FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **Telecure Technologies Inc.** (the "**Issuer**")

Trading Symbol: **TELE**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

Unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2021, as filed with the securities regulatory authorities are attached to this Form 5 as Appendix "A".

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

All related party transactions have been disclosed in the Issuer's financial statements for the interim period ended September 30, 2021. Please refer to Note 13 to the unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2021, attached hereto as Appendix "A". For information supplementary to that contained in the notes to the unaudited condensed interim consolidated financial statements with respect to related party transactions, please refer to the Management's Discussion and Analysis ("MD&A") for the nine months ended September 30, 2021, as filed with the securities regulatory authorities and attached to this Form 5 as Appendix "B".

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

All securities issued and options granted, if any, by the Issuer have been disclosed in the Issuer's financial statement notes for the interim period ended September 30, 2021.

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
August 9, 2021	Common shares	Reverse takeover/share acquisition of private company	32,000,000	N/A	N/A	N/A	Unrelated	N/A
August 11, 2021	Common shares	Spin out from private to public class	27,027,243	N/A	N/A	N/A	Unrelated	N/A
August 18, 2021	Common shares	Subscription receipts conversion	20,187,327	N/A	N/A	N/A	Unrelated	N/A
August 24, 2021	Common shares	Conversion of restricted class to common	3,669,578	N/A	N/A	N/A	Unrelated	N/A
August 24, 2021	Common shares	Spinout of restricted holders to public class	365,457	N/A	N/A	N/A	Unrelated	N/A
August 25, 2021	Common shares	Spinout of restricted holders to public class	1,071,430	N/A	N/A	N/A	Unrelated	N/A

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
No stock options were issued during the period.						

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Description	Number Authorized	Par Value
Common Shares	Unlimited	NPV

(b) number and recorded value for shares issued and outstanding,

Description	Number Issued and Outstanding	Value
Common Shares	84,321,035	$20,796,470

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

Description	Number Outstanding	Exercise Price	Expiry Date
Stock Options	1,700,000	$0.35	January 27, 2024
Stock Options	1,550,000	$0.35	August 11, 2024
TOTAL:	**3,250,000**		

Description	Number Outstanding	Exercise Price	Expiry Date
Agent Options	1,453,492	$0.35	January 23, 2023
TOTAL:	**1,453,492**		

Description	Number Outstanding	Exercise Price	Expiry Date
Warrants	462,500	$1.00	March 29, 2024
TOTAL:	**462,500**		

Description	Number Outstanding	Exercise Price	Expiry Date
Performance Warrants	4,500,000	$0.05	January 27, 2024
Performance Warrants	6,000,000	$0.05	August 27, 2024
TOTAL:	**10,500,000**		

Description	Number Outstanding	Exercise Price	Expiry Date
Restricted Share Rewards	800,000	N/A	January 27, 2024
TOTAL:	**800,000**		

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

Description	Number	Number Released During the Period
Escrowed Shares	41,372,626	9,384,948

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Position
Adnan Malik	Chief Executive Officer and Director
Eli Dusenbury	Chief Financial Officer and Corporate Secretary
M. Kashif Akram	Chief Technical Officer and Director
Josh Rosenburg	Director

Faizaan Lalani	Director
Harwinder Parmar	Director
Muhammad Shaukat	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Management's Discussion and Analysis ("MD&A") for the nine months ended September 30, 2021, attached to this Form 5 as Appendix "B".

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Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: December 13, 2021

Eli Dusenbury
Name of Director or Senior Officer

/s/ Eli Dusenbury
Signature

Chief Financial Officer
Official Capacity

Issuer Details Name of Issuer Telecure Technologies Inc.	For Quarter Ended September 30, 2021	Date of Report YYYY/MM/DD 2021/12/13
Issuer Address 1930 - 1177 West Hastings Street Vancouver, BC V6E 3T4	Issuer Fax No. Not applicable	Issuer Telephone No. 604-398-3432
Contact Name Eli Dusenbury	Contact Position Chief Financial Officer	Contact Telephone No. 604-398-3432
Contact Email Address invest@telecure.com	Web Site Address https://telecure.com/	

Appendix "A"

TELECURE TECHNOLOGIES INC.

Condensed Interim Consolidated Financial Statements

For the nine months ended September 30, 2021

(Unaudited - Expressed in Canadian Dollars)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Telecure Technologies Inc. (the "Company") have been prepared by and are the responsibility of management. These condensed interim consolidated financial statements for the nine months ended September 30, 2021, have not been reviewed or audited by the Company's independent auditors. All amounts are stated in Canadian Dollars unless otherwise stated.

Telecure Technologies Inc.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

As at	Notes	September 30, 2021	December 31, 2020 (Audited) (Restatement - Note 18)
ASSETS			
Current assets			
Cash		$ 6,708,413	$ 59,404
GST receivable		121,280	-
Investment	6	918,000	-
Prepaid expenses		648,433	-
Total Current Assets		8,396,126	59,404
Non-current assets			
Equipment and leasehold improvements	7	31,395	24,719
Software platform	8	429,060	254,236
Right of use asset	9	92,414	-
Total Non-Current Assets		552,869	278,955
TOTAL ASSETS		8,948,995	338,359
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	14	610,178	-
Loan payable	10	-	127,851
SAFE notes payable	5, 11	-	444,673
Lease liability	9	56,964	-
Total Current Liabilities		667,142	572,524
Lease liability	9	25,227	-
Total Liabilities		692,369	572,524
SHAREHOLDERS' EQUITY (DEFICIENCY)			
Share capital	5, 12	20,796,470	2,416,036
Preferred shares	5, 12	-	387,745
Reserves	5, 12	922,354	-
Accumulated other comprehensive income		163,975	125,339
Retained earnings (Deficit)		(13,626,173)	(3,163,285)
Total shareholders' equity		8,256,626	(234,165)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$ 8,948,995	$ 338,359

Nature of operations – Note 1
Going concern – Note 2
Subsequent events – Note 19

Approved on behalf of the Board of Directors:

"Adnan Malik", Director

"Faizaan Lalani", Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Telecure Technologies Inc.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the three and nine months ended September 30, 2021 and September 30, 2020
(Expressed in Canadian dollars)

	For the three months ended September 30, 2021	For the three months ended September 30, 2020	For the nine months ended September 30, 2021	For the nine months ended September 30, 2020
REVENUES	$ 88,459	$ 42,742	$ 404,378	$ 741,632
COST OF GOODS SOLD	(81,417)	(530,901)	(411,760)	(1,133,906)
GROSS PROFIT (LOSS)	7,042	(488,159)	(7,382)	(392,273)
EXPENSES				
Advertising and marketing	$ 317,626	$ -	$ 317,626	$ -
Consulting fees	1,602	135,348	49,165	140,672
Depreciation	14,991	4,443	60,197	13,328
Management fees (Note 13)	980,444	-	980,444	-
Office and miscellaneous	6,371	35,234	37,117	55,051
Professional fees	238,294	7,238	343,790	51,112
Rent	5,000	-	5,000	-
Share-based payments (Notes 12, 13)	215,377	-	215,377	-
Technology	38,978	-	128,672	-
Transfer agent and filing fees	56,233	-	56,233	-
Travel	17,672	5,087	17,672	5,596
TOTAL OPERATING EXPENSES	(1,892,588)	(187,350)	(2,211,293)	(265,759)
LOSS FROM OPERATIONS	(1,885,546)	(675,509)	(2,218,675)	(658,033)
OTHER ITEMS				
Unrealized fair value loss on investments (Note 6)	(186,000)	-	(186,000)	-
Interest expense	(2,810)	-	(13,546)	-
Interest income	2,918	-	2,918	-
Listing expense (Note 5)	(8,043,295)	-	(8,043,295)	-
Foreign exchange loss	(4,290)	-	(4,290)	-
TOTAL OTHER ITEMS	(8,233,477)	-	(8,244,213)	-
NET LOSS	(10,119,023)	(675,509)	(10,462,888)	(658,033)
OTHER COMPREHENSIVE INCOME				
Cumulative translation adjustment	38,636	88,961	38,636	146,561
NET AND COMPREHENSIVE LOSS	$ (10,080,387)	$ (586,548)	$ (10,424,252)	$ (511,471)
Loss per share, basic	$ (0.13)	$ (0.54)	$ (0.36)	$ (0.53)
Weighted average number of common shares outstanding – Basic	65,724,244	1,239,596	22,902,246	1,239,596

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Telecure Technologies Inc.
Condensed Interim Consolidated Statement of Changes in Shareholders' Equity (Deficiency)
For the nine months ended September 30, 2021 and year ended December 31, 2020
(Expressed in Canadian dollars)

	Common shares		Preferred shares		Share-based payment reserve	Accumulated other comprehensive income	Deficit	Total equity
	Number	Amount	Number	Amount				
		$		$	$	$	$	$
Balance, December 31, 2019	**1,239,596**	**1,178,846**	**5,800,000**	**387,745**	**-**	**-**	**(701,453)**	**865,138**
Private placements	70,000	63,660	-	-	-	-	-	63,660
Shares issued for consulting services rendered	1,290,404	1,173,530	-	-	-	-	-	1,173,530
Other comprehensive income	-	-	-	-	-	125,339	-	125,339
Net loss for the year	-	-	-	-	-	-	(2,461,832)	(2,461,832)
Balance, December 31, 2020	**2,600,000**	**2,416,036**	**5,800,000**	**387,745**	**-**	**125,339**	**(3,163,285)**	**(234,165)**
Changes in equity pursuant to the RTO (Note 5)								
Opening balance, December 31, 2020, Telecure	1,015,447	1,045,600	-	-	-	-	-	1,045,600
Issuance of shares pursuant to conversion of special warrants	25,000,000	1,250,000	-	-	-	-	-	1,250,000
Settlement of debt	571,429	200,000	-	-	-	-	-	200,000
Conversion of SAFE Notes	291,490	444,673	-	-	-	-	-	444,673
Elimination of MyApps common and preferred shares	(2,891,490)	387,745	(5,800,000)	(387,745)	-	-	-	-
Elimination of Telecure share capital	-	(2,495,600)	-	-	-	-	-	(2,495,600)
Shares issued to shareholders of MyApps	32,000,000	9,105,406	-	-	-	-	-	9,105,406
Finders' shares	500,000	175,000	-	-	-	-	-	175,000
Shares issued pursuant to brokered financing	25,234,159	8,831,956	-	-	-	-	-	8,831,956
Share issuance costs (cash)	-	(564,346)	-	-	-	-	-	(564,346)
Replacement equity incentives on RTO (Note 5)								
Agent options	-	-	-	-	255,516	-	-	255,516
Options	-	-	-	-	171,461	-	-	171,461
RSRs	-	-	-	-	280,000	-	-	280,000
Fair value of options granted and expected to vest	-	-	-	-	162,877	-	-	162,877
Fair value of RSRs granted and expected to vest	-	-	-	-	52,500	-	-	52,500
Other comprehensive income	-	-	-	-	-	38,636	-	38,636
Net loss for the period	-	-	-	-	-	-	(10,462,888)	(10,462,888)
Balance, September 30, 2021	**84,321,035**	**20,796,470**	**-**	**-**	**922,354**	**163,975**	**(13,626,173)**	**(8,256,626)**

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Telecure Technologies Inc.
Condensed Interim Consolidated Statements of Cash Flows
For the nine months ended September 30, 2021 and 2020
(Expressed in Canadian dollars)

		For the nine months ended September 30, 2021		For the nine months ended September 30, 2020
Cash (used in) provided by:				
OPERATING ACTIVITIES				
Loss for the period	$	(10,462,888)	$	(658,033)
Items not involving cash:				
Unrealized fair value loss on investments		186,000		-
Listing expense		8,043,295		-
Foreign exchange		10,130		-
Interest expense		11,042		-
Share-based payments		215,377		-
Depreciation		60,197		13,328
Changes in non-cash working capital items:				
GST receivable		(9,933)		-
Accounts payable and accrued liabilities		(762,692)		-
Prepaid expenses		299,467		-
Cash (used in) provided by operating activities		(2,410,005)		(644,705)
INVESTING ACTIVITIES:				
Cash received on acquisition of Telecure		1,025,860		-
Purchase of Equipment and leasehold improvements		(15,404)		(24,048)
Purchase of Software Platform		(205,881)		(19,452)
Cash provided by investing activities		804,575		(43,500)
FINANCING ACTIVITIES:				
Proceeds from brokered financing, net		8,267,610		-
Repayment of lease liability		(41,807)		-
Proceeds from SAFE Notes		-		444,673
Cash provided by financing activity		8,225,803		444,673
Effect of exchange rate on cash		28,636		129,166
Net change in cash		6,649,009		(114,366)
Cash, beginning of period		59,404		607,429
Cash, end of period	$	6,708,413	$	493,063
Cash paid for interest	$	-	$	-
Cash paid for income taxes	$	-	$	-

Supplemental cash flows information (Note 17)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

1. NATURE OF OPERATIONS

Telecure Technologies Inc. (the "Company" and "Telecure") was incorporated under the laws of British Columbia on September 14, 2018. The Company's registered office is 2200-885 W Georgia Street, Vancouver, British Columbia V6C 3E8.

The Company was incorporated with the intention of establishing itself in the health care technology industry with the goal of a strategic acquisition. On August 11 2021, the Company completed an acquisition (the "Arrangement Agreement") with MyApps Corp. ("MyApps"), a privately owned corporation in the business of developing telehealth software and services for iOS and Android mobile platforms. Pursuant to the terms of the Arrangement Agreement, the Company acquired all of the issued and outstanding securities of MyApps in exchange for 32,000,000 common shares of the Company on a pro rata basis (the "Acquisition"). Concurrently with the completion of the Acquisition, the Company obtained final receipt for a long form prospectus (the "Prospectus") from Canadian securities regulators. On completion of the Arrangement Agreement, the Company has listed it's shares on the Canadian Securities Exchange (the "CSE") under the trading symbol TELE.CN.

As the former shareholders of MyApps owned a majority interest in the combined entity immediately after closing, the transaction was accounted for as a reverse acquisition with MyApps identified as the acquirer. The transaction did not constitute a business combination as the Company did not meet the definition of a business as defined under IFRS. As MyApps was the acquirer for accounting purposes, its operations are presented as the continuing entity with those of the Company included from the transaction date of August 11, 2021 onward. The comparative figures are those of MyApps prior to the reverse acquisition and have been restated to conform to the presentation currency of the Company, the Canadian Dollar (Note 18).

These condensed interim consolidated financial statements of the Company for the periods ended September 30, 2021 were approved by the Board of Directors on November 29, 2021.

2. GOING CONCERN

The Company has not generated net income and is accordingly dependent upon the receipt of equity or debt financing on terms which are acceptable to the Company.

These condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. At September 30, 2021, the Company had a deficit of $13,626,173 (December 31, 2020 - $3,163,285) and working capital of $7,728,984 (December 31, 2020 working capital deficit – $513,120). During the nine months ended September 30, 2021, the Company incurred a net and comprehensive loss of $10,424,252 (September 30, 2020 – $511,779). The Company's working capital and net loss position as at September 30, 2021 are primarily driven by the listing expense derived from the excess purchase price pursuant to the acquisition of Telecure (Note 5).

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. While the Company expects to incur further losses in the development of its business, the Company has sufficient working capital to fund its operations over the next 12 months.

2. GOING CONCERN (CONTINUED)

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. It has adversely affected global workforces, economies, and financial markets, triggering an economic downturn. It is not possible at this time for the Company to predict the duration or magnitude of the adverse results of the outbreak nor its effects on the Company's business or operations.

3. BASIS OF PRESENTATION

These condensed interim consolidated financial statements have been prepared on a historical cost basis using the accrual basis of accounting, except for financial instruments which are classified as fair value through profit or loss and cash flow information. The accounting policies below have been applied to all periods presented in these condensed interim consolidated financial statements and are based on International Accounting Standard 34 – Interim Financial Reporting ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS) as issued by the International Accounting Standards Board ("IASB"). As such, these interim financial statements do not contain all the disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company's audited annual consolidated financial statements for the years ended December 31, 2020 and 2019.

These condensed interim consolidated financial statements have been prepared using the measurement basis specified by IFRS for each type of asset, liability, and expense. Certain items are stated at fair value.

3.1. Significant judgments, estimates and assumptions

The preparation of the Company's condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed interim consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Critical Accounting Judgments

Going concern

The assumption that the Company will be able to continue as a going concern is subject to critical judgments by management with respect to assumptions surrounding the short and long-term operating budget, expected profitability, investing and financing activities and management's strategic planning. Should those judgments prove to be inaccurate, management's continued use of the going concern assumption could be inappropriate.

3. BASIS OF PRESENTATION (CONTINUED)

Critical Accounting Estimates

Collectability of receivables

The Company assesses the collectability of its loan receivable on an ongoing basis. A provision for the impairment of receivables involves significant management judgment and includes the review of individual receivables based on individual customer creditworthiness, current economic trends and analysis of historical bad debts.

Functional currency

Determination of an entity's functional currency involves judgment taking into account the transactions, events, and conditions relevant to the entity. Determination of functional currency involves evaluating evidence about the primary economic environment in which the entity operations and is re-evaluated when facts and circumstances indicate that conditions have changed.

Financial instruments

The determination of categories of financial assets and liabilities has been identified as an accounting policy which involves judgments or assessments made by management.

The identification of convertible note component is based on interpretations of the substance of the contractual arrangement and therefore requires judgement from management. The separation of components affects the initial recognition of the convertible debenture at issuance and the subsequent recognition of interest of the liability component. The determination of fair value of the liability is also based on several assumptions, including contractual future cash flows, discount rates and the presence of any derivative financial instruments.

Transactions and balances

Foreign currency transactions are translated into the relevant functional currency using the exchange rate prevailing at the date of the transaction. Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit and loss.

Leases

The application of IFRS 16 Leases requires assumptions and estimates in order to determine the value of the right-of-use assets and the lease liabilities. Judgment must be applied to assess whether or not a contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Judgment must also be applied as to whether renewal options are reasonably certain of being exercised and whether periods covered by an option to terminate are reasonably certain of not being exercised. Significant estimates are required to be made when determining the implicit and incremental rates of borrowing, as applicable.

3. BASIS OF PRESENTATION (CONTINUED)

Critical Accounting Estimates (continued)

Share-based payments

Where applicable, the fair value of certain equity instruments is subject to the limitations of the Black-Scholes option pricing model, as well as other pricing models that incorporate market data and involves uncertainty in estimates used by management in the assumptions. Because option pricing models require inputs of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Income Taxes

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

Valuation of equity consideration granted

The valuation of share consideration granted involves management judgment in determining valuation of the share consideration granted. Judgment is exercised in the reliability of the fair value of consideration received.

Estimated useful lives, impairment considerations and amortization of tangible assets, and intangible assets.

Amortization of tangible and intangible assets is dependent upon estimates of useful lives based on management's judgment.

Impairment of tangible and intangible assets with limited lives are affected by judgments about impairment indicators and estimates used to measure impairment losses where necessary.

The recoverable value of tangible and intangible assets is determined using discounted cash flow models, which incorporate assumptions about future events including future cash flows, growth rates and discount rates.

3.2 Basis of Consolidation

These condensed interim consolidated financial statements are presented in Canadian dollars ("CAD") and incorporate the financial results of the Company and its controlled subsidiaries:

(Expressed in Canadian dollars)

3. BASIS OF PRESENTATION (CONTINUED)

3.2 Basis of Consolidation (continued)

Entity	Country	Functional currency	Ownership %
Telecure Technologies Inc.	Canada	CAD	Parent
11189182 Canada Corp.	Canada	CAD	100%
MyApps Corp.	USA – Florida	US Dollar (“USD”)	100%
Care by CallingDr LLC	USA – Florida	USD	100%

Control exists when the parent company has the power, directly or indirectly, to govern the financial and operating policies of an entity to obtain benefits from its activities. The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany transactions and balances have been eliminated.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Equipment and leasehold improvements

Equipment items are carried at cost less accumulated depreciation and accumulated impairment losses. In the year of acquisition. Depreciation is recognized using the following methods and rates:

Equipment	Declining-Balance	20%
Leasehold Improvements	Straight Line	Lease Term

Equipment that is withdrawn from use or has no reasonable prospect of being recovered through use or sale, when identified is written off.

The assets’ residual values, depreciation methods and useful lives are reviewed and adjusted if appropriate, at each reporting date.

Subsequent expenditures relating to an item of equipment are capitalized when it is probable that future economic benefits from the use of the assets will be increased. All other subsequent expenditure is recognized as repairs and maintenance expense.

4.2. Software Platform

The Company has developed four telemedicine apps under the umbrella of the overall software platform. The platform is offered as a standard system and as a customized white-label product, providing immediate remove access to healthcare.

Management capitalizes certain costs to the Company’s software platform under IAS 38 *Intangible Assets*, including the costs of materials and services consumed, directly attributable employee benefits, and fees to register a legal right.

All expenditures relating to the software platform however do not qualify to capitalize under IAS 38 *Intangible Assets* are classified as research expense and included in technology expense.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.2. Software Platform (Continued)

The software platform is be amortized based on pro-rata revenue units of production method and is assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for the Software Platform is reviewed at least at the end of each reporting period. As at September 30, 2021, the amortization is calculated based off pro-rata revenues earned during the period amortized over estimated future economic benefits of $5,000,000. A change in the expected useful life or projected future revenues of the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and treated as changes in accounting estimates.

4.3 Research and development

Research costs are expensed as incurred and included in Technology expense. Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically, and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development or use or sell the asset. Other development expenditures are expensed as incurred.

4.4 Revenue recognition, accounts receivable and allowance for doubtful accounts

The Company's software subscription service arrangements are non-cancelable and do not contain refund-type provisions. Subscription revenues are comprised of fees that provide customers with access to its software on a monthly basis. Revenue is generally recognized pro-rata over the contract term of one month.

The Company also derives revenues from professional services contracts which are generally on a fixed-fee basis. Revenues relating to professional fees are recognized pro-rata to the completion of each project based on budgeted hours to completion.

Certain activities may give rise to deferred revenue, which are contract liabilities under IFRS 15 *Revenue from Contract with Customers* and relate to payments received in advance of performance under contracts with customers. Contract liabilities are recognized as revenue when the Company satisfies its performance obligations under the contracts.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.5 Impairment of intangible assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

4.6 Provisions

Liabilities are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. A provision is a liability of uncertain timing or amount. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects the current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to the passage of time is recognized as a financing expense.

4.7 Income Taxes

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Current tax assets and liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit which differs from profit or loss in the consolidated financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.7 Income Taxes (continued)

Deferred taxes are calculated based on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects taxable profit or accounting profit. Deferred tax liabilities on temporary differences associated with shares in subsidiaries and joint ventures is not provided for if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are likely to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that includes the substantive enactment date. Deferred tax assets are recognized for all temporary differences, carry-forward of unused tax credits and unused tax losses to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same entity in each future period in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Changes in deferred tax assets or liabilities are recognized as a component of income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

4.8 Share Capital

The Company records proceeds from share issuances net of issue costs and any tax effects in shareholders’ equity (deficiency). Common shares issued for consideration other than cash are valued based on their market value at the date the shares were granted. Common shares held by the Company are classified as treasury stock and recorded as a reduction to shareholders’ equity (deficiency).

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in private placements to be the more easily measurable component of unit offerings and the common shares are valued at their fair value. The balance, if any, is allocated to any attached warrants or other features. Any fair value attributed to warrants is recorded as reserves.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.9 Share-Based Payments

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled transactions and, when determinable, are recorded at the value of the goods and services received. If the value of the goods and services received is not determinable, then the fair value of the share-based payment is used.

The Company uses a fair value-based method (Black-Scholes Option Pricing Model) for all share options granted to directors, employees and certain non-employees. For directors and employees, the fair value of the share options is measured at the date of grant. For grants to non-employees where the fair value of the goods or services is not determinable, the fair value of the share options is measured on the date the services are received.

The fair value of share-based payments is charged either to profit or loss, with the offsetting credit to reserves. For directors, employees and consultants, the share options are recognized over the vesting period based on the best available estimate of the number of share options expected to vest. If options vest immediately, the expense is recognized when the options are issued. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period.

No adjustment is made to any expense recognized in prior periods where vested. For non-employees, the share options are recognized over the related service period. When share options are exercised, the amounts previously recognized in reserves are transferred to share capital.

In the event share options are forfeited prior to vesting, the associated fair value recorded to date is reversed. The fair value of any vested share options that expire remain in reserves.

4.10 Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the fair value of goods and services provided.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.11 Loss per Share

Basic earnings (loss) per share is computed by dividing net income (loss) (the numerator) by the weighted average number of outstanding common shares for the period (denominator). In computing diluted earnings per share, an adjustment is made for the dilutive effect of outstanding share options, warrants and other convertible instruments.

In the periods when the Company reports a net loss, the effect of potential issuances of shares under share options and other convertible instruments is anti-dilutive. Therefore, basic and diluted loss per share are the same. When diluted earnings per share is calculated, only those share options and other convertible instruments with exercise prices below the average trading price of the Company's common shares for the period will be dilutive.

4.12 Financial Instruments - Recognition and Measurement

(i) Classification

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Financial assets/liabilities	
Cash	FVTPL
Investment	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Loan payable	Amortized cost
SAFE note payable	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment. The Company's loans receivable are financial assets at amortized cost. The Company's accounts payable and accrued liabilities and loan payable are financial liabilities at amortized cost.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.12 Financial Instruments - Recognition and Measurement (continued)

Financial assets and liabilities at fair value through profit and loss (FVTPL)

Financial assets and liabilities at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of income (loss). Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of income (loss) in the period in which they arise. The Company's cash and investment is measured at FVTPL.

Financial assets at FVOCI

The Company has no assets at FVOCI.

(iii) Impairment of financial assets at amortized cost.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of income (loss), as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of income (loss). The Company derecognizes financial liabilities when the obligation under the liability is discharged or cancelled or expires.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.13 Foreign Exchange

Presentation currency

These condensed interim consolidated financial statements are presented in Canadian dollars ("CDN"). In previous years, MyApps reported in USD. The Comparative periods in these condensed interim consolidated financial statements have been restated to be presented in CDN dollars (see Note 18).

Functional currency

Items included in the condensed interim consolidated financial statements of the Company's subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of Telecure is the Canadian dollar and the Company's subsidiary, MyApps is the United States dollar.

Transactions and balances

Foreign currency transactions are translated into the relevant functional currency using the exchange rate prevailing at the date of the transaction. Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of loss.

Foreign exchange translation

The presentation currency of Telecure is the Canadian Dollar. The functional currency of MyApps is the United States Dollar. Assets and liabilities were translated at the period-end rate of 1.2732, while transactions are recorded at the rate on the date the transaction occurred, or the average rates of 1.2516 for the nine months ended September 30, 2021, and 1.347 for the year ended December 31, 2020. Equity transactions were translated at historical rates of 1.296 for 2018, 1.327 for 2019, 1.342 for 2020 and 1.2732 for 2021. The resulting exchange differences are recorded in other comprehensive income (loss).

4.14 Foreign currency translation

Subsidiaries

The results and financial position of the Company's subsidiaries that have a functional currency different from the Company's presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the reporting date;
- Income and expenses are translated at average exchange rates for the period;
- Equity is translated using historical rates; and
- All resulting exchange differences are recognised in other comprehensive income as foreign currency translation adjustments.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities are taken to other comprehensive income (loss). When a foreign operation is sold, such exchange differences are recognised in the statement of loss as part of the gain or loss on sale.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.15 Leases

The Company considers whether a contract is, or contains a lease. A lease is defined as ‘a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration’. To apply this definition the Company assesses whether the contract meets six key evaluations, amongst which are:

a) The contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company;
b) The Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
c) The Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct ‘how and for what purpose’ the asset is used throughout the period of use.

At lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the balance sheet. The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available. If the interest rate implicit in the lease is not readily available, the Company discounts using the Company’s incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term. On the statement of financial position, right-of-use assets have been included under non-current assets and lease liabilities have been included under current and non-current liabilities.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.16 New Accounting Standards Issued But Not Yet Adopted

IAS 1 – Presentation of Financial Statements ("IAS 1"), has been amended to clarify how to classify debt and other liabilities as either current or non-current. The amendment to IAS 1 is effective for the years beginning on or after January 1, 2023. The Company is currently assessing the impact of this amendment.

5. REVERSE TAKEOVER TRANSACTION

On August 11, 2021, the Company completed the Arrangement Agreement transaction with MyApps, pursuant to which the Company acquired all of the issued and outstanding shares of MyApps in exchange for 32,000,000 common shares of the Company on a pro rata basis. As the former shareholders of MyApps owned a majority interest in the combined entity immediately after closing, the transactions was accounted for as a reverse acquisition with MyApps identified as the accounting acquirer. As Telecure does not meet the definition of a business under *IFRS 3 – Business Combinations*, the Acquisition was accounted for as the purchase of Telecure's net assets by MyApps. The net purchase price was determined as an equity settled share-based payment, under *IFRS 2 - Share-based Payments*, at the fair value of the equity instruments based on the fair value of the common shares issued in the concurrent financing. As MyApps was the acquirer for accounting purposes, its operations are presented as the continuing entity with those of the Company included from the transactions date of August 11, 2021 onward. The comparative figures presented are those of MyApps prior to the reverse acquisition.

Telecure was incorporated on September 14, 2018 pursuant to the BCBCA under the name Livecare Acquisition Corp. On October 29, 2020, it changed its name to Telecure Technologies Inc. Telecure's head and registered office is located at 2200-885 West Georgia Street, Vancouver, British Columbia V6C 3E8.

MyApps was established as a limited liability company on December 7, 2015 under the name MyApps Developers LLC. On January 18, 2019, MyApps reorganized itself as a corporation under the laws of the State of Florida, under the name MyApps Corp. MyApps' registered office is located at 765 Markham Woods Rd., Longwood, Florida 32779 with its headquarters at 220 E. Central Parkway, Suite 3020, Altamonte Springs, Florida 32701.

5. REVERSE TAKEOVER TRANSACTION (CONTINUED)

The Arrangement Agreement resulted in Telecure acquiring 100% of the issued and outstanding shares through issuing 32,000,000 common shares to MyApps shareholders (the “Acquisition Shares”), which are subject to escrow terms with 10% of the Escrow Securities released on August 11, 2021, the date of Listing with an additional 15% released every 6 months thereafter until all Escrow Securities have been released.

These condensed interim consolidated financial statements have been prepared assuming the following transactions and assumptions:

i) During the year ended December 31, 2020, Telecure issued 25,000,000 founders’ special warrants at $0.02 per special warrant for total proceeds of $500,000. Subsequently the Company increased the subscription price to $0.05 per special warrant on 25,000,000 special warrants and in May 2021, the special warrants were converted into 25,000,000 common shares. The increased subscription price resulted in additional proceeds of $750,000.

ii) In accordance with IFRS, consideration transferred for a reverse acquisition is based on the fair value of the number of shares that MyApps would have had to issue to the shareholders of Telecure to give the shareholders of Telecure the same percentage equity interest in the combined entity that results from the reverse acquisition. The Company notes that following issuance of the 32,000,000 Acquisition Shares, but before any shares issued pursuant to the brokered financing, debt settlement or finders’ fees, MyApps would own 55.16% of Telecure. MyApps would have to issue Telecure, 7,066,031 common shares of its own stock to give Telecure shareholders the same percentage equity interest. Multiplying these common shares by the exchange ratio of 3.682 and by the value of the concurrent financing of $0.35 per common share results in a fair value of $9,105,406 being the fair value of common shares retained by Telecure’s shareholders.

A finder’s fee of 500,000 common shares were issued on successful completion of the Acquisition measured at a fair value of $175,000 included in the purchase price.

As at August 11, 2021, Telecure had following equity instruments outstanding, which were re-valued as at August 11, 2021:

1. 1,453,492 agent options at an exercise price of $0.35, converting into one common share of the Company, expiring January 28, 2023. The fair value of these options was $255,516 which has been included in the purchase price;

2. 1,700,000 stock options at an exercise price of $0.35, converting into one common share of the Company, expiring January 27, 2024. The fair value of these options was $171,461 which has been included in the purchase price;

3. 800,000 restricted share rewards (“RSRs”), converting into one common share of MyApps. The fair value was measured at $0.35 per RSRs totalling $280,000 which has been included in the purchase price;

(Expressed in Canadian dollars)

5. REVERSE TAKEOVER TRANSACTION (CONTINUED)

4. 462,501 common share purchase warrants with an exercise price of $1.00, expiring on March 29, 2024 convertible into one common share of MyApps. The fair value of these purchase warrants was $nil;

5. 73,144 common share purchase warrants at an exercise price of $30.00, converting into one common share of MyApps, expiring May 21, 2021. These warrants expired unexercised and measured at a fair value of $nil.; and

6. 6,000,000 performance warrants ("PWs") at an exercise price of $0.05, converting into one common share of MyApps, expiring May 21, 2021. The fair value of these PWs was $nil;

The fair value of the above agent options was calculated using the Black-Scholes Option Pricing Model, where the assumptions were $0.35 per common share, $0.35 exercise price, 1.83 expected life in years, and 100% used for volatility.

The fair value of the above stock options was calculated using the Black-Scholes Option Pricing Model, where the assumptions were $0.35 per common share, $0.35 exercise price, 2.83 expected life in years, and 100% used for volatility.

The exchange ratio is 3.682 Telecure common shares for every MyApps common share.

The purchase price has been calculated as follows:

Cash*	$	1,025,860
GST receivable		111,347
Investment		1,104,000
Loans receivable		739,172
Prepaid expenses		947,900
Accounts payable and accrued liabilities		(1,959,214)
Loan payable		(24,977)
Fair value of net assets of Telecure acquired by MyApps		**1,944,088**
Purchase price		
Fair value of shares retained by Telecure's shareholders		9,105,406
500,000 finders' shares		175,000
Fair value of agent options granted		255,516
Fair value of stock options granted		171,461
Fair value of restricted shares		280,000
		9,987,383
Listing expense	$	**(8,043,295)**

* Telecure's cash position has been adjusted to remove proceeds received pursuant to the brokered financing.

5. REVERSE TAKEOVER TRANSACTION (CONTINUED)

The purchase price equation has excluded the cash received in advance by Telecure for the proposed concurrent financing of $8,831,956.

Share capital in the condensed interim consolidated financial statements is comprised of the following.

As at December 31, 2021, Telecure had 1,015,447 common shares outstanding.

i) During the year ended December 31, 2020, Telecure issued 25,000,000 founders' special warrants at $0.02 per special warrant for total proceeds of $500,000. Subsequently the Company increased the subscription price to $0.05 per special warrant on 25,000,000 special warrants and in May 2021, the special warrants were converted into 25,000,000 common shares. The increased subscription price resulted in additional proceeds of $750,000.

ii) Concurrent with the Arrangement Agreement, Telecure settled $200,000 in debt through the issuance of 571,429 common shares at $0.35 per share.

iii) Prior to the completion of the Arrangement Agreement, the SAFE note holders simultaneously converted their debt into 291,490 Class B non-voting common shares of MyApps with a value of $445,673.

iv) On August 11, 2021, MyApps shareholders were issued 32,000,000 common shares of Telecure in exchange for 100% of MyApps shares. Telecure issued an additional 500,000 finders' common shares with a fair value of $175,000, which is included as part of the purchase price.

v) Concurrent with the completion of its Initial Public Offering ("IPO"), the Company issued a total of 25,234,159 Units at a price of $0.35 per Unit pursuant to the Unit Offering for gross proceeds of $8,831,956. Cash finders' fees of $564,346 were paid in connection with the financing, of which. The Units were sold pursuant to the Agency Agreement. Each Unit consisted of one (1) Second Special Warrant and one (1) Subscription Receipt.

   Following the completion of the Arrangement Agreement, the Second Special Warrants and Subscription receipts were exchanged for 25,234,159 common shares.

vi) Share capital, reserves, and the retained earnings balance of Telecure were eliminated upon consolidation.

(Expressed in Canadian dollars)

5. REVERSE TAKEOVER TRANSACTION (CONTINUED)

A reconciliation of the above described changes in shareholders' equity is summarized as follows:

	Shares issued and outstanding		Share capital
Telecure			
Opening balance, March 31, 2021, Telecure	1,015,447		1,045,600
Issuance of shares pursuant to conversion of special warrants	25,000,000		1,250,000
Settlement of debt	571,429		200,000
MyApps			
Opening balance, March 31, 2021, MyApps	2,600,000		2,419,622
Conversion of common shares Class A (5,800,000 x 3.6818)	21,354,220		445,333
Conversion of common shares Class B (2,891,490 x 3.6818)	10,645,780		388,321
Elimination of common shares and historical share capital	(34,600,000)		(2,495,600)
Shares issued pursuant to the acquisition of MyApps	32,000,000		9,105,406
Finder's shares	500,000		175,000
Shares issued pursuant to brokered financing	25,234,159		8,831,956
Share issuance costs – cash	-		(564,346)
	84,321,035	**$**	**20,796,470**

6. INVESTMENT

CloudMD

On February 21, 2019 Telecure entered into a Loan Agreement (the "Loan") with Livecare Health Canada Inc. (the "Borrower") to advance funds for the purpose of pursuing a transaction whereby the Company and the Borrower would enter into an amalgamation agreement with the effect that the Borrower would become a wholly-owned subsidiary of the Company, and the Company would subsequently pursue a going-public transaction in respect of the Borrower. The Loan accrued interest at the Prime Rate as at the effective date plus 1% per annum, payable on the maturity date of six months from the effective date. The Loan was due on demand with repayment of the principal and all accrued and unpaid interest due on the demand date.

The Borrower had the privilege of prepaying the loan in whole or in part without notice, penalty or bonus. Interest was payable on the maturity date of six months from the effective date of February 21, 2019.

During January 2020, the Borrower was acquired by CloudMD Software & Services Inc. (formerly Premier Health Group Inc.) ("CloudMD") and the Borrower's loan from the Company was settled through the issuance of 1,500,000 common shares of CloudMD subject to escrow provision as per the debt settlement agreement.

(Expressed in Canadian dollars)

6. INVESTMENT (CONTINUED)

A summary of changes in fair value for the Company's investment in CloudMD for the nine months ended September 30, 2021 is as follows:

Balance, December 31, 2019	**$**	-
Fair value of shares received on settlement		450,000
Fair value gain		3,120,000
Balance, December 31, 2020		3,570,000
Fair value of 900,000 share disposition		(1,979,310)
Fair value loss up to August 11, 2021		(486,690)
Balance, August 11, 2021	**$**	**1,104,000**
Fair value loss from amalgamation until period end		(186,000)
Balance, September 30, 2021	**$**	**918,000**

The CloudMD shares are subject to contractual trading restriction and will be released from escrow as follows:

- 600,000 shares will be released 12 months following the issuance date (sold during the period prior to the completion of the Arrangement Agreement);
- 300,000 shares will be released 16 months following the issuance date (sold during the period prior to the completion of the Arrangement Agreement);
- 300,000 shares will be released 20 months following the issuance date (partially sold subsequent to period end); and
- 300,000 shares will be released 24 months following the issuance date.

7. EQUIPMENT AND LEASEHOLD IMPROVEMENTS

As at September 30, 2021, the Company's equipment and leasehold improvements are as follows:

Cost		**Equipment**		**Leasehold Improvements**		**Total**
Balance, December 31, 2020	**$**	**-**	**$**	**24,719**	**$**	**24,719**
Additions		11,894		3,712		15,606
Balance, September 30, 2021	**$**	**11,894**	**$**	**28,431**	**$**	**40,325**
Accumulated amortization						
Balance, December 31, 2020	**$**	**-**	**$**	**-**	**$**	**-**
Additions		1,777		7,108		8,885
Foreign exchange		-		45		45
Balance, September 30, 2021	**$**	**1,777**	**$**	**7,153**	**$**	**8,930**
Net, December 31, 2020	**$**	**-**	**$**	**24,719**	**$**	**24,719**
Net, September 30, 2021	**$**	**10,117**	**$**	**21,278**	**$**	**31,395**

(Expressed in Canadian dollars)

8. SOFTWARE PLATFORM

The Company has developed four telemedicine apps under the umbrella of the overall software platform. The platform is offered as a standard system and as a customized white-label product, providing immediate remote access to healthcare.

During the nine months ended September 30, 2021, the Company recorded $128,672 in technology expense (2020 - $nil) relating to technology improvements which have not yet met the capitalization criteria as a development asset.

The balance of the software platform is as follows:

COST		Software Platform
Balance, December 31, 2020	**$**	**283,416**
Additions		205,881
Balance, September 30, 2021		**489,297**
ACCUMULATED AMORTIZATION		
Balance, December 31, 2020	**$**	**29,180**
Additions		30,684
Foreign exchange		373
Balance, September 30, 2021	**$**	**60,237**
NET BALANCE		
Net, December 31, 2020	**$**	**254,236**
Net, September 30, 2021	**$**	**429,060**

(Expressed in Canadian dollars)

9. RIGHT-OF-USE ASSET AND LEASE LIABILITY

The Company's right-of-use asset relates to its leased office space in Florida. The Company has one lease with monthly combined payments of USD$3,717 for year 1, USD$3,822 for year 2 and USD$3,930 for year three. The incremental borrowing rate applied to lease liability was 15%.

The carrying value of the Company's right-of-use asset is as follows:

COST		**Total**
Balance, December 31, 2020	**$**	**-**
Additions		111,568
Foreign exchange		2,005
Balance, September 30, 2021	**$**	**113,573**
ACCUMULATED AMORTIZATION		
Balance, December 31, 2020	**$**	**-**
Additions		20,785
Foreign exchange		374
Balance, September 30, 2021	**$**	**21,159**
Net, December 31, 2020	**$**	**-**
Net, September 30, 2021	**$**	**92,414**

The carrying value of the lease obligation is as follows:

Balance, December 31, 2020	**$**	**-**
Additions		111,568
Interest/accretion expense		11,042
Repayments		(41,870)
Foreign exchange		1,451
Balance, September 30, 2021	$	**82,191**
Less: Current portion		(56,964)
Lease liability, long-term	**$**	**25,227**

(Expressed in Canadian dollars)

9. RIGHT-OF-USE ASSET AND LEASE LIABILITY (CONTINUED)

The Company's annual lease payments in USD are as follows:

Years ending		
December 31, 2021	$	11,256
December 31, 2022		45,968
December 31, 2023		15,718
Total lease payments		72,942
Remaining present value adjustment to be accreted over the lease term		(8,433)
Lease liability balance, September 30, 2021	**$**	**64,509**
Foreign exchange		17,682
Lease liability balance, September 30, 2021 (CAD)	**$**	**82,191**

10. LOANS PAYABLE

During December 2020, the Company entered into a Promissory Note (the "Loan") with MyAps Corp. ("MyApps") to advance funds for the purpose of pursuing a transaction whereby the Company and MyApps would enter into an arrangement agreement with the effect that MyApps would become a wholly-owned subsidiary of the Company. Concurrently with the completion of the Arrangement Agreement, August 11, 2021, the balance of loan payable (MyApps) and loan receivable (Telecure) have been eliminated on consolidation.

11. SAFE NOTES PAYABLE

During the year ended December 31, 2020, MyApps entered into several simple debt agreements for Future Equity Agreements ("SAFE Payable") with third parties. These SAFE agreements were convertible (the "Conversion") into common shares of the Company at floating rates based on future events.

As these instruments did not meet the definition of equity instruments under IFRS 9 due to the lack of a fixed price per fixed number of equity instruments, and were therefore treated as a financial liabilities and carried at fair value.

Immediately prior to the completion of the Arrangement Agreement, the SAFE note holders simultaneously converted their debt into 291,490 Class B non-voting common shares of MyApps with a value of $444,673. These shares were exchanged pro rata for Telecure shares on completion of the Arrangement Agreement. As of September 31, 2021, the were no SAFE notes payable outstanding (December 31, 2020 – $444,673).

(Expressed in Canadian dollars)

12. SHARE CAPITAL

12.1 Authorized Share Capital

Unlimited number of common voting shares, without par value.

12.2 Shares Issued

Shares issued and outstanding as at September 30, 2021 are 84,321,035 (December 30, 2020 – 2,416,036) common shares and nil preferred shares (December 31, 2020 – 5,800,000).

Preferred shares

Pursuant to the Arrangement Agreement, 5,800,000 Class A preferred shares were exchanged for Telecure common shares on a pro rata basis.

Common shares

During the nine months ended September 30, 2021, the following share transactions occurred:

	Shares issued and outstanding		Share capital
Opening balance, December 31, 2020, Common	2,600,000		2,416,036
Opening balance, December 31, 2020, Preferred	5,800,000		387,745
Combined opening balance	8,400,000		2,803,781
Changes in equity pursuant to the Arrangement Agreement			
MyApps			
Issuance of MyApps shares to settle SAFE notes payable	291,490		444,673
Elimination of MyApps common and preferred shares	(8,691,490)		-
Telecure			
Combine Telecure's opening share capital balance	1,015,447		1,045,600
Issuance of shares pursuant to conversion of special warrants	25,000,000		1,250,000
Settlement of debt	571,429		200,000
Elimination of Telecure share capital pre-Arrangement Agreement	-		(2,495,600)
Shares issued to acquire MyApps	32,000,000		9,105,406
Finders' shares	500,000		175,000
Shares issued pursuant to brokered financing	25,234,159		8,831,956
Share issuance costs – cash	-		(564,346)
	84,321,035	**$**	**20,796,470**

12. SHARE CAPITAL (CONTINUED)

12.2 Shares Issued (Continued)

During the nine months ended September 30, 2021, the following share transactions occurred by Telecure:

On November 9, 2020, Telecure issued 25,000,000 special warrants of the Company at $0.02 for total proceeds of $500,000. The special warrants convert to a common share on the earlier of (i) the date that is four months and a day following the closing date of the special warrant financing and (ii) the receipt of final prospectus. Subsequently the Company increased the subscription price to $0.05 per special warrant on 25,000,000 special warrants and in May 2021, the special warrants were converted into 25,000,000 common shares. The increased subscription price resulted in an additional $750,000 in proceeds. Of the resulting 25,000,000 common shares, 24,850,000 are subject to escrow with 1/4th released on the listing date, 1/3rd of the remaining common shares released six months after listing, 1/2 of the remaining common shares released twelve months after listing and the remaining balance released eighteen months after listing. The remaining 150,000 common shares are held by a Director of the Company with 10% released on the listing date and 15% released every six months thereafter.

Concurrent with the Arrangement Agreement, Telecure settled $200,000 in debt through the issuance of 571,429 common shares at $0.35 per share.

During the nine months ended September 30, 2021, the following share transactions occurred by MyApps:

Prior to the completion of the Arrangement Agreement, the SAFE note holders simultaneously converted their debt into 291,490 Class B non-voting common shares of MyApps with a value of $445,673.

During the nine months ended September 30, 2021, the following share transactions occurred by the combined entity:

On August 11, 2021, MyApps shareholders were issued 32,000,000 common shares of Telecure in exchange for 100% of MyApps shares. The fair value of these shares was $9,105,406. Telecure issued an additional 500,000 finders' common shares with a fair value of $175,000, which is included as part of the purchase price.

On January 28, 2021 Telecure completed a brokered private placement for a total of 25,234,159 units at a price of $0.35 per unit for gross proceeds of $8,831,956. Each unit consisting of a special warrant (the "Second Special Warrants") and a subscription receipt (the "Subscription Receipts") were issued by the Company. The units were sold pursuant to an agency agreement (the "Agency Agreement") between the Company, Mackie Research Capital Corporation (the "Lead Agent"), PI Financial Corp., Echelon Wealth Partners Inc. and Canaccord Genuity Corp. (collectively with the Lead Agent, the "Agents").

12. SHARE CAPITAL (CONTINUED)

12.2 Shares Issued (Continued)

On the date (the "Second Special Warrant Automatic Exercise Date") that is the earlier of one business day following: (i) the date that is four months and a day following the closing date of the unit offering; (ii) the satisfaction of the Conversion Conditions (as defined herein), each Second Special Warrant shall be automatically exercised for one-fifth (1/5) of a Second Special Warrant Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without further action on the part of the holder. On the Second Special Warrant Automatic Exercise Date, the Corporation will issue 5,046,832 common shares. On June 17, 2021, 1,011,796 of the Second Special Warrants were converted into 1,011,796 common shares with 4,035,035 converting after completion of the Arrangement Agreement.

Each Subscription Receipt entitles the holder thereof to receive, without payment of additional consideration or further action on the part of the holder thereof, four-fifths (4/5) of a Subscription Receipt Share upon the satisfaction of the escrow release conditions. The portion of the gross proceeds from the sale of the units attributable to the Subscription Receipts, being $7,065,565, were deposited in escrow and held by Odyssey Trust Company (the "Subscription Receipt Agent") in a separate interest bearing account (the "Escrowed Funds"), with such Escrowed Funds not to be released until occurrence of each of the following events: (i) the satisfaction of the Conversion Conditions; (ii) the Corporation and the Agents having delivered the Escrow Release Notice to the Subscription Receipt Agent; and (iii) the Corporation shall not have committed any material breach of the Agency Agreement that has not been cured within five (5) Business Days of the Company's receipt of written notice from the Lead Agent, on behalf of the Agents, specifying in reasonable detail the nature of such breach and the Agency Agreement shall not have been terminated (the "Escrow Release Conditions"). Upon the satisfaction of the Escrow Release Conditions the balance of the Escrowed Funds together with the interest earned therein will be accessible by the Corporation, and, without payment of any additional consideration and without further action on the part of the holder of Subscription Receipts, the Corporation will issue 20,187,327 common shares. If the Escrow Release Conditions are not satisfied on or before March 26, 2021 or such later date as the Corporation and the Agents may agree to in writing, the Corporation advises the Agents or announces to the public that it does not intend to satisfy the Escrow Release Conditions, the Escrowed Funds shall be returned to the holders of the Subscription Receipts on a pro rata basis and the Subscription Receipts will be cancelled without any further action on the part of the holders. To the extent that the Escrowed Funds are not sufficient to refund the aggregate offering price paid by the holders in respect of the Subscription Receipts comprising part of the Unit, the Corporation shall be responsible and liable to contribute such amounts as are necessary to satisfy any shortfall. On August 27, 2021, the Company issued 20,187,327 common shares pursuant to the close of this transaction and satisfaction of the escrow release conditions.

In connection with the transaction, the Company issued 1,453,492 agents' compensation options with an exercise price of $0.35 for a period of 2 years from the grant date. The total value of the agent options was $265,204, which was recorded as share issuance cost. The fair value of agent options was estimated using the Black-Scholes valuation model (average volatility 100%, expected life 2 years, risk free rate 0.17%). The agent options were re-measured on the date of the Arrangement Agreement (Note 5).

(Expressed in Canadian dollars)

12. SHARE CAPITAL (CONTINUED)

12.3 Options

Summary of option activity

	Number of Options	Weighted Average Exercise Price	Weighted Average Life Remaining (Years)
		$	
Balance, December 31, 2020 - Telecure	-	-	-
Addition	3,500,000	0.35	2.58
Forfeiture	(250,000)	0.35	2.58
Balance transferred August 11, 2021	**3,250,000**	0.35	2.58
Balance, September 30, 2021	**3,250,000**	0.35	2.58
Exercisable, September 30, 2021	**1,237,500**	0.35	2.58

The options have a weighted average remaining life of 2.58 years as at September 30, 2021.

The options outstanding and exercisable at September 30, 2021 are:

	Number of Options	Exercise price		Expiry date
January 27, 2021	1,700,000	$	0.35	January 27, 2024
August 11, 2021	1,550,000	$	0.35	August 11, 2024
Balance, September 30, 2021	**3,250,000**			
Exercisable, September 30, 2021	**1,237,500**			

From the date of the Arrangement Agreement, the company recognized $162,877 in share-based payments pursuant to options exercised. The fair value of options was estimated using the Black-Scholes valuation model (average volatility 100%, expected life 3 years, risk free rate 0.19%).

Summary of agent option activity

	Number of Agent Options	Weighted Average Exercise Price	Weighted Average Life Remaining (Years)
		$	
Balance, December 31, 2020 - Telecure	-	-	-
Addition	1,453,492	0.35	1.58
Balance transferred to August 11, 2021	1,453,492	0.35	1.58
Balance, September 30, 2021	**1,453,492**	0.35	1.58

(Expressed in Canadian dollars)

12. SHARE CAPITAL (CONTINUED)

12.3 Options (continued)

The agent options have a weighted average remaining life of 1.58 years as at September 30, 2021.

The agent options outstanding and exercisable at September 30, 2021 are:

	Number of Agent Options	Exercise price	Expiry date
January 28, 2021	1,453,492	$ 0.35	January 28, 2023
Balance, September 30, 2021	**1,453,492**		

12.4 Warrants

Summary of purchase warrants activity

	Number of Warrants	Weighted Average Exercise Price
		$
Balance, December 31, 2020 - Telecure	535,644	4.96
Expired	(73,144)	30.00
Balance transferred to August 11, 2021	462,500	1.00
Balance, September 30, 2021	**462,500**	**1.00**

The share purchase warrants have a weighted average remaining life of 2.58 years as at September 30, 2021.

The share purchase warrants outstanding and exercisable at September 30, 2021 are:

	Number of Warrants	Exercise price	Expiry date
March 29, 2019	462,500	$ 1.00	March 29, 2024
Balance September 30, 2021	**462,500**		

(Expressed in Canadian dollars)

12. SHARE CAPITAL (CONTINUED)

12.5 Restricted Share Rewards ("RSRs")

During the nine months ended September 30, 2021, the Company granted the following RSRs subject to time-based vesting conditions to directors, officers and consultants:

	RSRs
Balance, December 31, 2020 – Telecure	-
Granted	950,000
Cancelled	(150,000)
Balance transferred August 11, 2021	800,000
Outstanding and vested, September 30, 2021	**800,000**

During the nine months ended September 30, 2021, the Company recognized $52,500 (September 30, 2020 - $nil) in share-based payment expense in connection with the RSRs granted.

12.6 Performance Warrants ("PWs")

During the nine months ended September 30, 2021, the Company granted the following PWs:

i. On January 27, 2021, the Company issued an aggregate of 6,000,000 performance warrants to certain consultants as consideration for the performance of ongoing consulting services. Each of the 6,000,000 performance warrant are exercisable to acquire one common share of the Company at a price of $0.05 for a period of three years from the date of issuance, and will vest and become exercisable when the Company completes an acquisition of an accretive business or asset having a value of $2,500,000 or greater either in a single or in a series of separate transactions in respect of which the vending party is identified and introduced to the Company by the holder of such performance warrants;

   As of September 30, 2021, there was no progress towards PWs vesting milestones and as a result, the Company applied a probability of 0% towards vesting and as such, did not record any fair value.

	Performance Warrants	**Exercise Price**
Balance, December 31, 2020 – Telecure	-	**$ -**
Granted	12,000,000	0.05
Cancelled/ forfeited	(1,500,000)	0.05
Balance transferred August 11, 2021	10,500,000	$ 0.05
Outstanding, September 30, 2021	**10,500,000**	**$ 0.05**
Vested	-	-
Exercisable, September 30, 2021	**-**	**$ -**

(Expressed in Canadian dollars)

12. SHARE CAPITAL (CONTINUED)

12.6 Performance Warrants (Continued)

The performance warrants outstanding and exercisable at September 30, 2021 are:

Expiry date	Performance Warrants outstanding	Performance Warrants exercisable		Exercise Price
Performance Warrants				
January 27, 2024	4,500,000	-	$	0.05
August 27, 2024	6,000,000	-	$	0.05
Balance, September 30, 2021	**10,500,000**	**-**	**$**	**0.05**

At September 30, 2021, the weighted-average remaining life of the outstanding performance warrants was 2.58 years.

13. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel are the officers and directors of the Company. Management and directors' fees and share-based payments for the nine months ended September 30, 2021, is summarized as follows:

		September 30, 2021		September 30, 2020
Management and directors' fees	$	980,444	$	-
Share-based payments		182,081		-
	$	**1,162,525**	**$**	**-**

As at September 30, 2021, $196,645 (September 30, 2020 - $Nil) is owed to certain officers and directors of the Company.

During the nine months ended September 30, 2021, the Company paid $43,806 (2020 - $nil) included in management fees a Director and COO of the Company pursuant to COO services provided. The Company granted 350,000 options to the Director and COO, with fair value of $27,131 (2020 - $nil) recognized in share-based payments.

During the nine months ended September 30, 2021, the Company paid $389,870 (2020 - $nil) included in management fees to a Director and the CEO of the Company pursuant to CEO services provided and a closing bonus of USD$150,000 pursuant to closing the Arrangement Agreement. The Company granted 350,000 options and 150,000 RSRs to the Director and CEO, with fair value of $79,631 (2020 - $nil) recognized in share-based payments.

(Expressed in Canadian dollars)

13. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

During the nine months ended September 30, 2021, the Company paid $323,534 (2020 - $nil) included in management fees to a Director and the CTO of the Company pursuant to CTO services provided and a closing bonus of USD$150,000 pursuant to closing the Arrangement Agreement. The Company granted 350,000 options to the Director and CTO, with fair value of $27,131 (2020 - $nil) recognized in share-based payments.

During the nine months ended September 30, 2021, the Company paid $25,000 (2020 - $nil) included in management fees to the CFO of the Company pursuant to CFO services provided. The Company granted 250,000 options to the CFO, with fair value of $4,715 (2020 - $nil) recognized in share-based payments.

During the nine months ended September 30, 2021, the Company paid $187,500 (2020 - $nil) included in management fees to a Director of the Company pursuant to Director services provided. The Company granted 250,000 options to the Director, with fair value of $4,715 (2020 - $nil) recognized in share-based payments.

During the nine months ended September 30, 2021, the Company granted 250,000 options to a Director, with fair value of $19,397 (2020 - $nil) recognized in share-based payments.

During the nine months ended September 30, 2021, the Company paid $10,500 (2020 - $nil) included in management fees to a Director and former Officer of the Company pursuant to Officer services provided. The Company granted 250,000 options to the Director and former Officer, with fair value of $4,715 (2020 - $nil) recognized in share-based payments.

14. SEGMENTED DISCLOSURES

The Company currently has one operating segment and generates revenues from the sale of its software. All operations, assets and revenues are located in the United States.

The Company has an average contract value of $12,000 (2020 - $30,000) and has approximately 10 customers (2020 – approximately 10).

The Company's major customers for its white label services provided revenues as follows:

	September 30, 2021	September 30, 2020
Customer 1	$ 90,000	$ -
Customer 2	47,000	-
Customer 3	35,000	-
Customer 4	30,000	-
Customer 5	7,000	81,000
Customer 6	-	78,000
Customer 7	-	72,000
Customer 8	-	34,000
Customer 9	-	21,000

14. SEGMENTED DISCLOSURES (CONTINUED)

As at September 30, 2021, the Company has $Nil of non-current assets in Canada (2020 - $Nil) and $552,869 in the United States (2020 - $278,955).

The Company's cost of sales consists of cost of direct labour related to the contracts performed, and purchases of specialty, small dollar value tools, software and hardware with no residual value and had no further use, or were consumed during the project. During the nine months ended September 30, 2020, approximately $20,000 was spent on such tools and equipment (2020 – approximately $15,000).

15. MANAGEMENT OF CAPITAL

The Company defines the capital that it manages as its cash and share capital.

The Company's objective when managing capital is to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; and to seek out and acquire new projects of merit.

The Company manages its capital structure in a manner that provides sufficient funding for operational and capital expenditure activities. Funds are secured, when necessary, through debt funding or equity capital raised by means of private placements. There can be no assurances that the Company will be able to obtain debt or equity capital in the case of working capital deficits.

The Company does not pay dividends and has no long-term debt or bank credit facility. The Company is not subject to any externally imposed capital requirements and there were no changes to managements approach to capital management during the period.

16. RISK MANAGEMENT

16.1 Financial Risk Management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

a. Credit Risk

Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. The Company's cash is held in a large Canadian and US financial institutions and its GST receivable is due from the Government of Canada.

16. RISK MANAGEMENT (CONTINUED)

16.1 Financial Risk Management (Continued)

b. Liquidity Risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at September 30, 2021, the Company had a working capital of $7,728,984 (December 31, 2020 working capital deficit – $513,120). The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2021, the Company had cash of $6,708,413 (December 31, 2020 - $59,404) and, total liabilities of $692,369 (December 31, 2020 - $572,524).

c. Market Risk

Market risk incorporates changes in market factors such as interest rates, foreign exchange rates, and equity prices.

(i) Interest rate risk

Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company currently has loans receivable bearing interest at 5% per annum. The fair value is relatively unaffected by changes in short-term interest rates. A nominal change interest rates would have an insignificant impact on the Company's profit or loss.

(ii) Foreign currency risk

Foreign currency risk arises from the fluctuation of foreign exchange rates. The Company's assets, liabilities, and operations are predominantly denominated in Canadian dollars. As at September 30, 2021, the Company lease liabilities of $82,191 (USD $64,509) in outstanding in lease liabilities. These liabilities may have a significant exposure to foreign currency risk.

(iii) Price risk

Equity price risk is the potential impact on the Company's earning due to movement in individual equity prices or levels on the stock market. The Company is exposed to fluctuations in the market price of its CloudMD shares.

16. RISK MANAGEMENT (CONTINUED)

16.1 Financial Risk Management (Continued)

16.2 Fair Values

The carrying values of cash, and accounts payable and accrued liabilities approximate their fair values due to their short-term to maturity.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company's cash and investment are considered to be Level 1 within the fair value hierarchy.

17. SUPPLMENTAL CASH FLOWS INFORMATION

During the period ended September 30, 2021, the Company issued:

- Stock options to directors, officers and consultants. Vesting options have a fair value of $162,877;
- RSRs to directors, officers and consultants. Vesting of RSRs have a fair value of $52,500; and
- Replacement equity incentives with a replacement fair value of $706,977 and are included in the purchase price of the Arrangement Agreement;

18. RESTATEMENT

For comparative purposes, the statement of financial position as of December 31, 2020 include adjustments to reflect the change in presentation currency from US Dollars to Canadian Dollars. The amounts previously reported in US Dollars as shown below have been translated in Canadian Dollars at December 31, 2020:

		December 31, 2020 USD	December 31, 2020 CAD
ASSETS			
Current Assets			
Cash	$	46,657	59,404
Non-current Assets			
Equipment and leasehold improvements		19,415	24,719
Software platform		199,683	254,236
Total non-current assets		219,098	278,955
TOTAL ASSETS	$	265,755	338,359
LIABILITIES			
Current Liabilities			
Loan payable	$	100,417	127,851
SAFE notes payable		349,256	444,673
Total Liabilities	$	449,673	572,524
SHAREHOLDER'S EQUITY			
Common share capital		1,897,609	2,416,036
Preferred share capital		304,544	387,745
Accumulated other comprehensive income		-	125,339
Deficit		(2,386,071)	(3,163,285)
Total Equity		(183,918)	(234,165)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$	265,755	338,359

19. SUBSEQUENT EVENTS

On November 5, 2021, the Company repurchased 736 common shares for USD$142 pursuant to appraisal rights.

On October 28, 2021, the Company entered into a definitive agreement to acquire 100% of the outstanding equity (the "Transaction") of Community Case Management Services, LLC ("CCMS"), a provider of specialized outpatient mental health services within Dade County, Miami and its surrounding areas. The aggregate purchase price is USD$5,300,000 in cash, with USD$3,000,000 payable on closing the Transaction ("Closing"), with the remainder being payable over the next six quarters following Closing. Closing is subject to certain conditions, including receipt of applicable regulatory and licensing approvals, as well as the Company being satisfied with the results of due diligence review.

Appendix "B"

TELECURE TECHNOLOGIES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the nine months ended September 30, 2021

This Management Discussion and Analysis ("MD&A") has been prepared by management in accordance with the requirements of National Instrument 51-102 and should be read in conjunction with the condensed consolidated interim financial statements and accompanying notes for the nine months ended September 30, 2021 and the related notes contained therein which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in Canadian Dollars unless otherwise indicated.

DATE

This MD&A is prepared as of November 29, 2021.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, estimates and assumptions about the global economic environment, the market price and demand for products and our ability to manage our operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: a downturn in general economic conditions, the uncertainty of government regulation and politic, potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the *Risk Factor*s section of the MD&A.

DESCRIPTION OF BUSINESS

Telecure Technologies Inc. (the "Company" and "Telecure") was incorporated under the laws of British Columbia on September 14, 2018. The Company's registered office is 2200-885 W Georgia Street, Vancouver, British Columbia V6C 3E8.

The Company was incorporated with the intention of establishing itself in the health care technology industry with the goal of a strategic acquisition. On August 11 2021, the Company completed an acquisition agreement (the "Arrangement Agreement") with MyApps Corp. ("MyApps"), a privately owned corporation in the business of developing telehealth software and services for iOS and Android mobile platforms. Pursuant to the terms of the Arrangement Agreement, the Company acquired all of the issued and outstanding securities of MyApps in exchange for 32,000,000 common shares of the Company on a pro rata basis (the "Acquisition"). Concurrently with the completion of the acquisition, the Company obtained final receipt for a long form prospectus (the "Prospectus") from

Canadian securities regulators. On completion of the Arrangement Agreement, the Company has listed its shares on the Canadian Securities Exchange (the “CSE”) under the trading symbol TELE.CN

As the former shareholders of MyApps owned a majority interest in the combined entity immediately after closing, the transaction was accounted for as a reverse acquisition with MyApps identified as the acquirer. The transaction did not constitute a business combination as the Company did not meet the definition of a business as defined under IFRS. As MyApps was the acquirer for accounting purposes, its operations are presented as the continuing entity with those of the Company included from the transaction date of August 11, 2021 onward. The comparative figures are those of MyApps prior to the reverse acquisition and have been restated to conform to the presentation currency of the Company, the Canadian Dollar (see Note 19 of the condensed interim consolidated financial statements for which this MD&A relates).

COVID-19

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business.

OVERALL PERFORMANCE

Revenues decreased to $404,378 from $741,632 For the nine months ended September 30, 2021, compared to the same period for 2020, primarily due to the impact of the delay in the listing process and access to necessary resources to increase sales and marketing efforts.

The net assets of the Company increased to $8,256,626 as at September 30, 2021 compared to net liabilities of $234,165 as at December 31, 2020. The assets consist primarily of cash of $6,708,413 (December 31, 2020 - $59,404), investments of $918,000 (December 31, 2020 - $nil), prepaid expenses of $648,433 (December 31, 2020 - $nil) and software platform of $429,060 (December 31, 2020 - $254,236). The Company’s primary liabilities consist of accounts payable and accrued liabilities of $610,178 (December 31, 2020 - $nil), loan payable $nil (December 31, 2020 - $127, 851), and SAFE payable of $nil (December 31, 2020 - $444,673). On completion of the Arrangement Agreement, the loan agreement is now eliminated on consolidation and the SAFE notes payable was settled with shares of MyApps and converted into shares of Telecure on a pro rata basis.

HIGHLIGHTS

On August 31, 2021, the Company announced the commencement of public trading on the Canadian Securities Exchange under the symbol TELE.

On September 9, 2021, the Company announced the commencement of trading on the Börse Frankfurt exchange (FRA) under the ticker symbol “6MZ” and the German WKN registry number is “A3CZGY”.

On September 16, 2021, the Company announced it had entered into an agreement with The Financial Star, pursuant to which The Financial Star will provide the Company with marketing services for an aggregate of USD $600,000. The Financial Star will utilize their online programs with the aim of generating a greater following, increasing investor awareness and attracting potential new investors through various online platforms and methods of engagement.

On October 28, 2021, the Company announced its wholly-owned subsidiary, Care by Calling Dr, LLC (“CallingDr”), had entered into a definitive agreement to acquire 100% of the outstanding equity (the “Transaction”) of Community Case Management Services, LLC (“CCMS”), a provider of specialized outpatient mental health services within Dade County, Miami and its surrounding areas. The aggregate purchase price is approximately USD $5.3M cash, USD $3M of which is payable upon closing of the Transaction (“Closing”) and the remainder of which is payable over the six fiscal quarters following the Closing. Closing is subject to certain conditions, including receipt of applicable regulatory and licensing approvals, as well as the Company being satisfied with the results of its due diligence review. CCMS serves over 20,000 patients annually through 63 care providers, including 26 case managers and 15 licensed physicians.

On November 18, 2021, the Company announced the appointment of Josh Rosenberg as Chairman of the Board of Directors. Mr. Rosenberg had previously served on the Company's Board of Directors and has been instrumental in the development of Telecure as a business since its inception.

RESULTS OF OPERATIONS

Significant highlights from the Company's condensed interim consolidated statements of loss and comprehensive loss for the nine months ended September 30, 2021 and 2020:

	For the nine months ended			
		September 30, 2021		September 30, 2020
REVENUES	$	404,378	$	741,632
COST OF SALES		(411,760)		(1,133,906)
GROSS MARGIN	$	(7,382)		(392,273)
EXPENSES				
Advertising and marketing	$	317,626	$	-
Management fees		980,444		-
Professional fees		343,790		51,112
Share-based payments		215,377		-
Technology		128,672		-
TOTAL OPERATING EXPENSES	$	(2,211,293)	$	(265,759)
OTHER ITEMS				
Fair value gain/(loss) on investments		(186,000)		-
Listing expense		(8,043,295)		-
TOTAL OTHER ITEMS	$	(8,244,213)	$	-
NET AND COMPREHENSIVE LOSS	$	(10,424,252)	$	(511,471)

Please refer to the condensed interim consolidated financial statements of the Company for the nine months ended September 30, 2021 for complete list of expenses and other items.

The Company's revenue for the nine months ended September 30, 2021 decreased to $404,378 from $741,632 largely due to smaller contracts in 2021 compared to 2020 and the loss of a one-time contract. The Company's gross loss decreased to $7,382 from $392,273, primarily due to less hours allocated to revenue projects. See below for segmented information related to the Company's white-label revenue stream.

The Company's net and comprehensive loss for the nine months ended September 30, 2021 compared to 2020 increased by $9,912,781 and was primarily due to the following factors:

- Advertising and marketing expenses increased by $317,626 relates to product, brand an IR activities following the successful go-public transaction and access to resources to build the Company's offerings and execute on its strategies.

- Consulting fees decreased by $85,870 consists of outsourced IT and product services to execute on corporate and product initiatives. The reduction is primarily a result of reducing costs in this area to focus on the listing and gaining access to the necessary capital to execute on milestones and business objectives;

- Management fees increased by $980,444 pursuant to bonus payment of USD$450,000 to management of MyApps and compensation to the new management of the Company following the go-public transaction;

- Professional fees increased by $292,678 consist of audit and legal fees associated with the activities of the Company and costs of going public;
- Share-based payments increased by $215,377 pursuant to options and RSRs granted on the date of acquisition. There were no such equity incentives granted in the comparative period;
- Unrealized fair value loss on investments increased by $186,000 as these were investments previously held by Telecure and MyApps did not have such investments. The loss is related to the decline in fair value of the CloudMD shares.
- Listing expense of $8,043,295 is a one-time expense and reflects the non-cash excess purchase price of MyApps over the fair value net assets of Telecure.

Significant highlights from the Company's condensed interim consolidated statements of loss and comprehensive loss for the three months ended September 30, 2021 and 2020:

	For the three months ended			
	September 30, 2021		September 30, 2020	
REVENUES	$	88,459	$	42,742
COST OF SALES		(81,417)		(530,901)
GROSS MARGIN	$	7,042		(488,159)
EXPENSES				
Advertising and marketing	$	317,626	$	-
Management fees		980,444		-
Professional fees		238,294		7,238
Share-based payments		215,377		-
TOTAL OPERATING EXPENSES	$	(1,892,588)	$	(187,350)
OTHER ITEMS				
Fair value gain/(loss) on investments		(186,000)		-
Listing expense		(8,043,295)		-
TOTAL OTHER ITEMS	$	(8,233,477)	$	-
NET AND COMPREHENSIVE LOSS	$	(10,080,387)	$	(586,548)

Please refer to the condensed interim consolidated financial statements of the Company for the nine months ended September 30, 2021 for complete list of expenses and other items.

The Company's revenue for the three months ended September 30, 2021increased to $88,459 from $42,742 largely due to the nature and timing of a few larger contracts that came in during the period compared to previous. The Company's gross income was $7,042 compared to a gross loss of $488,159 primarily due to conserving costs associated with IT projects while the Company has been in the transition phase.

The Company's total operating expenses and other items for the three months ended September 30, 2021, compared to 2020 increased by $10,080,387 and was primarily due to the following factors:

- Advertising and marketing expenses increased by $317,626 relates to product, brand an IR activities following the successful go-public transaction and access to resources to build the Company's offerings and execute on its strategies.

- Consulting fees decreased by $128,109 consists of outsourced IT and product services to execute on corporate and product initiatives. The reduction is primarily a result of reducing costs in this area to focus on the listing and gaining access to the necessary capital to execute on milestones and business objectives;

- Management fees increased by $980,444 pursuant to bonus payment of USD$450,000 to management of MyApps and compensation to the new management of the Company following the go-public transaction;

- Professional fees increased by $238,294 consist of audit and legal fees associated with the activities of the Company and costs of going public;

- Share-based payments increased by $215,377 pursuant to options and RSRs granted on the date of acquisition. There were no such equity incentives granted in the comparative period;

- Unrealized fair value loss on investments increased by $186,000 as these were investments previously held by Telecure and MyApps did not have such investments. The loss is related to the decline in fair value of the CloudMD shares.

- Listing expense of $8,043,295 is a one-time expense and reflects the non-cash excess purchase price of MyApps over the fair value net assets of Telecure.

SEGMENTED INFORMATION

The Company currently has one operating segment and generates revenues from the sale of its software. All operations, assets and revenues are located in the United States.

During the nine months ended September 30, 2021, the Company has an average contract value of $12,000 (2020 - $30,000) and has approximately 10 customers (2020 – approximately 10).

The Company's major customers for its white label services provided revenues as follows for the nine months ended:

		September 30, 2021		September 30, 2020
Customer 1	$	90,000	$	-
Customer 2		47,000		-
Customer 3		35,000		-
Customer 4		30,000		-
Customer 5		7,000		81,000
Customer 6		-		78,000
Customer 7		-		72,000
Customer 8		-		34,000
Customer 9		-		21,000

As at September 30, 2021, the Company has $Nil of non-current assets in Canada (2020 - $Nil) and $552,869 in the United States (2020 - $278,955).

The Company's cost of sales consists of cost of direct labour related to the contracts performed, and purchases of specialty, small dollar value tools, software and hardware with no residual value and had no further use, or were consumed during the project. During the nine months ended September 30, 2020, approximately $20,000 was spent on such tools and equipment (2020 – approximately $15,000).

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recently completed interim quarters:

	Quarter Ended September 30, 2021 $	Quarter Ended June 30, 2021 $	Quarter Ended March 31, 2021 $	Quarter Ended December 31, 2020 $
Revenue	88,459	153,081	162,838	117,929
Operating Expense	1,892,588	132,305	186,400	1,089,602
Net loss	(10,119,023)	(428,320)	(38,865)	(1,779,645)
Comprehensive loss	(10,080,387)	(432,320)	(38,865)	(1,779,645)

	Quarter Ended September 30, 2020 $	Quarter Ended June 30, 2020 $	Quarter Ended March 31, 2020 $	Quarter Ended December 31, 2019 $
Revenue	42,742	148,790	544,116	75,198
Operating Expense	187,350	323,107	63,342	308,341
Net and comprehensive income (loss)	(675,509)	(266,886)	232,529	(530,010)

Customer concentration, revenues and cost of sales

During the three months ended September 30, 2021, the Company's gross margin was $7,042, or 8% (2020 - $(488,159) or (1142%). The Company's revenues increased from 2020, when there was one large customer with approximately 20% of the Company's revenues (see *segmented information above)*. In 2021, the Company completed a similar number of total contracts with one customer equalling approximately 20% of total revenues. These large customers are largely related to health information technology projects and are one-time transactions.

During the three months ended December 31, 2020 and 2019, the Company's revenues decreased from Q1 2021 and 2020 due to lower volume of contracts being awarded during these periods. During the three months ended December 31, 2020, the Company's operations were affected by the WHO-declared outbreak of COVID-19 in that no direct sales activities were performed, and the Company mainly focused on its subscription model and minor projects. As such, the Company was not accepting major contracts. During this time, the Company was also focusing resources on a letter of intent which did not materialize.

Net loss increased significantly following the successful go-public transaction, resulting in presentation of activities for the combined Telecure and MyApps. Also, the acquisition transaction resulted in a non-cash listing expense of $8,043,295 and a on-time cash bonus of USD$450,000 to MyApps management.

On a quarter-by-quarter basis, losses are expected to fluctuate significantly due to a number of factors including timing of operating activities from the date of incorporation due to the nature of a start up Company and the impact of COVID and access to financial resources.

The Company's revenues consist of software sales and consist of low volume high transaction dollar values. Cost of sales greatly fluctuates due to variable amount of services required to maintain and support white label projects and commissions which vary greatly depending on the contract, which may result in low or no positive margins. The Company seeks to diversify its revenue streams with technology in development, which is planned to be launched in parallel with its contemplated listing statement. The Company currently operates in one geological area with all revenues and assets held in the US. Substantially all revenues to date are derived through software sales.

LIQUIDITY

The Company had cash of $6,708,413 (December 31, 2020 - $59,404) at September 30, 2021. The Company had working capital of $7,728,984 (December 31, 2020 – working capital deficit of $513,120).

If additional funds are required, the Company plans to raise additional capital primarily through equity and debt financing. Under such circumstances, there is no assurance that the Company will be able to obtain further funds required for the Company's continued working capital requirements.

Operating Activities

The Company used net cash of $2,410,005 (2020 – $644,705) in operating activities during the period ended September 30, 2021.

Investing Activities

The Company received $1,025,860 during the three months ended September 30, 2021 (2020 – used $43,500) from investing activities during the three months ended September 30, 2021.

Financing Activities

The Company received net cash of $8,225,803 (2020 - $444,673) from financing activities during the three months ended September 30, 2021.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are the officers and directors of the Company. Management and directors' fees and share-based payments for the nine months ended September 30, 2021, is summarized as follows:

		September 30, 2021		September 30, 2020
Management and directors' fees	$	980,444	$	-
Share-based payments		182,081		-
	$	**1,162,525**	**$**	**-**

As at September 30, 2021, $196,645 (September 30, 2020 - $nil) is owed to certain officers and directors of the Company.

During the nine months ended September 30, 2021, the Company paid $43,806 (2020 - $nil) included in management fees to Josh Rosenberg, a Director and COO of the Company pursuant to COO services provided. The Company granted 350,000 options to Mr. Rosenberg with fair value of $27,131 (2020 - $nil) recognized in share-based payments.

During the nine months ended September 30, 2021, the Company paid $389,870 (2020 - $nil) included in management fees to Adnan Malik, a Director and the CEO of the Company pursuant to CEO services provided and a closing bonus of USD$150,000 pursuant to closing the Arrangement Agreement. The Company granted 350,000 options and 150,000 RSRs to Mr. Malik with fair value of $79,631 (2020 - $nil) recognized in share-based payments.

During the nine months ended September 30, 2021, the Company paid $323,534 (2020 - $nil) included in management fees to Kashif Akram, a Director and the CTO of the Company pursuant to CTO services provided and a closing bonus of USD$150,000 pursuant to closing the Arrangement Agreement. The Company granted 350,000 options to Mr. Akram with fair value of $27,131 (2020 - $nil) recognized in share-based payments.

During the nine months ended September 30, 2021, the Company paid $25,000 (2020 - $nil) included in management fees to Eli Dusenbury, the CFO of the Company pursuant to CFO services provided. The Company granted 250,000 options to Mr. Dusenbury with fair value of $4,715 (2020 - $nil) recognized in share-based payments.

During the nine months ended September 30, 2021, the Company paid $187,500 (2020 - $nil) included in management fees to Muhammad Shaukat, a Director of the Company pursuant to Director services provided. The Company granted 250,000 options to Mr. Shaukat with fair value of $4,715 (2020 - $nil) recognized in share-based payments.

During the nine months ended September 30, 2021, the Company granted 250,000 options to Faizaan Lalani, a Director, with fair value of $19,397 (2020 - $nil) recognized in share-based payments.

During the nine months ended September 30, 2021, the Company paid $10,500 (2020 - $nil) included in management fees to Harwinder Parmar, a Director and former Officer of the Company pursuant to Officer services provided. The Company granted 250,000 options to Mr. Parmar with fair value of $4,715 (2020 - $nil) recognized in share-based payments.

LOAN PAYABLE

During December 2020, the Company entered into a Promissory Note (the "Loan") with MyAps Corp. ("MyApps") to advance funds for the purpose of pursuing a transaction whereby the Company and MyApps would enter into an arrangement agreement with the effect that MyApps would become a wholly-owned subsidiary of the Company. Concurrently with the completion of the Arrangement Agreement, August 11, 2021, the balance of loan payable (MyApps) and loan receivable (Telecure) have been eliminated on consolidation.

SAFE PAYABLE

During the year ended December 31, 2020, MyApps entered into several simple debt agreements for Future Equity Agreements ("SAFE Payable") with third parties. These SAFE agreements were convertible (the "Conversion") into common shares of the Company at floating rates based on future events.

As these instruments did not meet the definition of equity instruments under IFRS 9 due to the lack of a fixed price per fixed number of equity instruments, and were therefore treated as a financial liabilities and carried at fair value.

Immediately prior to the completion of the Arrangement Agreement, the SAFE note holders simultaneously converted their debt into 291,490 Class B non-voting common shares of MyApps with a value of $444,673. These shares were exchanged pro rata for Telecure shares on completion of the Arrangement Agreement. As of September 31, 2021, the were no SAFE notes payable outstanding (December 31, 2020 – $444,673).

PROPOSED TRANSACTIONS

The Company continues to evaluate the acquisition of Community Case Management Services, LLC ("CCMS"), a provider of specialized outpatient mental health services within Dade County, Miami and its surrounding areas with closing being subject to certain closing conditions, including receipt of applicable regulatory and licensing approvals, as well as the Company being satisfied with the results of due diligence review.

SUBSEQUENT EVENTS

On November 5, 2021, the Company repurchased 736 common shares for USD$142 pursuant to appraisal rights.

On October 28, 2021, the Company entered into a definitive agreement to acquire 100% of the outstanding equity (the "Transaction") of Community Case Management Services, LLC ("CCMS"), a provider of specialized outpatient mental health services within Dade County, Miami and its surrounding areas. The aggregate purchase price is US$5,300,000 in cash, with US$3,000,000 payable on closing the Transaction ("Closing"), with the remainder being payable over the next six quarters following Closing. Closing is subject to certain conditions, including receipt of applicable regulatory and licensing approvals, as well as the Company being satisfied with the results of due diligence review.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. IAS 1 – Presentation of Financial Statements ("IAS 1"), has been amended to clarify how to classify debt and other liabilities as either current or non-current. The amendment to IAS 1 is effective for the years beginning on or after January 1, 2023. The Company is currently assessing the impact of this amendment.

Accounting standards adopted during the year

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after January 1, 2019, or later periods. No such standards are applicable to the Company.

Equipment and leasehold improvements

Equipment items are carried at cost less accumulated depreciation and accumulated impairment losses. In the year of acquisition. Depreciation is recognized using the following methods and rates:

Equipment	Declining-Balance	20%
Leasehold Improvements	Straight Line	Lease Term

Equipment that is withdrawn from use or has no reasonable prospect of being recovered through use or sale, when identified is written off.

The assets' residual values, depreciation methods and useful lives are reviewed and adjusted if appropriate, at each reporting date.

Subsequent expenditures relating to an item of equipment are capitalized when it is probable that future economic benefits from the use of the assets will be increased. All other subsequent expenditure is recognized as repairs and maintenance expense.

Foreign Exchange

Presentation currency

The condensed interim consolidated financial statements are presented in Canadian dollars ("CDN"). In previous years, MyApps reported in USD. The Comparative periods in the condensed interim consolidated financial statements have been restated to be presented in CDN dollars (see Note 18 of the condensed interim consolidated financial statements filed in conjunction with this MD&A).

Functional currency

Items included in the condensed interim consolidated financial statements of the Company's subsidiaries are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of Telecure is the Canadian dollar and the Company's subsidiary, MyApps is the United States dollar.

Transactions and balances

Foreign currency transactions are translated into the relevant functional currency using the exchange rate prevailing at the date of the transaction. Foreign currency gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of loss.

Foreign currency translation

Subsidiaries

The results and financial position of the Company's subsidiaries that have a functional currency different from the Company's presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the reporting date;
- Income and expenses are translated at average exchange rates for the period;
- Equity is translated using historical rates; and
- All resulting exchange differences are recognised in other comprehensive income as foreign currency translation adjustments.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities are taken to other comprehensive income (loss). When a foreign operation is sold, such exchange differences are recognised in the statement of loss as part of the gain or loss on sale.

Leases

The Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition the Company assesses whether the contract meets six key evaluations, amongst which are:

a) The contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company;
b) The Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
c) The Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

At lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the balance sheet. The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available. If the interest rate implicit in the lease is not readily available, the Company discounts using the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term. On the statement of financial position, right-of-use assets have been included under non-current assets and lease liabilities have been included under current and non-current liabilities.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial risk management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

a. Capital risk
The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain operations. The capital structure of the Company consists of cash and share capital.

b. Credit risk
Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. The Company's cash is held in a large Canadian and US financial institutions and its GST receivable is due from the Government of Canada.

c. Liquidity risk
Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at September 30, 2021, the Company had a working capital of $7,728,983 (December 31, 2020 working capital deficit – $513,120). The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2021, the Company had cash of $6,708,413 (December 31, 2020 - $59,404) and, total liabilities of $692,370 (December 31, 2020 - $572,52.

d. Market risk

Market risk incorporates changes in market factors such as interest rates, foreign exchange rates, and equity prices.

(i) Interest rate risk

Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company currently has loans receivable bearing interest at 5% per annum. The fair value is relatively unaffected by changes in short-term interest rates. A nominal change interest rates would have an insignificant impact on the Company's profit or loss.

(ii) Foreign currency risk

Foreign currency risk arises from the fluctuation of foreign exchange rates. The Company's assets, liabilities, and operations are predominantly denominated in Canadian dollars. As at September 30, 2021, the Company lease liabilities of $82,191 (USD $64,509) in outstanding in lease liabilities. These liabilities may have a significant exposure to foreign currency risk.

(iii) Price risk

Equity price risk is the potential impact on the Company's earning due to movement in individual equity prices or levels on the stock market. The Company is exposed to fluctuations in the market price of its CloudMD shares.

Fair values

The carrying values of cash, and accounts payable and accrued liabilities approximate their fair values due to their short-term to maturity
Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company's cash and investment is considered to be Level 1 within the fair value hierarchy.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

During the nine months ended September 30, 2021 and the nine months ended September 30, 2020, the Company incurred the following expenses:

	2021	2020
Advertising and marketing	$ 317,626	$ -
Management fees	$ 980,444	$ -
Professional fees	$ 343,790	$ 105,496
Share-based payments	$ 215,377	$ -
Fair value gain/(loss) on investments	$ 186,000	$ 186,000
Listing expense	$8,043,295	$ -

An analysis of material components of the Company's expenses is included in the Overall Performance and Results of Operations above.

DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares
As at November 29, 2021, 84,320,299 (September 30, 2021 – 84,321,035) Common shares were issued and outstanding.

Options

As at November 29, 2021, the Company had 3,250,000 (September 30, 2021 – 3,250,000) options outstanding:

	Number of Options	Exercise price		Expiry date
January 27, 2021	1,700,000	$	0.35	January 27, 2024
August 11, 2021	1,550,000	$	0.35	August 11, 2024
Balance, September 30, 2021	**3,250,000**			
Exercisable, September 30, 2021	**1,237,500**			

As at November 29, 2021, the Company had 1,453,492 (September 30, 2021 – 1,453,492) agent options outstanding:

	Number of Warrants	Exercise price		Expiry date
January 28, 2021	1,453,492	$	0.35	January 28, 2023
Balance, September 30, 2021	**1,453,492**			

Share Purchase Warrants

As at November 29, 2021, the Company had 462,500 (September 30, 2021 – 462,500) share purchase warrants outstanding:

The share purchase warrants outstanding and exercisable at November 29, 2021 are:

	Number of Warrants	Exercise price		Expiry date
March 29, 2019	462,500	$	1.00	March 29, 2024
Balance, November 29, 2021	**462,500**			

Restricted Share Rewards

As at November 29, 2021, the Company had 800,000 (September 30, 2021 – 800,000) restricted share rewards outstanding.

Performance Warrants

As at November 29, 2021, the Company had 10,500,000 (September 30, 2021 – 10,500,000) performance warrants outstanding, exercisable at $0.05 for a period of three years from grant date subject to certain performance milestones. As at period end, no progress towards milestones has been made and as such, none are expected to vest at this time.

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors.

Risks Related to the Company's Business

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its activities and investors could lose their entire investment.

There is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company will require additional financing to sustain its business operations if it is not successful in earning revenues. The Company currently does not have any arrangements for further financing and it may not be able to obtain financing when required. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment.

The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the directors and officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of its officers' other business interests.

The Company has limited operating history

The Company has limited operating history and may not succeed. The Company is subject to all risks inherent in a developing business enterprise. The Company's likelihood of continued success must be considered in light of the problems, expenses, difficulties, undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources, lack of revenues, complications, and delays frequently encountered in connection with the competitive and regulatory environment in which it operates. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

History of losses

The Company has incurred losses in the period from inception to December 31, 2019. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If the Company's revenues do not increase to offset these expected increases in costs and operating expenses, it will not be profitable.

Reliance on management

The Company is currently in good standing with all high-level employees and believes that with well managed practices will remain in good standing. The success of the Company will be dependent upon the ability, expertise, judgment, discretion and good faith of its senior management and key personnel. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

Insurance and uninsured risks

The Company's business is subject to a number of risks and hazards including accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, delays in operations, monetary losses and possible legal liability.

Although the Company intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability.

The Company will be an entrant engaging in a new industry

The telehealth technology industry is fairly new. There can be no assurance that an active and liquid market for shares of the Company will develop and shareholders may find it difficult to resell their shares. Accordingly, no assurance can be given that the Company will be successful in the long term.

Dependence on suppliers and skilled labour

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. This could have an adverse effect on the financial results of the Company.

Difficulty to forecast

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the telehealth industry. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

Management of growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Internal controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under US securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and materially adversely affect the trading price of the Company's shares.

Liquidity

The Company cannot predict at what prices the Company will trade and there can be no assurance that an active trading market will develop or be sustained. There is a significant liquidity risk associated with an investment in the Company.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for Reporting Issuer's shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Reporting Issuer resources.

Privacy

The Corporation and its employees and consultants have access, in the course of their duties, to personal information of clients of the Corporation. There can be no assurance that the Corporation's existing policies, procedures and systems will be sufficient to address the privacy concerns of existing and future clients whether or not such a breach of privacy were to have occurred as a result of the Corporation's employees or arm's length third parties. If a client's privacy is violated, or if the Corporation's found to have violated any law or regulation, it could be liable for damages or for criminal fines and/or penalties.

For complete list of risk factors, please refer to the Company's final long-form prospectus filed on www.sedar.com on August 11, 2021.

BOARD APPROVAL

The Board of Directors of the Company have approved this MD&A.