HEALTHCARE SPECIAL OPPORTUNITIES FUND

(the "Fund")

NOTICE OF SPECIAL MEETING OF UNITHOLDERS

and

MANAGEMENT INFORMATION CIRCULAR

August 6, 2026

SPECIAL MEETING OF UNITHOLDERS

TO BE HELD ON SEPTEMBER 4, 2026

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Notice of special meeting of unitholders

NOTICE IS HEREBY GIVEN THAT LDIC Inc. (**"LDIC"** or the **"Manager"**) will hold a Special Meeting of unitholders of Healthcare Special Opportunities Fund ("the **Fund**") to consider and pass resolutions to approve the following special business:

1. the proposed transfer of private investments to Healthcare Special Opportunities Sidecar LP (the "**Sidecar LP**") and termination of the fund (the "**Proposal**");

2. an amendment to the Fund's Declaration of Trust to permit the Fund to be terminated on less than 90 days' notice in connection with the transactions described in the Circular; and

3. to transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

The Proposal is further described in the management information circular (the **"Information Circular"**) accompanying this notice. The Special Meeting will be held at **Wildeboer Dellelce LLP, 365 Bay St. Suite 800, Toronto, ON M5H 2V1** on **September 4, 2026 (**the **"Meeting Date"**), at 10:00 a.m. (Toronto time) (the **"Meeting Time"**).

If approved, the proposed transfer of private investments to the limited partnership and the termination of the Fund (described further in the accompanying Information Circular) are expected to be implemented on or about October 6, 2026.

You are only entitled to vote at a Special Meeting if you were a unitholder of record in the Fund as of the close of business on August 5, 2026 (the **"Record Date"**).

If you are entitled to vote at, but are unable to attend, the Special Meeting, you may exercise your voting rights by completing, signing and dating the form of proxy mailed to you on or about August 14, 2026 and returning it to LDIC Inc., 10 Alcorn Avenue, Suite 205, Toronto, Ontario M4V 3A9. To be valid, the form of proxy must be received before 5:00 p.m. (Toronto time) on the business day preceding the Special Meeting or not later than 48 hours prior to any adjournment or postponement thereof, or be deposited with the Chairman of the Special Meeting immediately prior to the Special Meeting or any adjournment thereof. Alternatively, unitholders may email their completed form of proxy to info@ldic.ca, to be received by the same deadline. If unitholders choose the email option, they should ensure that all pages of the form of proxy are returned. To be valid at a Special Meeting, your form of proxy must be received by 5:00 p.m. (Toronto time) on September 3, 2026.

At the Special Meeting, two or more of a Fund's unitholders, present in person, or represented by proxy holding not less than twenty five percent (25%) of the units then outstanding, will constitute a quorum. If a quorum is not achieved at a Special Meeting, the Special Meeting will be adjourned to September 11, 2026, at the same time and location as the original meeting, or such other date as LDIC may determine.

Proposed Transfer of Private Investments to Healthcare Special Opportunities Sidecar LP (the "Sidecar LP") and Termination of the Fund (the "Proposal")
LDIC proposes to establish Healthcare Special Opportunities Sidecar LP for the purpose of holding, managing and seeking to maximize the value of the private investments currently held by the Fund. If the Proposal is approved and all required regulatory approvals are obtained, the Fund will liquidate substantially all its public securities for cash and establish appropriate reserves for Fund wind-up and Sidecar LP expenses. Following the completion of these steps, the Class A Units of the Fund will be delisted from the Toronto Stock Exchange. Following the delisting, the Fund will transfer its private investments to the Sidecar LP at fair market value in exchange for units of the Sidecar LP. As part of the winding-up of the Fund, the Fund will then distribute its remaining available cash and the Sidecar LP units to its unitholders (the "**Consideration**"), following which the Fund will be terminated. Upon receipt of the Sidecar LP units, unitholders will become limited partners of the Sidecar LP and will continue to participate indirectly in the value of the private investments. The unitholders will not need to take any further action to receive the Consideration. LDIC will act as the General Partner of the Sidecar LP. As General Partner, LDIC will oversee the management of the private investments, pursue appropriate liquidity events, and seek to maximize value for Limited Partners through the pursuit of liquidity opportunities when market conditions and circumstances are considered favourable.

LDIC, as Manager of the Fund, recommends that you vote in favour of each Proposal, as applicable to you.

The governance of the Fund involves the Fund's Independent Review Committee ("**IRC**") which was formed to review, among other things, conflicts of interest matters referred to it by LDIC, as Manager of the Fund. The IRC has reviewed the Proposal and has determined that if it is implemented, would achieve a fair and reasonable result for the Fund.

While the IRC has determined that the implementation of the Proposal would achieve a fair and reasonable result for the Fund, it is not the role of the IRC to recommend that unitholders vote in favour of the Proposal.

Additional information regarding the Fund and, in respect of the Proposal, is contained in the Fund's prospectus, most recently filed Annual Information Form, and the most recent management report of fund performance and annual and interim financial statements. You can obtain these documents at no cost by:

visiting: https://www.ldic.ca/

visiting: www.sedarplus.ca;

emailing: info@ldic.ca;

phoning: 416-362-4141

mailing: 10 Alcorn Ave., Suite 205, Toronto, ON M4V 3A9

August 6, 2026

By order of the Board of Directors of LDIC Inc. as Manager of the Fund

Signed 'Genevieve Roch-Decter'

Genevieve Roch-Decter
Chief Executive Officer, LDIC Inc.

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MANAGEMENT INFORMATION CIRCULAR

August 6, 2026

HEALTHCARE SPECIAL OPPORTUNITIES FUND

(The Fund)

SPECIAL MEETING OF UNITHOLDERS

TO BE HELD ON SEPTEMBER 4, 2026

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Management Information Circular

August 6, 2026

Management Solicitation

This management information circular (“**Information Circular**”) is provided by LDIC Inc. (“**LDIC**” or the **“Company”**), the manager of the Fund.

For the Fund, LDIC will hold a special meeting of unitholders (a “**Special Meeting**”) on **September 4, 2026** (the “**Meeting Date**”) at 10:00 a.m. (Toronto time) (the “**Meeting Time**”) to consider and vote on the special resolution attached hereto as Schedule A (the “**Resolution**”) to approve the proposed transactions described within this Information Circular (the “**Proposal”**).

If a Special Meeting is adjourned, it will be adjourned to September 11, 2026, at the same time and location as the original meeting, or such other date as LDIC may determine, at the same time and location (the “**Adjournment Time**”).

LDIC, as manager of the Fund, is providing this Information Circular in connection with its solicitation of proxies for use at the Special Meeting. LDIC makes this solicitation on behalf of the Fund. LDIC or its agents may solicit these proxies by mail, telephone, email, fax, or in person.

Except as otherwise stated, the information contained in this Information Circular is current to **August 6, 2026**.

Proposed Transfer of Private Investments to Sidecar LP and Termination of the Fund

Proposal

LDIC proposes to establish Healthcare Special Opportunities Sidecar LP (the "**Sidecar LP**") for the purpose of holding, managing and seeking to maximize the value of the private investments currently held by the Fund. If the Proposal is approved and all required regulatory approvals are obtained, the Fund will liquidate substantially all of its public securities for cash and establish appropriate reserves for Fund wind-up and Sidecar LP expenses. Following the completion of these steps, the Class A Units of the Fund will be delisted from the Toronto Stock Exchange (the "**TSX**"). Following the delisting, the Fund will transfer its private investments to the Sidecar LP at fair market value in exchange for units of the Sidecar LP. As part of the winding-up of the Fund, the Fund will then distribute its remaining available cash and the Sidecar LP units to its unitholders (the "**Consideration**"), following which the Fund will be terminated. Upon receipt of the Sidecar LP units, unitholders will become limited partners of the Sidecar LP and will continue to participate indirectly in the value of the private investments. The unitholders will not need to take any further action to receive the Consideration.

LDIC will act as the General Partner of the Sidecar LP. As General Partner, LDIC will oversee the management of the private investments, pursue appropriate liquidity events and seek to maximize value for Limited Partners through the pursuit of liquidity opportunities when market conditions and circumstances are considered favourable.

In connection with the Fund termination, LDIC proposes to amend the Declaration of Trust (the "Declaration") of the Fund. The Declaration currently requires that not less than 90 days' notice be provided prior to the termination of the Fund. The proposed amendment would permit the Fund to be terminated on a shorter notice period in connection with the transactions completed by the Proposal, provided that all applicable securities law requirements have been satisfied.

If the Proposal receives unitholder and regulatory approval, the transactions comprising the Proposal are expected to be completed on or about October 6, 2026 (the "**Effective Date**").

Reasons for the Proposal and alternatives considered by the Board

The Fund was established in 2015 with the objective of providing investors with long-term total return through investments in publicly traded and private healthcare companies. Since inception, the Fund has successfully returned capital and generated total returns for unitholders through a combination of capital gains, distributions and redemptions, while maintaining exposure to attractive healthcare investment opportunities.

The net assets of the Fund peaked at $75.5 million on June 2, 2017, however over time, the Fund's asset base has declined significantly from its peak. As at June 30, 2026, the Fund had net assets attributable to unitholders of approximately $16.4 million. It is also pertinent to note that for the annual redemption cycle for year 2026, 314,238 Class A units were surrendered for redemption, which amounts to $3.8 million based on net asset value per unit of June 30, 2026. Considering those annual redemption, the total net assets of the Fund has fallen to approximately $12.3 million.

Management considered various alternatives to liquidate the private investments, including requesting that the issuers repurchase the Fund's private holdings and seeking buyers in the secondary market. Over the past year, these efforts have been unsuccessful due to the current economic environment and challenging conditions in the private markets.

Accordingly, following a comprehensive review of the Fund's current circumstances, the Board determined that the Fund has reached a size at which it is no longer economically efficient to continue operating in its current form and is therefore presenting the Proposal for consideration by unitholders. The Board believes that the establishment of the Sidecar LP represents the most practical and efficient means of maximizing value for unitholders while allowing for an orderly realization of the remaining private investments. Based on the nature of these investments and current market conditions, the Board expects that it may take approximately three to five years to fully liquidate the private investment portfolio held by the Sidecar LP.

In reaching this conclusion, the Board considered several factors, including the Fund's reduced scale, the nature of its remaining investments, the costs associated with continuing operations and the alternatives available to maximize value for unitholders.

Sub-Scale Fund Size

The Board believes that the Fund has reached a size where continuing to operate in its current form is no longer economically efficient. The Fund continues to incur expenses associated with its stock exchange listing, audit requirements, annual and interim financial reporting, legal and regulatory compliance, fund administration, transfer agency services, governance requirements and other operational obligations applicable to publicly listed investment funds.

As the Fund's asset base decreases, these largely fixed expenses represent an increasingly larger percentage of net assets. The management expense ratio of the Fund as at June 30, 2026, was 3.33%, which the management believes is too high to sustain the Fund and would result in an increasing cost burden borne by the unitholders and would reduce the value ultimately available for distribution.

Portfolio Composition and Illiquidity of Private Investments

The Fund currently holds a portfolio consisting primarily of publicly traded healthcare securities together with a limited number of private investments. As of the date of this Circular, approximately 15% of the Fund's portfolio is invested in private companies and private investment vehicles. Further details on those private investments are provided in section 'Details of the Proposal' of this Information Circular.

Unlike publicly traded securities, these private investments are inherently illiquid and generally do not have active secondary markets. In addition, certain transfer restrictions imposed by issuers or governing agreements may further limit the Fund's ability to dispose of such investments. As a result, these investments cannot be readily liquidated in the ordinary course of business, even at significant discounts to their respective fair values.

The Board considered whether the Fund should pursue an immediate liquidation of all assets. However, the Board concluded that forcing a sale of the private investments at this time could materially impair value and may not be in the best interests of unitholders.

Potential Future Value Maximization

Several of the Fund's private investments continue to pursue strategic initiatives that may result in future liquidity events. Such events may include acquisitions, strategic transactions, recapitalizations, public offerings or other liquidity opportunities.

While the timing and outcome of any such events remain uncertain, the Board believes that preserving exposure to these investments may provide additional value to unitholders that would otherwise be lost through a forced liquidation at the present time.

The Board also considered that liquidity events for certain of the Fund's private investments have not occurred as quickly as originally anticipated and may not occur in the foreseeable future. Nevertheless, the Board believes that maintaining a cost-efficient structure to hold these investments for future realization is preferable to either continuing the Fund indefinitely or liquidating the investments under potentially unfavorable conditions.

Reduction of Ongoing Costs

The Board believes that the proposed transfer of the Fund's private investments to the Sidecar LP provides a significantly more cost-effective structure through which the remaining investments can be managed. Under the proposed structure, LDIC Inc. will act as the General Partner of the Sidecar LP and will not charge any management fee. In addition, the Sidecar LP will not be publicly listed and will therefore no longer be subject to the ongoing regulatory and reporting obligations applicable to a public investment fund.

As a result, the administrative and operating expenses associated with the Sidecar LP are expected to be substantially lower than those currently incurred by the Fund. The Board believes that the Sidecar LP structure represents the most efficient means of preserving and maximizing the potential future value of the private investments while minimizing ongoing costs for investors.

Orderly Return of Capital

The Proposal will permit the Fund to liquidate substantially all publicly traded investments in an orderly manner, establish appropriate reserves and determine the amount of cash available for distribution to unitholders. Following these steps, the Class A Units will be delisted from the TSX. Following the delisting, the Fund will transfer the private investments to the Sidecar LP in exchange for Sidecar LP units. As part of the winding-up of the Fund, the Fund will distribute the resulting cash proceeds, net of appropriate reserves and expenses, together with the Sidecar LP units, to unitholders (the "**Consideration**") and will then be terminated. The unitholders will not need to take any further action to receive the Consideration.

The Board also considered the requirement under the Declaration that not less than ninety 90 days' notice be provided prior to the termination of the Fund. The Board determined that maintaining the existing 90-day notice period would delay the implementation of the Proposal, increase the Fund's operating expenses and reduce the amount ultimately available for distribution to unitholders. Accordingly, the Board determined that it would be appropriate to seek unitholder approval to amend the Declaration of Trust to permit the Fund to terminate on a shorter notice period in connection with the Proposal.

The Board believes that the Proposal is reasonable and in the best interests of the Fund and its unitholders because it will facilitate the timely completion of the Proposal, reduce ongoing operating expenses of the Fund and avoid unnecessary costs that would otherwise be incurred during an extended wind-up period.

The Board believes that the Proposal, including the transfer of the private investments to the Sidecar LP and the amendment to the Declaration of Trust, appropriately balances the objectives of providing liquidity to unitholders today while preserving the opportunity to participate in future upside associated with the Fund's remaining private investments.

Alternatives considered by the board

The Board considered numerous alternatives, including maintaining the Fund, merging the Fund with another investment vehicle, and pursuing immediate liquidation of all assets. The description of those alternatives is presented below:

Alternative 1 – Continue the Fund in its Existing Form

The Board considered the option of continuing the Fund in its current form. The potential advantages of this alternative included maintaining the Fund's public market listing, providing ongoing liquidity through market trading and redemption features, preserving the existing fund structure, and allowing unitholders to continue benefiting from exposure to healthcare investments.

After careful review, however, the Board determined that continuing the Fund was not in the best interests of unitholders. The Fund had reached a sub-scale asset level, resulting in fixed operating costs representing an increasing burden on the remaining unitholders. In addition, trading liquidity of the units had declined, ongoing regulatory and reporting obligations would continue indefinitely, and there was no reasonable expectation that the Fund would return to a size sufficient to justify its continued operation. Based on these factors, the Board concluded that the continuation of the Fund was not a desirable alternative.

Alternative 2 – Immediate Liquidation of All Assets

The Board considered an alternative involving the immediate liquidation of both the Fund's public and private portfolio investments, followed by a distribution of cash proceeds to unitholders. The primary advantage of this approach was its simplicity and the ability to provide immediate finality to unitholders through a prompt cash distribution.

After careful consideration, however, the Board determined that this alternative was not desirable due to the nature of the Fund’s private investments, which are not publicly traded and generally lack active secondary markets. Management considered various alternatives to liquidate the private investments, including requesting that the issuers repurchase the Fund's private holdings and seeking buyers in the secondary market. Over the past year, these efforts have been unsuccessful due to the current economic environment and challenging conditions in the private markets Management advised that a forced sale process could significantly reduce realization values, require lengthy negotiations with prospective purchasers, create uncertainty regarding valuation outcomes, and potentially disadvantage unitholders. Based on these considerations, the Board concluded that an immediate liquidation of all assets could result in a material destruction of value and would therefore not be in the best interests of unitholders.

Alternative 3 – Merger with Another Investment Fund

The Board considered whether the Fund could be merged with another investment fund and reviewed a range of potential merger alternatives. Following its review, the Board determined that the Fund’s private investments presented a significant obstacle to any merger transaction, as potential counterparties were generally interested only in the Fund’s liquid public securities and showed limited willingness to assume illiquid private holdings.

The Board also concluded that a merger would not address the fundamental challenges associated with the private investments and, accordingly, would not provide a superior outcome for unitholders.

Alternative 4 – Sidecar LP Structure and Termination of the Fund

After evaluating the available alternatives, the Board determined that the Sidecar LP structure represented the most attractive option for the Fund and its unitholders. Under this structure, the Fund’s public securities would be liquidated, appropriate reserves would be established and the amount of cash available for distribution to unitholders would be determined. Following these steps, the Class A Units would be delisted from the TSX. Following the delisting, the Fund would transfer the private investments to a newly established Sidecar LP at fair market value in exchange for Sidecar LP units. As part of the winding-up of the Fund, the resulting cash proceeds, net of appropriate reserves and expenses, and the Sidecar LP units would be distributed to unitholders (the “**Consideration**”), following which the Fund would be terminated. The unitholders will not need to take any further action to receive the Consideration. LDIC would act as the General Partner of the Sidecar LP, no management fees would be charged, a reserve would be maintained to fund future expenses, and any future liquidity proceeds from the private investments would be distributed to Limited Partners. The Board concluded that this approach provided the most appropriate balance between delivering immediate liquidity to unitholders and preserving the potential value associated with the Fund’s private investments.

After reviewing all the alternatives considered, the Board unanimously determined that the Proposal is in the best interests of the Fund and its unitholders. In reaching this conclusion, the Board considered a number of factors, including the current size of the Fund, the costs associated with its continued operation, the nature and illiquidity of the private investments, the potential value that may be realized through future liquidity events, the anticipated reduction in expenses under the Sidecar LP structure, and the recommendations provided by management and external advisors. Based on these considerations, the Board unanimously approved the Proposal on July 22, 2026.

Procedure for the Proposal

If the Proposal receives the necessary unitholder and regulatory approvals, the Fund is expected to complete the Proposal, including the termination of the Fund, on or about the Effective Date. Following completion of the Proposal, the Fund will cease operations and be terminated.

Prior to the Effective Date, the Fund will liquidate substantially all publicly traded securities held in its portfolio. The proceeds from such sales may be temporarily held in cash, money market instruments or other short-term investments pending implementation of the Proposal. During this period, the Fund may not be fully invested in accordance with its investment objectives.

Following the receipt of all required unitholder and regulatory approvals of the Proposal, the following steps will be undertaken in the order set forth below by LDIC on behalf of the Fund:

a) The Fund will liquidate substantially all its public security holdings and determine the amount of cash proceeds;

b) The Sidecar LP will be established and LDIC will act as its General Partner;

c) The Fund will establish appropriate reserves for Fund wind-up expenses and anticipated Sidecar LP expenses and determine the amount of cash available for distribution;

d) The listing of Class A Units on the TSX will be terminated;

e) Following the delisting, the Fund will transfer its remaining private investments and certain related assets to the Sidecar LP at fair market value in exchange for units of the Sidecar LP;

f) As part of the winding-up of the Fund, the Fund will distribute the remaining available cash to unitholders on a pro rata basis (the "**Cash Distribution**") and distribute the Sidecar LP units to unitholders (together with the Cash Distribution, the “**Consideration**”), following which the Fund will be terminated. Upon receipt of the Sidecar LP units, unitholders will become limited partners of the Sidecar LP, the unitholders will not need to take any further action to receive the Consideration.; and

g) Future proceeds realized from the disposition, repayment, refinancing or other monetization of the private investments held by the Sidecar LP will be distributed to the limited partners of the Sidecar LP in accordance with the terms of the limited partnership agreement.

LDIC Inc. will serve as the General Partner of the Sidecar LP and will be responsible for overseeing the administration and management of the Sidecar LP. No management fees will be charged by LDIC Inc. in respect of the Sidecar LP.

Prior to the termination of the Fund, a reserve will be established from Fund's net assets to provide for anticipated Fund wind-up expenses and operating expenses of the Sidecar LP, including accounting, audit, legal, tax compliance and administrative expenses. It is anticipated that this reserve will be sufficient to fund the operations of the Sidecar LP for approximately three to five years.

Details of the Proposal

The Proposal has been designed to facilitate an orderly wind-up and termination of the Fund while maximizing the value available to unitholders from both the liquid and illiquid portions of the Fund's portfolio.

The Proposal will be carried out through a series of integrated transactions which are expected to be completed on or about the Effective Date.

If the Proposal is approved and completed, substantially all of the Fund's publicly traded securities will be liquidated. Following the establishment of appropriate reserves for Fund wind-up expenses and anticipated Sidecar LP expenses, the Class A Units will be delisted from the TSX. Following the delisting, the Fund's private investments will be transferred to the Sidecar LP at fair market value in exchange for Sidecar LP units. As part of the winding-up of the Fund, the net cash proceeds from the liquidation of the Fund's publicly traded securities, after provision for expenses and reserves, and the Sidecar LP units received by the Fund will be distributed to unitholders (the "**Consideration**"). Upon receipt of the Sidecar LP units, unitholders will become limited partners of the Sidecar LP, allowing them to continue to participate indirectly in the value of the transferred private investments following the termination of the Fund. The unitholders will not need to take any further action to receive the Consideration.

The Board believes that the Proposal represents the most efficient means of returning capital to unitholders while preserving the opportunity to participate in future liquidity events associated with the Fund's remaining private investments.

The Declaration

As part of the Proposal, LDIC intends to amend the Declaration to permit the Fund to be terminated on less than 90 days' prior notice in connection with the transactions contemplated by the Proposal.

If approved, the amendment will permit the Fund to provide notice of termination through this Information Circular and complete the termination of the Fund on or about October 6, 2026. The proposed amendment is intended to align the Fund's termination notice period with the timing of the Proposal while reducing the additional operating, regulatory and administrative expenses that would otherwise be incurred during an extended wind-up period.

The Sidecar LP

The Sidecar LP will be formed solely for the purpose of holding, managing and seeking to maximize the value of the private investments transferred from the Fund. The Sidecar LP will not actively seek new investment opportunities.

The investment mandate of the Sidecar LP will be limited to holding the investments transferred from the Fund, monitoring the portfolio companies, protecting and maximizing the value of those investments, evaluating potential liquidity opportunities as they arise, and distributing proceeds to limited partners following the occurrence of realization events. The Sidecar LP is not intended to make new investments and will primarily serve as a vehicle to facilitate the orderly management and eventual realization of the transferred portfolio assets. The Sidecar LP will terminate following the realization of all portfolio investments and the distribution of substantially all its assets to the limited partners.

General Partner

LDIC Inc. will serve as the General Partner of the Sidecar LP and will be responsible for the overall administration and management of the partnership. In this capacity, LDIC will oversee the portfolio investments, valuation processes, accounting and tax reporting, regulatory compliance matters, maintenance of partnership records, management of liquidity and realization events, and the determination and processing of distributions to limited partners. As General Partner, LDIC will owe fiduciary duties to the Sidecar LP and its limited partners in accordance with applicable law and the terms of the Limited Partnership Agreement.

Unlike the Fund, the Sidecar LP will not pay any management fees or incentive fees to LDIC. The Board considered the absence of those fees to be a significant benefit to unitholders and an important factor in supporting the Proposal. LDIC has agreed that it will not receive any annual management fee, incentive fee or performance fee in connection with the operation of the Sidecar LP. Instead, the General Partner will be entitled only to reimbursement for actual out-of-pocket expenses reasonably incurred on behalf of the Sidecar LP in carrying out its responsibilities.

Transferred Assets

The following assets are to be transferred to the Sidecar LP with their fair values and cost base as of June 30, 2026:

Private investment	Number of securities	Securities type	Fair value	Cost base	Valuation methodology
Arthritis Innovation Corp.	76,856	Common shares	$653,276	$304,899	Recent transaction
Cairn Memory Care Opportunities Fund LP	468	Units	$323,856	$0	Discounted cash flow
Emulait Inc.	23,600	Common shares	$367,636	$449,577	Recent transaction
Fero International Inc.	204	Common share	$50,180	$49,980	Recent transaction
Investx Series 19-08 (Impossible Foods)	250,000	Units	$8,619	$124,005	Discounted cash flow
Paume Inc.	14,285	Common share	$49,998	$49,998	Recent transaction
Damona Pharmaceuticals Inc.	772,231	Preferred shares	$272,803	$674,300	Discounted cash flow
Damona Pharmaceuticals Inc.	310,692	Common shares	$109,757	$0	Discounted cash flow
Total			**$1,836,125**	**$1,652,759**	

Establishment of Expense Reserve:

Prior to completing the Proposal, the Fund will establish a reserve of approximately $128,115 to fund the anticipated operating expenses of the Sidecar LP. The Board believes this amount will be sufficient to cover expenses such as accounting, legal, tax, valuation, filing, and administrative costs for approximately three to five years.

If the reserve is exhausted, the General Partner may advance additional funds on behalf of the Sidecar LP on an interest-free basis and will be entitled to reimbursement from the Sidecar LP. Any remaining reserve balance after the liquidation of the Sidecar LP's investments and the satisfaction of its liabilities will be distributed to the limited partners in accordance with the terms of the Sidecar LP.

Class U Unitholders:

As of the date of this Information Circular, there is only one unitholder holding 500 Class U Units, which are denominated in U.S. dollars. These units represent approximately 0.05% of the Fund's net asset value.

On the Effective Date, the holder of the Class U Units will receive a cash distribution in U.S. dollars representing its pro rata share of the Fund's net assets attributable to liquid assets. In respect of the portion of the Fund's net assets represented by the Illiquid Assets, the holder will receive units of the Sidecar LP denominated in Canadian dollars.

The Board has determined that it is not cost-effective to establish and maintain separate Canadian dollar and U.S. dollar classes of units within the Sidecar LP for a single unitholder representing a nominal percentage of the Fund's net assets. The Board believes that this approach is reasonable, equitable and in the best interests of the Fund and its unitholders.

Distribution of Consideration to Unitholders

Upon completion of the Proposal, unitholders will receive consideration consisting of their proportionate share of the net cash and other liquid assets realized by the Fund, after provision for expenses and reserves, and Sidecar LP units distributed by the Fund as part of the winding-up of the Fund. This distribution structure is intended to enable the Fund to distribute substantially all realizable value to unitholders while preserving the opportunity for unitholders to participate indirectly in future liquidity events associated with the private investments transferred to the Sidecar LP.

The precise amount distributed to each unitholder will depend on a number of factors, including the number and class of units held, the net proceeds realized from the liquidation of public securities, transaction costs associated with the proposal, the fair value of the private investments transferred to the Sidecar LP, and any applicable taxes.

Each unitholder will participate in distributions on a pro rata basis according to the number of units held immediately prior to the completion of the Proposal. The Manager currently anticipates that approximately **85%** of the Fund's net asset value will be distributed in cash, while approximately **15%** will be represented by interests in the Sidecar LP. The allocation methodology has been designed to ensure that all unitholders are treated fairly and equitably.

Treatment of Registered Plans

Important warning to investors holding Fund units though registered plans:

As per the applicable tax laws, the Manager has determined that interests in the Sidecar LP will not constitute qualified investments for registered plans.

Accordingly, investors holding units through registered plans, including those listed below, are encouraged to transfer their units in the Fund to their non-registered accounts prior to the Sidecar Distribution to avoid punitive income tax consequences under the *Income Tax Act* (Canada) and the regulations promulgated thereunder. The registered plans are listed below for reference.

i. Registered Retirement Savings Plans ("RRSPs");
ii. Registered Retirement Income Funds ("RRIFs");
iii. Tax-Free Savings Accounts ("TFSAs");
iv. Registered Education Savings Plans ("RESPs");
v. Registered Disability Savings Plans ("RDSPs");
vi. First Home Savings Accounts ("FHSAs"); and
vii. Deferred Profit sharing Plans ("DPSPs")

The Board believes that this approach is necessary to avoid adverse tax consequences that could arise from the holding of non-qualified investments within registered plans. The Board further believes that this approach represents the most practical and administratively efficient method of addressing registered-plan restrictions.

Investors should contact their investment dealer, broker, trustee or plan administrator as soon as possible to determine the steps and timing required to complete the transfer. Investors should also consult their own tax advisors regarding the consequences of holding Fund units, receiving Sidecar LP units, or transferring Fund units out of a registered plan.

Future Distributions from the Sidecar LP:

Following completion of the Proposal, the General Partner intends to make distributions from the Sidecar LP as and when liquidity events occur and the General Partner determines that such distributions are prudent and appropriate in the circumstances. Potential liquidity events may include acquisitions, mergers, strategic transactions, recapitalizations, secondary sales, public offerings, or other realization transactions involving portfolio investments.

The timing, frequency, and amount of any future distributions cannot be predicted and will depend on a variety of factors, including the nature and timing of liquidity events, market conditions, and the cash proceeds realized from portfolio investments. The General Partner currently expects that distributions will generally be made following the receipt of material cash proceeds from portfolio investments, subject to the retention of adequate reserves to satisfy anticipated expenses, liabilities, and other obligations of the Sidecar LP.

Risk Factors Relating to the Sidecar LP

An investment in the Sidecar LP involves a number of risks. Prospective limited partners should carefully consider the following risk factors together with the other information contained in this Circular before voting on the Extraordinary Resolution.

The risks described below are not intended to be exhaustive and additional risks and uncertainties not presently known to the Manager or considered immaterial may also adversely affect the Sidecar LP and its investments.

No Assurance of Realization:

There can be no assurance that any of the private investments transferred to the Sidecar LP will achieve a liquidity event or generate proceeds for distribution. The realization of value from private investments is inherently uncertain and depends on numerous factors beyond the control of the General Partner, including market conditions, industry conditions, company-specific developments, financing market conditions, the level of interest from strategic buyers, and broader economic conditions. As a result, certain investments may ultimately generate proceeds that are significantly below their current carrying values, and some investments may become entirely worthless.

Illiquidity Risk:

The investments to be transferred to the Sidecar LP consist primarily of private securities. Unlike publicly traded securities, private securities generally do not have active secondary markets, which can make them difficult to sell or otherwise realize upon. The disposition of such investments may require lengthy negotiations, and the number of potential purchasers may be limited. As a result, any sale of a private investment may occur at a significant discount to its carrying value. In addition, the timing of liquidity events for private investments is inherently uncertain and may extend over several years. Accordingly, limited partners should not expect to receive regular distributions from the Sidecar LP or to realize value from their investment within any particular timeframe.

No Public Market:

Limited partnership interests in the Sidecar LP will not be listed on any stock exchange, and no public market is expected to develop for such interests. Accordingly, limited partners should regard their interests as highly illiquid. The ability of a limited partner to sell, transfer, assign or otherwise dispose of its interest will be subject to the terms and restrictions contained in the Limited Partnership Agreement and applicable securities laws. As a result, limited partners may be unable to realize value from their interests prior to the liquidation of the Sidecar LP. There can be no assurance that any purchaser for such interests will be available at any time or on terms acceptable to a limited partner.

Valuation Risk:

The fair values assigned to the investments transferred to the Sidecar LP are based on estimates and assumptions that may ultimately prove to be inaccurate. Valuations of private investments typically involve substantial judgment and may be based on a variety of methodologies, including recent financing rounds, comparable company analyses, discounted cash flow analyses, management projections, third-party valuation reports, and other valuation techniques considered appropriate under the circumstances. As a result, the actual proceeds realized upon the disposition of these investments may differ materially from their current carrying values. Such differences may be significant and may be either favourable or unfavourable to limited partners.

Concentration Risk:

The Sidecar LP will hold a relatively small number of investments and, as a result, its performance will be significantly influenced by the performance of individual portfolio companies. Consequently, a negative development affecting any single investment could have a material adverse effect on the value of the Sidecar LP and the returns available to its limited partners. The Sidecar LP will be substantially less diversified than a traditional investment fund and, therefore, may be more susceptible to volatility and investment-specific risks.

Healthcare Sector Risk:

The portfolio companies held by the Sidecar LP operate primarily within healthcare-related industries. As a result, the value of the Sidecar LP may be adversely affected by developments impacting the healthcare sector generally. Such developments may include regulatory changes, modifications to reimbursement regimes, healthcare funding pressures, adverse clinical trial outcomes, delays in product approvals, litigation, and changes in competitive dynamics. Since the Sidecar LP's investments are concentrated within a single industry sector, adverse developments affecting healthcare markets may have a disproportionate impact on the value of the Sidecar LP and the returns realized by its limited partners.

Conflict of Interest Risk:

LDIC will serve as the General Partner of the Sidecar LP. In carrying out its responsibilities, circumstances may arise in which conflicts of interest exist between the interests of the General Partner, the interests of the Sidecar LP, and the interests of individual limited partners. While the General Partner intends to identify and manage any such conflicts in good faith and in accordance with applicable law and the terms of the Limited Partnership Agreement, there can be no assurance that all conflicts will be resolved in a manner that is satisfactory to every limited partner.

Expense Risk:

Although LDIC will not receive management fees in connection with the Sidecar LP, the Sidecar LP will bear certain operating expenses necessary for its administration and operation. These expenses may include audit fees, legal fees, accounting fees, tax compliance and reporting expenses, valuation costs, filing fees, and other administrative expenses. Such expenses will reduce the amount available for distribution to limited partners. While an expense reserve will be established at closing to fund anticipated operating costs, if that reserve proves insufficient, additional expenses incurred by the Sidecar LP may further reduce the amount available for future distributions to limited partners.

Tax Risk:

The tax consequences of holding interests in the Sidecar LP may differ from those associated with holding units of the Fund. Changes in tax laws, regulations, administrative practices or interpretations may adversely affect limited partners. Limited partners should consult their own tax advisors regarding the tax consequences of holding and disposing of limited partnership interests.

Canadian Federal Income Tax Considerations

The following is a summary of the principal Canadian federal income tax considerations generally applicable to a unitholder who, for purposes of the *Income Tax Act* (Canada) and the regulations promulgated thereunder (the "Tax Act") and at all relevant times, is, or is deemed to be, resident of Canada, deal at arm's length and is not affiliated with the Fund, the Sidecar LP and the General Partner, and holds the units (and will hold any Sidecar LP units) as capital property (each, a "Holder")This summary is not applicable to a Holder: (i) that is a "financial institution" (as defined in subsection 142.2(1) of the Tax Act for purposes of the mark-to-market rules); (ii) that is a "specified financial institution" (as defined in subsection 248(1) of the Tax Act); (iii) an interest in which is a "tax shelter investment" (as defined in subsection 143.2(1) of the Tax Act); (iv) that reports its "Canadian tax results" (as defined in subsection 261(1) of the Tax Act) in a currency other than Canadian dollars; (v) that has entered or will enter into, with respect to any units held, a "derivative forward agreement" as defined in subsection 248(1) of the Tax Act; (vi) that is a partnership; or (vii) that is exempt from tax under Part I of the Tax Act. Any such holders should consult their own tax advisors with respect to an investment in units.

This summary is based upon the current provisions of the Tax Act, the regulations thereunder, publicly available administrative policies and assessing practices of the Canada Revenue Agency ("CRA") published prior to the date hereof and all specific proposals to amend the Tax Act publicly announced by the Minister of Finance (Canada) prior to the date of this Circular.

This summary is based on the assumptions that the Fund will at all relevant times qualify as a "mutual fund trust" for purposes of the Tax Act; that the Fund has not been and will not be established or maintained primarily for the benefit of non-resident persons within the meaning of subsection 132(7) of the Tax Act; that the Fund will not at any relevant time be a "SIFT trust" within the meaning of the Tax Act; that all property of the Fund is held on capital account; that all distributions by the Fund will be made rateably to all Holders in proportion to the number of units held; and that the transactions contemplated in this circular (the "Transactions") will be completed in the sequence described in this Circular and within the taxation year of the Fund ending 2026. If any of these assumptions is incorrect, the Canadian federal income tax consequences to Holders may differ materially from those described below.

No advance income tax ruling has been sought or obtained from the CRA in respect of any of the Transactions, and no assurance can be given that the CRA will agree with the characterizations or consequences described in this summary. **This summary is of a general nature only and is not intended to constitute legal or tax advice to any Holders. Holders should consult their own professional advisors regarding the tax consequences applicable to their particular circumstances. Neither the Fund, LDIC Inc., the Sidecar LP, the General Partner nor their respective advisors make any representation regarding the tax consequences applicable to any particular unitholder.**

Tax Consequences of the Fund Liquidation-

Disposition of Public Securities

The Fund will dispose of its liquid public securities (the "Public Securities") for cash proceeds and may realize capital gains or capital losses, on such dispositions. The amount of any capital gains or capital losses realized by the Fund will depend on the proceeds realized on disposition and the Fund's adjusted cost base in the Public Securities at the relevant time. The Fund will distribute the net cash proceeds of the disposition of the Public Securities to Holders (the "Cash Distribution") and will designate to Holders, to the extent permitted under the Tax Act, its net taxable capital gains for the taxation year, if any.

Amounts designated to a Holder in respect of the net taxable capital gains of the Fund will be deemed, for purposes of the Tax Act, to be taxable capital gains of the Holder realized by the Holder in the taxation year of the Holder in which the taxation year of the Fund ends and will be required to be included in computing the income of the Holder for that year. Capital losses realized by the Fund generally cannot be allocated or designated to Holders. The taxation of capital gains is described below under "Taxation of Capital Gains and Capital Losses".

To the extent that the amount of the Cash Distribution received by a Holder exceeds the amounts required to be included in computing the Holder's income as described above, such excess will generally not be included in computing the Holder's income for the year, but the adjusted cost base to the Holder of the Holder's units will be reduced by the amount of such excess. To the extent that the adjusted cost base to a Holder of the Holder's units would otherwise be a negative amount, the negative amount will be deemed to be a capital gain realized by the Holder in the year in which the reduction occurs, and the adjusted cost base to the Holder of the units will be increased by the amount of such deemed capital gain to nil. Accordingly, a Holder may realize a capital gain as a result of the Cash Distribution notwithstanding that the Holder has not disposed of any units.

Transfer of Private Investments to Sidecar LP

The Fund will transfer its private investment assets (the "**Private Investments**") to the Sidecar LP in consideration for Sidecar LP units. No election under subsection 97(2) of the Tax Act will be made in respect of the transfer. Accordingly, the Fund will be deemed to have disposed of the Private Investments for proceeds of disposition equal to their fair market value at the time of the transfer, and will realize a capital gain or capital loss to the extent that such fair market value, net of any reasonable costs of disposition, exceeds (or is exceeded by) the adjusted cost base to the Fund of the Private Investments. The cost to the Fund of the Sidecar LP units acquired on the transfer will be equal to the fair market value of the Private Investments so transferred.

The Fund will designate to the Holders, to the extent permitted under the Tax Act, its net taxable capital gains for the taxation year, if any, realized on the transfer of the Private Investments to the Sidecar LP. Amounts so designated to a Holder will be deemed to be taxable capital gains of the Holder realized by the Holder in the taxation year of the Holder in which the taxation year of the Fund ends and will be required to be included in computing the income of the Holder for that year. A Holder will be required to include such amounts in computing income notwithstanding that no cash will be distributed to the Holder in respect of the transfer of the Private Investments to the Sidecar LP. Capital losses realized by the Fund generally cannot be allocated or designated to Holders.

The fair market value of the Private Investments for purposes of the transfer will be determined in reliance on the valuation determined by Management in accordance with the guidelines provided in the International Financial Reporting Standards. If the CRA were to determine that the fair market value of the Private Investments differed from the value determined by Management, the amount of the capital gain realized by the Fund on the transfer and designated to Holders, and the cost to Holders of the Sidecar LP units acquired on the Wind-Up Distribution, would be affected.

Wind-Up of the Fund and Distribution of the Sidecar LP Units

On the wind-up of the Fund, the Fund will distribute the Sidecar LP units, together with any remaining cash, to the Holders in satisfaction of all of their units, and the units will be cancelled concurrently with such distribution (the "Wind-Up Distribution"). The Sidecar LP units will not be distributed to Holders otherwise than on the Wind-Up Distribution, and no Holder will hold Sidecar LP units at any time at which the Holder also holds units.

The Fund will be deemed to have disposed of the Sidecar LP units distributed on the Wind-Up Distribution for proceeds of disposition equal to their fair market value at the time of the distribution, and will realize a capital gain or capital loss to the extent that such fair market value exceeds (or is exceeded by) the adjusted cost base to the Fund of the Sidecar LP units. As the cost to the Fund of the Sidecar LP units will be equal to the fair market value of the Private Investments at the time of their transfer to the Sidecar LP, and as the Wind-Up Distribution is expected to occur shortly following that transfer, the Fund is not expected to realize a material capital gain or capital loss on the Wind-Up Distribution. Any net taxable capital gains realized by the Fund on the Wind-Up Distribution will be designated to the Holders to the extent permitted under the Tax Act, with the consequences described above.

A Holder will be deemed to have acquired the Sidecar LP units distributed to the Holder at a cost equal to their fair market value at the time of the Wind-Up Distribution.

A Holder will also be deemed to have disposed of the Holder's units for proceeds of disposition equal to the aggregate of the fair market value of the Sidecar LP units and the amount of any cash distributed to the Holder on the Wind-Up Distribution, less the aggregate of any amounts of income and taxable capital gains of the Fund designated to the Holder in respect of the Wind-Up Distribution. The Holder will realize a capital gain, or a capital loss, to the extent that such proceeds of disposition, net of any reasonable costs of disposition, exceed, or are exceeded by, the adjusted cost base to the Holder of the Holder's units.

Taxation of Capital Gains and Capital Losses

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

A Holder that is throughout the relevant taxation year a "Canadian-controlled private corporation" or, in certain circumstances, a "substantive CCPC", each as defined in the Tax Act, may be liable to pay an additional tax, refundable in certain circumstances, on its "aggregate investment income", as defined in the Tax Act.

Capital gains realized by a Holder that is an individual, or a trust other than certain specified trusts, may give rise to a liability for alternative minimum tax under the Tax Act. Such Holders should consult their own tax advisors.

Holding Sidecar LP Units Following the Wind-Up Distribution

Following the Wind-Up Distribution, a Holder will hold Sidecar LP units and will be a limited partner of the Sidecar LP.

The Sidecar LP will not itself be liable for tax under the Tax Act. The income or loss of the Sidecar LP for each fiscal period will be computed at the partnership level as if the Sidecar LP were a separate person resident in Canada, and each partner's share of such income or loss, determined in accordance with the Sidecar LP Agreement, will be required to be included in computing the income of the partner for the partner's taxation year in which the fiscal period of the Sidecar LP ends, whether or not any distribution is made by the Sidecar LP to the partner in respect of that fiscal period. **Accordingly, a Holder may be required to include amounts in computing income in respect of the Sidecar LP in circumstances in which the Holder has not received a corresponding cash distribution from the Sidecar LP.**

The amount of any losses of the Sidecar LP that may be deducted by a Holder that is a limited partner of the Sidecar LP is subject to the "at-risk" rules, as detailed in the Tax Act.

The adjusted cost base to a Holder of the Sidecar LP units will generally be increased by the Holder's share of the income of the Sidecar LP and by any capital contributions made by the Holder to the Sidecar LP and will generally be reduced by the Holder's share of the losses of the Sidecar LP and by the amount of any distributions received by the Holder from the Sidecar LP. Where the adjusted cost base to a Holder that is a limited partner of the Sidecar LP units would otherwise be a negative amount at the end of a fiscal period of the Sidecar LP, the negative amount will generally be deemed to be a capital gain of the Holder for the taxation year in which that fiscal period ends, and the adjusted cost base to the Holder of the Sidecar LP units will be increased by the amount of such deemed capital gain to nil.

Registered Plans:

The Manager expects that interests in the Sidecar LP will not constitute qualified investments for registered plans for purposes of the Tax Act. Accordingly, investors who hold units through registered plans should consult their tax advisors regarding the consequences of acquiring or holding Sidecar LP units through a registered plan. If a registered plan acquires or continues to hold a non-qualified investment, significant adverse tax consequences may arise under the Tax Act. **Accordingly, investors holding units through registered plans are strongly encouraged to transfer their units to a non-registered account prior to the Sidecar Distribution if they wish to receive Sidecar LP units. Holders should consult with their own tax advisors in this regard.**

Tax Consequences for Non-Resident Unitholders:

The tax consequences of the Proposal for non-resident unitholders may differ materially from those applicable to Canadian resident unitholders. Non-resident unitholders may be subject to withholding taxes and other tax consequences under Canadian law and the laws of their jurisdiction of residence. **Non-resident unitholders should consult their own professional advisors.**

Description of Healthcare Special Opportunities Sidecar LP

General:

Healthcare Special Opportunities Sidecar LP (the "Sidecar LP") will be established under the laws of the Province of Ontario for the sole purpose of holding, managing and seeking to maximize the value of the private investments transferred from Healthcare Special Opportunities Fund (the "Fund") pursuant to the Proposal. The Sidecar LP will not operate as an investment fund and will not seek to raise additional capital from investors.

The primary objective of the Sidecar LP will be to maximize value from the transferred investments and distribute net proceeds to limited partners as liquidity events occur.

Legal Structure:

The Sidecar LP will be established as a limited partnership under the *Limited Partnerships Act* (Ontario). It will consist of LDIC Inc., acting as the General Partner, and the unitholders of the Fund, who will participate as Limited Partners. The respective rights, responsibilities, and obligations of the General Partner and the Limited Partners will be governed by the Limited Partnership Agreement. The Sidecar LP will not be a reporting issuer under Canadian securities laws, and its partnership interests will not be listed or traded on any stock exchange.

Purpose of the Sidecar LP:

The Sidecar LP has been established for the limited purpose of holding and managing the transferred investments, seeking to maximize their value for Limited Partners, monitoring the underlying portfolio companies, evaluating liquidity opportunities when appropriate, distributing the resulting proceeds to the Limited Partners, and ultimately winding up its affairs following the disposition or other monetization of all material assets. The Sidecar LP is not intended to engage in speculative investment activities and will not seek to expand its investment mandate beyond the assets transferred to it as part of the Proposal.

Transferred Portfolio:

The assets expected to be transferred to the Sidecar LP are mentioned in section '*Details of the Proposal'* of this Information Circular.

General Partner:

LDIC Inc. will serve as the General Partner of the Sidecar LP and will have exclusive authority to manage and control its business and affairs. In this capacity, the General Partner will be responsible for the administration of the Sidecar LP, maintaining its books and records, preparing financial information, fulfilling tax reporting obligations, monitoring investments, negotiating liquidity events, approving dispositions of assets, determining appropriate reserves, making distributions to Limited Partners, and overseeing the eventual winding up of the Sidecar LP. In carrying out these responsibilities, the General Partner will exercise its powers in good faith and in a manner that it believes to be in the best interests of the Sidecar LP.

No Management Fees:

The General Partner will not receive any management fee, incentive fee, carried interest or performance-based compensation from the Sidecar LP. The Board considered the absence of management fees to be an important element of the Proposal. The General Partner will be entitled only to reimbursement of reasonable out-of-pocket expenses incurred on behalf of the Sidecar LP.

Expense Reserve:

Prior to the closing of the Proposal, $128,115 is expected to be transferred to the Sidecar LP as an operating reserve. This reserve is intended to fund the anticipated operating expenses of the Sidecar LP for a period of approximately three to five years. The reserve may be used to cover costs associated with accounting, legal, valuation, and tax compliance services, as well as partnership administration, filing fees, and other reasonable operating expenses. In addition, the General Partner may establish further reserves from realized proceeds if it determines that doing so is prudent and in the best interests of the Sidecar LP.

No Capital Calls:

Limited Partners will not be required to contribute additional capital to the Sidecar LP. The Limited Partnership Agreement will expressly prohibit the General Partner from requiring capital contributions from Limited Partners.

The liability of each Limited Partner will be limited to the value of the property received in connection with the Proposal, subject to applicable law.

Distributions:

The General Partner intends to distribute net cash proceeds realized from portfolio investments to the Limited Partners as soon as reasonably practicable following a liquidity event. In determining whether and when to make a distribution, the General Partner may take into account a variety of factors, including anticipated expenses, contingent liabilities, tax obligations, reserve requirements, and the future obligations of the Sidecar LP. Distributions may be made in cash or, where appropriate, in kind. However, there can be no assurance as to the timing or amount of any distributions.

Transfer Restrictions:

Limited Partnership Interests will not be listed on any stock exchange and will be subject to transfer restrictions set out in the Limited Partnership Agreement. No Limited Partner may transfer, assign, pledge, or otherwise dispose of all or any portion of its interest unless the transfer has been approved by the General Partner, complies with applicable securities laws, and satisfies the requirements of the Limited Partnership Agreement. The General Partner may, in its discretion, refuse to approve a proposed transfer if it determines that the transfer could adversely affect the Sidecar LP or the interests of its Limited Partners.

Meetings of Limited Partners:

The General Partner does not currently intend to hold annual meetings of Limited Partners. However, meetings may be called when the General Partner determines that a matter requires approval or consultation with Limited Partners. Except where expressly provided in the Limited Partnership Agreement, Limited Partners will not participate in the management of the Sidecar LP.

Indemnification:

The Limited Partnership Agreement will provide that the General Partner and its directors, officers, employees and agents shall be indemnified by the Sidecar LP against liabilities and expenses incurred in connection with the administration of the Sidecar LP, provided such persons acted honestly, in good faith and in the best interests of the Sidecar LP.

No indemnification will be available to any person in circumstances involving fraud, wilful misconduct, bad faith, or gross negligence.

Termination and Dissolution:

The Sidecar LP will continue in existence until substantially all of its portfolio investments have been realized and the resulting proceeds have been distributed to the Limited Partners. Following the realization of the remaining assets and the satisfaction of all liabilities and obligations, the General Partner will distribute any remaining assets, prepare final accounts, dissolve the Sidecar LP, and complete all required regulatory and administrative filings.

The General Partner expects that the Sidecar LP will be terminated as soon as reasonably practicable following the realization of all material investments. However, there can be no assurance as to the timing of such termination.

Interests of Management and Related Parties

General:

The Board of Directors of LDIC Inc. has considered the Proposal and has unanimously determined that the Proposal is in the best interests of the Fund and its unitholders.

No director or officer of LDIC has any material interest in the Proposal that differs from the interests of unitholders generally.

LDIC as General Partner:

Following completion of the Proposal, LDIC Inc. will serve as the General Partner of Sidecar LP and will be responsible for the management and administration of the Sidecar LP. The Board considered whether the appointment of LDIC as General Partner could give rise to conflicts of interest and concluded that LDIC's continued involvement is appropriate in the circumstances.

In reaching this conclusion, the Board considered LDIC's familiarity with the portfolio investments, its historical management of the Fund, its established relationships with the portfolio companies, its experience in private investment management, and the fact that no management fees will be payable under the Sidecar LP structure.

No Management Compensation:

LDIC will not receive any management fees, performance fees, carried interest, incentive compensation, or similar forms of compensation in connection with the Sidecar LP. As a result, the value ultimately realized by Limited Partners will not be reduced by ongoing management or performance-based fees payable to LDIC.

The Board believes that the absence of such fees aligns the interests of LDIC with those of the Limited Partners and is an important factor supporting the fairness of the proposed transaction.

Reimbursement of Expenses:

The Sidecar LP will reimburse LDIC for reasonable expenses incurred on its behalf in connection with the administration and operation of the Sidecar LP. Such reimbursable expenses may include legal, accounting and valuation fees, as well as filing fees, administrative expenses, and other reasonable operating costs incurred in carrying out the activities of the Sidecar LP.

The Board believes that the reimbursement of actual expenses is appropriate and necessary to facilitate the efficient administration of the Sidecar LP and to support the ongoing management and realization of its assets.

Ownership Interests:

Certain directors, officers and employees of LDIC may hold units of the Fund. To the extent such persons hold units of the Fund, they will participate in the Proposal on the same basis as other unitholders.

No director, officer or employee will receive any special consideration in connection with the Proposal.

Regulatory Approvals and TSX Delisting

Securities Law Requirements:

The Fund is a reporting issuer in each of the provinces and territories of Canada. The Proposal will be carried out in accordance with the Fund's Declaration of Trust and will be subject to all applicable legal and regulatory requirements.

In implementing the Proposal, the Fund will comply with applicable securities laws, corporate and partnership laws, the requirements of the Toronto Stock Exchange, and any other relevant regulatory obligations. The Board believes that the Proposal has been structured to satisfy these requirements and to ensure that the interests of unitholders are appropriately protected.

Unitholder Approval:

The Proposal requires approval by Extraordinary Resolution of the unitholders. Pursuant to the Declaration of Trust, an Extraordinary Resolution requires approval by not less than sixty-six and two-thirds percent (66⅔%) of the votes cast at the Meeting by unitholders present in person or represented by proxy.

The Board believes that the Proposal falls within the category of transactions requiring approval by Extraordinary Resolution.

Regulatory Approval

The Proposal is subject to regulatory approval because the Proposal will result in unitholders of the Terminating Fund becoming securityholders of Sidecar LP because of the distribution of limited partnership interests of Sidecar LP. Accordingly, approval of the Principal Regulator is required before the Transaction may be implemented.

Regulatory Filings:

The Fund has issued a press release announcing the Proposal on July 23, 2026. The Fund has also filed a material change report in respect of the Proposal.

Additional filings may be made as required under applicable securities laws.

Delisting of Class A Units:

The Class A Units of the Fund are currently listed on the Toronto Stock Exchange under the symbol "MDS.UN". Following receipt of unitholder and regulatory approvals, the Class A Units will be delisted.

The Board believes that maintaining the listing of the Class A Units following the receipt of unitholder and regulatory approvals would not be appropriate, as the Proposal contemplates that the Class A Units will be delisted before the Fund transfers its remaining private investments to the Sidecar LP and distributes its remaining available cash and Sidecar LP units to unitholders as part of the winding-up of the Fund. Following completion of these steps, the Fund is expected to be terminated on the Effective Date.

Voting Information and Proxy Matters

Solicitation of Proxies:

This Circular is furnished in connection with the solicitation of proxies by the Manager for use at the Special Meeting of unitholders to be held on September 4, 2026, and at any adjournment or postponement thereof.

The solicitation of proxies will be conducted primarily by mail but may also be conducted by telephone, electronic communication or personal contact by directors, officers or employees of LDIC Inc. ("LDIC").

The cost of solicitation will be borne by the Fund.

Record Date:

The Board has fixed August 5, 2026, as the record date for determining unitholders entitled to receive notice of and vote at the Meeting.

Only unitholders of record at the close of business on the Record Date shall be entitled to vote at the Meeting.

Voting Rights:

Each Class A Unit and each Class U Unit entitle the holder thereof to one vote at the Meeting.

As of the Record Date, there were:

- 1,019,062 Class A Units outstanding; and

- 500 Class U Units outstanding.

Accordingly, a total of 1,019,562 votes are entitled to be cast at the Meeting.

Voting Requirement:

The Proposal requires approval by Extraordinary Resolution. Pursuant to the Declaration of Trust, an Extraordinary Resolution requires the affirmative vote of not less than sixty-six and two-thirds percent (66⅔%) of the votes cast by unitholders present in person or represented by proxy at the Meeting.

Failure to obtain the required approval will result in the Proposal not proceeding.

Appointment of Proxies

Unitholders who do not expect to attend the Meeting are encouraged to complete and return the accompanying form of proxy. A unitholder has the right to appoint a person other than the individuals named in the proxy form to represent such unitholder at the Meeting.

Such person need not be a unitholder.

Revocation of Proxies

A unitholder who has given a proxy may revoke it at any time prior to its use by delivering written notice in accordance with applicable law and the instructions set forth in the accompanying form of proxy.

Discretion of Proxyholders

The persons named in the accompanying form of proxy will vote the units represented thereby in accordance with the instructions of the unitholder. In the absence of instructions, the persons named in the proxy form intend to vote FOR the Extraordinary Resolution.

Management is not aware of any matters to come before the Meeting other than those described in this Circular.

Certificate

The contents of this Management Information Circular and the sending thereof to unitholders have been approved by the Board of Directors of LDIC Inc., in its capacity as Manager and Trustee of Healthcare Special Opportunities Fund.

The Board of Directors of LDIC Inc. certifies that, to the best of its knowledge, information and belief, this Circular contains no misrepresentation and provides full, true and plain disclosure of all material facts relating to the matters to be voted upon at the Meeting.

August 6, 2026.

LDIC INC.

as Manager and Trustee of
Healthcare Special Opportunities Fund

"Genevieve Roch-Decter" (Signed)

By: ______________________________

Genevieve Roch-Decter
Chief Executive Officer

"Rahim Khakiani" (Signed)

By: ______________________________

Rahim Khakiani
Chief Financial Officer & Chief Compliance Officer

Schedule A – Resolutions

HEALTHCARE SPECIAL OPPORTUNITIES FUND
(the "Fund")

SPECIAL RESOLUTION OF UNITHOLDERS

The Proposal

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The liquidation of substantially all publicly traded securities of the Fund, the establishment of appropriate reserves for Fund wind-up expenses and anticipated Sidecar LP expenses and the determination of the amount of cash available for distribution to unitholders, substantially as described in the Information Circular, are hereby authorized, approved and adopted.

2. The establishment of Healthcare Special Opportunities Sidecar LP (the "**Sidecar LP**") for the purpose of holding, managing and seeking to maximize the value of the private investments currently held by the Fund, substantially as described in the Circular, is hereby authorized, approved and adopted.

3. Following the termination of the listing of the Class A Units on the Toronto Stock Exchange, the proposed transfer by the Fund of all private investments held by the Fund to the Sidecar LP, substantially as described in the management information circular of the Fund dated August 6, 2026, is hereby authorized, approved and adopted.

4. The distribution by the Fund of its remaining available cash and limited partnership interests of the Sidecar LP to the unitholders of the Fund on a pro rata basis, in accordance with their respective holdings of units of the Fund and as more particularly described in the Circular (the "**Consideration**"), where the unitholders will not need to take any further action to receive the Consideration, is hereby authorized, approved and adopted.

5. The termination of the listing of the Class A Units on the Toronto Stock Exchange, the redemption or cancellation of all outstanding units of the Fund in connection with the winding-up of the Fund and the termination of the Fund, substantially as described in the Circular, are hereby authorized, approved and adopted.

6. The trustee and manager of the Fund, LDIC Inc., is hereby authorized to take all such actions and execute and deliver all agreements, certificates, notices, instruments and other documents as may be necessary or desirable to effect the transactions contemplated by this resolution; and

6\. Notwithstanding that this resolution has been passed by the unitholders of the Fund, the trustee and manager of the Fund shall have the authority, without further approval of the unitholders, to determine not to proceed with the transactions contemplated herein if it determines that proceeding would not be in the best interests of the Fund or its unitholders.

7. Any director or officer of LDIC Inc., in its capacity as trustee and manager of the Fund, is hereby authorized and directed, acting for, in the name of and on behalf of the Fund, to execute and deliver all documents and instruments and to do all such acts and things as may be necessary or desirable to carry out the intent of this resolution and the transactions contemplated hereby, the execution of any such document or the doing of any such act or thing being conclusive evidence of such determination.

8. Any amendments, modifications or variations to the transactions contemplated by this resolution that are approved by LDIC Inc., provided that such amendments, modifications or variations are not materially adverse to the interests of the Fund or its unitholders, are hereby authorized and approved.

9. All actions previously taken by LDIC Inc., in its capacity as trustee and manager of the Fund, in connection with the transactions contemplated by this resolution are hereby ratified, confirmed and approved.

Amendment to the Declaration of Trust

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT the Declaration of Trust be amended to permit the Fund to be terminated on less than 90 days' notice in connection with the transactions described in the Circular.

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