

## SELECTED QUESTIONS AND ANSWERS

### ABOUT STOCKHOLDER MEETING OF HEALTHCARE CAPITAL CORP.

#### TO APPROVE ITS BUSINESS COMBINATION WITH ALPHA TAU MEDICAL LTD.

On July 7, 2021, Healthcare Capital Corp. (“HCCC”) entered into a Merger Agreement with Alpha Tau Medical Ltd. (“Alpha Tau”), an Israeli medical device company that focuses on research, development, and potential commercialization of the Alpha DaRT for the treatment of solid tumors, pursuant to which Alpha Tau will consummate a business combination transaction (the “Business Combination”) with HCCC and become a Nasdaq listed public company. In connection with the proposed Business Combination, Alpha Tau has filed a Registration Statement on Form F-4, which includes a preliminary proxy statement/prospectus of HCCC and was declared effective by the SEC on January 12, 2022. HCCC will hold a special meeting of stockholders (the “Special Meeting”) to approve the Business Combination and other proposals on February 15, 2022. The definitive proxy statement/prospectus for the Special Meeting was filed with the SEC on January 14, 2022 and mailed on or about January 18, 2022 to stockholders of HCCC as of January 13, 2022 (the “Record Date”).

Set forth below are selected questions and answers regarding the Business Combination, meeting process, voting and redemption procedures and contact information for investors and security holders of HCCC. The selected questions and answers below should be read in conjunction with the full definitive proxy statement filed by HCCC with the for important and more complete information about the proposed Business Combination and the parties to the proposed Business Combination. The definitive proxy statement/prospectus of HCCC is available on EDGAR at [https://www.sec.gov/Archives/edgar/data/1822935/000121390022002031/defm14a0122\\_healthcarecap.htm](https://www.sec.gov/Archives/edgar/data/1822935/000121390022002031/defm14a0122_healthcarecap.htm). Unless otherwise indicated, capitalized terms herein will have the meanings assigned to them in the definitive proxy statement/prospectus of HCCC.

#### **Questions & Answers: within this document**

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**Q: Why is HCCC proposing the Business Combination?**

**A:** HCCC was organized to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or other similar business combination with one or more businesses or entities.

On January 20, 2021, HCCC consummated its initial public offering (the “HCCC IPO”) of units, with each unit consisting of one share of its Class A common stock and one-half of one HCCC warrant, raising total gross proceeds of approximately \$268,200,000, including \$35,000,000 pursuant to the underwriters’ overallotment option. Simultaneously with the closing of the HCCC IPO, HCCC consummated the sale of 6,800,000 private placement warrants at a price of \$1.00 per warrant in a private placement to Healthcare Capital Sponsor LLC, the sponsor of HCCC, generating gross proceeds of \$6,800,000. The aggregate proceeds held in the trust account (the “Trust Account”) resulting from the HCCC IPO and the private placement warrants was \$275,000,000. Since the HCCC IPO, HCCC’s activity has been limited to the evaluation of business combination candidates.

HCCC believes Alpha Tau is a company with an appealing market opportunity and growth profile, a strong position in its industry and a compelling valuation. As a result, HCCC believes that the Business Combination will provide HCCC stockholders with an opportunity to participate in the ownership of a company with significant growth potential. See the section entitled “*Proposal One — The Business Combination Proposal — HCCC’s Board of Directors’ Reasons for the Business Combination and Recommendation of the Board of Directors.*”

**Q: What will happen to HCCC’s securities upon consummation of the Business Combination?**

**A:** HCCC’s units, Class A common stock and the HCCC warrants are currently listed on Nasdaq under the symbols HCCCU, HCCC and HCCCW, respectively. HCCC’s securities will cease trading upon consummation of the Business Combination. If you own HCCC units, immediately prior to the consummation of the Business Combination, your HCCC units will split into the underlying shares of Class A common stock and warrants, and you will receive Alpha Tau ordinary shares in exchange for your Class A common stock and Alpha Tau warrants in exchange for your HCCC warrants as described herein. Alpha Tau intends to apply for listing of the Alpha Tau ordinary shares and Alpha Tau warrants on Nasdaq under the proposed symbols “DRTS” and “DRTSW,” respectively, to be effective upon the consummation of the Business Combination. It is a condition of the consummation of the Transactions that the Alpha Tau ordinary shares and Alpha Tau warrants are approved for listing on Nasdaq (subject only to official notice of issuance thereof and round lot holder requirements). While trading on Nasdaq is expected to begin on the first business day following the consummation of the Business Combination, there can be no assurance that Alpha Tau’s securities will be listed on Nasdaq or that a viable and active trading market will develop. If such listing condition is not met or if such confirmation is not obtained, the Business Combination will not be consummated unless the Nasdaq condition set forth in the Merger Agreement is waived by the applicable parties.

**Q: Do I have redemption rights?**

**A:** If you are a holder of public shares, you have the right to demand that HCCC redeem such shares for a pro rata portion of the cash held in HCCC’s Trust Account, calculated as of two business days prior to the consummation of the Business Combination. We sometimes refer to these rights to demand redemption of the public shares as “redemption rights.”

Notwithstanding the foregoing, a holder of public shares, together with any affiliate of his or any other person with whom such holder is acting in concert or as a “group” (as defined in Section 13(d)(3) of the Exchange Act), will be restricted from seeking redemption rights with respect to 15% or more of the public shares. Accordingly, all public shares in excess of 15% held by a public stockholder, together with any affiliate of such holder or any other person with whom such holder is acting in concert or as a “group,” will not be converted.

Under the HCCC Charter, the Business Combination may not be consummated if HCCC has net tangible assets of less than \$5,000,001 either immediately prior to or upon consummation of the Business Combination after taking into account the redemption for cash of all public shares properly demanded to be redeemed by holders of public shares.

**Q: How do I exercise my redemption rights?**

**A:** A holder of public shares may exercise redemption rights regardless of whether it votes for or against the Business Combination Proposal or does not vote on such proposal at all, or if it is a holder of public shares on the record date. If you are a holder of public shares and wish to exercise your redemption rights, you must demand that HCCC convert your public shares into cash and deliver your public shares to HCCC’s transfer agent electronically using The Depository Trust Company’s Deposit/Withdrawal at Custodian (“DWAC”) System no later than two (2) business days prior to the special meeting. Any holder of public shares seeking redemption will be entitled to their pro rata portion of the amount then in the Trust Account (which, for illustrative purposes, was approximately \$275 million, or \$10.00 per share, as of the record date), less any owed but unpaid taxes on the funds in the Trust Account. Such amount will be paid promptly upon consummation of the Business Combination. There are currently no owed but unpaid income taxes on the funds in the Trust Account.

Any request for redemption, once made by a holder of public shares, may be withdrawn at any time prior to the time the vote is taken with respect to the Business Combination Proposal at the Special Meeting. If you deliver your shares for redemption to HCCC’s transfer agent and later decide prior to the Special Meeting not to elect redemption, you may request that HCCC’s transfer agent return the shares (physically or electronically). You may make such request by contacting HCCC’s transfer agent at the address listed at the end of this section.

Any written demand of redemption rights must be received by HCCC’s transfer agent at least two (2) business days prior to the vote taken on the Business Combination Proposal at the Special Meeting. No demand for redemption will be honored unless the holder’s stock has been delivered (either physically or electronically) to the transfer agent.

If you are a holder of public shares (including through the ownership of HCCC units) and you exercise your redemption rights, it will not result in the loss of any HCCC warrants that you may hold (including those contained in any units you hold). Your whole warrants will become exercisable to purchase one Alpha Tau ordinary share following consummation of the Business Combination.

Value of the Public Warrants:

	<b>Assuming no redemption</b>	<b>Assuming 50% redemption</b>	<b>Assuming Maximum redemption</b>
Number of public warrants	13,750,000	13,750,000	13,750,000
Closing price per public warrant as of January 11, 2022	\$ 0.49\$	0.49\$	0.49
Aggregate trading value of public Warrants as of January 11, 2022	\$ 6,737,500\$	6,737,500\$	6,737,500

Assuming maximum redemptions and based on the market value per warrant as of the closing price on January 11, 2022 for HCCC’s public warrants, redeeming shareholders may retain public warrants with an aggregate value of approximately \$6.7 million (after redeeming their shares). Additionally, as a result of redemptions, the trading market for the Alpha Tau ordinary shares may be less liquid than the market for the HCCC Class A common stock was prior to consummation of the Business Combination, and Alpha Tau may not be able to meet the listing standards for the Nasdaq or another national securities exchange.

**Q: Do I have appraisal rights if I object to the proposed Business Combination?**

**A:** Under Section 262 of the DGCL, the holders of HCCC Common Stock and HCCC warrants will not have appraisal rights in connection with the Business Combination.

**Q: What do I need to do now?**

**A:** HCCC urges you to carefully read and consider the information contained in this proxy statement/prospectus, including the annexes, and to consider how the Business Combination will affect you as a stockholder and/or a warrant holder of HCCC. Stockholders should then vote as soon as possible in accordance with the instructions provided in this proxy statement/prospectus and on the enclosed proxy card.

**Q: When and where will the Special Meeting take place?**

**A:** The Special Meeting will be held on February 15, 2022, at 10:00 a.m., Eastern Time, solely over the Internet by means of a live audio webcast. You may attend the special meeting webcast by accessing the web portal located at <https://www.cstproxy.com/healthcarecapitalcorp/2022> and following the instructions set forth below. Stockholders participating in the Special Meeting will be able to listen only and will not be able to speak during the webcast. However, in order to maintain the interactive nature of the Special Meeting, virtual attendees will be able to:

- vote via the web portal during the Special Meeting webcast; and
- submit questions or comments to HCCC’s directors and officers during the Special Meeting.

Stockholders may submit questions or comments during the meeting through the Special Meeting webcast by typing in the “Submit a question” box.

**Q: How do I attend the Special Meeting?**

**A:** Due to health concerns stemming from the COVID-19 pandemic and to support the health and well-being of HCCC’s stockholders, the Special Meeting will be held virtually. To register for and attend the Special Meeting, please follow these instructions as applicable to the nature of your ownership of HCCC Common Stock:

- *Shares Held of Record.* If you are a record holder, and you wish to attend the virtual Special Meeting, go to <https://www.cstproxy.com/healthcarecapitalcorp/2022>, enter the control number you received on your proxy card or notice of the meeting and click on the “Click here to register for the online meeting” link at the top of the page. Immediately prior to the start of the Special Meeting, you will need to log back into the meeting site using your control number.
- *Shares Held in Street Name.* If you hold your shares in “street” name, which means your shares are held of record by a broker, bank or nominee, and you who wish to attend the virtual Special Meeting, you must obtain a legal proxy from the stockholder of record and e-mail a copy (a legible photograph is sufficient) of your proxy to [proxy@continentalstock.com](mailto:proxy@continentalstock.com) no later than 72 hours prior to the Special Meeting. Holders should contact their bank, broker or other nominee for instructions regarding obtaining a proxy. Holders who e-mail a valid legal proxy will be issued a meeting control number that will allow them to register to attend and participate in the Special Meeting. You will receive an e-mail prior to the meeting with a link and instructions for entering the Special Meeting. “Street” name holders should contact Continental Stock Transfer on or before February 9, 2022.

Stockholders will also have the option to listen to the Special Meeting by telephone by calling:

- Within the U.S. and Canada: 1 800-450-7155 (toll-free)

- Outside of the U.S. and Canada: +1 857-999-9155 (standard rates apply)

The passcode for telephone access: 8264641#. You will not be able to vote or submit questions unless you register for and log in to the Special Meeting webcast as described above.

**Q: How do I vote?**

**A:** If you are a holder of record of HCCC Common Stock on the record date, you may vote by virtually attending the Special Meeting and submitting a ballot via the Special Meeting webcast or by submitting a proxy for the Special Meeting. You may submit your proxy by completing, signing, dating and returning the enclosed proxy card in the accompanying pre-addressed postage paid envelope. If you hold your shares in “street name,” you should contact your broker, bank or nominee to ensure that votes related to the shares you beneficially own are properly voted and counted. In this regard, you must provide the broker, bank or nominee with instructions on how to vote your shares or, if you wish to attend the virtual Special Meeting and vote through the web portal, obtain a legal proxy from your broker, bank or nominee.

**Q: If my shares are held in “street name,” will my broker, bank or nominee automatically vote my shares for me?**

**A:** Your broker, bank or nominee can vote your shares without receiving your instructions on “routine” proposals only. Your broker, bank or nominee cannot vote your shares with respect to “non-routine” proposals unless you provide instructions on how to vote in accordance with the information and procedures provided to you by your broker, bank or nominee.

The Charter Proposal to approve the name of the public company being “Alpha Tau Medical Ltd.” is considered a routine proposal. Accordingly, your broker, bank or nominee may vote your shares with respect to such proposal without receiving voting instructions.

The Business Combination Proposal, each other Charter Proposal, and the Adjournment Proposal are non-routine proposals. Accordingly, your broker, bank or nominee may not vote your shares with respect to these proposals unless you provide voting instructions.

**Q: May I change my vote after I have mailed my signed proxy card?**

**A:** Yes. Stockholders of record may send a later-dated, signed proxy card to HCCC’s transfer agent at the address set forth below so that it is received prior to the vote at the Special Meeting or virtually attend the Special Meeting and submit a ballot through the web portal during the Special Meeting webcast. Stockholders of record also may revoke their proxy by sending a notice of revocation to HCCC’s transfer agent, which must be received prior to the vote at the Special Meeting. If you hold your shares in “street name,” you should contact your broker, bank or nominee to change your instructions on how to vote. If you hold your shares in “street name” and wish to virtually attend the Special Meeting and vote through the web portal, you must obtain a legal proxy from your broker, bank or nominee.

**Q: What happens if I fail to take any action with respect to the Special Meeting?**

**A:** If you fail to take any action with respect to the meeting and the Business Combination is approved by the HCCC stockholders and consummated, you will become a shareholder and/or warrant holder of Alpha Tau.

If you fail to take any action with respect to the Special Meeting and the Business Combination is not approved, you will continue to be a stockholder and/or warrant holder of HCCC, as applicable, and HCCC will continue to search for another target business with which to complete an initial business combination. If HCCC does not complete an initial business combination by January 20, 2023 (or such later date as may be approved by HCCC’s stockholders in

an amendment to the HCCC Charter), HCCC must cease all operations except for the purpose of winding up, redeem 100% of the outstanding public shares, at a per-share price, payable in cash, equal to an amount then held in the Trust Account (net of taxes payable and less up to \$100,000 of interest to pay dissolution expenses), and as promptly as reasonably possible following such redemption, subject to the approval of HCCC's remaining stockholders and its board of directors, dissolve and liquidate.

**Q: What should I do with my share and/or warrant certificates?**

**A:** Warrant holders and those stockholders who do not elect to have their shares of HCCC Common Stock redeemed for a pro rata share of the Trust Account should wait for instructions from HCCC's transfer agent regarding what to do with their certificates. HCCC stockholders who exercise their redemption rights must deliver their share certificates to HCCC's transfer agent (either physically or electronically) no later than two (2) business days prior to the Special Meeting as described above.

Upon consummation of the Transactions, the HCCC warrants, by their terms, will entitle holders to purchase shares of Alpha Tau. Therefore, warrant holders need not deliver their warrants to HCCC or Alpha Tau at that time.

**Q: What should I do if I receive more than one set of voting materials?**

**A:** Stockholders may receive more than one set of voting materials, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. If you are a holder of record and your shares are registered in more than one name, you will receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive in order to cast a vote with respect to all of your shares of HCCC Common Stock.

**Q: Who can help answer my questions?**

**A:** If you have questions about the Business Combination or if you need additional copies of this proxy statement/prospectus or the enclosed proxy card, you should contact the proxy solicitor at:

Morrow Sodali LLC  
333 Ludlow Street, 5th Floor, South Tower  
Stamford CT 06902  
Tel: Toll-Free (800) 662-5200 or (203) 658-9400  
Email: [HCCC.Info@investor.morrowsodali.com](mailto:HCCC.Info@investor.morrowsodali.com)

You may also obtain additional information about HCCC from documents filed with the SEC by following the instructions in the section entitled "*Where You Can Find More Information.*" If you are a holder of public shares and you intend to seek redemption of your shares, you will need to deliver your shares (either physically or electronically) to HCCC's transfer agent at the address below at least two (2) business days prior to the vote at the Special Meeting. If you have questions regarding the certification of your position or delivery of your stock, please contact:

Mr. Mark Zimkind  
Continental Stock Transfer & Trust Company  
1 State Street, 30th Floor  
New York, New York 10004  
E-mail: [mzimkind@continentalstock.com](mailto:mzimkind@continentalstock.com)

**About Alpha Tau**

Founded in 2016, Alpha Tau is an Israeli medical device company that focuses on research, development, and potential commercialization of the Alpha DaRT for the treatment of solid tumors. The technology was initially developed by Prof. Itzhak Kelson and Prof. Yona Keisari from Tel Aviv University.

On July 8, 2021, Alpha Tau announced that it had entered into a definitive merger agreement (the “Merger Agreement”) with HCCC, a special purpose acquisition company, pursuant to which Alpha Tau would consummate the Business Combination with HCCC and become a Nasdaq-listed public company.

### **About HCCC**

Healthcare Capital Corp (NASDAQ: HCCC, HCCCW, and HCCCU) is a blank check company formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses. For information about HCCC, please visit <https://healthcarecapitalcorp.com/>.

### **Additional Information and Where to Find It**

For additional information on the Business Combination, see HCCC’s Current Report on Form 8-K, which was filed with the Securities and Exchange Commission (“SEC”) on July 8, 2021 and the definitive proxy statement, filed with the SEC on January 14, 2022.

In connection with the proposed transaction with HCCC, Alpha Tau has filed a Registration Statement on Form F-4, which includes a preliminary proxy statement/prospectus of HCCC and was declared effective by the SEC on January 12, 2022.

Investors and security holders of HCCC are advised to read the definitive proxy statement filed by HCCC in connection with HCCC’s solicitation of proxies for the Special Meeting because the proxy statement/prospectus contains important information about the proposed transaction and the parties to the proposed transaction. The definitive proxy statement/prospectus was mailed on or about January 18, 2022 to stockholders of HCCC as of the Record Date.

Stockholders will also be able to obtain copies of the Registration Statement, proxy statement/prospectus, and Form 8-K, without charge at the SEC’s website at [www.sec.gov](http://www.sec.gov).

### **No Offer or Solicitation**

The content herein is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote in any jurisdiction pursuant to the proposed Business Combination or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

### **Participants in the Solicitation**

HCCC and Alpha Tau and their respective directors, executive officers, other members of management, and employees, under SEC rules, may be deemed to be participants in the solicitation of proxies of HCCC’s stockholders in connection with the proposed Business Combination between HCCC and Alpha Tau. Investors and security holders may obtain more detailed information regarding the names and interests in the proposed transaction of HCCC’s directors and officers HCCC’s and Alpha Tau’s filings with the SEC, including the Registration Statement.

### **Forward-Looking Statements**

The content herein includes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. When used herein, words including “anticipate,” “being,” “will,” “plan,” “may,” “continue,” and similar expressions are intended to identify forward-looking statements. In addition, any statements or information that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations

of future events or circumstances, including any underlying assumptions, are forward-looking. All forward-looking statements are based upon Alpha Tau's and HCCC's current expectations and various assumptions. Alpha Tau believes there is a reasonable basis for its expectations and beliefs, but they are inherently uncertain. Alpha Tau may not realize its expectations, and its beliefs may not prove correct. Actual results could differ materially from those described or implied by such forward-looking statements as a result of various important factors, including, without limitation: (i) Alpha Tau's ability to receive regulatory approval for its Alpha DaRT technology or any future products or product candidates; (ii) Alpha Tau's limited operating history; (iii) Alpha Tau's incurrence of significant losses to date; (iv) Alpha Tau's need for additional funding and ability to raise capital when needed; (v) Alpha Tau's limited experience in medical device discovery and development; (vi) Alpha Tau's dependence on the success and commercialization of the Alpha DaRT technology; (vii) the failure of preliminary data from Alpha Tau's clinical studies to predict final study results; (viii) failure of Alpha Tau's early clinical studies or preclinical studies to predict future clinical studies; (ix) Alpha Tau's ability to enroll patients in its clinical trials; (x) undesirable side effects caused by Alpha Tau's Alpha DaRT technology or any future products or product candidates; (xi) Alpha Tau's exposure to patent infringement lawsuits; (xii) Alpha Tau's ability to comply with the extensive regulations applicable to it; (xiii) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement and the proposed Business Combination contemplated thereby; (xiv) the inability to complete the transactions contemplated by the Merger Agreement due to the failure to obtain approval of the stockholders of HCCC or other conditions to closing in the Merger Agreement; (xv) the inability to meet the aggregate transaction proceeds requirements of the Merger Agreement due to the inability to consummate the PIPE Investment or the amount of cash available following any redemptions by HCCC's stockholders; (xvi) the ability to meet Nasdaq's listing standards following the consummation of the transactions contemplated by the Merger Agreement; (xvii) the risk that the proposed transactions disrupt current plans and operations of Alpha Tau as a result of the announcement and consummation of the transaction described herein; (xviii) the ability to recognize the anticipated benefits of the proposed Business Combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its management and key employees; (xix) costs related to the proposed Business Combination; (xx) changes in applicable laws or regulations; (xxi) impacts from the COVID-19 pandemic; and the other important factors discussed under the caption "Risk Factors" in Alpha Tau's Registration Statement on Form F-4, as amended, which was declared effective by the SEC on January 12, 2022, and other filings that Alpha Tau may make with the United States Securities and Exchange Commission. These and other important factors could cause actual results to differ materially from those indicated by the forward-looking statements made in this press release. Any such forward-looking statements represent management's estimates as of the date of this press release. While Alpha Tau may elect to update such forward-looking statements at some point in the future, except as required by law, it disclaims any obligation to do so, even if subsequent events cause our views to change. These forward-looking statements should not be relied upon as representing Alpha Tau's views as of any date subsequent to the date of this press release.

**Contacts:**

Investors or security holders should contact Morrow Sodali LLC, HCCC's proxy solicitor, for assistance with voting of shares:

Morrow Sodali LLC  
333 Ludlow Street, 5th Floor, South Tower  
Stamford CT 06902  
Tel: Toll-Free (800) 662-5200 or (203) 658-9400  
Email: [HCCC.Info@investor.morrowsodali.com](mailto:HCCC.Info@investor.morrowsodali.com)

For Investors:

William Johns  
Chief Executive Officer and Director  
Healthcare Capital Corp.  
[wjohns@healthccc.com](mailto:wjohns@healthccc.com)