



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 13, 2019

AND

MANAGEMENT INFORMATION CIRCULAR

VIEMED HEALTHCARE, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Viemed Healthcare, Inc. (the “**Corporation**”) will be held at Hilton Garden Inn, 2350 West Congress Street, Lafayette, Louisiana, 70506 on May 13, 2019 at 9:30 a.m. (CST) for the following purposes:

1. to receive the audited financial statements of the Corporation for the years ended December 31, 2018 and 2017, and the auditors’ report thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint auditors of the Corporation for the ensuing year and authorize the directors to fix their remuneration; and
4. to transact such further or other business as may properly come before the said meeting or any adjournment or adjournments thereof.

A copy of the Information Circular and a form of proxy, accompany this Notice of Meeting shareholders (collectively, the “**Meeting Materials**”). A copy of the audited financial statements of the Corporation for the years ended December 31, 2018 and 2017, and the auditors’ report thereon, and accompanying management discussion and analysis, will be available for review at the Meeting and are available to the public on the SEDAR website at www.sedar.com.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is March 29, 2019 (the “**Record Date**”). Shareholders of the Corporation whose names have been entered on the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the duly completed forms of proxy must be delivered to the Corporation, c/o Computershare Investor Services Inc., 100 University Avenue, 9th floor, Toronto, Ontario, M5J 2Y1, facsimile: (416) 263-9524, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment thereof or the Secretary of the Meeting, on the day of the Meeting or any adjournment thereof.

The instrument appointing a proxy must be in writing and must be executed by the shareholder or his or her attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

The individuals named in the enclosed form of proxy are directors and/or officers of the Corporation. Each shareholder has the right to appoint a proxyholder other than such individuals, who need not be a shareholder, to attend and to act for such shareholder and on such shareholder’s behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the shareholder’s appointee should be legibly printed in the blank space provided.

This year, as described in the notice and access notification mailed to shareholders of the Corporation, the Corporation will deliver the applicable Meeting Materials to shareholders by posting the Meeting Materials online under the Corporation’s profile at www.sedar.com and at <https://www.viemed.com/investor-relations>, where they will remain for at least one full year thereafter. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also significantly reduce the Corporation’s printing and mailing costs.

All shareholders will receive a notice and access notification, together with a proxy or voting instruction form, as applicable, which will contain information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting.

DATED this 4th day of April, 2019.

BY ORDER OF THE BOARD

(signed) “Casey Hoyt”
Chief Executive Officer

INFORMATION CIRCULAR
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
VIEMED HEALTHCARE, INC.

(this information is given as of April 4, 2019)

1. SOLICITATION OF PROXIES

This management information circular (the “Circular”) and accompanying form of proxy are furnished in connection with the solicitation, by management of Viemed Healthcare, Inc. (the “Corporation”), of proxies to be used at the annual general meeting of the holders (the “Shareholders”) of common shares (“Common Shares”) of the Corporation (the “Meeting”) referred to in the accompanying Notice of Annual General Meeting (the “Notice”) to be held on May 13, 2019, at the time and place and for the purposes set forth in the Notice. The solicitation will be made primarily by mail, subject to the use of Notice-and-Access Provisions (as defined below) in relation to delivery of the Meeting materials, but proxies may also be solicited personally or by telephone by directors and/or officers of the Corporation, or by the Corporation’s transfer agent, Computershare Investor Services Inc. (“Computershare”), at nominal cost. The cost of solicitation by management will be borne by the Corporation. Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of the Common Shares. The cost of any such solicitation will be borne by the Corporation.

2. NOTICE-AND-ACCESS

The Corporation is sending out proxy-related materials to Shareholders using the notice-and-access provisions under National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”) and NI 54-101 (the “Notice-and-Access Provisions”). The Corporation anticipates that use of the Notice-and-Access Provisions will benefit the Corporation by reducing the postage and material costs associated with the printing and mailing of the proxy-related materials and will additionally reduce the environmental impact of such actions.

Shareholders will be provided with electronic access to the Notice and this Circular on the System for Electronic Document Analysis and Retrieval (“SEDAR”) at www.sedar.com and at <https://www.viemed.com/investor-relations>.

Shareholders are reminded to review the Circular before voting. Shareholders will receive paper copies of a notice package (the “Notice Package”) via pre-paid mail containing a notice with information prescribed by the Notice-and-Access Provisions and a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a non-registered Shareholder). The Corporation will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when an issuer using Notice-and-Access Provisions sends a paper copy of the Circular to some securityholders with a Notice Package.

Shareholders with questions about notice-and-access can call Computershare toll-free at 1-866-964-0492 (Canada and the U.S. only) or direct at (514) 982-8714 (outside Canada and the U.S. and entering your 15-digit control number as indicated on your voting instruction form or proxy). Shareholders may obtain paper copies of the Circular free of charge by calling 1-866-852-8343 at any time up until and including the date of the Meeting, including any adjournment or postponement thereof. Any Shareholder wishing to obtain a paper copy of the Meeting materials should submit their request no later than 12:00 p.m. (EST) on May 3, 2019 in order to receive paper copies of the Meeting materials in time to vote before the Meeting. Under the Notice-and-Access Provisions, Meeting materials will be available for viewing on the Corporation’s website for one year from the date of posting.

3. RECORD DATE

Shareholders of record at the close of business on March 29, 2019 are entitled to receive notice of and attend the Meeting in person or by proxy and are entitled to one vote for each Common Share registered in the name of such Shareholder in respect of each matter to be voted upon at the Meeting.

4. APPOINTMENT OF PROXIES

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. Each Shareholder submitting a proxy has the right to appoint a person or company (who need not be a Shareholder), other than the persons named in the enclosed form of proxy, to represent such Shareholder at the Meeting or any adjournment or postponement thereof. Such right may be exercised by inserting the name of such representative in the blank space provided in the enclosed form of proxy. All proxies must

be executed by the Shareholder or his or her attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized.

A proxy will not be valid for the Meeting or any adjournment or postponement thereof unless it is completed and delivered to Computershare no later than 9:30 a.m. (CST) on May 9, 2019 (or, if the Meeting is adjourned or postponed, 48 hours (Saturdays, Sundays and holidays excepted) prior to the time of holding the Meeting) in accordance with the delivery instructions below or delivered to the chairman (the “**Chairman**”) of the board of directors of the Corporation (the “**Board**”) on the day of the Meeting, prior to the commencement of the Meeting or any adjournment or postponement thereof. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his discretion, without notice.

A registered Shareholder may submit his/her/its proxy by mail, by telephone or over the internet in accordance with the instructions below. A non-registered Shareholder should follow the instructions included on the voting instruction form provided by his or her Intermediary (as defined below).

Voting Instructions for Registered Holders

A registered Shareholder may submit a proxy by (i) mailing a copy to Computershare Investor Services Inc., Attention: Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, (ii) telephone by entering the 15 digit control number at 1-866-732-8683 (Canada and the U.S. only) or (312) 588-4290 (outside Canada and the U.S.), or (iii) online by entering the 15 digit control number at www.investorvote.com.

5. REVOCATION OF PROXIES

Proxies given by Shareholders for use at the Meeting may be revoked at any time prior to their use. Subject to compliance with the requirements described in the following paragraph, the giving of a proxy will not affect the right of a Shareholder to attend, and vote in person at, the Meeting.

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or his/her attorney duly authorized in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized and deposited with Computershare, in a manner provided above under “Proxy and Voting Information – Appointment of Proxies”, at any time up to and including 9:30 a.m. (CST) on May 9, 2019 (or, if the Meeting is adjourned or postponed, 48 hours (Saturdays, Sundays and holidays excepted) prior to the holding of the Meeting) or, with the Chairman at the Meeting on the day of such meeting or any adjournment or postponement thereof, and upon any such deposit, the proxy is revoked.

6. NON-REGISTERED HOLDERS

Only registered Shareholders, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a non-registered Shareholder (a “**Non-Registered Holder**”) are registered either (i) in the name of an intermediary (each, an “**Intermediary**” and collectively, the “**Intermediaries**”) that the Non-Registered Holder deals with in respect of the Common Shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans, or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

In accordance with the requirements of NI 54-101, the Corporation has distributed copies of the form of proxy and supplemental mailing card (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries will generally use service companies (such as Broadridge Financial Solutions, Inc.) to forward the Meeting Materials to Non-Registered Holders. Generally, a Non-Registered Holder who has not waived the right to receive Meeting Materials will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on the type of form they receive:

- (1) **Voting Instruction Form.** In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), but wishes to direct the voting of the Common Shares they beneficially own, the voting instruction form must be submitted by mail, telephone or over the internet in accordance with the directions on the form. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must

complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Holder; or

- (2) **Form of Proxy.** Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf) but wishes to direct the voting of the Common Shares they beneficially own, the Non-Registered Holder must complete the form of proxy and submit it to Computershare as described above. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must strike out the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided.

In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those regarding when and where the proxy or the voting instruction form is to be delivered.

A Non-Registered Holder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

A Non-Registered Holder may fall into two categories – those who object to their identity being made known to the issuers of the securities which they own (“**Objecting Beneficial Owners**”) and those who do not object to their identity being made known to the issuers of the securities which they own (“**Non-Objecting Beneficial Owners**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their Non-Objecting Beneficial Owners from Intermediaries. Pursuant to NI 54-101, issuers may obtain and use the Non-Objecting Beneficial Owners list in connection with any matters relating to the affairs of the issuer, including the distribution of proxy-related materials directly to Non-Objecting Beneficial Owners. The Corporation is sending Meeting Materials directly to Non-Objecting Beneficial Owners; the Corporation uses and pays Intermediaries and agents to send the Meeting Materials. The Corporation also intends to pay for Intermediaries to deliver the Meeting Materials to Objecting Beneficial Owners.

These securityholder materials are being sent to both registered Shareholders and Non-Registered Holders utilizing the Notice-and-Access Provisions. If you are a Non-Registered Holder, and the Corporation or its agent sent these materials directly to you, your name, address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding securities on your behalf.

By choosing to send these materials to you directly utilizing the Notice-and-Access Provisions, the Corporation (and not the Intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instruction form as specified in the request for voting instructions that was sent to you.

7. EXERCISE OF DISCRETION BY PROXIES

Common Shares represented by properly executed proxies in favour of the persons named in the enclosed form of proxy will be voted on any ballot that may be called for and, where the person whose proxy is solicited specifies a choice with respect to the matters identified in the proxy, the Common Shares will be voted or withheld from voting in accordance with the specifications so made. Where Shareholders have properly executed proxies in favour of the persons named in the enclosed form of proxy and have not specified in the form of proxy the manner in which the named proxies are required to vote the Common Shares represented thereby, such shares will be voted in favour of the passing of the matters set forth in the Notice. If a Shareholder appoints a representative other than the persons designated in the form of proxy, the Corporation assumes no responsibility as to whether the representative so appointed will attend the Meeting on the day thereof or any adjournment or postponement thereof.

The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date hereof, the management of the Corporation and the directors of the Corporation know of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which at present are not known to the management of the Corporation and the directors of the Corporation should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies

Unless otherwise indicated in this Circular and in the form of proxy and Notice attached hereto, Shareholders shall mean registered Shareholders.

8. INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as described elsewhere in this Circular, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of (a) any director or executive officer of the Corporation, (b) any proposed nominee for election as a director of the Corporation, and (c) any associates or affiliates of any of the persons or companies listed in (a) and (b), in any matter to be acted on at the Meeting.

9. VOTING SECURITIES AND PRINCIPAL HOLDERS

As at the date hereof, the Corporation had 37,680,898 Common Shares outstanding, representing the Corporation's only securities with respect to which a voting right may be exercised at the Meeting. Each Common Share carries the right to one vote at the Meeting. A quorum for the transaction of business at the Meeting is two shareholders, or one or more proxyholders representing two shareholders, or one shareholder and a proxyholder representing another shareholder, holding or representing not less than five percent (5%) of the issued and outstanding Common Shares enjoying voting rights at the Meeting.

The record date to determine the shareholders' eligibility to receive the Notice and vote at the Meeting was fixed at March 29, 2019 (the "**Record Date**").

To the knowledge of the Board and senior officers of the Corporation as at the date hereof, based on information provided on the System for Disclosure by Insiders (SEDI) and on information filed by third parties on the System for Electronic Document Analysis and Retrieval (SEDAR), no person or corporation beneficially owned, directly or indirectly, or exercised control or discretion over, voting securities of the Corporation carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation.

10. THE ARRANGEMENT WITH PHM

The Corporation was incorporated under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") on December 14, 2016 as a wholly-owned subsidiary of Protech Home Medical Corp. ("**PHM**") (formerly Patient Home Monitoring Corp.). On December 21, 2017, pursuant to an arrangement under the provisions of Division 5 of Part 9 of the BCBCA (the "**Arrangement**") involving the Corporation, PHM and the securityholders of PHM, PHM completed a spin-out of the Corporation. Accordingly, on December 21, 2017, following completion of the Arrangement, the Corporation became a reporting issuer under Canadian securities laws with a financial year end of December 31. Prior to the Arrangement, the operating businesses of the Corporation, Sleep Management, L.L.C. and Home Sleep Delivered, L.L.C. (collectively, the "**Sleepco Subsidiaries**"), were subsidiaries of PHM.

11. BUSINESS OF THE MEETING

To the knowledge of the Board, the only matters to be brought before the Meeting are those set forth in the accompanying Notice.

(i) Financial Statements

Pursuant to the BCBCA, the Board will place before the shareholders at the Meeting the audited financial statements of the Corporation for the years ended December 31, 2018 and 2017, and the auditors' report thereon. Shareholder approval is not required in relation to the financial statements.

(ii) Election of Directors

The board of directors of the Corporation (the "**Board**") presently consists of seven directors. All of the current directors have been directors since the dates indicated below and all will be standing for re-election. The Board has the authority to set the number of directors, such number presently being fixed at seven.

The Board recommends that shareholders vote **FOR** the election of the seven nominees of management listed in the following table.

Each director will hold office until his re-election or replacement at the next annual meeting of the shareholders unless he resigns his duties or his office becomes vacant following his death, dismissal or any other cause prior to such meeting.

Unless otherwise instructed, proxies and voting instructions given pursuant to this solicitation by the management of the Corporation will be voted for the election of the proposed nominees. **If any proposed nominee is unable to serve as a director, the individuals named in the enclosed form of proxy reserve the right to nominate and vote for another nominee in their discretion.**

Advance Notice Provisions

The Corporation's Articles provide for advance notice of nominations of directors which require that advance notice be provided to the Corporation in circumstances where nominations of persons for election to the Board are made by shareholders of the Corporation other than pursuant to: (i) a requisition of a meeting of shareholders made pursuant to the provisions of the BCBCA; or (ii) a shareholder proposal made pursuant to the provisions of the BCBCA. A copy of the Articles are available under the Corporation's profile on SEDAR at www.sedar.com.

Majority Voting Policy

As of May 23, 2018, the Board adopted a majority voting policy that requires, in an "uncontested" election of directors, that shareholders be able to vote for, or withhold from voting, separately for each director nominee. If, with respect to any particular nominee, the number of votes withheld from voting by shareholders exceeds the number of votes for the nominee by shareholders, then although the director nominee will have been successfully elected to the Board pursuant to applicable corporate laws, he or she will then be required to offer to tender his or her resignation to the Chair of the Corporate Governance and Nominating Committee (the "CG&N Committee") promptly following the meeting of shareholders at which the director was so elected. The CG&N Committee will consider such offer and make a recommendation to the Board on whether to accept it or not. The Board will promptly accept the resignation unless it determines, in consultation with the CG&N Committee, that there are exceptional circumstances that should delay the acceptance of the resignation or justify rejecting it. The Board will make its decision and announce it in a press release within 90 days following the applicable meeting of shareholders. A director who tenders his or her resignation pursuant to the majority voting policy will not participate in any meeting of the Board or the CG&N Committee at which the resignation is considered.

Nominees to the Board of Directors

Name, Residence and Position with Corporation ⁽¹⁾	Served as Director Since	Principal Occupation, Business or Employment ⁽¹⁾	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Controlled or Directed ⁽¹⁾
Casey Hoyt Chief Executive Officer and Director <i>Lafayette, Louisiana</i>	December 14, 2016	Chief Executive Officer of the Corporation.	2,207,292 ⁽⁵⁾
W. Todd Zehnder Chief Operating Officer and Director <i>Lafayette, Louisiana</i>	December 21, 2017	Chief Operating Officer of the Corporation.	254,858 ⁽⁶⁾
William Frazier Chief Medical Officer and Director <i>Jackson, Mississippi</i>	December 21, 2017	Chief Medical Officer of the Corporation and Independent Physician.	19,042 ⁽⁷⁾
Randy Dobbs ⁽²⁾⁽³⁾⁽⁴⁾ Director (Chairman) <i>Greenville, South Carolina</i>	December 21, 2017	Chief Executive Officer of Dobbs Leadership Consulting since 2005.	42,042 ⁽⁸⁾
Nitin Kaushal ⁽²⁾⁽³⁾⁽⁴⁾ Director <i>Richmond Hill, Ontario</i>	December 21, 2017	Managing Director of PWC Corporate Finance Inc. since 2012.	69,234 ⁽⁹⁾
Timothy Smokoff ⁽²⁾⁽³⁾⁽⁴⁾ Director <i>Fox Island, Washington</i>	December 21, 2017	Chief Executive Officer of Breathometer Inc. since January of 2017.	34,042 ⁽¹⁰⁾
Bruce Greenstein ⁽²⁾⁽³⁾⁽⁴⁾ Director <i>Seattle, Washington</i>	July 17, 2018	Executive Vice President, Chief Strategy and Innovation Officer of LHC Group since June 2018.	19,042 ⁽¹¹⁾

Notes:

- (1) The information as to place of residence, principal occupation and Common Shares beneficially owned or over which a director or officer exercises control or direction has been confirmed by the respective directors individually.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.
- (4) Member of the CG&N Committee.
- (5) Includes 2,003,293 Common Shares and RSUs (defined below) for 203,999 Common Shares. In addition, Mr. Hoyt holds stock options exercisable for up to 489,968 Common Shares.
- (6) Includes 61,886 Common Shares and RSUs for 192,972 Common Shares. In addition, Mr. Zehnder holds stock options exercisable for up to 445,383 Common Shares.
- (7) Includes RSUs for 19,042 Common Shares. In addition, Mr. Frazier holds stock options exercisable for up to 36,261 Common Shares.

- (8) Includes 23,000 Common Shares and RSUs for 19,042 Common Shares. In addition, Mr. Dobbs holds stock options exercisable for up to 36,261 Common Shares.
- (9) Includes 50,192 Common Shares and RSUs for 19,042 Common Shares. In addition, Mr. Kaushal holds stock options exercisable for up to 326,261 Common Shares.
- (10) Includes 15,000 Common Shares and RSUs for 19,042 Common Shares. In addition, Mr. Smokoff holds stock options exercisable for up to 36,261 Common Shares.
- (11) Includes RSUs for 19,042 Common Shares.

Corporate Cease Trade Orders or Bankruptcies

Other than Nitin Kaushal, who was a director of Victhom Human Bionics Inc., when he was subject to a management cease trade order in April 2009, which was revoked in May 2009, for the issuer's failure to file audited annual financial statements and management's discussion and analysis for the year ended December 31, 2008, none of the proposed directors of the Corporation is, as at the date hereof, or has been, within the previous 10 years, a director, chief executive officer or chief financial officer of any company (including the Corporation) that, (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

None of the proposed directors of the Corporation is, as at the date hereof, or has been, within the previous 10 years, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

None of the proposed directors of the Corporation 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 securityholder in deciding whether to vote for a proposed director.

Personal Bankruptcies

None of the proposed directors of the Corporation has, within the 10 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 the assets of the proposed director.

(iii) Appointment of Auditor

Unless otherwise instructed, the persons named in the enclosed proxy or voting instruction form intend to vote such proxy or voting instruction form in favour of the re-appointment of MNP LLP, as auditors of the Corporation to hold office until the next annual meeting of shareholders and the authorization of the Board to fix their remuneration.

The Board recommends that shareholders vote in favour of the appointment of MNP LLP, and the authorization of the Board to fix their remuneration. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

12. CORPORATE GOVERNANCE DISCLOSURE

Set forth below is a description of the Corporation's current corporate governance practices, as prescribed by Form 58-101F1, which is attached to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101").

Board of Directors

The Board has determined that Randy Dobbs (Chairman), Nitin Kaushal, Timothy Smokoff and Bruce Greenstein, current and prospective members of the Board, are independent as such term is defined in NI 58-101, and that Casey Hoyt, W. Todd Zehnder and William Frazier, current and prospective members of the Board, are not independent as such term is defined in NI 58-101, as they are executive officers (as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102")) of the Corporation. Accordingly, a majority of the prospective members of the Board are independent.

The Chairman of the Board is independent as are all of the members of the Audit Committee, Compensation Committee and CG&N Committee. The independent directors have the opportunity, at their discretion, to hold ad hoc meetings that are not attended by management and non-independent directors.

The attendance record of the members of the Board at Board and Committee meetings during the financial year ended December 31, 2018, was as follows:

Name	Board Meetings	Audit Committee Meetings	Compensation Committee Meetings	CG&N Committee Meetings
Casey Hoyt	5/5	N/A	N/A	N/A
W. Todd Zehnder	5/5	N/A	N/A	N/A
William Frazier	5/5	N/A	N/A	N/A
Randy Dobbs	5/5	4/4	2/2	0/0
Nitin Kaushal	5/5	4/4	2/2	0/0
Timothy Smokoff	5/5	4/4	1/2	0/0
Bruce Greenstein ⁽¹⁾	2/2	2/2	2/2	0/0

Notes:

(1) Elected a director of the Corporation on July 17, 2018.

The following directors and prospective directors are presently directors of other issuers that are reporting issuers (or the equivalent):

Name of Director	Name of Other Reporting Issuers
Nitin Kaushal	Valens Groworks Corp. Ventura Cannabis and Wellness Corp. Hide Tide Inc. Delta 9 Cannabis Inc. CannAmerica Brands Corp.

Board Mandate

The Board does not have a written mandate, however it operates through the leadership of an independent Chairman and three committees of the Board made up of independent directors.

Position Descriptions

The Board has not adopted a written description for the chair of the Board and the chair of each Board committee. The Chair of the Board is responsible for the administration, development and efficient operation of the Board. The Chair assists the President and Chief Executive Officer in overseeing the operational aspects involved in managing the Corporation. In addition, the Chair ensures that the Board adequately discharges its mandate and that the Board’s responsibilities and lines of delineation between the Board and management are well understood by the directors. The Chair of each committee is to manage efficiently his or her respective committee. Each committee chair must ensure that the committee adequately discharges its mandate pursuant to its written charter. Committee chairs must report regularly to the Board on the business of their committee.

The Board and the Chief Executive Officer have not developed a written position description for the Chief Executive Officer. The Board expects the Chief Executive Officer and the Corporation’s senior management team to be responsible for the management of the Corporation’s strategic and operational agenda and for the execution of the decisions of the Board.

Orientation and Continuing Education

Pursuant to the orientation program put in place by the CG&N Committee, each director upon closing of the Arrangement attended a comprehensive orientation session during which they were provided with product demonstrations and an education as to the nature and operation of the Corporation and its business, and members of senior management from each functional area within the Corporation presented on wide-ranging topics concerning the Corporation, including regarding its corporate structure and financial and legal matters. The CG&N Committee is also responsible for coordinating the continuing education program for directors in order to maintain or enhance their skills and abilities as directors, as well as ensuring that their knowledge and understanding of the Corporation and its business remains current. Internal personnel regularly make presentations to the Board on relevant and material topics.

Directors are encouraged to communicate with management, auditors and technical consultants; and to keep themselves current with industry trends and developments and changes in legislation with management’s assistance. Directors have full access to the Corporation’s records.

Ethical Business Conduct

The Board maintains that the Corporation must conduct and be seen to conduct its business dealings in accordance with all applicable laws and the highest ethical standards. The Corporation's reputation for honesty and integrity amongst its shareholders and other stakeholders will be key to the success of its business. No employee or director will be permitted to achieve results through violation of laws or regulations, or through unscrupulous dealings.

Any director with a conflict of interest or who is capable of being perceived as being in conflict of interest with respect to the Corporation must abstain from discussion and voting by the Board or any committee of the Board on any motion to recommend or approve the relevant agreement or transaction. The Board must comply with conflict of interest provisions of the BCBCA.

Nomination of Directors

The CG&N Committee is currently responsible for identifying candidates for election to the Board. For further information regarding the Board nomination procedures under the Corporation's Advance Notice Provisions see "Election of Directors".

The CG&N Committee is responsible for periodically reviewing the size of the Board, with a view to determining the impact of the number of directors on the effectiveness of the Board, and identifying potential nominees to the Board, reviewing their qualifications and experience, determining their independence as required under all applicable corporate and securities laws, and recommending to the Board the nominees for consideration by, and presentation to, the shareholders at the Corporation's next annual meeting of shareholders. In making its recommendations, the CG&N Committee considers the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, as well as the competencies and skills each new nominee will bring to the boardroom. The CG&N Committee also considers the amount of time and resources that nominees have available to fulfill their duties as Board members or committee members, as applicable.

While the Board has not adopted a written policy concerning Board diversity, the Board believes that diversity is important in providing the necessary range of perspectives, experience and expertise required to achieve objectives. The Board recognizes that gender diversity is a significant aspect of diversity and acknowledges the important contributions that women with the right competencies and skills can make to the diversity of perspective in the boardroom. Accordingly, in order to promote the specific objective of gender diversity, the selection process for Board appointees/nominees by the Corporation will involve trying to identify potential female candidates and if, at the end of the selection process, no female candidates are selected, the Board must be satisfied that there are objective reasons to support this determination.

On an annual basis, the CG&N Committee will assess the effectiveness of the Board's appointment/nomination process at achieving diversity and consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity on the Board. At this time, the Corporation has not adopted a target regarding women on the Board as the Board believes that arbitrary targets are not in the best interests of the Corporation or its shareholders. The Board is committed to nominating the best individuals to be elected as directors.

The CG&N Committee is also responsible for periodically examining and making recommendations to the Board in relation to mechanisms of Board renewal. The Corporation currently does not have any policies imposing a term or retirement age limit in connection with individuals nominated for election as directors, as the CG&N Committee and the Board believe that such arbitrary limits are not in the best interests of the Corporation or its shareholders. It is the Board's intention to strive to achieve a balance between the desirability to have a depth of institutional experience from its members on the one hand, and the need for renewal and new perspectives on the other hand.

Board Committees

Audit Committee

The members of the audit committee (the "**Audit Committee**") are: Nitin Kaushal (Chairman), Randy Dobbs, Timothy Smokoff and Bruce Greenstein. All of the members of the Audit Committee are independent and financially literate, as such terms are defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). The Audit Committee operates under the Charter of the Audit Committee, pursuant to which the Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to: financial reporting and disclosure; ensuring that an effective risk management and financial control framework has been designed, implemented and tested by management of the Corporation; external audit processes; helping the Board meet their responsibilities; providing better communication between the Board and external auditors; enhancing the independence of the external auditors; increasing the credibility and objectivity of financial reports; and strengthening the role of the Board by facilitating in-depth discussions among the Board, management and the external auditors regarding significant issues involving judgment and impacting quality controls and reporting.

In accordance with NI 52-110, shareholders of the Corporation may obtain further information concerning the Corporation's Audit Committee in the Corporation's most recent Annual Information Form, which is available under the Corporation's profile on SEDAR at www.sedar.com.

Corporate Governance and Nominating Committee

The CG&N Committee is a standing committee appointed by the Board. The members of the CG&N Committee are: Bruce Greenstein (Chairman), Randy Dobbs, Timothy Smokoff and Nitin Kaushal. All of the members of the Compensation Committee are independent, as such term is defined in NI 52-110.

The CG&N Committee will act on behalf of and subject to the direction of the Board in all matters pertaining to corporate governance issues, new director nominees, as well as the size and composition of the Board and Board committees. The CG&N Committee operates under the Charter of the CG&N Committee, pursuant to which the CG&N Committee will: develop and enforce policy in the area of corporate governance and the practices of the Board in light of the Corporation's particular circumstances, the changing needs of investors and the Corporation, and changes in corporate governance guidelines; prepare and recommend to the Board annually a statement of corporate governance practices to be included in the Corporation's information circular and ensure that such disclosure is complete and provided in accordance with the regulatory requirements; monitor developments in the area of corporate governance and the practices of the Board and advise the Board accordingly; develop, implement and maintain appropriate policies with respect to disclosure, confidentiality and insider trading; adopt a process for determining what competencies and skills the Board as a whole should have, and apply this result to the recruitment process for new directors; in consultation with the Chair of the Board and the Chief Executive Officer, identify individuals qualified to become new Board members and recommend to the Board the new director nominees for the next annual meeting of shareholders; recognize that shareholding by directors is appropriate in aligning director and shareholder interests; annually review credentials of existing Board members to assess suitability for re-election; establish procedures for, and approve and ensure provision of, an appropriate orientation and education program for new recruits to the Board and continuing education for Board members; consider and, if thought fit (and after obtaining the consent of the Chair of the Board, which consent may not be unreasonably withheld), approve requests from individual directors for an engagement of special outside advisors at the expense of the Corporation; and review, on a periodic basis, the size and composition of the Board and Board committees and make appropriate recommendations to the Board.

Compensation Committee

The members of the compensation committee (the "**Compensation Committee**") are: Timothy Smokoff (Chairman), Nitin Kaushal, Randy Dobbs and Bruce Greenstein. All of the members of the Compensation Committee are independent, as such term is defined in NI 52-110.

The Board has adopted a written charter for the Compensation Committee setting out its responsibilities for compensation matters, as described in the Executive Compensation section below.

Assessments

The CG&N Committee, in consultation with the Chair of the Board, is responsible for ensuring that an appropriate system is in place to evaluate the effectiveness of the Board, the Board committees and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties and working effectively together as a unit.

In light of the Board (other than Mr. Hoyt) only being appointed upon closing of the Arrangement on December 21, 2017, the CG&N Committee will complete its first formal assessment process upon completion of the current fiscal year. The CG&N Committee also informally monitors director performance throughout the year to ensure that the Board, the Board committees and individual directors are performing effectively.

13. EXECUTIVE COMPENSATION

Securities legislation requires the disclosure of the compensation received by each "Named Executive Officer" ("**Named Executive Officer**") of the Corporation for the most recently completed financial year. "Named Executive Officer" is defined by the legislation to mean: (i) the Chief Executive Officer of the Corporation; (ii) the Chief Financial Officer of the Corporation; (iii) each of the Corporation's three most highly compensated executive officers or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year and whose total compensation was, individually, more than CAD\$150,000 for that financial year; and (iv) each individual who would be a "Named Executive Officer" under paragraph (iii) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year.

Compensation Discussion and Analysis

During the financial year ended December 31, 2018, the Corporation's executive compensation program was administered by the Compensation Committee of the Corporation. The Corporation's executive compensation program has the objective of attracting and retaining a qualified and cohesive group of executives, motivating team performance and the aligning of the interests of executives with the interests of the Corporation's shareholders through a package of compensation that is simple and easy to understand and implement. Compensation under the program was designed to achieve both current and longer term goals of the Corporation and to optimize returns to shareholders. In addition, in order to further align the interests of executives with the interests of the Corporation's shareholders, the Corporation has implemented share ownership incentives through the Option Plan (defined below) and the RSU/DSU Plan (defined below). The Corporation's overall compensation objectives are in line with its peer group of healthcare companies with opportunities to participate in equity.

In determining the total compensation of any member of senior management, the Compensation Committee considers all elements of compensation in total rather than one element in isolation. The Compensation Committee also examines the competitive positioning of total compensation and the mix of fixed, incentive and share-based compensation.

Base Salary

While there is no official set of benchmarks that the Corporation relies on and there is not a defined list of issuers that the Corporation uses as a benchmark, the Corporation makes itself aware of, and is cognisant of, how comparable issuers in its business compensate their executives. The Corporation's peer group in connection with salary compensation consists of sampling of other similar sized healthcare companies that are reporting issuers (or the equivalent) in Canada and the United States. The base salary for each executive officer is reviewed and established near the end of the fiscal year. Base salaries are established taking into consideration the executive officer's personal performance and seniority, comparability within industry norms, and contribution to the corporation's growth and profitability. The Corporation believes that a competitive base salary is an imperative element of any compensation program that is designed to attract talented and experienced executives.

Bonus Framework

Cash Bonuses

Effective December 28, 2017, Viemed, Inc. ("**Viemed**"), a wholly owned subsidiary of the Corporation, adopted an annual discretionary cash bonus plan (the "**Cash Bonus Plan**"). The purpose of the Cash Bonus Plan is to attract, motivate and retain executive management, officers and other employees by providing a financial incentive for employment with the Corporation and its divisions and subsidiaries and rewarding them for performance in line with increasing the value of the Corporation and its divisions and subsidiaries based on a review of objective standards and subjective elements determined by the Compensation Committee.

The Compensation Committee is responsible for determining those officers and other employees of the Corporation who will participate in the Cash Bonus Plan for a particular calendar year (a "**Plan Year**"), and categorizing participants at different levels within the Corporation in accordance with the Cash Bonus Plan and their potential bonus as a percentage of their salary (the "**Bonus Amount**"). Such determinations are made on an annual basis prior to or within 90 days of the beginning of the Plan Year or within 60 days of hire for a newly hired participant.

The Compensation Committee determines the criteria, the weight to be given to each criterion, the minimum and maximum thresholds, if any, and other factors utilized by the Compensation Committee in determining whether participants will be eligible to receive Bonus Amounts that are target and maximum or any amount in-between based on the annual performance of the Corporation. Cash bonuses are awarded, in large part, when performance meets or exceeds certain objective benchmarks, but the Compensation Committee reserves the ability to determine Bonus Amounts based on discretionary, subjective factors as well. The Compensation Committee will determine the total annual cash bonus actually awarded to a participant after taking into consideration the foregoing, but retains sole discretion to determine the amount of the actual awarded amount.

Notwithstanding the achievement of the criteria, except after a Change in Control (as more specifically set out in the Cash Bonus Plan), the Compensation Committee may determine in its sole discretion to pay only a portion or pay no Bonus Amount for a Plan Year, including, but not limited to, if, in the sole discretion of the Compensation Committee, the financial health of the Corporation or business conditions do not warrant the payment of any Bonus Amounts. Actual awarded amounts will be paid in a cash lump sum as soon as possible after such awards are determined by the Compensation Committee after the end of the Plan Year but not later than 2.5 months after the end of the applicable Plan Year.

The summary above of the material terms of the Cash Bonus Plan is qualified in its entirety by reference to the full text of the Cash Bonus Plan.

Phantom Share Plan

On April 3, 2018, Viemed adopted a phantom share plan (the “**Phantom Share Plan**”), for the purpose of furthering long-term growth in earnings by offering long-term incentives to key employees (the “**Employees**”) of Viemed in the form of phantom shares (“**Phantom Shares**”).

The Phantom Share Plan is administered by the Board, however the Board may delegate its duties to officers of Viemed or a committee of the Board. The Board has exclusive power to: select the Employees to be granted awards of Phantom Shares under the Phantom Share Plan (each an “**Award**” and collectively, “**Awards**”); determine the number of Phantom Shares to be granted to each Employee selected; determine the time or times when Phantom Shares will be granted; determine that all participants shall be of a single class or to divide participants into different classes; determine the time or times, and the conditions, subject to which any Awards may become payable; and determine all other terms and conditions of Awards including accelerating or modifying an Award. The Board also has the sole authority to interpret and construe the terms of the Phantom Share Plan, establish and revise rules and regulations relating thereto, and make any other determinations that it believes necessary or advisable for the administration of the Phantom Share Plan. The Board retains the complete power and authority to terminate or amend the Phantom Share Plan at any time in writing in its sole discretion and make payments under the Phantom Share Plan.

No Employee or other person has any right to be granted an Award. An Award of Phantom Shares does not entitle the participant to hold or exercise any voting rights, rights to dividends or any other rights of a shareholder of Viemed or any affiliate of Viemed.

In the Board’s discretion, the Board may grant Phantom Shares to a participant (i) that are immediately fully vested, or (ii) subject to a vesting schedule or a performance event as specified in the participant’s Award (a “**Vesting Event**”). Awards of Phantom Shares are credited to an account (an “**Account**”) to be maintained for each participant. A participant only has a right to any part of his or her Phantom Shares to the extent that (i) a participant’s interest in such Phantom Shares has vested (in accordance with the applicable Award), and (ii) the rights to such Phantom Shares have not otherwise been forfeited by the participant pursuant to the terms of the Phantom Share Plan or the applicable Award. Payments with respect to Phantom Shares that have vested as specifically provided in the Award will be made in a lump sum within 60 days of the Vesting Event in cash. No participant has any right to receive payment for any part of his or her unpaid Phantom Shares (vested and unvested) if the participant’s employment or other service with the Corporation is terminated for cause.

The total cash amount to be paid in the aggregate to a participant upon a Vesting Event is the value of the vested Phantom Shares in the participant’s Account on the date of the Vesting Event giving rise to the obligation to make payment calculated in accordance with the Phantom Share Plan. The value of one Phantom Share will be equal to the fair market value of a Common Share on the date of a Vesting Event as defined in the participant’s Award.

The summary above of the material terms of the Phantom Share Plan is qualified in its entirety by reference to the full text of the Phantom Share Plan.

Group Benefits

The Corporation offers a group benefits plan, which includes medical benefits and a matching (up to 4%) 401K plan. The benefits plan is available to all full-time employees who choose to enroll, including officers of the Corporation.

Perquisites and Personal Benefits

While the Corporation reimburses its Named Executive Officers for expenses incurred in the course of performing their duties as executive officers of the Corporation, the Corporation did not provide any compensation that would be considered a perquisite or personal benefit to its Named Executive Officers, other than car allowances as disclosed below.

Share-Based and Option-Based Awards

An important part of the Corporation’s compensation program is to offer the opportunity and incentive for executives and staff to own Common Shares. The Compensation Committee and the Board believe that ownership of Common Shares will align the interests of executives and future staff with the interests of Shareholders.

Share-based and option-based awards are not granted on a regular schedule but rather as the compensation is reviewed by the Compensation Committee from time to time. When reviewing awards, consideration is given to the total compensation package of the executives and staff and a weighting of appropriate incentives groupings at the senior, mid and junior levels of the staff including past grants. At the time of any award, consideration is also be given to the available pool remaining for new positions being contemplated by the Corporation.

Option Plan

The Corporation's "fixed" stock option plan (the "**Option Plan**") was approved at the annual and special meeting of the shareholders of the Corporation on July 17, 2018. The purpose of the Option Plan is to provide incentive to employees, directors, officers, management companies, and consultants who provide services to Corporation or any of its subsidiaries.

Pursuant to the Option Plan, the maximum number of Common Shares to be delivered upon the exercise of all stock options granted under the Option Plan combined with any equity securities granted under all other compensation arrangements adopted by the Corporation, including the RSU/DSU Plan (as defined below), may not exceed 20% of the issued and outstanding Common Shares as of the date the Option Plan was approved, namely 7,581,925 Common Shares based on the number of Common Shares that were outstanding immediately following completion of the Arrangement, which options may be exercisable for a period of up to ten (10) years from the date of the grant, subject to the exception that expiry dates that fall within a blackout period will be extended by ten (10) business days from the expiry of the blackout period, subject to certain conditions being met.

Subject to obtaining disinterested shareholder approval, the number of Common Shares reserved for issuance pursuant to grant of options to any individual may not exceed 5% of the issued and outstanding Common Shares in any 12 month period (2% in the case of all optionees providing investor relations services to the Corporation and 2% in the case of all consultants of the Corporation in any 12 month period). The exercise price and vesting terms of any option granted pursuant to an option will be determined by the Board (in consultation with the Compensation Committee) when granted, but shall not be less than the market price. Notwithstanding the foregoing, the vesting terms for options granted to optionees performing investor relations activities will vest no sooner than one-quarter (1/4) on every three (3) month interval from the date of grant.

The options granted pursuant to the Option Plan will be non-transferable, except by means of a will or pursuant to the laws of descent and distribution. If the tenure of a director or officer or the employment of an employee of the Corporation is terminated for cause, no option held by such optionee may be exercised following the date upon which termination occurred. If termination occurs for any reason other than cause, then any option held by such optionee will be exercisable, in whole or in part, for ninety (90) days from the date of termination, subject to the discretion of the Board (in consultation with the Compensation Committee) to extend such period up to one (1) year following the date of termination, which will be determined by the Board (in consultation with the Compensation Committee) at the time of each grant or on the date of termination; notwithstanding the foregoing, the Board (in consultation with the Compensation Committee) may in its discretion determine that all of the options held by an optionee on the date of termination which have not yet vested shall vest immediately on such date.

The summary above of the material terms of the Option Plan is qualified in its entirety by reference to the full text of the Option Plan, a copy of which is available under the Corporation's profile on SEDAR at www.sedar.com.

Restricted Share Units/Deferred Share Units

A restricted share unit and deferred share unit plan of the Corporation (the "**RSU/DSU Plan**") was approved at the annual and special meeting of the shareholders of the Corporation on July 17, 2018. The RSU/DSU Plan was established as a means by which the Corporation may grant awards of restricted share units ("**RSUs**") and deferred share units ("**DSUs**") as an alternative to stock options to provide incentive to officers, directors and employees who provide services to the Corporation or any of its subsidiaries.

The maximum number of Common Shares to be delivered upon the exercise of all RSUs and DSUs granted under the RSU/DSU Plan, combined with any equity securities granted under all other compensation arrangements adopted by the Corporation, including the Option Plan, may not exceed 20% of the issued and outstanding Common Shares as of the effective date of the RSU/DSU Plan, namely 7,581,925 Common Shares based on the number of Common Shares that were outstanding immediately following completion of the Arrangement.

Pursuant to the RSU/DSU Plan, the Board (in consultation with the Compensation Committee) may from time to time, in its discretion, grant DSUs, or if permitted by the Board (in consultation with the Compensation Committee), eligible participants may elect to receive their compensation in the form of DSUs, which will consist of non-transferable rights to receive, on a deferred payment basis, the Common Shares or a cash payment equal to the fair market value of Common Shares, or a combination thereof. The number of DSUs to be credited to a person will be determined based on the amount of compensation to be paid in DSUs divided by the fair market value of the Common Shares as determined by the Board (in consultation with the Compensation Committee), on a one DSU per Common Share basis. DSUs will be redeemed by the Corporation upon the holder ceasing to be employed by or ceasing to provide services to the Corporation, as applicable, and will be settled pursuant to the terms and conditions of the RSU/DSU Plan.

The Board (in consultation with the Compensation Committee) may also from time to time grant RSUs, which will represent non-transferable rights to receive upon vesting of the RSUs The Common Shares or cash payments equal to the vesting date value of the Common Shares. Except as otherwise provided in the RSU/DSU Plan, RSUs will vest on the later of (a) the trigger date, being a date set by the Board (in consultation with the Compensation Committee) that is no later than December 1 of the third calendar

year following the grant date, and (b) the date upon which all other applicable vesting conditions determined by the Board (in consultation with the Compensation Committee), including any performance based vesting conditions, have been met. Vesting may be accelerated in certain circumstances, including upon termination without cause in connection with a change of control of the Corporation or upon death or permanent disability of the holder. RSUs will be automatically deemed cancelled without compensation if they have not vested on or before the applicable expiry date, which will be December 31 of the third calendar year after the grant date or such earlier date as may be established by the Board (in consultation with the Compensation Committee). Subject to the discretion of Board (in consultation with the Compensation Committee), RSUs will also be cancelled without compensation in the event that a holder ceases to be engaged as a service provider of the Corporation.

The summary above of the material terms of the RSU/DSU Plan is qualified in its entirety by reference to the full text of the RSU/DSU Plan, a copy of which is available under the Corporation's profile on SEDAR at www.sedar.com.

Compensation Governance

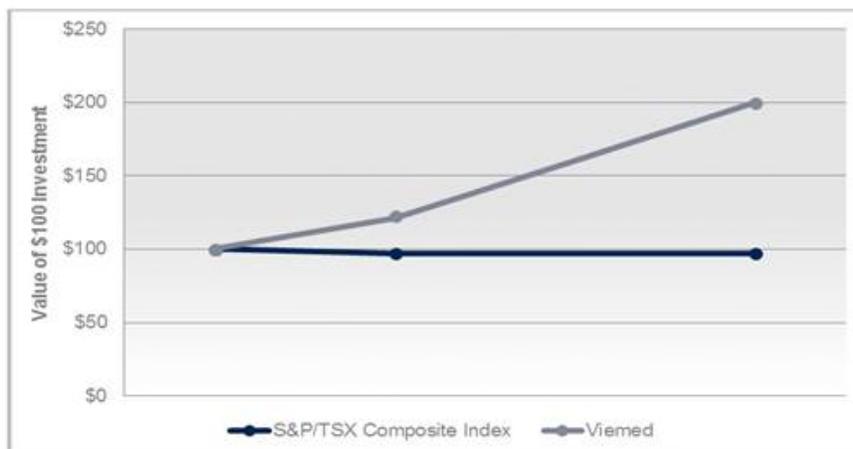
On December 21, 2017, concurrent with the closing of the Arrangement, the Board established the Compensation Committee as a standing committee of the Board. The Compensation Committee assists the Board in discharging the directors' oversight responsibilities relating to the compensation and retention of key senior management employees, and in particular the Chief Executive Officer.

The Compensation Committee is comprised of four (4) directors, Timothy Smokoff (Chairman), Nitin Kaushal, Randy Dobbs and Bruce Greenstein. Each member of the Compensation Committee is independent as such term is defined in NI 52-110 and in the BCBCA.

The Compensation Committee operates under the Charter of the Compensation Committee, pursuant to which the Compensation Committee assists the Board in fulfilling its oversight responsibilities with respect to: setting policies for senior officers' remuneration; reviewing and approving and then recommending to the Board salary, bonus, and other benefits, direct or indirect, and any change-of-control packages of the Chief Executive Officer; considering the recommendations of the Chief Executive Officer and setting the terms and conditions of employment including, approving the salary, bonus, and other benefits, direct or indirect, and any change-of-control packages, of the key executives of the Corporation; undertaking an annual review of the Chief Executive Officer goals for the coming year and reviewing progress in achieving those goals; reviewing compensation of the Board on at least an annual basis; overseeing the administration of the Corporation's compensation plans, including stock option plans, outside directors compensation plans, and such other compensation plans or structures as are adopted by the Corporation from time to time; reviewing and approving executive compensation disclosure to be made in the proxy circular prepared in connection with each annual meeting of shareholders of the Corporation; and undertaking on behalf of the Board such other compensation initiatives as may be necessary or desirable to contribute to the success of the Corporation and enhance shareholder value.

Performance Graph

The following graph compares the total cumulative return on funds invested in Common Shares, compared to the total cumulative return of the Standard and Poor's TSX Composite Total Return Index for the period from December 22, 2017, when the shares were initially posted for trading on the TSX Venture Exchange, to December 31, 2018.



	December 22, 2017	December 31, 2017	December 31, 2018
Viemed Healthcare, Inc.	\$100	\$104	\$218
S&P/TSX Composite Index	\$100	\$100	\$89

Over the December 22, 2017 to December 31, 2018 period, the Corporation's share price increased by 117.9% and has outperformed the S&P/TSX Composite Index which decreased by 11.4%. As shown in the summary compensation table, during the same period, total compensation received by the Named Executive Officers increased in line with this trend. The Board considers the Corporation's performance (including share price) in its compensation decision-making. Based on the growth and results of the Corporation over this period and the return to Shareholders, the Board believes there is alignment between the compensation of the Named Executive Officers and the return to Shareholders. In addition, as approximately 33%-45% of the aggregate target total direct compensation of the Named Executive Officers in 2018 was security-based compensation (i.e., the grant date fair value of RSUs and Options), in the medium to long-term, the realized compensation of the Named Executive Officers will be directly and meaningfully impacted by the market value of the Common Shares.

Summary Compensation Table for Named Executive Officers

The following table sets forth information concerning the total compensation paid in the financial years ended December 31, 2018, 2017 and 2016 to those persons who were Named Executive Officers of the Corporation for the financial year ended December 31, 2018 (expressed in U.S. dollars):

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based Awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long term incentive plans			
Casey Hoyt ⁽¹⁾ Chief Executive Officer and Director	2018	389,038	550,138	233,407 ⁽⁶⁾	637,500	N/A	N/A	18,761	1,828,844
	2017	235,000	N/A	25,554 ⁽⁷⁾⁽⁸⁾	555,000	N/A	N/A	264,754 ⁽⁹⁾	1,080,308
	2016	226,923	N/A	N/A	N/A	N/A	N/A	4,372	231,295
Trae Fitzgerald ⁽²⁾ Chief Financial Officer	2018	173,846	152,651	47,102 ⁽⁶⁾	200,000	N/A	N/A	19,734	593,333
	2017	155,962	N/A	6,312 ⁽⁷⁾⁽¹⁰⁾	160,000	N/A	N/A	31,175 ⁽⁹⁾	353,449
	2016	106,250	N/A	N/A	N/A	N/A	N/A	2,480	108,730
Michael Moore ⁽³⁾ President and Director	2018	360,000	535,270	227,097 ⁽⁶⁾	540,000	N/A	N/A	39,472	1,701,839
	2017	230,000	N/A	25,554 ⁽⁷⁾⁽¹¹⁾	540,000	N/A	N/A	277,439 ⁽⁹⁾	1,072,993
	2016	224,615	N/A	N/A	N/A	N/A	N/A	23,124	247,739
W. Todd Zehnder ⁽⁴⁾ Chief Operating Officer and Director	2018	350,000	520,402	220,789 ⁽⁶⁾	525,000	N/A	N/A	40,672	1,656,863
	2017	325,000	N/A	108,878 ⁽⁷⁾⁽¹²⁾	525,000	N/A	N/A	110,185 ⁽⁹⁾	1,069,063
	2016	330,000	N/A	N/A	N/A	N/A	N/A	19,390	349,390
William Frazier ⁽⁵⁾ Chief Medical Officer and Director	2018	170,000	74,998	63,083 ⁽⁶⁾	68,000	N/A	N/A	45,258	421,339
	2017	167,615	N/A	19,700 ⁽⁷⁾⁽¹³⁾	68,000	N/A	N/A	17,692 ⁽⁹⁾	185,307
	2016	171,154	N/A	N/A	N/A	N/A	N/A	6,495	177,649

Notes:

- (1) Prior to the Arrangement, Mr. Hoyt had been CEO of PHM since July 13, 2015.
- (2) Prior to the Arrangement, Mr. Fitzgerald had been Corporate Controller at PHM since June 1, 2016.
- (3) Prior to the Arrangement, Mr. Moore had been President of PHM since July 13, 2015 and Interim CFO of PHM from March 30, 2016 to June 28, 2016.
- (4) Prior to the Arrangement, Mr. Zehnder had been Chief Strategy Officer and VP of Finance at PHM since December 7, 2015.
- (5) Prior to the Arrangement, Dr. Frazier had been Chief Medical Officer of the Sleepco Subsidiaries since October 1, 2015.
- (6) Option-based Awards value was calculated at the date of the grant using the Black-Scholes options pricing model with the following assumptions: Risk free interest rates of 1.77%; Dividend yield of NIL; Expected stock price volatility of 138%; Option life of 10 years.

- (7) Represents stock options issued under the Option Plan pursuant to the Arrangement in exchange for previously held options of PHM. Does not represent the issuance of new options. Pursuant to the Arrangement, the exercise prices of the options of the Corporation issued as a result of the Arrangement were to be determined by the respective trading prices of PHM and the Corporation for the five trading days following completion of the Arrangement. Accordingly, the exercise prices of the options of the Corporation were not known until after December 31, 2017 but are known as of the date hereof and thus are being used to complete the disclosure.
- (8) Option-based Awards value was calculated at the date of the grant using the Black-Scholes options pricing model with the following assumptions: Risk free interest rates of 1.55%; Dividend yield of NIL; Expected stock price volatility of 89.2%; Option life of 2.6 years.
- (9) Included in other compensation is a portion of previous year's salary that was deferred by certain members of management prior to the Arrangement, including: Mr. Hoyt (\$250,000), Mr. Moore (\$250,000) and Mr. Zehnder (\$65,000).
- (10) Option-based Awards value was calculated at the date of the grant using the Black-Scholes options pricing model with the following assumptions: Risk free interest rates of 1.55%; Dividend yield of NIL; Expected stock price volatility of 84.9%; Option life of 3.4 years.
- (11) Option-based Awards value was calculated at the date of the grant using the Black-Scholes options pricing model with the following assumptions: Risk free interest rates of 1.55%; Dividend yield of NIL; Expected stock price volatility of 89.2%; Option life of 2.6 years.
- (12) Option-based Awards value was calculated at the date of the grant using the Black-Scholes options pricing model with the following assumptions: Risk free interest rates of 1.55%; Dividend yield of NIL; Expected stock price volatility of 86.5%; Option life of 3 years.
- (13) Option-based Awards value was calculated at the date of the grant using the Black-Scholes options pricing model with the following assumptions: Risk free interest rates of 1.55%; Dividend yield of NIL; Expected stock price volatility of 86.9%; Option life of 2.9 years.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all awards outstanding for the Named Executive Officers as of December 31, 2018 (expressed in Canadian dollars):

Name	Option-Based Awards				Share-Based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share based awards that have not vested ⁽²⁾ (\$)
Casey Hoyt	50,000	7.45	July 10, 2020	Nil	305,999	1,600,375
	134,166	2.27	January 4, 2028	397,131		
Trae Fitzgerald	5,000	1.53	May 11, 2021	18,500	84,908	444,069
	27,075	2.27	January 4, 2028	80,142		
Michael Moore	50,000	7.45	July 10, 2020	Nil	297,729	1,557,123
	130,539	2.27	January 4, 2028	386,395		
W. Todd Zehnder	117,000	3.12	December 7, 2020	246,870	289,459	1,513,871
	126,913	2.27	January 4, 2028	375,662		
William Frazier	20,000	2.72	November 16, 2020	50,200	19,042	99,590
	36,261	2.27	January 4, 2028	107,333		

Notes:

- (1) Aggregate value is calculated based on the difference between the exercise price of the options and the last closing price of the Common Shares on the Toronto Stock Exchange in the financial year ended December 31, 2018, namely \$5.23.
- (2) Aggregate value is calculated based on the last closing price of the Common Shares on the Toronto Stock Exchange in the financial year ended December 31, 2018, namely \$5.23.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value of all incentive plan awards vested or earned for the Named Executive Officers during the year ended December 31, 2018 (expressed in Canadian dollars):

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Casey Hoyt	Nil	N/A	N/A
Trae Fitzgerald	4,784	N/A	N/A
Michael Moore	Nil	N/A	N/A
W. Todd Zehnder	63,570	N/A	N/A
William Frazier	29,530	N/A	N/A

Notes:

- (1) Aggregate value is calculated based on the difference between the exercise price of the options on the date they vest and the closing price of the Common Shares on the Toronto Stock Exchange on such date, or in the event such date is not a trading date, the closing price on the next trading date.

Pension Plan Benefits

The Corporation has not implemented a pension plan.

Termination and Change of Control Benefits

Other than as contemplated below, as at the end of the Corporation's most recently completed financial year (December 31, 2018), the Corporation had not entered into any contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, pursuant to retirement, a change in control of the Corporation or a change in an Named Executive Officer's responsibilities. However, the Corporation is currently preparing and negotiating new employment agreements for the Named Executive Officers which are anticipated to include termination and change of control payments.

Pursuant to the RSU/DSU Plan, all unvested RSUs held by any participant (including a Named Executive Officer) will automatically vest, without further act or formality, immediately in the event of a termination of employment by the Corporation without cause or termination arising from the resignation or cessation of employment or service by the participant based on a material reduction or change in position, duties or remuneration of the participant at any time within 12 months after the occurrence of a Change of Control (as such term is defined in the RSU/DSU Plan). The market or payout value of share based awards that have not vested as disclosed in the above table titled "Outstanding Share-Based Awards and Option-Based Awards" shows the incremental payments that would be made to the Named Executive Officers upon termination in the events noted in the preceding paragraph, if such events were to have occurred on December 31, 2018.

Pursuant to the RSU/DSU Plan, all unvested RSUs held by any participant (including a Named Executive Officer) will automatically vest, without further act or formality, immediately in the event of a termination of employment by the Corporation without cause or termination arising from the resignation or cessation of employment or service by the participant based on a material reduction or change in position, duties or remuneration of the participant at any time within 12 months after the occurrence of a Change of Control (as such term is defined in the RSU/DSU Plan). The market or payout value of share based awards that have not vested as disclosed in the above table titled "Outstanding Share-Based Awards and Option-Based Awards" shows the incremental payments that would be made to the Named Executive Officers upon termination in the events noted in the preceding paragraph, if such events were to have occurred on December 31, 2018.

Pursuant to the Cash Bonus Plan, if the employment of a participant (including a Named Executive Officer) is terminated by the Corporation without cause or by the participant for "good reason", on or after the date of a Change in Control (as such term is defined in the Cash Bonus Plan) and prior to payment of the Bonus Amount for the Plan Year in which a Change in Control occurs, the participant shall be entitled to a Bonus Amount equal to the pro rata portion of a target bonus determined as if all measures for a target Bonus Amount have been achieved, such amount to be paid within 30 days after the participant's termination of employment. The payout amount that would have been made to the Named Executive Officers upon termination in the events noted in the preceding paragraph, if such events were to have occurred on December 31, 2018 are: Casey Hoyt (US\$425,000), Trae Fitzgerald (US\$150,000), Michael Moore (US\$360,000), W. Todd Zehnder (US\$350,000) and William Frazier (US\$42,500).

Director Compensation

Independent directors of the Corporation receive cash compensation equal to US\$60,000 per year. In addition, the Chair of the Board and each Chair of a committee of the Board is paid US\$15,000 per year. Directors are also eligible to receive awards under the Option Plan and RSU/DSU Plan, up to a deemed value of up to a maximum of US\$75,000 per year, to align the individual's interests with those of the Corporation.

Director Compensation Table for Directors (other than the Named Executive Officers)

The following table sets forth all compensation provided to each of the directors of the Corporation during the financial year ended December 31, 2018 (other than a director who is a Named Executive Officer, whose disclosure with respect to compensation is set out above)(expressed in U.S. dollars):

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Nitin Kaushal	75,000	74,998	63,083	N/A	N/A	N/A	213,081
Randy Dobbs	75,000	74,998	63,083	N/A	N/A	N/A	213,081
Timothy Smokoff	75,000	74,998	63,083	N/A	N/A	N/A	213,081
Bruce Greenstein ⁽¹⁾	37,500	74,998	N/A	N/A	N/A	N/A	112,498

Notes:

- (1) Elected a director of the Corporation on July 17, 2018.
- (2) Option-based Awards value was calculated at the date of the grant using the Black-Scholes options pricing model with the following assumptions: Risk free interest rates of 1.77%; Dividend yield of NIL; Expected stock price volatility of 138%; Option life of 10 years.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all awards outstanding for each of the directors of the Corporation (other than a Named Executive Officer, whose disclosure with respect to incentive plan awards is set out above) as of December 31, 2018 (expressed in Canadian dollars):

Name	Option-Based Awards				Share-Based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price ⁽¹⁾ (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share based awards that have not vested ⁽²⁾ (\$)
Nitin Kaushal	120,000	1.50	November 1, 2023	227,333	19,042	99,590
	120,000	3.18	December 1, 2024	Nil		
	50,000	8.44	July 28, 2025	Nil		
	36,261	2.27	January 4, 2028	107,333		
Randy Dobbs	36,261	2.27	January 4, 2028	107,333	19,042	99,590
Timothy Smokoff	36,261	2.27	January 4, 2028	107,333	N/A	N/A
Bruce Greenstein	Nil	N/A	N/A	N/A	19,042	99,590

Notes:

- (1) Aggregate value is calculated based on the difference between the exercise price of the options and the last closing price of the Common Shares on the Toronto Stock Exchange in the financial year ended December 31, 2018, namely \$5.23.
- (2) Aggregate value is calculated based on the last closing price of the Common Shares on the Toronto Stock Exchange in the financial year ended December 31, 2018, namely \$5.23.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value of all incentive plan awards vested or earned for each director of the Corporation during the financial year ended December 31, 2018 (other than a Named Executive Officer, whose disclosure with respect to incentive plan awards is set out above)(expressed in Canadian dollars):

Name	Option-based awards – Value vested during the year ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Nitin Kaushal	N/A	N/A	N/A
Randy Dobbs	N/A	N/A	N/A
Timothy Smokoff	N/A	N/A	N/A
Bruce Greenstein	N/A	N/A	N/A

14. SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information as of December 31, 2018 regarding the number of Common Shares to be issued pursuant to equity compensation plans of the Corporation and the weighted-average exercise price of said securities:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	3,260,527 Options 1,715,077 RSUs	\$3.39 N/A	4,321,398
Equity compensation plans not approved by securityholders	-	-	-
Total	3,260,527 Options 1,715,077 RSUs	\$3.39 N/A	4,321,398

15. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, the proposed nominees for election as director, the executive officers of the Corporation, or any of their respective associates or affiliates is or has been, during the year ended December 31, 2018, indebted to the Corporation or any of its subsidiaries in respect of loans, advances or guarantees of indebtedness.

16. DIRECTOR AND OFFICER INSURANCE

The Corporation's current directors' and officers' insurance policies provide for aggregate coverage of \$25,000,000. The policies protect the Corporation's directors and officers against liability incurred by them while acting in their capacities as directors and officers of the Corporation and its subsidiaries. The Corporation's cost for these policies is approximately \$89,600 annually.

17. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the informed persons (as such term is defined in NI 51-102) of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, in any transaction of the Corporation since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

18. MANAGEMENT CONTRACTS

There are no management functions of the Corporation which are to any substantial degree performed by a person or a company other than the directors or executive officers of the Corporation.

19. PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Other than the foregoing, management of the Corporation knows of no other matter to come before the Meeting other than those referred to in the Notice. However, if any other matters which are not known to the management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

20. ADDITIONAL INFORMATION

Additional information relating to the Corporation, including copies of the Corporation's financial statements and Management's Discussion and Analysis is available on SEDAR at www.sedar.com, copies of which may be obtained from the Corporation upon request. The Corporation may require the payment of a reasonable charge if the request is made by a person who is not a shareholder of the Corporation.

DATED this 4th day of April, 2019.

BY ORDER OF THE BOARD

(signed) "Casey Hoyt"
Chief Executive Officer



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