreed to, CTS will then start to credential a group of radiologists, who are contractors of CTS, and begin any necessary IT configuration, orders and installation that may need to take place. The process from a signed contract with the client, to commencing reporting generally takes 4-6 weeks. Once reporting starts, CTS will provide coverage on seven days a week, 365 days a year basis.

Teleradiology is the next level of patient care that assists small urban and rural hospitals to be connected with 24/7 care, ensuring small communities receive the same care that large urban hospitals receive. CTS has built itself up in the Teleradiology field in Ontario, Canada, servicing over 5% of Ontario hospitals. CTS provides its services to over 30 hospitals throughout Ontario.

CTS has many client hospitals that have retained its services for over ten years. All CTS radiologists are

located and licensed in Canada. CTS primarily focuses on coverage from 5:00 p.m. to 8:00 a.m. on weekdays and 24-hour coverage on weekends and holidays. CTS also supplies weekday service to some hospitals outside of this timeframe. All of CTS's contracts provide for service seven days a week, 365 days a year.

CTS is also used for urgent emergency services, providing a 60-minute turnaround time on emergency cases and 24-hour turnaround on elective work. In cases where a CTS client hospital is a stroke center, CTS will build out and work with the hospital stroke protocol to provide the required 30-minute turnaround time.

CTS radiologists are contractors of CTS, and each is credentialed by the client hospital. The hospital will bill the Ontario Health Insurance Plan, "OHIP" at the end of each month on a per study fee. Radiologists in Ontario are paid per the OHIP Schedule of Benefits and Fees and are entitled to what is referred to as the professional fee "P-fee". All doctors in Ontario are paid this way. The fees are nonnegotiable.

OHIP will then pay the hospitals who collect the money on behalf of the radiologists for CTS. The client will then pay CTS. Approximately 75% of billings are paid within 40 days of month end, and the balance is paid within approximately 75 days.

In some instances, CTS may have other fees beyond that it directly charges to the clients however this makes up less than 2% of total billings.

Market

CTS is primarily focused on the Canadian marketplace. CTS currently supplies its services throughout Ontario and plans to expand by marketing its services in other provinces. As CTS services are supplied remotely, its services can easily be deployed across Canada. The services can also reach any global destination and may be of particular interest in countries that want Canadian board-certified radiologists.

The target market is primarily hospitals' emergency room care. Expansion of marketing efforts will also target elective work at hospitals as well as private imaging centers.

In Canada, the estimated size of the teleradiology markets is approximately 1,000 hospitals. These are hospitals situated in either small urban or rural communities, that are ideal for CTS services.

The marketplace of private clinics that may wish to access CTS services can be estimated at more than double the potential hospital market size. The increasing demand for healthcare and the increasing ability to better diagnose health problems with medical imaging scans has historically increased overtime and that trend is expected to continue.

Governments and hospitals are recognizing teleradiology as an effective and efficient solution to providing quick clinical findings on imaging scans allowing for immediate patient care.

CTS continuously looks for ways to improve workflow, reporting and patient care. By way of example, CTS is currently adopting a system wide service that will allow for full diagnostic imaging reports to be available for hospital ERs in real time. This is especially beneficial to clients that were unable to offer their emergency doctors this service in the past. The new service will also allow CTS to monitor vital statistics for things such as turnaround time, reporting quality and peer review. CTS will work closely with its client

hospitals to continuously provide the latest in technology and reporting improvements.

CTS has been providing its services for over 15 years. Teleradiology is widely accepted and falls within the standards of normal radiology reporting.

CTS must follow certain protocols to ensure that accessing patient information is done in a secure and compliant manner. CTS must be aware of both Federal and Provincial regulations regarding patient confidentiality that may change from time to time.

There is very limited seasonality to the services that CTS provides. Both emergency and elective procedures at hospitals generally occur at a constant rate throughout the year. As such, revenues do not tend to fluctuate significantly based on seasonality.

Business Model

Leveljump's business model is as follows:

- Multi-year contracts featuring automatic renewals with hospitals and medical clinics to provide Teleradiology services
- Hospitals and medical clinics bill the insurance plans (e.g., OHIP) certain fees per radiology scan, which varies according to the scans being conducted
- Upon receipt of payment from insurance plans, which occurs monthly, the hospitals and medical clinics remit fees to Leveljump
- Recurring revenues, long lasting relationships
- Aggressive growth strategy to dominate the marketplace

Future Growth

We have a strategic and thoughtful approach to growth that is focused on profitability over the long term.

While the Company plans to take advantage of organic growth and new client hospital contracts, it will also be looking at acquisitions that may be of strategic importance. Management believes that there is an opportunity for the Company to acquire profitable imaging centres in Canada in 2022.

Our organic growth will be from existing contracts and a combination of marketing and operational focus to increase CTS services to more hospitals in emergency rooms throughout Canada and worldwide.

To attain growth and offer a competitive differentiator in key markets, we will also consider finding new opportunities in both hardware and software spaces as it pertains to imaging. We believe this strategy will offer us a market advantage which will ultimately lead to increased volumes.

The Company has adjusted its business model slightly, to increase its gross margins. This process began in the third quarter of 2020 and accelerating and is expected to be fully implemented sometime in early 2022

The Company is experiencing additional scoping calls for new clients in 2022. Marketing activities are now expanding outside of Ontario right across Canada. The Company is also changing its main software provider, which will once complete will reduce operating costs and improve margins.

The Company is hiring an Investor Relations who's focus of this role going forward is to expand CTS investment opportunities.

The Company will also devote some time through its Leveljump Technologies subsidiary towards finding suitable products and services that fit within the Company business plans and that will impact the provision of healthcare in the future.

Competition

The main competitor to Leveljump is a another teleradiology company based in Ontario. They provide emergency reporting services in similar fashion to Leveljump in Ontario. Other competitors would include local private radiology groups; however, they generally only provide services to private clinics in Ontario and only during daytime hours. There is another similar company that provides teleradiology in Alberta and Saskatchewan. It is believed, however, that the bulk of their services is for their private clinics and daytime work.

Competitors generally work on a similar model. It is believed that the main competitor to Leveljump charges higher start-up and on-going fees. Leveljump does not, however, have access to their pricing guide.

Entry into the marketplace is not easy. New competition would most likely derive from existing Canadian radiologists that may put a working group together to bid on client hospitals.

Employees

Leveljump currently has five (5) full-time employees. In addition, we have approximately 40 radiologists that work for Leveljump as independent contractors.

Risk Factors

The following specific factors could materially adversely affect us and should be considered when deciding whether to make an investment in Leveljump and the Common Shares. The risks and uncertainties described in this Annual Information Form and the information incorporated by reference herein are those we currently believe to be material, but they are not the only ones we face. If any of the following risks, or any other risks and uncertainties that we have not yet identified or that we currently consider not to be material, occur, or become material risks, our business, prospects, financial condition, results of operations and cash flows and consequently the price of the Common Shares could be materially and adversely affected. In all these cases, the trading price of the Common Shares could decline, and prospective investors could lose all or part of their investment.

Risks Related to Our Business and Industry

Business and operations may be adversely affected by the recent Coronavirus (COVID-19) outbreak or other similar outbreaks.

Any outbreaks of contagious diseases, including the recent outbreak of the COVID-19 that was first detected in Wuhan, China in December 2019 and which has since spread to the jurisdictions in which we operate, and other adverse public health developments in jurisdictions where we operate, could have a material and adverse effect on our business, financial condition, and results of operations. These effects could include disruptions or restrictions to our client hospitals businesses, including disruptions to cash flow and/or temporary closures of their locations or operations. These events could materially and adversely affect our business and financial results. In addition, COVID-19 has become a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could affect our ability to obtain financing for its business and operations. The extent to which COVID-19 will impact our business and financial results will depend on future developments, which are highly uncertain and cannot be predicted. Such developments may include the geographic spread of the virus, the severity of the disease, the duration of the outbreak, the actions that may be taken by various governmental authorities in response to the outbreak and the possible impact on the Canadian or global economy. As a result, at the time of this filing, it is impossible to predict the overall impact of COVID-19 on CTS's business, liquidity, capital resources and financial results.

History of losses and negative operating cashflows

We have a history of losses since inception. We will incur further expenses in the expansion of its business. Although we intend to generate profit and positive operating cashflows as it grows, there are no guarantees that it will be able to do so.

Our strategy to grow our business through acquisitions is subject to significant risks.

A key component of our strategy to grow our business is to complete additional outpatient diagnostic imaging center acquisitions to expand our product range and increase our revenues. Accordingly, we will be dependent upon our ability to enter into acquisition agreements that we believe are consistent with our business strategy. Risks in acquiring new outpatient diagnostic imaging centers include: (a) our ability to locate new centers that are attractive and complement our business; and (b) our ability to acquire these centers at attractive acquisition prices. We also face competition from other outpatient diagnostic imaging companies in acquiring outpatient diagnostic imaging centers, which makes it more difficult to

find attractive products on acceptable terms. Accordingly, we may not be able to acquire rights to additional outpatient diagnostic imaging centers on acceptable terms, if at all. Further, we may not be able to obtain future financing for new acquisitions on acceptable terms, if at all. Our inability to complete acquisitions of additional outpatient diagnostic imaging centers could limit the overall growth of our business.

Our failure to integrate the businesses we acquire successfully and on a timely basis could reduce our profitability.

We may never realize expected synergies, business opportunities and growth prospects in connection with our acquisitions. We may experience increased competition that limits our ability to expand our business. We may not be able to capitalize on expected business opportunities, assumptions underlying estimates of expected cost savings may be inaccurate, or general industry and business conditions may deteriorate. In addition, integrating operations will require significant efforts and expenses on our part. Personnel may leave or be terminated because of an acquisition. Our management may have its attention diverted while trying to integrate an acquisition. If these factors limit our ability to integrate the operations of an acquisition successfully or on a timely basis, our expectations of future results of operations, including certain cost savings and synergies because of the acquisition, may not be met. In addition, our growth and operating strategies for a target's business may be different from the strategies that the target company pursued prior to our acquisition. If our strategies are not the proper strategies, it could have a material adverse effect on our business, financial condition, and results of operations.

Future Capital Needs and Uncertainty of Additional Financing

We currently anticipate that expected cash on hand as of the Effective Date will be sufficient to meet its presently anticipated working capital and capital expenditure requirements over the next 12 months. However, we may need to raise additional funds to support more rapid expansion, marketing expenses, technology investments and the funds to operate as a public company. There is no assurance that we will be successful in obtaining the required financing for these or other purposes, including for general working capital. There can be no assurance that such additional funding, if needed, will be available on terms attractive to us or at all. Furthermore, any additional equity financing may be dilutive to shareholders and debt financing, if available, may involve restrictive covenants. If additional funds are raised through the issuance of equity securities, the percentage ownership of the shareholders will be reduced, shareholders may experience additional dilution in net book value per share, or such equity securities may have rights, preferences, or privileges senior to those of the holders of the common shares. If adequate funds are not available on acceptable terms, we may be unable to develop or enhance its business, take advantage of future opportunities, or respond to competitive pressures, any of which could have a material adverse effect on our business, financial condition, and operating results.

Liquidity Risk.

Liquidity risk is the risk the Company will encounter difficulty in raising funds to meet its financial commitments. The Company is exposed to liquidity risk mainly with respect to its credit facilities. The Company seeks to ensure that there is sufficient liquidity to meet its short-term business requirements, considering its anticipated cash flows from operations and its holdings of cash.

We may be unsuccessful in evaluating material risks involved in completed and future investments which could impact our ability to realize the expected benefits from future investments and acquisitions.

We regularly review investment opportunities and, as part of the review, conduct business, legal and financial due diligence with the goal of identifying and evaluating material risks involved in any particular transaction. Despite our efforts, we may be unsuccessful in ascertaining or evaluating all such risks. Financial insight into our previously acquired companies or financial due diligence in respect of potential targets may be limited considering the availability of financial information. As a result, we may not realize the intended advantages of any given investment and may not identify all the risks relating to the investment. If we fail to realize the expected benefits from one or more investments, or do not identify all the risks associated with a particular investment, our business, results of operations and financial condition could be adversely affected.

We experience competition from other outpatient diagnostic imaging companies and hospitals, and this competition could adversely affect our revenue and business.

The market for outpatient diagnostic imaging services is highly competitive. We compete principally based on our reputation, our ability to provide multiple modalities at many of our centers, the location of our centers, 24/7 service, and the quality of our outpatient diagnostic imaging services. We compete locally with groups of radiologists, established hospitals, clinics and other independent organizations that own and operate imaging equipment. Some of our competitors may now or in the future have access to greater financial resources than we do and may have access to newer, more advanced equipment. In addition, some physician practices have established their own outpatient diagnostic imaging centers within their group practices and compete with us. We are experiencing increased competition because of such activities, and if we are unable to successfully compete, our business and financial condition would be adversely affected.

If software that we incorporate into our services were to become unavailable or no longer available on commercially reasonable terms, it could adversely affect the sales of our services, which could disrupt the business and harm our financial results.

Some services rely on software developed and maintained by third-party software vendors. We also expect that it may incorporate software from third-party vendors and open-source software in its future services. Our business may be disrupted if this software, or functional equivalents of this software, were either no longer available to or no longer offered to it on commercially reasonable terms. In either instance, we would either be required to redesign services to function with alternate third-party software or open-source software, or we may need to develop these components itself, which could result in increased costs and could result in delays in providing future services; furthermore, we might be forced to limit the features available in its current or future services offerings.

Material defects or errors in our technology infrastructure could harm our reputation, result in significant costs, and impair its ability to sell its services.

Software used by us can contain errors, defects, security vulnerabilities or software bugs that are difficult to detect and correct, particularly when first introduced. Despite internal testing, our technology may contain serious errors or defects that cause performance problems or service interruptions, security vulnerabilities or software bugs that we may be unable to successfully correct in a timely manner, or at all.

Ability to Generate Profits

There can be no assurance that we will generate net profits in future periods. Further, there can be no assurance that we will be cash flow positive in future periods. If we fail to achieve profitability in future periods, the value of our Shares may decline. In addition, if we are unable to achieve or maintain positive cash flows, we would be required to seek additional funding, which may not be available on favourable terms, if at all.

We may not receive payment from some of our healthcare provider customers because of their financial circumstances or other contractual or legal disputes.

Some of our healthcare provider customers do not have significant financial resources, liquidity, or access to capital. If these customers experience financial difficulties or if there arises a contractual or other legal dispute to which they are party, they may be unable to pay us for the equipment and services that we provide. A significant deterioration in general or local economic conditions could have a material adverse effect on the financial health of certain of our healthcare provider customers. As a result, we may have to increase the amounts of accounts receivable that we write-off, which would adversely affect our financial condition and results of operations.

Our policies regarding allowances for doubtful accounts may negatively impact our financial results in future fiscal periods.

We cannot ensure that our allowances for doubtful accounts will not exceed the estimates, which could have a material adverse effect on our results of operations, financial condition, and cash flows. Market rate fluctuations could adversely affect our results of operations. We may be subject to market risk through the risk of loss of value in our portfolios resulting from changes in interest rates, foreign exchange rates, credit spreads, and equity prices. We are required to mark to market our held-for-trading investments at the end of each reporting period, to the extent we own any such investments. This process could result in significant write-downs of our investments over one or more reporting periods, particularly during periods of overall market instability, which could have a significant unfavourable effect on our financial position.

Management of Growth

We have recently experienced, and may continue to experience, growth in the scope of its operations. This growth has resulted in increased responsibilities for existing personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. To manage its current operations and any future growth effectively, we will need to continue to implement and improve its operational, financial and management information systems, as well as hire, manage and retain its employees and maintain its corporate culture including technical and customer service standards. There can be no assurance that we will be able to manage such growth effectively or that its management, personnel, or systems will be adequate to support our operations.

Our inability to maintain effective internal controls over financial reporting could increase the risk of an error in our financial statements.

Our senior management is responsible for establishing and maintaining adequate internal controls over financial reporting. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

statements for external purposes in accordance with IFRS. Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives due to its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is therefore subject to error, collusion, or improper override. Given such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis, and although it is possible to incorporate into the financial reporting process safeguards to reduce this risk, they cannot be guaranteed to eliminate it. If we fail to maintain effective internal control over financial reporting, then there is an increased risk of an error in our financial statements that could result in us being required to restate previously issued financial statements at a later date.

Reliance on Key Personnel

Our future growth and its ability to develop depend, to a significant extent, on its ability to attract and retain highly qualified personnel. We will rely on a limited number of key employees, consultants and members of senior management and there is no assurance that we will be able to retain such key employees, consultants, and senior management. The loss of one or more of such key employees, consultants, or members of senior management, if not replaced, could have a material adverse effect on our business, financial condition, and prospects.

Our development is dependent upon its ability to attract and retain key personnel, particularly the services of Mitchell Geisler and Robert Landau. The loss of the services of Messrs. Geisler or Landau could have a materially adverse impact on our business. There can be no assurance we can retain its key personnel or that it can attract and train qualified personnel in the future.

We must attract and retain highly qualified managerial, financial, and technological personnel. Competition for highly skilled technical and financial personnel is extremely intense. We may not be able to hire and retain these personnel at compensation levels consistent with its existing compensation and salary structure. Many of the companies with which it competes for experienced employees have greater resources than it has and may be able to offer more attractive terms of employment. In addition, we invest significant time and expense in training its employees, which increases their value to competitors who may seek to recruit them. If we fail to retain its employees, it could incur significant expenses in hiring and training their replacements and the quality of its services and its ability to serve its users could diminish, resulting in a material adverse effect on its business.

Regulatory Requirements

Governmental regulation may affect our activities and we may be affected in varying degrees by government policies and regulations. Any changes in regulations or shifts in political conditions are beyond our control and may adversely affect our business.

Permits and Licenses

Our operations may require licenses and permits from various governmental authorities in the future. There can be no assurance that we will be able to obtain all necessary licenses and permits that may be required.

If we infringe on the intellectual property rights of third parties, it may be subject to costly disputes or indemnification obligations that could adversely impact our business, financial condition, or results of our operations.

We cannot assure our shareholders that our activities will not infringe on patents, trademarks or other intellectual property rights owned by others. If we are required to defend ourselves against intellectual property rights claims, we may spend significant time and effort and incur significant litigation costs, regardless of whether such claims have merit. If we are found to have infringed on the patents, trademarks, or other intellectual property rights of others, we may also be subject to substantial claims for damages or a requirement to cease the use of such disputed intellectual property, which could have an adverse effect on our operations. Such litigation or claims and the consequences that could follow could distract management from the ordinary operation of our business and could increase costs of doing business, resulting in a negative impact on our business, financial condition, or results of our operations.

Risk of System Failure or Inadequacy

Our operations will be dependent on our ability to maintain our equipment in effective working order and to protect our systems against cyber security breaches, damage from fire, natural disaster, power loss, telecommunications failure, or similar events. Security procedures implemented by us are technical and complex, and we depend on the security procedures to protect the storage, acceptance, and distribution of data. Our security procedures may not protect against all errors, software flaws (i.e., bugs) or vulnerabilities. Defects in the security procedures may only be discovered after a failure in our security procedures. While we will continually review and seek to upgrade our technical infrastructure and provide for certain system redundancies and backup power to limit the likelihood of systems overload or failure, any damage, failure, or delay that causes interruptions in our operations could have a material and adverse effect on our business.

Litigation Risks

Our business may become susceptible from time to time to various legal claims, including class action claims, during its operations or with respect to the interpretation of existing agreements. Any future claims or litigation could have a material adverse effect on our business and our profitability.

If the security of our clients' confidential information stored in our systems is breached or otherwise subjected to unauthorized access, users' secure information may be stolen, our reputation may be harmed, and it may be exposed to liability.

Our PACS platform stores its users' health information and other personally identifiable sensitive data. Any accidental or willful security breaches or other unauthorized access could cause clients' secure information to be stolen and used for criminal purposes. Security breaches or unauthorized access to secure information could also expose us to liability related to the loss of the information, time-consuming and expensive litigation, and negative publicity. If security measures are breached because of third-party action, employee error, malfeasance or otherwise, or if design flaws in its licensed software is exposed and exploited, and, as a result, a third party or disaffected employee obtains unauthorized access to any of its clients' data, our relationships with our users will be severely damaged and it could incur significant liability. Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until they are launched against a target, our company and our third-party hosting facilities may be unable to anticipate these techniques or to implement adequate preventative measures. Any security breach, whether actual or perceived, could harm our reputation and could result in the loss of users.

Market Price and Volatile Securities Markets

If in an active public market our Shares does not develop, the liquidity of an investor's investment in our Shares may be limited and the share price may decline. Worldwide securities markets have been experiencing a high level of price and volume volatility and market prices of securities of many companies have experienced unprecedented declines in prices which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Market forces may render it difficult or impossible for us to secure purchasers to purchase securities at a price which will not lead to severe dilution to existing shareholders, or at all. In addition, shareholders may realize less than the original amount invested on dispositions of our Shares during periods of such market price decline.

We have no immediate plans to pay regular dividends on our Shares, so shareholders may not receive funds without selling their Shares.

We do not currently have plans to pay regular dividends our Shares. Any declaration and payment of future dividends to holders of our Shares will be at the sole discretion of our Board and will depend on many factors, including the financial condition, earnings, capital requirements, level of indebtedness, statutory and contractual restrictions applying to the payment of dividends and other considerations of Leveljump that our Board deems relevant.

Professional Liability

We may be subject to professional liability risks which could be costly and negatively impact its business and financial results. To protect against possible professional liability, we plan to maintain professional liability insurance with coverage that we believe is consistent with industry practice and appropriate considering the risks attendant to our business. However, if we are unable to maintain insurance in the future at an acceptable cost or at all or if the insurance does not fully cover us and a successful claim was made against us, we could be exposed. Any claim made against us that is not fully covered by insurance could be costly to defend against, could result in a substantial damage award against us, and divert the attention of management from operations, which could have an adverse effect on the assets and financial performance.

Healthcare Reform Legislation

Reforms in the legislation governing the healthcare industry could limit the prices that we can charge for our services, which would reduce our revenues and harm our operating results. In addition to extensive existing government healthcare regulation, there could be initiatives at the federal and provincial levels for reforms affecting the payment for and availability of diagnostic healthcare services. Limitations on reimbursement amounts and other cost containment pressures could result in a decrease in the revenue received for each scan performed. It is not clear at this time what proposals, if any, will be adopted or, if adopted, what effect these proposals would have on the business.

Shortage of Radiologists

As we expand our operations, we may encounter difficulty in securing the necessary professional medical and support staff to support our expanding operations. Any shortage in the number of radiologists in Ontario may affect our ability to adequately fulfill its demand and provide its clients with adequate services, which may adversely affect the business, financial condition, and results of operations.

Reliance on Contracts with Key Customers

Revenues attributable to our business is dependent upon certain significant customers. There can be no

assurance that our contracts with these key customers will be renewed or that our services will continue to be utilized by those key customers. There could be material adverse effects on the businesses if a key hospital or healthcare practitioner does not renew their contracts with us or elects to terminate their contracts with us in favour of another service provider. Furthermore, there is no assurance that any new agreement or renewal entered by us with our customers will have terms like those contained in current arrangements, and the failure to obtain those terms could have an adverse effect on our business.

Factors which may Prevent Realization of Growth Targets

We are still developing and growing our business. There is a risk that these additional objectives will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors and the following:

- non-performance or failure of technology from third party contractors
- developing technology is subject to change
- new competition
- inability to acquire sufficient financing to fund operations
- cyber-attacks or failure with respect to the PACS systems
- increases in radiologists or other independent contractor costs
- litigation from radiologists or operator errors; and
- inability to attract enough qualified radiologists

As a result, there is a risk that we may not have sufficient capacity to meet the anticipated demand or to meet future demand when it arises.

Dividends and Distribution

Leveljump has not declared or paid any dividends on our Common Shares since the date of our amalgamation or incorporation. The Company intends to retain its earnings, if any, to finance the growth and development of its business and does not expect to pay dividends or to make any other distributions in the near future. The Board will review this policy from time to time having regard to the Company's financing requirements, financial condition and other factors considered to be relevant.

Description of Capital Structure

The authorized share capital of Leveljump consists of an unlimited number of common shares. As of December 31, 2021, 59,923,197 common shares are issued and outstanding as fully paid and non-assessable.

Subject to the provisions of the CBCA, holders of Leveljump Shares will be entitled to receive notice of and to attend all meetings of the Leveljump Shareholders and shall have one vote, in person or by proxy, for each Leveljump Share held at all meetings of the Leveljump Shareholders. Leveljump Shareholders are entitled to (a) receive any dividends as and when declared by the Leveljump Board out of the assets of Leveljump 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 (b) receive the remaining property of Leveljump (after payment of all outstanding debts) in the event of any liquidation, dissolution or winding-up of Leveljump. The holders of Leveljump Shares have no pre-emptive, redemption or conversion rights.

On January 22, 2021, Haywood Securities exercised their 125,000 broker warrants at an exercise price of \$0.18 per share.

On February 8, 2021, 125,000 units, consisting of 1 common share and 1 warrant to purchase a common share at a price of \$0.20 good until March 31, 2024, in exchange for debt of \$37,500.

On March 11, 2021, 44,444 options were exercised for gross proceeds of \$8,000

On May 12, 2021, 10,000,000 units consisting of 1 common share and 1 warrant to purchase a common share at a price of \$0.20 good until March 31, 2024, were issued as part of a non-brokered private placement for proceeds of \$1,500,00. The fair value of the warrants granted is estimated at \$1,080,000 using the Black-Scholes model for option pricing. The assumptions underlying the fair value of the share purchase options were as follows: risk free interest rate – 0.27%; dividend yield – 0%; expected stock volatility – 90% and a warrant life – 3 years.

On June 9, 2021, 2,000 shares were issued to employees in exchange for \$800 of bonuses.

On August 5, 2021, 250,000 shares were issued to an accredited investor at a price of \$0.40 per share for total proceeds of \$100,000.

On September 13, 2021, 350,000 units, consisting of 1 common share and 1 warrant, good to purchase a common share at an exercise price of \$0.21 per share with an expiry of December 31, 2023, were issued at a deemed value of \$73,500. The units were issued in exchange for 24.5% ownership interest in each of Shaw Lens Inc. and Shaw Vision Inc.

On November 24, 2021, 2,494,576 units, consisting of 3 common shares and 1 warrant, to purchase a common share at an exercise price of \$0.35 per share with an expiry date of December 31, 2023, were issued at a deemed value of \$1,047,722. The units were issued in exchange for 2,494,576 shares of Real Time Medical.

On December 10, 2021, 392,875, units consisting of 3 common share and 1 warrant, to purchase a common share at an exercise price of \$0.35 per share with an expiry date of December 31, 2023, were issued at a deemed value of \$123,756. The units were issued in exchange for 392,875 shares of Real Time Medical.

Below is a summary of the capital structure as of December 31, 2021.

	Amount
Common Shares	59,923,197
Warrants	23,424,073
Options	9,454,890
Broker Warrants	696,040
Fully Diluted	93,498,200

Common Shares

Leveljump Inc. is authorized to issue an unlimited number of common shares without par value of which, as of December 31, 2021, 59,923,197 common shares are issued and outstanding and as of the date of this report 78,196,561 are issued and outstanding. The common shares do not carry any pre-emptive subscriptions, redemption, retraction, conversion, or exchange rights, nor do they contain any sinking of purchase fund provisions. Further, Leveljump share have the following rights, privileges, restrictions, and conditions:

- Holders of the Common Shares shall be entitled to receive notice of, and to vote at every meeting of the Leveljump Shareholders and shall have one vote thereat for each Leveljump Share held;
- The Holders of the Common Shares shall be entitled to receive such dividends as the board of directors of Leveljump may from time to time, by resolution, declare; and
- In the event of liquidation, dissolution or winding up of Leveljump or upon distribution of the assets of Leveljump among shareholders being made (other than by way of dividend out of monies properly applicable to the payment of dividends), the holder of Common Shares shall be entitled to share pro rata.

The Common Shares carry no other special rights and restrictions other than as described herein.

Market for Securities

Trading Price and Volume

The Common Shares are listed for trading on the TSXV under the symbol "JUMP" (in Canadian dollars). The following table shows the monthly range of high and low prices per Common Share at the close of market on the TSXV under the "JUMP" symbol as well as total monthly volumes of the Common Shares traded on the TSXV under that symbol for Fiscal 2021:

Month and Year	High	Low	Volume
January 2021	0.63	0.35	8,089,847
February 2021	0.42	0.33	2,618,689
March 2021	0.38	0.26	2,119,646
April 2021	0.27	0.19	2,262,701
May 2021	0.34	0.19	2,493,771
June 2021	0.43	0.32	2,367,888
July 2021	0.36	0.24	529,707
August 2021	0.29	0.20	742,533
September 2021	0.21	0.12	3,202,356
October 2021	0.26	0.17	1,089,237
November 2021	0.20	0.14	1,679,170
December 2021	0.15	0.10	1,522,736

The Company has 23,424,073 warrants listed on the TSXV under the symbol “JUMP.WT” (in Canadian dollars).

Prior Sales

The only securities the Company has outstanding which are not listed or quoted on the marketplace are stock options granted under the Company’s stock option plan. The following stock options are outstanding and excisable as at December 31, 2021:

Expiry date	Exercise price (\$)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)
03-May-22	0.45	0.34	50,000	50,000
06-Dec-22	0.18	0.93	47,222	47,222
06-Dec-22	0.45	0.93	916,668	916,668
21-Dec-23	0.45	1.97	2,845,000	2,845,000
21-Dec-23	0.20	1.97	1,000,000	166,667
21-Dec-23	0.35	1.97	96,000	16,000
31-Dec-23	0.20	2.00	900,000	75,000
31-Dec-25	0.30	4.00	3,600,000	-
	0.31	2.26	9,454,890	4,611,557

Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer

The following shows the number of common shares held, to our knowledge, in escrow or that are subject to contractual restrictions on transfer as of December 31, 2021:

Designation of Class	Number of Securities to Contractual Restriction on Transfer	Percentage of Class
Common	7,318,750	9.4%

The depository of these common shares is Odyssey Trust Company. The release of these shares will be on May 10, 2022.

Directors and Officers

Name, Province or State and Country of Residence	Current Office(s) with the Company	Office(s) held Since	Principal Occupation During the Previous Five Years
Mitch Geisler, ON, Canada	Chief Executive Officer, Chairman	2020	CEO of CTS since 2015; President, CEO, and director of Leveljump Healthcare Corp. since 2020
Rob Landau, ON, Canada	Chief Financial Officer, Director	2020	CFO of CTS since 2019; CFO of Leveljump Healthcare Corp. since 2020; President of Leveljump Inc. since 1999
Gary Prihar, ON, Canada	Director	2021	Healthcare business consultant to private industry
Richard Jagodnik, QC, Canada	Director	2021	Vice President of Accounting for private industry
Jackie Glazer	Director	2021	CFO for private industry

Each director elected will hold office until the conclusion of the next annual general meeting of the Company at which a director is elected, unless the director's office is vacated earlier in accordance with the Articles of the Company or the provisions of the BCA (Canada).

Ownership and Interest

As of December 31, 2021, our directors, and the above-named executive officers, as a group, beneficially owned, Controlled or directed, directly or indirectly:

- (a) 25,093,375 (or 32.09%) of our issued and outstanding Common Shares; and
- (b) 32,593,375 (or 26.27%) of the voting power attached to all the issued and outstanding Common Shares on a fully diluted basis.

Cease Trade Orders

To the knowledge of the Company, no director or executive officer of the Company (nor any personal holding company of any of such individuals) is, as of the date hereof, or was within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company), that:

(a) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "Order"), that was issued while the individual was acting in the capacity as a director, chief executive officer or chief financial officer; or

(b) was subject to an Order that was issued after the individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that individual was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

To the knowledge of the Company, no director or executive officer of the Company or shareholder holding enough securities to affect materially the Control of the Company (nor any personal holding company of any of such individuals):

(a) is, as of the date hereof, or has been within the ten years before the date hereof, a director or executive officer of any company (including the Company) that, while that individual was acting in that capacity, or within a year of that individual 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; or

(b) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

To the knowledge of the Company, no director or executive officer of the Company or shareholder holding enough securities to affect materially the Control of the Company (nor any personal holding company of any of such individuals) has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision

Conflicts of Interest

There are no material conflicts of interest between the Company or any of its subsidiaries and any director or officer of the Company or any of its subsidiaries.

The directors and officers of CTS are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and the laws requiring disclosure by directors and officers of conflicts of interest. CTS will rely upon such laws in respect of any such conflict of interest or in respect of any breach of duty by any of its directors or officers. All such conflicts are required to be disclosed by such directors or officers in accordance with the CBCA and the directors of CTS are required to govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Audit Committee

Our Audit Committee consists of three directors, two of whom are persons determined by our Board to be independent directors and all of whom are financially literate within the meaning of National Instrument 52-110 — Audit Committees (“NI 52-110”). Our Audit Committee is comprised of Jackie Glazer, who acts as chair of this committee, Richard Jagodnik, and Robert Landau. In addition to each member’s general business experience, each of our Audit Committee members understands the accounting

principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as an understanding of the internal controls and procedures necessary for financial reporting. The education and experience of each Audit Committee member is as follows:

Richard Jagodnik

Richard is an alumni of the John Molson School of Business, at Concordia University, with a major in Accounting and received his CA designation in 1994. he has had over 10 years of audit experience, followed by 20 years of being a controller and CFO for private corporations with annual revenues ranging from \$20 million to in excess of \$100 million.

Jackie Glazer

Jackie has over 20 years of experience as a business partner and advisor on leadership teams in a number of industries. Jackie has held roles in public and private companies, leading finance and operations through periods of growth through acquisitions, as well as organically. Jackie has managed recapitalizations of companies at various stages of development. She has experience spanning financial services, healthcare and manufacturing with a deep understanding of business strategy and management. Jackie holds a CPA CA designation earned in 1998 after graduating from the University of British Columbia.

Robert Landau

Rob has been working as a consultant to CTS since 2009 and became its CFO in 2019. He has advised on its operational growth and accounting matters. Rob has many years of experience with corporate finance and structuring, corporate accounting and auditing as well as working with start-up companies. Rob has a Bachelor of Commerce degree from the University of Toronto specializing in Actuarial Science and Corporate Finance.

Audit Committee

In the form set forth in the attached Appendix A, our Board has adopted a written charter which outlines the purpose, composition, authority, and responsibility of our Audit Committee, consistent with NI 52-110. The Audit Committee will assist our Board in discharging its oversight of:

- the quality and integrity of our financial statements and related information
- the independence, qualifications, and appointment of our external auditor
- our disclosure controls and procedures, internal control over financial reporting and management's responsibility for assessing and reporting on the effectiveness of such controls
- our risk management processes
- monitoring and periodically reviewing our whistleblower policy
- transactions with our related parties

Our Audit Committee has access to all our books, records, centers, and personnel and may request any information about us as it may deem appropriate. It also has the authority, in its sole discretion and at our expense, to retain and set the compensation of outside legal, accounting, or other advisors as necessary

to assist in the performance of its duties and responsibilities. Our Audit Committee also has direct communication channels with the Chief Financial Officer and Corporate Secretary.

External Auditor Service Fees

During Fiscal 2021 and Fiscal 2020, we have been invoiced regarding the following fees to our external auditor, Clearhouse LLP:

	Fiscal Year 2021 (\$)	Fiscal Year 2020 (\$)
Audit Fees	\$40,000	\$31,000
Other Fees – Quarterly Reviews	\$5,348	\$13,400
Total Fees Paid	\$45,348	\$44,400

Legal Proceedings and Regulatory Actions

We are, from time to time, involved in legal proceedings, regulatory actions and investigations of a nature considered normal to our business. We believe that none of the litigation in which we are currently involved or have been involved since the beginning of the most recently completed financial year, individually or in the aggregate, is material to our consolidated financial condition or results of operations, nor are any such proceedings known by us to be contemplated. See further discussion under “Risk Factors” above.

Interests of Management and Others in Material Transactions

There are no material interests, direct or indirect, of any of our directors or executive officers, any Shareholder that beneficially owns or Controls or directs (directly or indirectly) more than 10% of any class or series of our outstanding voting securities, or any associate or affiliate of any of the foregoing persons, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect us or any of our subsidiaries.

Transfer Agent and Registrar

The transfer agent and registrar for the Common Shares is Odyssey Trust Company at its principal offices in Calgary, Alberta.

Material Contracts

The only material contracts entered by Leveljump in the last two years (other than contracts entered in the ordinary course of business) include:

- (a) the Business Combination Agreement dated July 15, 2020, between Good2Go2, 12199483 Canada Inc. and CTS as amended by amending agreements dated October 28 and October 30, 2020 extending the termination date of the Business Combination Agreement to November 30, 2020 and revising the Consolidation ratio to 1.8 to 1;
- (b) the Agency Agreement dated October 30, 2020, between CTS, Good2Go2 and the Agent;
- (c) the Warrant Indenture dated October 30, 2020, between Good2Go2, CTS and TSX Trust;

- (d) an Employment Agreement dated November 23, 2021, between Mitchell Geisler and Leveljump;
- (e) a Consulting Agreement dated November 23, 2021, between Leveljump Inc. and Leveljump;
- (f) a Share Purchase Agreement between Joe Tambasco, Kente X-ray and Ultrasound Ltd. and CTS;
- (g) a Share Purchase Agreement between Joe Tambasco, Belleville X-ray & Ultrasound Ltd. and CTS;
- (h) an Asset Purchase Agreement between Joe Tambasco, Cobourg X-ray & Ultrasound Ltd. and CTS;
- (i) a Share Purchase Agreement between Sheryl Campbell and Leveljump for the purchase of shares of Shaw Vision Inc and Shaw Lens Inc;
- (j) a Share Purchase Agreement between Telehospital Corp. and Leveljump;
- (k) a Loan Agreement with TD Canada Trust and Leveljump.

Interests of Experts

The Company's auditor is Clearhouse LLP, located at 2560 Matheson Blvd E, Unit 527, Mississauga, Ontario and has prepared audit reports for Leveljump for 2021.

Clearhouse LLP has informed Leveljump that it is independent with respect to the Resulting Issuer within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

Additional Information

Additional financial information including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under the equity compensation plans is contained in the Company's information circular for its most recent annual meeting of security holders that involved the election of directors. Further information is provided in the Company's audited annual consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations for Fiscal 2021.

Additional information relating to the company may be found on SEDAR at www.sedar.com

Compensation Philosophy

Leveljump strives to attract the necessary management talent to help it achieve its short and long-term goals. Compensation for employees consists of two main elements.

- Base Salary: Strong base salaries are necessary to attract high quality employees to Leveljump. The levels are determined by the CEO based on his knowledge of market conditions, considering each individual's specific skillset, experience, and contributions to the company. These salary levels are set such that paying them would not be detrimental to financial health of the company.
- Annual Bonus: An annual bonus as set as a percentage of the Base Salary or a predetermined

amount as per employment agreements with each employee marked to pre-determined annual goals for the employee.

Compensation Governance

Compensation of directors and executive offices is determined through regular, transparent discussions held throughout the year by the compensation committee. For the year ended December 31, 2021, the members of the compensation committee included Mitchell Geisler and Robert Landau.

Appendix A: AUDIT COMMITTEE CHARTER

LEVELJUMP INC.

I. CONSTITUTION AND PURPOSE

The audit committee (the “**Committee**”) has been established by resolution of the board of directors (the “**Board**”) of Leveljump. (the “**Company**”) for the purpose of assisting the Board in fulfilling its oversight responsibilities in relation to the accounting and financial reporting processes of the Company, audits of the financial statements of the Company, review of the Company’s systems of internal controls and in relation to risk management matters including:

- a) the review of the annual and interim financial statements of the Company;
- b) the integrity and quality of the Company’s financial reporting and systems of internal control, and financial risk management;
- c) the Company’s compliance with legal and regulatory requirements;
- d) the qualifications, independence, engagement, compensation and performance of the Company’s external auditors (the “**Company’s Auditors**”); and
- e) the exercise of the responsibilities and duties set out in this charter (the “**Charter**”).

II. COMPOSITION

The members of the Committee shall be appointed by the Board from amongst the directors of the Company (the “**Directors**”) and shall be comprised of not less than three members. A majority of the members of the Committee shall be “independent”, as that term is defined in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

All members of the Committee shall be “financially literate”, as such term is defined in NI 52-110 or shall acquire within a reasonable time following appointment to the Committee, the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed or ceases to be a member of the Board. The Board shall fill vacancies in the Committee by appointment from among the members of the Board. If a vacancy exists on the Committee, the remaining members shall exercise all its powers so long as a quorum remains in office. The Board shall appoint a chair for the Committee from its members (the “**Chair**”). If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

No Director who serves as board member of any other company shall be eligible to serve as a member of the Committee unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Determinations as to whether a particular Director satisfies the requirements for membership on the Committee shall be made by the corporate governance committee of the Board. No member of the Committee shall receive from the Company or

any of its affiliates any compensation other than the fees to which he or she is entitled as a Director of the Company or a member of a committee of the Board. Such fees may be paid in cash and/or shares, options or other in-kind consideration ordinarily available to Directors.

III. MEETING PROTOCOLS

The Committee shall meet at least once every quarter and shall meet at such other times during each year as the Chair of the Committee deems appropriate. The Chair of the Committee, any member of the Committee, the Company's Auditors, the Chairman of the Board, the Chief Executive Officer ("CEO") or the Chief Financial Officer ("CFO") may call a meeting of the Committee by notifying the Company's corporate secretary, who will notify the members of the Committee. A majority of members of the Committee shall constitute a quorum.

At least five days' notice of any meeting of the Committee shall be given in writing to each member of the Committee by any means of transmitted or recorded communication that produces a written copy, including by email. Notice may be waived or shortened with the consent of all the members of the Committee. Attendance by a member at a meeting notwithstanding any failure to give notice in accordance with this Charter shall be deemed to constitute waiver of notice of such meeting by such member. Notice of each meeting of the Committee shall also be given to the Chairman of the Board, the CEO, and CFO of the Company, and the Company's Auditors.

The Chairman of the Board, the CEO and CFO of the Company, if invited by the Chair of the Committee, attend and speak at meetings of the Committee. Other Board members shall also, if invited by the Chair of the Committee, have the right of attendance. A representative of the Company's Auditors shall have the right to attend and speak at any meeting of the Committee and may attend if invited by the Chair of the Committee, in either case at the expense of the Company.

The Committee may also invite any other officers or employees of the Company, legal counsel, the Company's financial advisors and any other persons to attend meetings and give presentations with respect to their area of responsibility, as considered necessary by the Committee.

At least quarterly, representatives of the Company's Auditors shall meet the Committee without any of the executive Directors or other members of management in attendance, except by invitation of the Committee.

The Committee shall at each meeting appoint one of its members or any other attendee to be the secretary of the Committee.

Every question at a Committee meeting shall, if necessary, be decided by a majority of the votes cast.

Subject to any statutory or regulatory requirements or the articles and by-laws of the Company, the Committee shall fix its own procedures at meetings, maintain minutes or other records of its proceedings in sufficient detail to convey the substance of all discussions held and report to the Board at the next meeting of the Board. The minutes of the Committee's meetings shall be tabled at the next meeting of the Board.

The Committee shall prepare a report to shareholders or others, concerning the Committee's activities in the discharge of its responsibilities, when and as required by the by-laws of the Company or applicable laws or regulations.

The Chair of the Committee shall be available at the annual general meeting of the Company to respond to any shareholder questions on the activities and responsibilities of the Committee.

IV. AUTHORITY

The Committee is authorized by the Board to:

- a) investigate any matter within its Charter;
- b) have direct communication with the Company's Auditors;
- c) seek any information it requires from any employee of the Company; and
- d) retain, at its discretion, outside legal, accounting or other advisors, at the expense of the Company, to obtain advice and assistance in respect of any matters relating to its duties, responsibilities and powers as provided for or imposed by this Charter or otherwise by law or the by-laws of the Company.

V. ROLES & RESPONSIBILITIES

The Committee shall have the roles and responsibilities set out below, as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these roles and responsibilities, the Committee shall perform the duties required of an audit committee by any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company.

A. Review of Accounting and Financial Reporting Matters

1. Review the Company's interim and annual financial statements and management's discussion & analysis of operations (the "MD&A"); annual information forms and earnings press releases prior to their public disclosure and Board approval, where required, and ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.
2. Following such review with management and the Company's Auditors, recommend to the Board whether to approve the annual or interim financial statements and MD&A and any other filings with the securities commissions.
3. Monitor in discussion with the Company's Auditors the integrity of the financial statements of the Company before submission to the Board, focusing particularly on:
 - a. significant accounting policies and practices and any changes in such accounting policies and practices;
 - b. major judgment areas including significant estimates and key assumptions;
 - c. significant adjustments resulting from the audit;
 - d. the going concern assumption;
 - e. compliance with accounting standards including the effects on the financial statements of alternative methods within generally accepted accounting principles;

- f. the Company's Auditors' judgment about the quality, not just the acceptability, of the accounting principles applied in the Company's financial reporting;
 - g. compliance with stock exchange and legal requirements;
 - h. the extent to which the financial statements are affected by any unusual transactions;
 - i. significant off-balance sheet and contingent asset and liabilities and the related disclosures;
 - j. significant interim review audit findings during the year, including the status of previous audit recommendations; and
 - k. all related party transactions with the required disclosures in the financial statements.
4. On at least an annual basis, review with the Company's legal counsel and management, all legal and regulatory matters and litigation, claims or contingencies, including tax assessments, that could have a material effect upon the financial position of the Company, and the manner in which these matters may be, or have been, disclosed in the financial statements.

B. Relationship with the Company's Auditors

- 1. Consider and make recommendations to the Board, for it to put to the shareholders for their approval in a general or special meeting, in relation to the appointment, re-appointment and removal of the Company's Auditors and to approve the compensation and terms of engagement of the Company's Auditors for the annual audit, interim reviews and any other audit related services.
- 2. Require the Company's Auditors to report directly to the Committee.
- 3. Discuss with the Company's Auditors, before an audit commences, the nature and scope of the audit, and other relevant matters.
- 4. Review and monitor the independence, objectivity and performance of the Company's Auditors and the effectiveness of the audit process taking into consideration relevant professional and regulatory requirements.
- 5. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Company.
- 6. Discuss problems and reservations arising from an audit, and any matters the Company's Auditors may wish to discuss (in the absence of management where necessary).
- 7. Review the Company's Auditors' management letter and management's response.
- 8. Develop and implement a pre-approval policy on the engagement of the Company's Auditors to supply non-audit services to the Company and its subsidiaries, taking into account relevant ethical guidance regarding the provision of non-audit services by the Company's Auditors and the preservation of their independence.
- 9. Consider the major findings of the Company's Auditors and management's response, including the resolution of disagreements between management and the Company's Auditors regarding financial reporting.

C. Review of Disclosure Controls & Procedures ("DC&P") and Internal Controls Over Financial Reporting ("ICFR")

- 1. Monitor and review the Company's disclosure policy on an annual basis.

2. In conjunction with each fiscal year end, review management's assessment of the design and effectiveness of Company's DC&P including any control deficiencies identified and the related remediation plans for any significant or material deficiencies.
3. In conjunction with each fiscal year end, review management's assessment of the design and effectiveness of the Company's ICFR including any control deficiencies identified and the related remediation plans for any significant or material deficiencies.
4. Review and discuss any fraud or alleged fraud involving management or other employees who have a role in the Company's ICFR and the related corrective and disciplinary action to be taken.
5. Discuss with management any significant changes in the ICFR that are disclosed, or considered for disclosure, in the MD&A, on a quarterly basis.
6. Review and discuss with the CEO and the CFO the procedures undertaken in connection with CEO and CFO certifications for the annual and interim filings with the securities commissions.
7. Review the adequacy of internal controls and procedures related to any corporate transactions in which directors or officers of the Company have a personal interest, including the expense accounts of senior officers of the Company and officers' use of corporate assets.

D. Review of the Company's Financing and Insurance

1. Review the adequacy of the Company's insurance policies.
2. Review all major financings of the Company and its subsidiaries and annually review the Company's financing plans and strategies.

E. Financial Risk Management

1. Review with the CEO and CFO and the Company's Auditors their assessment of the significant financial risks and exposures of the Company and discuss with management the steps which the Company has taken to monitor and control such exposures.
2. Review current and expected future compliance with covenants under any financing agreements.
3. Review any other significant financial exposures including such things as tax audits, government audits or any other activities that expose the Company to the risk of a material financial loss.
4. Report the results of such reviews to the Board for the purpose of assisting the Board in identifying the principal business risks associated with the businesses of the Company.

F. Establishment of Procedures for the Receipt and Treatment of Complaints regarding Accounting, Internal Accounting Controls, or Auditing Matters

1. Establish procedures for:
 - a. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;
 - b. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
 - c. the investigation of such matters with appropriate follow-up action.

G. Corporate Governance

1. The Committee may, if requested:

- a. review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to insurance, accounting, management reporting and risk management; and
- b. review with management and the external auditor their assessment of the significant financial risks and exposures of the Company and discuss with management the steps which the Company has taken to monitor and control such exposures.

H. Complaints and Employee Submissions

1. The Committee shall establish procedures for:
 - a. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - b. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

VI. COMMITTEE EFFECTIVENESS PROCEDURES

The Committee shall review its Charter on an annual basis, or more often as required, to ensure that they remain adequate and relevant, and incorporate any material changes in statutory and regulatory requirements and the Company's business environment.

The procedures outlined in this Charter are meant to serve as guidelines, and the Committee may adopt such different or additional procedures as it deems necessary from time to time.

In setting the agenda for a meeting, the Chair of the Committee shall encourage the Committee members, management, the Company's Auditors and other members of the Board to provide input in order to address emerging issues.

Prior to the beginning of a fiscal year, the Committee shall submit an annual planner for the meetings to be held during the upcoming fiscal year, for review and approval by the Board to ensure compliance with the requirements of the Committee's Charter.

Any written material provided to the Committee shall be appropriately balanced (i.e. relevant and concise) and shall be distributed at least five business days in advance of the respective meeting to allow Committee members sufficient time to review and understand the information.

The Committee shall conduct an annual self-assessment of its performance and this charter, and shall make recommendations to the Board with respect thereto.

Members of the Committee shall be provided with appropriate and timely training to enhance their understanding of auditing, accounting, regulatory and industry issues applicable to the Company.

New Committee members shall be provided with an orientation program to educate them on the Company, their responsibilities and the Company's financial reporting and accounting practices.

VII. ADOPTION AND EFFECTIVENESS

This Charter was first adopted March 19, 2019.