FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **EGF Theramed Health Corp.** (the "Issuer").

Trading Symbol: **TMED.**

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.

EGF THERAMED HEALTH CORP.

(formerly, Theramed Health Corporation; Evitrade Health Systems Corp.)

Interim Consolidated Financial Statements

For the Three Months Ended September 30, 2019 (Q1)

(Expressed in Canadian dollars)

NOTICE OF NON-REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), EGF Theramed Health Corp. (the "Company") hereby informs all readers that the accompanying unaudited condensed interim consolidated financial statements of the Company have not been reviewed the its auditor and have prepared by and are the responsibility of management and Board of Directors for all financial statement information and reporting.

The attached unaudited condensed consolidated financial statements for the three months ended September 30, 2019 (Q1) have not been reviewed by the Company's auditor and should be read in conjunction with the Company's audited consolidated financial statements and management discussion and analysis (MD&A) on Form 51-102F1 for the year ended June 30, 2019, as filed on SEDAR.

MANAGEMENT'S RESPONSIBILITY FOR INTERIM FINANCIAL REPORTING

The accompanying unaudited condensed interim consolidated financial statements ("Consolidated Financial Statements") of the Company are the responsibility of the management and Board of Directors of the Company. The Consolidated Financial Statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the financial statement notes. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheet date. In the opinion of management, the consolidated financial statements have been prepared within acceptable limits of materiality and are compliant with *IAS 34 - Interim Financial Reporting* as issued by the International Accounting Standards Board.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced. The Board of Directors is responsible for reviewing and approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

C.K. Cheung
Chief Executive Officer

Vancouver, BC
November 29, 2019

EGF THERAMED HEALTH CORP.

(formerly Theramed Health Corporation; Evitrade Health Systems Corp.)

Consolidated Statement of Financial Positions

As at

(Expressed in Canadian dollars)

	Note(s)	September 30, 2019 $	June 30, 2019 $
Assets			
Cash and cash equivalents		**57,776**	132,756
Accounts receivable	4	**461,582**	461,206
Marketable securities	16	**217**	1,267
Prepaid expenses	5	**832,917**	910,693
Total current assets		**1,352,492**	**1,505,922**
Deposits	6, 18	**43,000**	44,000
Construction in progress	8	**626,109**	332,490
Property, plant and equipment	8	**973,242**	973,242
Total Assets		**2,994,843**	**2,855,654**
Liabilities			
Accounts payable and accrued liabiltiies	9, 13	**664,896**	633,803
Interest payable	12	**130,788**	125,538
Loans payable	12, 15	**480,517**	458,417
Management fees payable	15	**310,000**	265,000
Preferred shares	10, 18	**3,000**	4,000
Convertible debt	12	**477,681**	827,681
Total Current Liabilities		**2,066,882**	2,314,439
Convertible debt (long-term)	12	**247,519**	-
Total Liabilities		**2,314,401**	**2,314,439**
Shareholders' Equity (Deficiency)			
Share capital	11, 18	**32,985,552**	32,335,553
Shares to be cancelled	20	**(1,070,000)**	(1,070,000)
Contributed surplus		**2,172,962**	1,968,562
Equity portion of convertible debt	12	**130,482**	25,892
Deficit		**(33,538,554)**	(32,718,792)
Total Shareholders' Equity (Deficiency)		**680,442**	**541,215**
Total Liabilities and Shareholders' Equity (Deficiency)		**2,994,843**	**2,855,654**

Going concern (Note 2b)

Commitments (Note 17)

Plans of Arrangement (Note 18)

Subsequent Events (Note 20)

The accompanying notes are an integral part of these Consolidated Financial Statements

Approved and authorized for release by the Board of Directors on November 29, 2019

"C.K. Cheung"	***"Faisal Manji"***
C.K. Cheung, CEO and director	Faisal Manji, CFO and director

EGF THERAMED HEALTH CORP.

(formerly Theramed Health Corporation; Evitrade Health Systems Corp.)

Consolidated Statement of Loss and Comprehensive Loss

For the Three Months Ended September 30, 2019 and 2018

(Expressed in Canadian dollars)

	Note	2019 $	2018 $
Operating Expenses			
Bank charges and interest		**90**	120
Brokerage servcies		**-**	400,000
Consulting fees		**192,933**	192,000
Finance charges	12	**211,759**	-
Investor communications		**-**	15,000
Listing expense		**6,284**	4,570
Management fees		**75,003**	45,000
Office and general		**211**	45
Professional fees		**12,005**	15,800
Rent		**59,727**	-
Transfer agent & filing fees		**1,710**	2,368
Operating loss before other items		**(559,722)**	**(674,903)**
Other items:			
Gain (loss) on foreign exchange		**365**	309
Gain (loss) on marketable securities		**(1,050)**	1,000
Intangible impairments, acquistions	11	**(250,000)**	-
Loss on joint venture	20	**(10,000)**	-
Total other items		**(260,685)**	**1,309**
Net comprehensive loss		**(820,407)**	**(673,594)**
Loss per common share (basic and diluted)		**(0.69)**	(1.65)
Weighted average number of common shares (basic and diluted)		**1,188,889**	409,087

The accompanying notes are an integral part of these Consolidated Financial Statements

EGF THERAMED HEALTH CORP.

(formerly Theramed Health Corporation; Evitrade Health Systems Corp.)

Consolidated Statement of Changes in Shareholders' Equity

For the Three Months Ended September 30, 2019 and 2018

(Expressed in Canadian dollars, except the number of shares)

	Note	Number of Outstanding Shares	Share Capital	Equity Portion of Convertible Debts	Contributed Surplus	Shares To Be Cancelled	Deficit	Total Shareholder's Equity
			$	$	$	$	$	$
Balance, June 30, 2018		**363,903**	**16,253,967**	**25,892**	**349,187**	**-**	**(18,323,470)**	**(1,694,424)**
Common shares issued for cash		100,000	3,000,001	-	-	-	-	3,000,001
Common shares issued for services		10,000	400,000	-	-	-	-	400,000
Net comprehensive loss for the period		-	-	-	-	-	(673,594)	(673,594)
Balance, September 30, 2018		**473,903**	**19,653,968**	**25,892**	**349,187**	**-**	**(18,997,064)**	**1,031,983**
Balance, June 30, 2019		**1,114,546**	**32,335,553**	**25,892**	**1,968,562**	**(1,070,000)**	**(32,718,792)**	**541,215**
Common shares issued for services	11	5,000	50,000	-	-	-	-	50,000
Common shares issued for acquisition	11	25,000	250,000	-	-	-	-	250,000
Common shares issued to settle debt	11	35,000	350,000	-	-	-	-	350,000
Convertible debenture	11	-	-	104,590	204,400	-	-	308,990
Derecognition of divested subsidiary	18	-	(1)	-	-	-	645	644
Net comprehensive loss for the period		-	-	-	-	-	(820,407)	(820,407)
Balance, September 30, 2019		**1,179,546**	**32,985,552**	**130,482**	**2,172,962**	**(1,070,000)**	**(33,538,554)**	**680,442**

The accompanying notes are an integral part of these Consolidated Financial Statements

EGF THERAMED HEALTH CORP.
(formerly Theramed Health Corporation; Evitrade Health Systems Corp.)
Consolidated Statement of Cash Flows
For the Three Months Ended September 30, 2019 and 2018
(Expressed in Canadian dollars)

	Note(s)	2019 $	2018 $
Cash Flows from Operating Activities			
Comprehensive loss for the period		**(820,407)**	(673,594)
Adjustments for non-cash items:			
Finance charges on convertible debt	12	**206,509**	-
Intangible impairments, acquisitions	7	**250,000**	-
Loss (gain) on foreign exchange		**(365)**	(309)
Loss (gain) on marketable securities		**1,050**	(1,000)
Loss on joint venture		**10,000**	
Share-based payments for services	11	**50,000**	400,000
Change in non-cash working capital items:			
Accounts receivable		**(376)**	(17,169)
Deposits		**(1,000)**	-
Prepaid expenses		**77,776**	(696,064)
Accounts payable & accrued liabilities		**31,093**	(14,293)
Management fees payable		**45,000**	70,000
Cash used in operating activities		**(150,720)**	(932,429)
Cash Flows from Investing Activities			
Deposits, acquisitions		**-**	(274,995)
Loans receivable		**-**	(82,500)
Construction in progress		**(293,619)**	-
Cash used in investing activities		**(293,619)**	(357,495)
Cash Flows from Financing Activities			
Proceeds from convertible debt	12	**350,000**	-
Interest payable on convertible debt		**5,250**	(102,891)
Net proceeds on issuance of common shares		**-**	3,000,001
Proceeds from demand loans payable		**25,100**	-
Repayment of demand loans payable		**(3,000)**	(1,157,388)
Cash provided by financing activities		**377,350**	**1,739,722**
Effect of foreign exchange rate changes on cash		**(7,991)**	**-**
Net decrease in cash and cash equivalents		**(74,980)**	449,798
Cash and cash equivalents, beginning of period		**132,756**	449,815
Cash and cash equivalents, end of period		**57,776**	**899,613**
Supplemental information:			
Interest paid			102,891
Income taxes paid		**-**	-

Non-cash activities (Note 16)

The accompanying notes are an integral part of these Consolidated Financial Statements

1. NATURE OF OPERATIONS:

EGF Theramed Health Corp. (formerly, Theramed Health Corporation; EVITRADE Health Systems Corp.) (the "Company" or "EGF Theramed") was incorporated on November 9, 2011 under the laws of British Columbia, Canada. The Company's head office and mailing address is #168 – 11280 Twigg Place, Richmond, BC V6V 0A6.

EGF Theramed continues to develop products, technologies, and diagnostic tools focused on personalized medical care including research with natural health and wellness products. The products will serve with the overall goal of improving health and elevating the human condition.

The Company's shares are listed on Canadian Securities Exchange ("CSE") under the symbol "TMED" and the OTC Markets Group Inc.'s marketplace under ("OTCQB: EVAHF").

On October 22, 2019, the Company announced a name change to "EGF Theramed Health Corp." and 100:1 share consolidation. The symbol will remain "TMED" and a consolidation of its issued and outstanding share capital on the basis of one hundred (100) pre-consolidation shares for every one (1) post-consolidation common share. As a result, the outstanding shares of the company will be reduced to approximately 1,116,912. The shares began trading under the new name and on a consolidated basis with a new CUSIP number on October 24, 2019.

These consolidated financial statements (hereinafter the "consolidated financial statements") of the Company for the three months ended September 30, 2018 June 30, 2019 have been prepared by management and reviewed and authorized for publication by the Board of Directors on November 28, 2019. The financial statements are made available to shareholders and other stakeholders through the System for Electronic Document Analysis and Retrieval ("SEDAR").

2. BASIS OF PRESENTATION:

a. Statement of compliance -

These consolidated financial statements for the three months September 30, 2019 (Q1) have been prepared in accordance with IAS 34 - Interim Financial Reporting in addition to other applicable International Accounting Standards (IAS) as issued by the International Accounting Standards Board ("IASB"). The Company's significant accounting policies are described in the Note 3. Significant accounting estimates, judgments and assumptions have been used or exercised by management in the preparation of these consolidated financial statements. All share amounts and pricing have been adjusted to reflect the Company's 100:1 consolidation effective on October 24, 2019.

b. Going concern basis of presentation -

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will continue to operate for the foreseeable future and have the ability to realize its assets and discharge its liabilities in the normal course of business. However, certain adverse conditions and events cast significant doubt upon the validity of this assumption, which may require management to reassess the financial viability of the Company as a going concern.

2. BASIS OF PRESENTATION: (Continued)

b. Going concern basis of presentation - (Continued)

As a Company in early development stage, management does not anticipate generating operating revenues for several years, other than incidental revenue. At September 30, 2019, the Company had not yet achieved profitable operations, had recurring losses from continuing operations, and a cumulative deficit of $33,538,554 (June 30, 2019: $32,718,792) since inception. The Company expects to incur further losses in the development of its business in subsequent periods.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events and conditions that may cast a significant doubt upon the Company's ability to continue as a going concern as described above, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

These interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material in natural.

c. Principles of consolidation -

These consolidated financial statements include the assets, liabilities and results of operations for Hemp Extraction Technology Corp. (“HETC”), Western Agri Supply Solutions Inc. (“WASS”), Medical Green Natural List Corp. (“MGNL”) acquired during fiscal 2019, in addition to several inactive numbered companies formed that are wholly-owned entities in relation to the Company’s 2017 Plan of Arrangement. (see Note 19)

All inter-company balances, transactions and unrealized profits are eliminated on consolidation.

d. Basis of measurement -

These consolidated financial statements have been prepared using the historical cost convention except for some financial instruments that have been measured at fair value.

e. Functional and presentation currency -

All monetary references expressed in these notes are references to Canadian dollar amounts (“$”).

2. BASIS OF PRESENTATION: (Continued)

f. Significant accounting judgments and estimates -

The preparation of these interim consolidated financial statements in conformity with IAS 34 - Interim Financial Reporting in addition to other applicable International Accounting Standards (IAS) as issued by the International Accounting Standards Board ("IASB") requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. Actual results could differ from these estimates.

These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Judgments:

(i) Ability to continue as a going concern -

Management assesses the Company's ability to continue as a going concern at each reporting date, using all quantitative and qualitative information available. This assessment, by its nature, relies on estimates of future cash flows and other future events (as discussed in Note 2b), whose subsequent changes could materially impact the validity of such an assessment.

Estimates:

(ii) Share-based compensation expense -

The Company uses the Black-Scholes option pricing model to fair value options in order to calculate share-based compensation expense. The Black-Scholes model involves six key inputs to determine fair value of an option: risk-free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility. Certain of the inputs are estimates that involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of share-based compensation expense. Refer to Note 11 for further details.

(iii) Impairment of financial assets -

The carrying value and the recoverability of intangible properties, which are included in the statements of financial position. The recoverability of intangible property is evaluated at each reporting date to determine whether there are any indications of impairment.

2. BASIS OF PRESENTATION: (Continued)

f. Significant accounting judgments and estimates - (continued)

(iii) Impairment of financial assets - (continued)

The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's intangible asset.

External sources of information considered are changes in the Company's economic, legal and regulatory environment which it does not control but affect the recoverability of its intangible asset. Internal sources of information the Company considers include the manner in which intangible asset are being used or are expected to be used and indications of economic performance of the assets.

(iv) Income taxes -

The Company operates in the United States and Canada and is subject to multiple tax jurisdictions, and consequently, income is subject to various rates and rules of taxation. As a result, the Company's effective tax rate may vary significantly from the Canadian statutory tax rate depending upon the profitability of operations in a different jurisdiction. The Company calculates deferred income taxes based upon temporary differences between the assets and liabilities that are reported in its consolidated financial statements and their tax bases as determined under applicable tax legislation. The future realization of deferred tax assets can be affected by many factors, including: current and future economic conditions, net realizable sale prices, and can either be increased or decreased where, in the view of management, such change is warranted. In determining whether a deferred tax asset is probable, management reviews the timing of expected reversals of taxable temporary differences, the estimates of future taxable income and prudent and feasible tax planning that could be implemented. Refer to Note 17 for further details.

3. SIGNIFICANT ACCOUNTING POLICIES:

The accounting policies set out below are in effect for the years ended June 30, 2019 and 2018 and have been applied consistently to all periods presented in these financial statements.

a. Cash and cash equivalents -

Cash and cash equivalents are comprised of cash in banks, and all short-term investments that are highly liquid in nature, cashable, and have an original maturity date of three months or less.

b. Shared-based payments -

The fair value of any options granted is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the employees earn the options. The fair value is recognized as an expense with a corresponding increase in equity. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. There are currently no options outstanding.

3. SIGNIFICANT ACCOUNTING POLICIES: (Continued)

c. Deferred income taxes -

Deferred income tax assets and liabilities are recognized for deferred income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs. To the extent that the Company does not consider it more likely than not that a deferred income tax asset will be recovered, the deferred income tax assets is reduced. Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

d. Financial instruments -

A finalized version of IFRS 9, which contains accounting requirements for financial instruments, replacing IAS 39 Financial Instruments: Recognition and Measurement was issued in November 2009 and October 2010. The standard contains requirements in the following areas: classification and measurement, impairment, hedge accounting and de-recognition.

Under IFRS 9, financial assets are initially measured at fair value plus, in the case of a financial asset not at fair value through profit and loss (“FVTPL”), transaction costs.

Financial assets are subsequently measured at:

i) FVTPL;
ii) amortized cost;
iii) debt measured at fair value through other comprehensive income (“FVOCI”);
iv) equity investments designated at FVOCI; or
v) financial instruments designated at FVTPL.

The classification is based on whether the contractual cash flow characteristics represent “solely payment of principal and interest” (the “SPPI test”) as well as the business model under which the financial assets are managed. Financial assets are required to be reclassified only when the business model under which they are managed has changed. All reclassifications are to be applied prospectively from the reclassification date. Debt investments are recorded at amortized cost for financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the SPPI test. The assessment of the Company’s business models for managing the financial assets was made as of the date of initial application of July 1, 2018. The assessment of whether contractual cash flows on debt instruments meet the SPPI test was made based on the facts and circumstances as at the initial recognition of the financial assets.

3. SIGNIFICANT ACCOUNTING POLICIES: (Continued)

d. Financial instruments - (continued)

The following table summarizes the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Company's financial assets and financial liabilities:

Financial assets	IAS 39 CLASSIFICATION	IFRS 9 CLASSIFICATION
Cash and cash equivalents	Loans and receivables	Amortized cost
Short-term investments excluding marketable securities	Held to maturity	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Investments	N/A	FVTPL
Accounts payable and accrued liabilities	Other liabilities	Other liabilities
Long-term debt	Other liabilities	Other liabilities
Unsecured convertible debentures	Other liabilities	Other liabilities

Impairment

Under IFRS 9, the Company is required to apply an expected credit loss ("ECL") model to all debt financial assets not held at FVTPL, where credit losses that are expected to transpire in future years are provided for, irrespective of whether a loss event has occurred or not as at the balance sheet date. For trade receivables, the Company has applied the simplified approach under IFRS 9 and has calculated ECLs based on lifetime expected credit losses taking into consideration historical credit loss experience and financial factors specific to the debtors and general economic conditions. The Company has assessed the impairment of its amounts receivable using the ECL model, and no difference was noted. As a result, no impairment loss has been recognized upon transition and at September 1, 2018.

Compound financial instruments

Compound financial instruments issued by the Company comprise convertible debt that can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value.

The liability component of compound financial instruments is recognized initially at the fair value of a similar liability that does not have an equity conversion option. The equity component, if any, is recognized initially at the difference between the fair value of the compound financial instrument and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of compound financial instruments is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is not measured again subsequent to initial recognition. Interest, dividends, losses and gains relating to financial liabilities are recognized in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES: (Continued)

d. Financial instruments - (continued)

Transaction costs

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Effective interest method

The effective interest method calculates the amortized cost of a financial asset and allocates interest income over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Marketable Securities

Equity securities included in marketable securities are recoded at fair market value of $1,267 (2018: $3,666). Any realized gains and losses on the sale of securities are based on the average cost of all the units of a particular security held at the time of sale.

e. Impairment of financial assets -

Financial assets, other than those at fair value through profit or loss (FVTPL), are assessed for indicators of impairment at each period end. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

Objective evidence of impairment could include the following:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or
- it has become probable that the borrower will enter bankruptcy or financial reorganization.

For financial assets carried at amortized cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

3. SIGNIFICANT ACCOUNTING POLICIES: (Continued)

e. Impairment of financial assets – (continued)

The carrying amount of all financial assets, excluding trade receivables, is directly reduced by the impairment loss. The carrying amount of trade receivables is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

With the exception of available-for-sale (AFS) equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease relates to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss. On the date of impairment reversal, the carrying amount of the financial asset cannot exceed its amortized cost had impairment not been recognized.

f. Impairment of non-financial assets -

The carrying amounts of non-financial assets are reviewed for impairment at each reporting date, or whenever events or changes in circumstances indicate the carrying amounts may not be recoverable. If there are indicators of impairment, a review is undertaken to determine whether the carrying amounts are in excess of their recoverable amounts. Reviews are undertaken on an asset-by-asset basis.

If the carrying amount of a non-financial asset exceeds the recoverable amount, being the higher of its fair value less costs to sell and its value-in-use, an impairment loss is recognized in net earnings as the excess of the carrying amount over the recoverable amount.

Where the recoverable amount is assessed using discounted cash flow techniques, the resulting estimates are based on detailed production plans. The mine plan is the basis for forecasting production output in each future year and for forecasting production costs. For value-in-use calculations, production costs and output may be revised to reflect the continued use of the asset in its present form.

Non-financial assets that have suffered an impairment are tested for a possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed. In these instances, the impairment loss is reversed to the recoverable amount but not beyond the carrying amount, net of amortization, that would have arisen if the prior impairment loss had not been recognized. Goodwill impairments are not reversed.

3. SIGNIFICANT ACCOUNTING POLICIES: (Continued)

g. Share capital -

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Preference share capital is classified as equity if it is non-redeemable, or redeemable only at the Company's option, and any dividends are discretionary. Dividends thereon are recognized as distributions within equity upon approval by the Company's shareholders. Preference share capital is classified as a liability if it is redeemable on a specific date or at the option of the shareholders, or if dividend payments are not discretionary. Dividends thereon are recognized as interest expense in profit or loss as accrued.

h. Comprehensive loss -

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholder and includes items that are not included in net profit. Other comprehensive income (loss) consists of changes to unrealized gain and losses on available for sale financial assets, changes to unrealized gains and losses on the effective portion of cash flow hedges and changes to foreign currency translation adjustments of self-sustaining foreign operations during the period. Comprehensive income (loss) measures net earnings for the period plus other comprehensive income (loss). Amounts reported as other comprehensive income (loss) are accumulated in a separate component of shareholder's equity as Accumulated Other Comprehensive Income (Loss). The Company has not had other comprehensive income (loss) since inception and accordingly, a statement of comprehensive income (loss) has not been presented.

i. Loss per share -

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average share outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

j. Provisions -

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

3. SIGNIFICANT ACCOUNTING POLICIES: (Continued)

j. Provisions – (continued)

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

The increase in the obligation due to the passage of time is recognized as finance expense. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

k. Joint venture -

In accordance with *IFRS 11 Joint Arrangements*, activities through the Company's 30% interest in a joint venture for the excipient delivery system are recognized through profit or loss as incurred. The Company recorded a loss of $10,000 in Q1 and during the prior year ended June 30, 2019 the company recorded an impairment of $1,570,000 (2018: $nil) write the joint venture to a carrying value of $nil.

l. Intangible Assets -

The Company owns intangible assets consisting of e-commerce platform costs. Intangible assets are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which it relates. All other expenditures are recognized in profit or loss as incurred.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

m. New standards adopted

IFRS 16 "Leases" is effective for annual reporting periods beginning on or after 1 January 2019 and establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. However, lessees are no longer classifying leases as either operating leases or finance leases as it is required by IAS 17. The Company has adopted this new standard for the current fiscal year and currently has no leases impacted by this new standard.

(Expressed in Canadian dollars)

4. ACCOUNTS RECEIVABLE:

	September 30, 2019 $	June 30, 2019 $
Accounts receivable	**10**	—
Advances receivable	**2,818**	2,818
Government remittances recoverable	**98,754**	98,388
Receivable on B-Organic rescission	**360,000**	360,000
Total Accounts Receivable	**461,582**	461,206

On November 6, 2019, the Company was advised of the termination of its JV and has recognized a rescission receivable of $360,000 for prior JV advances to be repaid to the Company. (See Note 21)

5. PREPAIDS:

	September 30, 2019 $	June 30, 2019 $
Consulting	**—**	71,872
Business services	**3,128**	—
Extraction operations setup	**824,189**	833,221
Retainer legal fees	**5,600**	5,600
Total Prepaids	**832,917**	910,693

On October 3, 2019, the Company entered into an Operator Agreement retroactive to March 6, 2019 with Belt Energy and Biomass LLC. ("BEBL"), private Nevada operator via WASS. BEBL holds a license issued by the State of Nevada to grow, produce, process, and commercialize industrial hemp and products from industrial hemp. During the three months ended September 30, 2019, the Company advanced USD$46,264 (June 30, 2019: $833,221) for future facility leasing, deposits, equipment and asset purchases.

6. DEPOSITS:

	September 30, 2019 $	June 30, 2019 $
Leases	**40,000**	40,000
Plans of arrangement (Note 18)	**3,000**	4,000
Total Accounts Receivable	**43,000**	44,000

The Company reduced deposits by $1,000 during the period regarding the spin out (divesting) of EGF Health Holdings Corp. on July 26, 2019 pursuant to the 2017 Plan of Arrangement. (see Note 17)

(Expressed in Canadian dollars)

7. INTANGIBLE ASSETS:

On July 26, 2019, the Company ongoing standstill with Decanex, Inc., its research operator and former service provider under the GSA for the TULIP medical system has been settled with a mutual termination, settlement and option to acquire 100% ownership and interest in Decanex. The parties agreed to a mutual release and cancelling $224,169 of accrued development fees that was an accrued liability owing by the Company that was recorded as recovered R&D expense as of June 30, 2019.

In addition, any business intelligence or know-how (the "IP") in relation to the TULIP medical health system developed by Decanex for the Company that was under development would be made available to the Company, in accordance with the prior GSA. The option price to acquire Decanex is for consideration of $1,000 in addition to 5% in cash royalty for a 10-year term, resulting from gross revenues generated by the IP.

The Company recorded a loss on intangibles of $250,000 for the final milestone share payment for the acquisition of MGNL. (see Note 11)

8. PROPERTY, PLANT AND EQUIPMENT:

As at

	September 30, 2019 $	June 30, 2019 $
Equipment	**973,242**	973,242
Amortization	**—**	—
Net Book Value	**973,242**	973,242

Equipment and construction in progress additions were for the production and manufacturing facility in Las Vegas, Nevada, USA via WASS; with no amortization recognized or recorded to date as the equipment is still undergoing installation and testing. During the three months ended September 30, 2019, the construction in progress additions were USD$210,000 ($296,620).

9. ACCOUNTS PAYABLE AND ACCRUED LIABILTIES:

As at

	September 30, 2019 $	June 30, 2019 $
Amount owing to third parties	**664,572**	633,478
Due to related parties (Note 14)	**324**	324
	664,896	633,802

(Expressed in Canadian dollars)

10. REDEEMABLE PREFERED SHARES:

(a) Authorized - unlimited Class A - preferred shares
(b) Issued:

	June 30, 2019		June 30, 2018	
	Shares	**Amount, $**	Shares	Amount, $
Class A preferred shares				
Balance, beginning of period	**31,161,060**	**4,000**	31,161,060	4,000
Issued – Plans of Arrangement	**(7,790,265)**	**(1,000)**	—	—
Redeemed	**—**	**—**	—	—
Closing balance	**23,370,795**	**3,000**	31,161,060	4,000

The Class A - preferred shares, with an average redemption price of $0.000115 each for a total value of $4,000, are non-voting, non-participating and are mandatorily redeemable by the Company in accordance with the Plans of Arrangement. On April 3, 2018, the Company completed its arrangement with Monterey Minerals Corp. under its 2014 Plan of Arrangement and 10,594,421 Class A preferred shares were mandatorily redeemed.

As at September 30, 2019, the Company had 23,370,795 (June 30, 2019: 31,161,060) mandatorily convertible Class (or series) A preferred shares with $3,000 fair value were outstanding and will be redeemed once the spin-out (divesting) transactions are completed under the 2017 Plans of Arrangement. (Note 17 and 18)

11. SHARE CAPITAL:

a. Authorized: unlimited common shares, without par value; and

unlimited Preferred shares, without par value.

b. Issued and Outstanding:

Common shares – 1,179,546 issued and outstanding as of September 30, 2019 (June 30, 2019: 1,114,546).

Shares pending cancellation – 100,000 (See Note 19)

During the three months ended September 30,2 019, the following transactions occurred:

On July 11, 2019, the Company:
- settled $350,000 of the convertible debenture owing for 35,000 common shares issued to a non-related party. As mutually agreed between the parties, the settlement price was $10.00 per share that was the fair value of recent financing and other debt settlements.
- 5,000 common shares with a fair value of $50,000 for compensation for past services pursuant to the operator agreement entered with Belt Energy and Biomass LLC.
- issued 25,000 milestone common shares with a fair value of $250,000 for the final acquisition payment to acquire MGNL that was written off as impairment of goodwill (intangibles) for the period.

(Expressed in Canadian dollars)

11. SHARE CAPITAL: (continued)

(b) Issued and outstanding: (continued)

Share purchase warrants

As of June 30, 2019, the following warrants were outstanding and exercisable:

Number of Warrants Outstanding	Exercise Price $	Expiry Date	Number of Common Shares Issuable
867	150.00	March 16, 2021	867
1,333	150.00	April 7, 2021	1,333
150,000	25.00	December 20, 2022	150,000
70,230	15.00	May 21, 2022	70,230
3,300	10.00	November 21, 2020	3,300
11,590	15.00	June 7, 2022	11,590
248,138			248,138

During the three months ended September 30, 2019, a total of 10,818 warrants expired without being exercised.

A summary of the Company's issued and outstanding warrants as at September 30, 2019 and during the period is presented below:

	Warrants Outstanding	Weighted Average Exercise Price, $
Balance, June 30, 2019 and 2018	**248,138**	**28.06**
Expired	**(10,818)**	
Balance, September 30, 2019	**237,230**	**22.57**

The weighted average life of warrants outstanding is 3.00 years (June 30, 2019: 3.09 years)

12. DEBTS:

a. Convertible debentures

The following table summarized outstanding convertible debentures:

	$
Balance, June 30, 2018	826,210
Accretion capitalized	**1,471**
Balance, June 30, 2019	**827,681**
Issuance, August 7(1)	**245,410**
Accretion capitalized	**2,109**
Debt settled for shares, July 11	**(350,000)**
Balance, September 30, 2019	**725,200**

(Expressed in Canadian dollars)

12. DEBTS: (continued)

a. Convertible debentures (continued)

As of September 30, 2019, the balance on convertible debentures originating in 2017, including accretion, is $477,681 (June 30, 2019: $827,681) with $350,000 settled on July 11, 2019 (see Note 11). Total interest payable of $130,788 (June 30, 2019: 2018: $125,538) is due on the convertible notes.

(1) On August 7, 2019, the Company entered into a $350,000 senior convertible debenture financing with Haywood Securities. The convertible debentures notes will be 10% senior secured notes due five years from the date of issuance, issued in unit denominations of $1,000 and each unit shall have 200 common share purchase warrants of the Company attached to it to be convertible at a price of $5.00 per common share. In addition, each holder of units will receive a right to certain cash royalties pursuant to a Royalty Agreement, of 5% of gross revenues from the extraction operations. The convertible debenture notes shall also be secured against assets of the operations. The Company recorded a fair value of the conversion feature as $204,400 expensed to Debt financing for the three months ended September 30, 2019.

b. Unsecured loans payable

The following table summarizes unsecured demand loans for the three months ended September 2019:

	Balance, June 30, 2018 $	**Loan Proceeds $**	**Loan Repayments $**	**Debt Assignment $**	**Balance, June 30, 2019 $**
Amounts owing to third parties (i)	329,709	**22,527**	**(19,937)**	**(294,325)**	**37,974**
Amounts owing to related parties (ii)	893,490	**1,466,563**	**(2,233,936)**	**294,325**	**420,442**
Total	1,223,199	**1,489,090**	**(2,253,873)**	**-**	**458,416**

	Balance, June 30, 2019 $	**Loan Proceeds $**	**Loan Repayments $**	**Debt Assignment $**	**Balance, June 30, 2018 $**
Amounts owing to third parties (i)	37,975	100	—		38,075
Amounts owing to related parties (ii)	420,442	25,000	(3,000)	—	442,442
Total	458,417	25,100	(3,000)	—	480,517

(i) Amounts owing to third parties are non-interest bearing with no specific terms of repayment.

(ii) Amounts owing to related parties are non-interest bearing with no specific terms of repayment. (see Note 15)

13. FINANCIAL AND CAPITAL RISK MANAGEMENT:

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include credit risk, liquidity risk, interest rate risk, and currency risk. Where material, these risks are reviewed and monitored by the Board of Directors.

a. *Capital management*

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity and cash as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the commercialization of the licensed proprietary health monitoring/therapeutic systems and the identification and evaluation of potential acquisitions.

b. *Credit risk*

To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through the equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator. The Company's credit risk was primarily attributable to bank balances, GST/HST receivable and loan receivable. The Company limits its credit exposure on cash held in bank accounts firstly by holding its key transactional bank accounts with banks of international financial institutions. GST/HST receivable is due from Canadian Government and management believes that the credit risk to be minimal. Loan receivable is due from a non-related party and the Company continues to negotiate repayment terms.

c. *Liquidity risk*

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

As at June 30, 2019, the Company had a cash balance of $132,756 (2018: $449,815) and accounts payable and accrued liabilities of $633,802 (2018: $304,399). All of the Company's financial liabilities have or are treated with maturities of less than one year and are subject to normal trade terms. Management is considering different alternatives to secure adequate debt, loan extensions, or equity financing to meet the Company short term and long-term cash requirement. The Company has a working capital deficit of $714,390 (June 30, 2019: $541,215).

d. *Interest rate risk*

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

13. FINANCIAL AND CAPITAL RISK MANAGEMENT: (continued)

e. Foreign exchange risk

The Company's functional and reporting currency is the Canadian dollar with significant business and purchases are transacted in United States dollars (USD). As a result, the Company is exposed to USD foreign currency risk that is not hedged against. As a result, the Company may incur material and uncontrolled losses on USD foreign exchange.

The Company is exposed to currency risk through the following monetary assets and liabilities denominated in foreign currencies:

	September 30, 2019		June 30, 2019	
Cash	USD$	1,510	USD$	59,583
Accounts payable	USD$	502,602	USD$	502,602

Based on the above net exposures and assuming that all other variables remain constant, a 10% change in the value of the foreign currencies against the Canadian dollar would result in an increase or decrease of $3,113 in income/loss from operations on a quarterly basis.

14. FAIR VALUE:

The fair value measurements use a fair value hierarchy that reflects the significance of the inputs used in making the measurements on a recurring basis by within the fair value hierarchy. The Company does not have any non-recurring fair value measurements. Measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

The fair value hierarchy has the following levels:

a. Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
b. Inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
c. Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at June 30, 2019 and 2018:

	Sep 30, 2019		June 30, 2019	
	Level 1	**Level 2**	Level 1	Level 2
Financial assets at fair value through profit or loss				
Cash and cash equivalents	**$ 57,776**	**—**	$ 132,756	—
Marketable securities	**$ 217**	**—**	$ 1,267	—

The methods of measuring each of these financial assets and liabilities have not changed during the past year. The Company does not have any financial assets or liabilities measured at fair value based on unobservable inputs (Level 3). The fair values of financial instruments measured at amortized cost approximate their carrying amounts.

(Expressed in Canadian dollars)

15. RELATED PARTY TRANSACTIONS:

During the three months ended September 30, 2019, the following related party transactions occurred:

(a) Sydney Au, CEO and Director, was repaid $3,000 in demand loans owed by the Company.

(b) The Company was loaned $25,000 by 918368 B.C. Ltd., a company owned and controlled by Syd Au, director (Chairman).

(c) Key management personnel compensation:
- the Company expensed $45,000 (2018: $45,000) in management fees to Sydney Au, director (Chairman) and has a total of $180,000 in payable owing to Mr. Au; and
- the Company expensed and paid $22,500 USD ($30,003 CAD) (2018: Nil) in management fees to B. Chris Brown, President.

16. NON-CASH ACTIVITIES:

See Note 11 for non-cash share transactions.

17. COMMITMENTS:

The Company has the following commitments under various agreements as at September 30, 2019:

	Commitment Type	**Total $**	**Within 1 year**	**2-5 years**
Extraction facility	Lease	**1,110,775**	239,688	871,087
Equipment purchase	Extraction equipment	**463,341**	463,341	—
Operator agreement	Consulting	**549,654**	117,783	431,871
	TOTAL	**2,123,770**	**820,812**	**1,302,958**

A summary description of the commitments is as follows:

- Effective December1, 2018 continuing to November 30, 2023, the Company has committed to lease one unit store area with an area deemed 25,000 sq. ft located in Las Vegas, Nevada, USA. The base rent is set at $15,000 USD per month and will be increased by 3% on each anniversary of each year of the lease.

- Equipment purchase commitments of $456,965 for the remaining balance on the HETC extraction machine.

- Effective March 6, 2019 continuing March 5, 2024, the Company entered into an operator agreement to exploit and develop the business opportunities related to certain industrial hemp license and matters in the State of Nevada, US. The Company agrees to pay $7,500 USD per month plus an addition 5% of net sales for all services performed under the agreement.

18. PLANS OF ARRANGEMENT:

2014 Plan of Arrangement

The Company completed the final two subsidiaries spin outs with all outstanding Series A Preferred share conversions completed for its 2014 court approved Plan of Arrangement (2014-POA) on April 3, 2018 (Monterey Minerals Corp.) and May 4, 2018 (Rotonda Ventures Corp.). Each transaction represents $1,000 fair value in convertible preferred shares, and related letters of intent for businesses in each former subsidiary company that ceased to be subsidiaries of the Company on 2014 effective dates for those arrangements. The Company has $nil (2017: $nil) in remaining deposits related to the spin outs under the 2014-POA as of June 30, 2019.

2017 Plan of Arrangement

In March 2017, the Company filed and received court approval for its 2017 Plan of Arrangement ("2017-POA") for the planned spinout of Eviana Health Corporation ("Eviana"), formerly C&C Cosmeceuticals Corp., and four newly formed subsidiary corporations Ecovatec Health Solutions Inc. (formerly 1109863 B.C. Ltd.), 1109858 B.C. Ltd., 1109870 B.C. Ltd., EGF Health Holdings Corp. (formerly, Automated Techno Medical Corp., formerly 1109871 B.C. Ltd.) to facilitate other contemplated spin-out transactions.

On July 26, 2019, the Company completed the spin out (divesting) of EGF Health Holdings Corp.

As of September 30, 2019, the Company has $3,000 (June 30, 2019: $4,000) in remaining deposits related to contemplated spin outs under the 2017-POA. The Company anticipates completing the arrangements for other spin outs in fiscal 2020.

19. ACQUISITONS

Pending Acquisitions

Veri-Medical Systems Inc.

On June 11, 2018, the Company signed a letter of intent Veri-Medical Systems Inc. ("VeriMed") to potentially acquire the Company which is involved in developing a blockchain based "seed-to-sale" protocol focussed on enhancing the integrity of the sale of Hemp based products. The Company is continuing to assess a possible acquisition and structuring of a deal with VeriMed.

20. SUBSEQUENT EVENTS:

On October 3, 2019, the Company entered into an Operator Agreement retroactive to March 6, 2019 with Belt Energy and Biomass LLC. ("BEBL"), private Nevada operator via WASS. BEBL holds a license issued by the State of Nevada to grow, produce, process, and commercialize industrial hemp and products from industrial hemp. The Company has advanced funds from time to time since December 2018 to lease, development and build out its production facility that remains in progress for leasehold improvements and commissioning of equipment. The term of this agreement is for a period of 5 years and automatically renew for an additional 5-year period. In consideration, the Company will pay monthly consulting fees of USD$7,500 and a royalty of 5% of net sales.

20. SUBSEQUENT EVENTS: (continued)

On November 6, 2019, the Company was notified of default and termination of the JV and the Company is continuing to settle outstanding matters under the JV, including TMED forfeiting its $140,000 deposit and the cancellation and return to treasury of 100,000 common shares issued to the patent holder. The Company has 100,000 common shares with a fair value of $1,070,000 pending return to treasury in conjunction with the termination of the JV.

SCHEDULE B: SUPPLEMENTARY INFORMATION

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

1. Related party transactions

See Note 15 of the Interim Financial Statements.

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.

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):

(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
07/11/19	Common Shares	Shares for Past Services	5,000	$10.00	$50,000	Services	Arm's length	Nil
07/11/19	Common Shares	Acquisition	25,000	$10.00	$250,000	Acquisition of MGNL	Arm's length	Nil
07/11/19	Common Shares	Shares to Settle Debt	35,000	$10.00	$350,000	Debt	Arm's length	Nil
08/7/19	Convertible Debentures	Private Placement	350 Units	$1,000	$350,000	Cash	Brokered financing by Haywood Securities	8% payable in common shares, finders warrants and 5% cash royalties.

(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
None.						

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,

Authorized share capital	Dividend Rates on Preferred Shares	Cumulative, Redemption and Conversion Provisions
Unlimited common shares	N/A	N/A
Unlimited preferred shares	N/A	N/A

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

Issued and Outstanding	Recorded Value
1,179,546 common shares	$32,985,552
No preferred shares issued and outstanding	Nil

(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

Stock Options

Stock Options	Exercise Price	Expiry Date
Nil		
Nil		

Warrants

Warrants	Exercise Price	Expiry Date
867	$150.00	March 16, 2021
1,333	$150.00	April 7, 2021
150,000	$25.00	December 20, 2022
70,230	$15.00	May 21, 2022
3,300	$10.00	November 21, 2020
11,590	$15.00	June 7, 2022
70,000	$5.00	August 7, 2024
310,820		

Convertible Debentures

Common Shares Issuable Upon the Conversion of Convertible Debentures	Conversion Price	Maturity Date
70,000	$5.00	August 7, 2024
70,000		

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

Class	Number of Escrowed Securities
Common shares	Nil

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**
C.K. Cheung	CEO & Director
Faisal Manji	CFO & Director
Sydney Au	Director (Chairman)
Ron Ozols	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Please refer to the Company's MANAGEMENT'S DISCUSSION AND ANALYSIS as filed on Form 51-102F1 for the three months ended September 30, 2019 (Q1).

EGF THERAMED HEALTH CORP.

(formerly, Theramed Health Corporation; Evitrade Health Systems Corp.)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2019 (Q1)

FORM 51-102F1

DATE AND SUBJECT OF REPORT

The following Management Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of EGF Theramed Health Corp. *(formerly, Theramed Health Corporation; Evitrade Health Systems Corp.)* (hereinafter the "Company" or "Theramed") for the three months ended September 30, 2019 (Q2).

This MD&A should be read in conjunction with the Company's unaudited interim consolidated financial statements for the three months ended September 30, 2019 and the Company's audited consolidated financial statements for the year ended June 30, 2019 as filed on SEDAR.

This MD&A has been prepared with all information current to November 29, 2019.

SCOPE OF ANALYSIS

The following is a discussion and analysis of Theramed Health Corporation.

The Company has signed several agreements for acquisitions, pending acquisitions, joint venture, plans of arrangement, and proposed transactions during fiscal 2018 and subsequent to the three months and ended September 30, 2019. (see Plans of Arrangement and Acquisitions, Business Combinations, and Joint Venture)

The Company's unaudited consolidated financial statements for the interim period ended September 30, 2019 have been prepared in accordance with *IAS 34 - Interim Financial Reporting* in addition to other applicable International Accounting Standards (IAS) as issued by the International Accounting Standards Board ("IASB"). Refer to the Company's consolidated financial statements for significant accounting policies. Significant accounting estimates, judgments and assumptions have been used or exercised by management in the preparation of its consolidated financial statements.

FORWARD LOOKING STATEMENTS

The information set forth in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, forward-looking statements. These statements concerning possible or assumed future results of operations of the Company are preceded by, followed by or include the words 'believes,' 'expects,' 'anticipates,' 'estimates,' 'intends,' 'plans,' 'forecasts,' or similar expressions. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on current expectations that involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks Factors section. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company may not provide updates or revise any forward-looking statements, except those otherwise required under paragraph 5.8(2) of NI 51-102, whether written or oral that may be made by or on the Company's behalf.

TRENDS

Other than as disclosed in this MD&A, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon its revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

GENERAL BUSINESS AND DEVELOPMENT

Business and Structure

EGF Theramed continues to develop products, technologies, and diagnostic tools focused on personalized medical care including research with natural health and wellness products. The products will serve with the overall goal of improving health and elevating the human condition.

On October 22, 2019, the Company announced a name change to "EGF Theramed Health Corp." and 100:1 share consolidation. The symbol will remain "TMED" and a consolidation of its issued and outstanding share capital on the basis of one hundred (100) pre-consolidation shares for every one (1) post-consolidation common share. As a result, the outstanding shares of the company will be reduced to approximately 1,116,912.

On October 24, 2019, the shares began trading under the new name and on a 100:1 consolidated basis with a new ISIN CA2684691033 and the new CUSIP 268469103.

Chronology

On April 7, 2018, the Company signed a non-binding joint venture and operating agreement to develop intellectual property for an excipient delivery system for pharmaceutical and nutraceutical applications and subsequently signed a definitive agreement in October 2018 that gave the Company a 30 percent interest in the JV with two private corporations. (see Joint Venture)

On May 31, 2018, the Company transferred its TULIP intellectual property to EGF Health Holdings Corp. (formerly, Automated Techno Medical Corp.; 1109871 B.C. Ltd.) for $10 and other good and valuable consideration in accordance with its 2017 Plan of Arrangement. (see Plans of Arrangement)

On October 2, 2018, the Company closed on the acquisition of Hemp Extraction Technologies Corp. ("HETC") and continues to install and implement CO2 hemp extraction technology acquired from Vitalis in the Company's Nevada facility with preliminary testing completed.

On October 16, 2018, the Company announced closing of the acquisition of Western Agri Supply Solutions Corp. ("WASS")

On April 22, 2019, the Company acquired Medical Green Natural List Corp. ("MGNL") that owns a digital application for connecting vendors to customers in the healthcare sector.

On May 21, 2019, the Company terminated its planned acquisition of West Coast Medical Solutions Ltd.

On November 6, 2019, the Company's joint venture was terminated due to material breaches of working capital contributions.

(See "Acquisitions and Business Combinations" for further particulars of aforementioned acquisitions)

The Company's financial success is dependent upon the extent to which it can develop its business objectives and the economic viability of commercializing various aspects of its business under development.

Acquisitions and Business Combinations

Hemp Extraction Technology Corp.

On October 2, 2018, the Company closed on the acquisition of Hemp Extraction Technology Corp. ("HETC"), which is in the business and technology of industrial hemp extraction, for total consideration of $5,880,000. Pursuant to the acquisition agreement, EGF Theramed acquired all of the issued and outstanding common shares of HETC in exchange for an aggregate of 233,333 common shares of EGF Theramed issued at the deemed price of $25.20 per share to the former holders of HETC common shares. As a result, HETC became a wholly owned subsidiary of the Company. The Company determined that the fair value of net assets acquired was $1,145,085 with the balance of the consideration allocated to goodwill that was determined to be fully impaired as of June 30, 2019.

Initial recognition upon acquisition:	$
Fair value of 233,333 common shares issued	5,880,000
Allocated as follows:	
Cash	848,812
Prepaids	296,273
Net assets acquired	1,145,085
Allocated to impairment of goodwill	4,734,915
	5,880,000

Western Agri Supply Solutions Corp.

On October 16, 2018, the Company announced closing of the acquisition of Western Agri Supply Solutions Corp. ("WASS") that specializes in industrial hemp biomass supply. Pursuant to the agreement, the

Company issued 200,000 at a fair value of $29.80 per share and total consideration of $5,960,000 to acquire 100% of the issued and outstanding common shares of WASS. As a result, WASS is now a wholly owned subsidiary of EGF Theramed. The Company determined that $52,948 in net liabilities were assumed and the balance of the consideration allocated to goodwill that was determined to be fully impaired as of June 30, 2019.

Initial recognition upon acquisition:	$
Fair value of 200,000 common shares issued	5,960,000
Allocated as follows:	
Accounts payable	(52,948)
Assumed liabilities	(52,948)
Allocated to impairment of goodwill	6,012,948
	5,960,000

Medical Green Natural List Corp.

On May 14, 2019, the Company signed a binding letter of intent to acquire Medical Green Natural List Corp. ("MGNL") with business consisting of software and portal for a medical marketplace app, which connects buyers with sellers. The purchase price of the transaction is $941,111 CAD; consisting of 70,370 common shares at a deemed price of $8.40 per share and $500,000 in cash with an immediate advance of $250,000 to MGNL for working capital an additional milestone payment of $250,000 upon the successful launch of the Green List app. The app was launched in July 2019 and the Company issued an additional 25,000 with a fair value of $100,000 as final consideration for the acquisition. As a result, MGNL is now a whole owned subsidiary of EGF Theramed. Net liabilities of $9 were assumed in MGNL with the total fair value of $841,120 allocated to goodwill.

Initial recognition upon acquisition:	$
Fair value of 70,370 common shares issued	591,111
Cash paid	250,000
Total purchase price	841,111
Allocated as follows:	
Cash	90
Accounts payable	(99)
Assumed liabilities	(9)
Allocated to impairment of goodwill	841,120
	841,111

Pending Acquisitions

Veri-Medical Systems Inc.

On June 11, 2018, the Company signed a letter of intent Veri-Medical Systems Inc. ("VeriMed") to potentially acquire the Company which is involved in developing a blockchain based "seed-to-sale" protocol focussed on enhancing the integrity of the sale of Hemp based products. The parties are continuing discussions on assessing and structuring a potential deal.

Joint Venture

On April 7, 2018, the Company signed a non-binding joint venture and operating agreement to Develop intellectual property for an excipient delivery system for pharmaceutical and nutraceutical applications and subsequently signed a definitive agreement in October 2018 that gave the Company a 30 percent interest in the JV with two private corporations in exchange for the 100,000 common shares for the transaction and the Company investing a minimum of $2,156,000 in working capital through March 1, 2019, currently in arrears, and an additional $1,682,000 from May 1, 2019 through September 2019, for total of $3,838,000 in working capital over those periods. On November 6, 2019, the Company was notified of default and termination of the JV and the Company is continuing to settle outstanding matters under the JV, including TMED forfeiting its $140,000 deposit and the cancellation and return to treasury of 100,000 common shares issued to the patent holder.

On April 5, 2019, the Company issued 100,000 common shares reserved for the JV with the fair value of $15.00 per share for consideration of $1,070,000 as further contribution under the JV agreement.

As of June 30, 2019, the Company investment and status of JV is as follows:
- a total of $1,570,000 was invested towards the Company's 30% JV interest;
- the JV has commenced some limited R&D on the excipient delivery system; and
- Loss on joint venture were $140,000 for the year ended June 30, 2019 – the Company is currently in default with working capital obligations totalling $2,328,800 at June 30, 2019 with an additional loss of $10,000 for the interim period ended September 30, 2019. (see Subsequent Events)

On November 6, 2019, the Company was notified of default and termination of the JV. (see Subsequent Events)

Terminated and Rectified Acquisitions

Artillery Holding Inc.

On October 29, 2018, the Company signed a rectification agreement with Artillery Holding Inc. (dba Artillery Labs) ("Artillery") to terminate the Company's planned acquisition of Artillery, proposed a new spin out transaction with fees, agree on terms for $117,690 in outstanding debts payable by Artillery to the Company, and assignment of $135,000 ($100,000 USD) in Artillery debt (the "Artillery Debt") from a third party. Pursuant to the rectification agreement, the Company allocated 4,500 common shares with a fair value of $30.00 per share or $157,500 from the Artillery escrow to acquire $100,000 USD of demand loans owing by Artillery. The remaining 45,500 common shares of the Company with a fair value of $35.00 per share currently in escrow for the Artillery acquisition were returned to treasury for cancellation in conjunction with the rectification. As at June 30, 2019, the Company had paid in cash a total of $Nil (2018: $115,095) in deposits towards the acquisition. A full Debt loss provision of $272,595 was recorded as of June 30, 2019.

At the Company's option the amount of the Artillery Debt (including any interest) shall be convertible into common shares of Artillery or the common shares (or if there are no common shares but another class of securities then such class of securities) of any resulting/successor issuer to Artillery that results from a merger, amalgamation, acquisition, arrangement, or similar transaction at a conversion price equal to the lower of: (a) the price of the relevant security at the founder's round for Artillery or its resulting issuer (as applicable) that is being or has just been offered at time of the conversion; or (b) $0.02 per the relevant Artillery or resulting issuer security as applicable. The option herein shall be perpetual unless limited in duration by applicable law.

The Company took a full loss provision on the loan and deposits as of June 30, 2019.

Cantech Molecular Research Inc.

On January 22, 2019, the Company announced that, effective on said date, it mutually terminated the previously announced contemplated transaction and underlying agreement with Cantech Molecular Research Inc. Management of EGF Theramed believe that the contemplated transaction was no longer in line with the business and commercialization strategies of the Company leading to the mutual termination by the parties. As a result, a write down of $45,000 was recorded for the period.

Tree Chest Safety Corp.

On January 31, 2019, the Company effected and announced the mutual termination and unwinding of the previously announced transaction and underlying agreement with Tree Chest Safety Corp. ("TCS") for the acquisition of TCS by EGF Theramed. Post-closing due diligence on the integration of TCS into EGF Theramed's corporate structure revealed matters that the parties could not agree upon resulting in the failure to fully effect closing of the transactions under the agreement between the parties including the issuance of any securities and/or cash consideration to TCS shareholders for the acquisition.

West Coast Medical Solutions Ltd.

On June 22, 2018, the Company had signed a letter of Intent to collaborate with West Coast Medical Solutions Ltd. ("WCMS") to form or acquire a Licensed Dealer (LD) as issued by Health Canada for Class A precursors. The Company announced its cancellation of this pending acquisition on May 21, 2019.

As of June 30, 2019, the Company took full write down on remaining acquisition deposits.

On July 11, 2019, the Company settled $350,000 of the convertible debenture owing for 35,000 common shares to a non-related party. As mutually agreed between the parties, the settlement price was $10.00 per share that was the fair value of recent financing and other debt settlements. $477,681 of the convertible debenture remains outstanding in addition to accrued interest.

On July 11, 2019, the Company issued an additional 5,000 common shares with a fair value of $50,000 for compensation for past services pursuant to the operator agreement entered with Belt Energy and Biomass LLC.

On July 11, 2019, the Company issued an additional 25,000 milestone common shares with a fair value of $100,000 for the final acquisition payment to acquire MGNL.

On July 21, 2019, the Company completed the spin out of EGF Health Holdings Corp. pursuant to its 2017 Plan of Arrangement.

On July 26, 2019, the Company ongoing standstill with Decanex, Inc., its research operator and former service provider under the GSA for the TULIP medical system has been settled with a mutual termination, settlement and option to acquire 100% ownership and interest in Decanex. The parties agreed to a mutual release and cancelling $224,169 of accrued development fees that was an accrued liability owing by the Company that was recorded as recovered R&D expense as of June 30, 2019. In addition, any business intelligence or know-how (the "IP") in relation to the TULIP medical health system developed by Decanex for the Company that was under development would be made available to the Company, in accordance with the terminated GSA. The option price to acquire Decanex is for consideration of $1,000 in addition to 5% in cash royalty for a 10-year term, resulting from gross revenues generated by the IP.

On August 7, 2019, the Company entered into a $350,000 senior convertible debenture financing. The convertible debentures notes will be 10% senior secured notes due five years from the date of issuance, issued in init denominations of $1,000 and each unit shall have 200 common share purchase warrants of the Company attached to it to be convertible at a price of $5.00 per common share. In addition, each holder of units will receive a right to certain cash royalties pursuant to a Royalty Agreement, of 5% of gross revenues from the extraction operations. The convertible debenture notes shall also be secured against assets of the operations.

Subsequent Events

On October 3, 2019, the Company entered into an Operator Agreement retroactive to March 6, 2019 with Belt Energy and Biommas LLC. ("BEBL"), private Nevada operator via WASS. BEBL holds a license issued by the State of Nevada to grow, produce, process, and commercialize industrial hemp and products from industrial hemp. The Company has advanced funds from time to time since December 2018 to lease, development and build out its production facility that remains in progress for leasehold improvements and commissioning of equipment. The term of this agreement is for a period of 5 years and automatically renew for an additional 5 year period. In consideration, the Company will pay monthly consulting fees of USD$7,500 and a royalty of 5% of net sales.

On October 22, 2019, the Company announced a name change to "EGF Theramed Health Corp." and 100:1 share consolidation. The symbol will remain (TMED) and a consolidation of its issued and outstanding share capital on the basis of one hundred (100) pre-consolidation shares for every one (1) post-consolidation common share. As a result, the outstanding shares of the company will be reduced to approximately 1,116,912. On October 24, 2019, the shares began trading under the new name and on a 100:1 consolidated basis with a new ISIN CA2684691033 and the new CUSIP 268469103.

On November 6, 2019, the Company was notified of default and termination of the JV and the Company is continuing to settle outstanding matters under the JV, including TMED forfeiting its $140,000 deposit and the cancellation and return to treasury of 100,000 common shares issued to the patent holder. (see Note 20)

Subsequent to year end, 10,818 warrants expired without being exercised.

PLANS OF ARRANGEMENT

<u>2014 Plan of Arrangement</u>

The Company completed the final two subsidiaries spin outs with all outstanding Series A preferred share conversions completed for its 2014 court approved Plan of Arrangement (2014-POA) on April 3, 2018 (Monterey Minerals Corp.) and May 4, 2018 (Rotonda Ventures Corp.). Each transaction represents $1,000 fair value in convertible preferred shares, and related letters of intent for businesses in each former subsidiary company that ceased to be subsidiaries of the Company on 2014 effective dates for those arrangements. The Company has $nil (2017: $nil) in remaining deposits related to the spin outs under the 2014-POA as of June 30, 2019.

<u>2017 Plan of Arrangement</u>

In March 2017, the Company filed and received court approval for its 2017 Plan of Arrangement ("2017-POA") for the planned spinout of Eviana Health Corporation ("Eviana"), formerly C&C Cosmeceuticals

Corp., and four newly formed subsidiary corporations Ecovatec Health Solutions Inc. (formerly 1109863 B.C. Ltd.), 1109858 B.C. Ltd., 1109870 B.C. Ltd., EGF Health Holdings Corp. (formerly, Automated Techno Medical Corp., formerly 1109871 B.C. Ltd.) to facilitate other contemplated spin-out transactions. As of September 30, 2019, the Company has $3,000 (June 30, 2019: $4,000) in remaining deposits related to contemplated spin outs under the 2017-POA.

The Company anticipates completing the arrangements for other spin outs in fiscal 2020.

RESULTS OF OPERATIONS

SELECTED ANNUAL INFORMATION

	June 30, 2019 $	June 30, 2018 $	June 30, 2017 $
Revenue	**—**	—	—
Expenses	**2,613,820**	948,138	1,263,462
Other items	**11,781,502**	(11,989)	25,455,321
Loss from continued operations	**(14,395,322)**	(936,149)	(26,718,783)
Loss from discontinued operations	**—**	—	(10,217,509)
Net loss and comprehensive loss	**(14,395,322)**	(936,149)	(36,936,292)
EPS – basic and diluted	**(18.77)**	(3.85)	(403.18)
Assets	**2,855,654**	1,062,071	42,392
Working capital deficiency	**(1,719,210)**	(2,086,019)	(1,947,465)
Long-term liabilities	**—**	—	1,490,761

ANNUAL RESULTS

For the year ended June 30, 2019, the Company had net loss and comprehensive loss of $(14,395,322) compared to a loss and comprehensive loss of $(936,149) for fiscal 2018.

The loss for fiscal 2019 as compared to 2018 was due to the following significant factors:

i) Brokerage services increased from $350,000 for 2018 to $400,000 for 2019, representing an increase of $50,000 or 14.3%;
ii) Consulting fees increased from $121,360 in 2018 to $1,331,026 in 2019, related to several 12-month consulting agreements signed in August 2018;
iii) Debt financing charges were $55,584 in 2018 as compared to $6,213 in 2019 related to convertible debt;
iv) Management fees increased from $135,000 in 2018 to $180,000 in 2019 due to increased management fees for Sydney Au, director (chairman);
v) Loan loss provisions increased from $nil in 2018 to $220,000 in 2019 due to the Company writing down outstanding debts related to terminated acquisitions.
vi) Rent increased from $nil in 2018 to $176,919 in 2019 due to the Company's WASS facility lease that commenced in November 2018;
vii) Professional fees increased from $44,000 in 2018 to $90,050 in 2019, representing an increase of $46,050 or 104.7%. related to increased legal and audit fees;

viii) Research and development increased from $nil in 2018 to $6,628;
ix) Travel increased from $663 in 2018 to $1,509 in 2019;
x) Transfer agent & filing fees increased from $8,811 in 2018 to $14,953 in 2019;
xi) Website and social media decreased from $207,270 in 2018 to $32,335 in 2019, related to decreased expenditures and more general consulting that offset the decrease; and
xii) Other increased in office and general expenses in 2019 compared to 2018, due to increased business and operations for the Company.

Other various expenses changed during the normal course of business from 2019 as compared to 2018 with no other significantly different operating expenses incurred by the Company year-over-year.

QUARTERLY RESULTS

SELECTED QUARTERLY INFORMATION

The following table summarized the financial results of operations for the eight most recent fiscal quarters:

	September 30, 2019 (Q1) $	June 30, 2019 (Q4) $	March 31, 2019 (Q3) $	December 31, 2018 (Q2) $
Revenue	**—**	—	—	—
Other items	**260,685**	11,598,593	11,598,593	156,467
Expenses	**559,722**	922,016	922,016	530,340
Net loss and comprehensive loss	**(807,407)**	(12,520,609)	(12,520,609)	(686,807)
Loss per share – basic and diluted	**(0.69)**	(16.32)	(16.32)	(0.77)
Total assets	**2,994,843**	2,855,654	2,855,654	14,773,635
Long-term liabilities	**247,519**	—	—	—
Working capital (deficiency)	**(714,390)**	(1,719,210)	(1,719,210)	(447,901)

	September 30, 2018 (Q1) $	June 30, 2018 (Q4) $	March 31, 2018 (Q3) $	December 31, 2017 (Q2) $
Revenue	**—**	—	—	—
Other items	**(1,309)**	(11,418)	13,840	(1,436)
Expenses	**674,903**	604,750	170,602	91,626
Net loss and comprehensive loss	**(673,594)**	(593,332)	(184,442)	(90,190)
Loss per share – basic and diluted	**(0.68)**	(2.44)	(0.76)	(0.37)
Total assets	**2,583,597**	1,062,071	350,120	1,219,716
Long-term liabilities	**—**	—	—	—
Working capital (deficiency)	**365,393**	(2,086,019)	(1,603,454)	(1,357,101)

Three months ended September 30, 2019 (Q1)

For the three months ended September 30, 2019 (Q1-2020), the Company had net comprehensive loss of $(820,407) compared to $(673,594) for three months ended September 30, 2018 (Q1-2019). The increased loss of $146,813 for Q1-2020 as compared to Q1-2019 was the result of:

(a) Brokerage services decreased from $400,000 in Q1-2019 to $Nil in Q1-2020;
(b) Finance charges increased from $Nil in Q1-2019 to $211,759 in Q1-2020;
(c) Investor communications was $15,000 in Q1-2019 compared to $Nil in Q1-2020;
(d) Management fees increased from $45,000 in Q1-2019 to $75,003 in Q1-2020;
(e) Rent increased form $nil in Q1-209 to $59,727 in Q1-2020;
(f) Intangible impairment on acquisitions increased from $nil in Q1-2019 to $250,000 in Q1-2020;
(g) Loss on joint venture increased from $nil in Q1-2019 to $10,000 in Q1-2020; and
(h) Other general changes to operating expenses.

Three months ended June 30, 2019 (Q4)

For the three months ended June 30, 2019 (2019), the Company had a loss and net comprehensive loss of $(12,520,609) compared to a loss of $(593,332) for Q4 of Fiscal 2018 (2018). The increased loss of $11,927,277 for Q4 of fiscal 2019 as compared to 2018, excluding other comprehensive income for foreign exchange translation, was the result of the following:

Expenses were $922,016 in Q4 of 2019 compared to $604,750 in Q4 of 2018, representing an increase of $317,266, with specific changes as follows:

i) consulting fees decreased by $68,231;
ii) finance charges decreased by $115,147;
iii) investor communications increased by $181,383;
iv) listing expenses increased by $6,284;
v) management fees increased by $20,942;
vi) loan loss provisions increased by $220,000;
vii) office and general increased by $16,077;
viii) professional fees decreased by $92,300;
ix) rent increased by $79,615;
x) research and development decreased by $37,372;
xi) transfer agent and filing fees increased by $5,253;
xii) website and social media increased by $32,335; and
xiii) other general administration, office, and operating expense changes.

Other Items

Loss from other items was $(11,598,593) for Q4 of fiscal 2019 as compared to a gain of $32,877 for Q4 of fiscal 2018, representing increased loss from other items of $11,631,470 with specific changes as follows:

i) other income decreased by $3,219 in 2019 to $nil;
ii) gain on securities held for sale decreased to $4,564 in 2019.
iii) goodwill impairment increased by $11,588,983 in 2019;
iv) gain on foreign exchange decreased by $25,094 in 2019; and
v) recovered R&D increased to $224,169 in 2019.

Three months ended March 31, 2019 (Q3)

For the three months ended March 31, 2019 (Q3-2019), the Company had net comprehensive loss of $(716,807) compared to $(184,442) for Q3 of 2019. The increased loss of $532,365 for Q3 of fiscal 2019 as compared to fiscal 2018 was the result of:

(i) Increased consulting fees from $33,000 in Q3-2018 to $323,241 in Q3-2019;
(j) Brokerage services decreased from $80,143 in Q3-2018 to $Nil in Q3-2019;
(k) Listing fees decreased from $2,835 in Q3-2018 to $1,950 in Q3-2019;
(l) General and administration increased from $Nil in 2018 to $8,654 in Q3-2019;
(m) Professional fees decreased from $7,500 in Q3-2018 to $5,350 in Q3-2019;
(n) Facilities lease increased from $Nil in Q3-2018 to $39,431 in Q3-2019;
(o) Travel increased from $Nil in Q3-2018 to $47,103 in Q3-2019;
(p) Investor communications increased from $5,000 in Q3-2018 to $59,221 in Q3-2019;
(q) Loss on marketable securities (other item) decreased from $(3,500) in Q3-2018 to a gain of $133 in Q3-2019;
(r) Loss on foreign exchange (other item) decreased from $(3,500) in Q3-2018 to a gain of $133 in Q3-2019;
(s) Operating losses from joint venture (other item) increased from $Nil in Q3-2018 to $156,569 in Q3-2019; and
(t) Other general changes to operating expenses.

Three months ended December 31, 2018 (Q2)

For the three months ended December 31, 2018 (Q2-2019), the Company had net comprehensive loss of $(486,561) compared to $(1,146,226) for Q2 of 2018. The decreased loss of $659,665 for Q2 of fiscal 2019 as compared to 2018 was the result of:

(u) Increased consulting fees from $33,000 in Q2-2018 to $336,016 in Q2-2019;
(v) Finance charges decreased from $1,054,600 in Q2-2018 to $Nil in Q2-2019;
(w) Interest expense decreased from $21,083 in Q2-2018 to $Nil in Q2-2019;
(x) Listing fees decreased from $5,720 in Q2-2018 to $1,950 in Q2-2019;
(y) Management fees increased from $22,500 in Q2-2018 to $57,250 in Q2-2019;
(z) Professional fees increased from $8,000 in Q2-2018 to $28,870 in Q2-2019;
(aa) Rent from $Nil in Q2-2018 to $57,091 in Q2-2019;
(bb) Transfer agent & filings fees increased form $1,101 in Q2-2018 to $5,413 in Q2-2019;
(cc) Loss on marketable securities (other item) increased from $(1,100) in Q2-2018 to $2,633 in Q2-2019 representing an increased loss of $3,733;
(dd) Loss on acquired debt (other item) increased from $Nil in Q2-2018 to $22,500 in Q2-2019; and
(ee) Other general changes to operating expenses and other items.

Related Party Transactions

See the Consolidated Financial Statements for the three months ended September 30, 2019 for details of related party transactions.

CAPITAL AND LIQUIDITY

As of September 30, 2019, the Company had cash and cash equivalents of $57,776 (June 30, 2019: $132,756)

On August 7, 2019, the Company entered into a $350,000 senior convertible debenture financing with Haywood Securities. The convertible debentures notes will be 10% senior secured notes due five years from the date of issuance, issued in unit denominations of $1,000 and each unit shall have 200 common share purchase warrants of the Company attached to it to be convertible at a price of $5.00 per common share. In addition, each holder of units will receive a right to certain cash royalties pursuant to a Royalty Agreement, of 5% of gross revenues from the extraction operations. The convertible debenture notes shall also be secured against assets of the operations. The Company recorded a fair value of the conversion feature as $204,400 expensed to Debt financing for the three months ended September 30, 2019.

The Company will be required to raise additional capital through equity and/or debt financing in order to meet its business objectives. There can be no assurance that the Company will be able to raise the required capital, including on acceptable terms to meet these objectives.

(a) The Company is developing health products and technology company in the research and development stage and currently no regular source of income, other than interest income it may earn on funds invested in short-term deposits. As a result, its ability to conduct operations, including the development of its products, website and customization product offerings, technologies, including the evaluation and acquisition of additional health technologies, is based on its current cash and its ability to raise funds, primarily from equity sources, and there can be no assurance that the Company will be able to do so.

(b) Other than as set forth herein, there are no expected fluctuations in the Company's liquidity, taking into account demands, commitments, events or uncertainties.

(c) The Company does not currently have any liquidity risks associated with financial instruments.

(d) The Company is expected to have a working capital deficiency if it does not complete the proposed financing. The Company expects to meet its liquidity need through additional equity or debt financing(s).

(e) There are no balance sheet conditions or income or cash flow items that may affect the Company's liquidity.

(f) There are currently no defaults or arrears by the Company on:
    (i) dividend payments (no declared dividends), lease payments, interest or principal payment on debt;
    (ii) debt covenants; or
    (iii) redemption or retraction or sinking fund payments.

(g) The Company’s working capital deficit was $(714,390) as of September 30, 2019 (June 30, 2019: $(1,719,210)).

Refer to the Company's consolidated financial statements for details on convertible debt, unsecured loans, and commitments.

FINANCIAL AND CAPITAL RISK MANAGEMENT

The Company is exposed to various financial and capital risks and assesses the impact and likelihood of this exposure. These risks include credit risk, liquidity risk, interest rate risk, and currency risk. Where material, these risks are reviewed and monitored by management and the Board of Directors and appropriate action taken to minimize such risks where possible.

Please refer to the Company's financial statements for the year ended June 30, 2018 for detailed described of financials instruments and risk management.

OFF BALANCE SHEET ARRANGEMENTS

As at September 30,2 019 and prior periods, the Company had no off-balance sheet arrangements, nor to date of this filing.

TRANSACTIONS WITH RELATED PARTIES

See Financial Statements for details of related party transactions.

OUSTANDING SHARE DATA

a. Authorized: unlimited Common shares, without par value; and
unlimited Preferred shares, without par value.

b. Issued and Outstanding:

Common shares – 1,179,546 issued and outstanding as of September 30, 2019 and to date of filing.

Shares pending cancellation – 100,000 common shares with a fair value of $1,070,000 to be returned to treasury and cancelled under joint venture termination.

During the three months ended September 30,2 019, the following transactions occurred:

On July 11, 2019, the Company:

- settled $350,000 of the convertible debenture owing for 35,000 common shares issued to a non-related party. As mutually agreed between the parties, the settlement price was $10.00 per share that was the fair value of recent financing and other debt settlements.
- 5,000 common shares with a fair value of $50,000 for compensation for past services pursuant to the operator agreement entered with Belt Energy and Biomass LLC.
- issued 25,000 milestone common shares with a fair value of $250,000 for the final acquisition payment to acquire MGNL that was written off as impairment of goodwill (intangibles) for the period.

Share purchase warrants

As of June 30, 2019, the following warrants were outstanding and exercisable:

Number of Warrants Outstanding	*Exercise Price $*	*Expiry Date*	*ber of Common Shares Issuable*
867	150.00	March 16, 2021	867
1,333	150.00	April 7, 2021	1,333
150,000	25.00	December 20, 2022	150,000
70,230	15.00	May 21, 2022	70,230
3,300	10.00	November 21, 2020	3,300
11,590	15.00	June 7, 2022	11,590
248,138			248,138

During the three months ended September 30, 2019, a total of 10,818 warrants expired without being exercised.

A summary of the Company's issued and outstanding warrants as at September 30, 2019 and during the period is presented below:

	Warrants Outstanding	eighted Average Exercise Price, $
Balance, June 30, 2019 and 2018	**248,138**	**28.06**
Expired	**(10,818)**	
Balance, September 30, 2019	**237,230**	**22.57**

The weighted average life of warrants outstanding is 3.00 years (June 30, 2019: 3.09 years)

INTERNATIONAL ACCOUNTING STANDARDS (IAS)

The Company's interim consolidated financial statements for the period ended September 30, 2019 are prepared in accordance and compliance with *IAS 34 – Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency. The financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value.

SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

Refer to the Company's interim consolidated financial statements for the three months ended September 30, 2019 for details of the significant accounting policies and estimates adopted by the Company.

RISKS AND UNCERTAINTIES

Pharmaceutical Industry

The pharmaceutical industry involves significant risks, development expenditures, scientific expertise, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the development of a technology may result in substantial rewards, marketing will also play a significant role in developing the company and its level of success. Major expenses will be required to complete initial drug discoveries along obtaining Health Canada and other world health organization approvals. There are also significant barriers to establishing any pharmaceutical products that may be accepted in the marketplace. It is impossible to ensure that pharmaceutical development strategies planned by the Company will result in profitable commercial sales. Whether the company will be commercially viable depends on a number of factors, some of which are the particular attributes of the patients the drugs are geared toward as well as competitors' strategies and market factors. Some of these are cyclical and government regulations, including regulations relating to pharmaceuticals.

<u>Health Products and Technology Industry</u>
The health products and technology industry involve significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the development of a technology may result in substantial rewards, marketing will also play a significant role in developing the company and its level of success. Major expenses may be required to establish the technology to be accepted in the marketplace. It is impossible to ensure that the current technologies and market strategy planned by the Company will result in profitable commercial sales. Whether the company will be commercially viable depends on a number of factors, some of which are the particular attributes of the industry the technology is geared toward and the existing infrastructure, as well as competitors' strategies and market factors. Some of these are cyclical and government regulations, including regulations relating to medical devices and consumer health products.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Health technology operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the health industry and the high technology industry. Although adequate precautions to minimize risk will be taken, operations are subject to hazards that are unforeseeable or beyond the company's control and their consequent liability.

<u>Some of these risks include, but not limited to, the following:</u>

(i) Upon commercialization, the Company will be largely dependent on marketing and sales of its products and services through its website(s). No website(s) have been launched, and there are no assurances that any Company products and services that reach commercialization stage, if any, can be successfully marketed and sold online.

(ii) The Company currently has only limited test products for sale, has not reached commercialization, and cannot guarantee that it will ever have marketable products or services.

(iii) The Company plans to launch a full commercial website(s) once it has obtained commercial viability, including sufficient distribution for its OTC health products and services.

(iv) Risks in design, development and manufacturing of consumer health products that may have an adverse effect on a person's health.

(v) If a significant portion of the Company's development efforts are not successfully completed, required regulatory approvals are not obtained and maintained (such as ISO certifications), or any approved products are not commercially successful, the Company's business, financial condition, and results of operations may be materially and irreparably harmed.

(vi) The Company's products and services are in the development stage and may never achieve market acceptance, regardless of the Company obtaining regulatory approvals for distribution.

(vii) The Company's product and services development activities are directed towards the skincare (acne) and weight management sectors of the consumer health industry. There is no certainty that any past investment or future expenditures made by the Company as described herein will result in commercialization or market acceptance of the its product or service offerings. There is aggressive competition within the skincare health (acne) and weight management marketplace. The Company will compete with other interests, many of which have greater financial resources than it may have for marketing towards target consumers. Significant capital investment is required to achieve commercialization, if ever, from the current development stage of the Company. (see Working Capital and Resources)

Government Regulation

The pharmaceutical industry is subject to vigorous federal, and provincial laws and regulations on, standards, claims, safety, efficacy and other matters. Regulatory approvals by government agencies on the Company's products may be withheld or not granted at all and if granted may be subject to recalls which would materially affect the Company.

The consumer health products industry is subject to various federal, and provincial laws and regulations on, standards, claims, safety, efficacy and other matters. Regulatory approvals by government agencies on the Company's products may be withheld or not granted at all and if granted may be subject to recalls which would materially affect the Company.

Although the Company's activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development, production, manufacture, product claims, marketing or commercialization. Amendments to current laws and regulations governing operations and activities of the consumer health industry or more stringent implementation thereof could have a substantial adverse impact on the Company.

ISO Certification

The Company's former service provider, Decanex, Inc., no longer maintains its ISO certification and as a result the further development of the Company's TULIP device and related intangible properties is currently on hold and any future development in doubt. In July 2019, the Company entered into a mutual termination with Decanex and has an option to acquire the company and possibly recontinue development should the company be able to re-obtain the ISO certification or engage a new service provider with such certification(s) that may be cost prohibitive.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the Company heavily relies on the company officers.

Conflicts of Interest

Certain directors of the Company also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors and/or officers to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, directors involved in potential conflicts will declare, and refrain from voting on the conflicted matter.

Negative Operating Cash Flows

As the Company is in early development stages, it will continue to have negative operating cash flows without the development of revenue streams from its business. Positive operating cash flows require the Company to sufficiently developed its products and services for commercialization.

<u>Risks Related as a Going Concern</u>
The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. The Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

<u>Reliance on Key Personnel, Service Provider, and Advisors</u>
The Company relies heavily on its officers, its service provider, and business advisors. The loss of their services may have a material adverse effect on the business and going concern of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

<u>Licenses, Patents and Proprietary Rights</u>
The Company's success could depend on its ability to protect its intellectual property, including trade secrets, and continue its operations without infringing the proprietary rights of third parties and without having its own rights infringed.

<u>Uncertainty Regarding Penetration of the Target Market</u>
The commercial success of the Company's business as compared with those of its competitors depends on its acceptance by potential users and the medical community. Market acceptance will largely depend on the reputation of the Company, its marketing strategy, consumer and health practitioner's services and performance. The Company's success will depend on its ability to commercialize and expand its network users. The Company will need to expand its marketing and sales operations and establish business relations with suppliers and users in a timely manner.
In order to meet its business objectives, the Company will have to ensure that its facilities and services are safe, reliable and cost-effective, and bring the expected return. There can be no assurance that the Company's products and services will be accepted and recommended.

<u>Competition, Technological Obsolescence</u>
The consumer health products industry for skincare and weight management is competitive. Others in the field may have significantly more financial, technical, distribution and marketing resources. Technological progress and product development may cause the Company's services and product offerings to become obsolete or may reduce their market acceptance.

<u>Operating History and Expected Losses</u>
The Company must continue to make significant investments in order to develop its products and services, increase marketing efforts, improve its operations, conduct research and development, and update equipment. As a result, development stage operating losses are expected to continue, and such losses may be greater than anticipated, which could have a significant effect on both the short-term and long-term viability of the Company.

<u>Reliance on Joint Ventures, License Assignors and Other Parties</u>

The nature of the Company's operations requires it to enter into various agreements with partners, joint venture partners, research partners, medical facilities, and medical equipment suppliers in the business world, government agencies, licensors, licensees, and other parties for the successful operation of its businesses and the successful marketing of its services.
There is no guarantee that these parties the Company needs to deal with will not adopt other technologies or that they will not develop alternative business strategies, acting either alone or in conjunction with other parties, including the Company's competitors, in preference to those of the Company.

Growth Management
In executing the Company's business plan for the future, there will be significant pressure on management, operations, and technical resources. The Company anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, the Company will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

Potential Liability
The Company is subject to the risk of potential liability claims with respect to its hemp-based products, diagnostic and therapeutic solutions. Should such claims be successful, plaintiffs could be awarded significant amounts of damages, which could exceed the limits of any liability insurance policies that may be held by the Company. There is no guarantee that the Company will be able to obtain, maintain in effect or increase any such insurance coverage on acceptable terms or at reasonable costs, or that such insurance will provide the Company with adequate protection against potential liability.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES
During the year ended June 30, 2019, no significant changes in the Company's internal control over financial reporting were made. The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements for this filing (together the "Filings").

The management of the Company has filed the Venture Issuer Basic Certificate with the Interim or Annual Filings on SEDAR at www.sedar.com.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

OFFICERS AND DIRECTORS

C.K. Cheung	CEO & Director
B. Chris Brown	President
Faisal Manji	CFO & Director
Sydney Au	Director (Chairman)
Ron Ozols	Director (Independent)

CONTACT

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c/o #168 – 11280 Twigg Place, Richmond, BC V6V 0A6

Email: Theramedhealthcorp@gmail.com
Website: http://www.theramedhealthcorp.com

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 3, 2019.

Ron Ozols
Name of Director or Senior Officer

/s/ Ron Ozols
Signature

Director
Official Capacity

Issuer Details Name of Issuer EGF Theramed Health Corp.	For Quarter Ended September 30, 2019	Date of Report YY/MM/D 19/12/03
Issuer Address 5728 East Boulevard		
City/Province/Postal Code Vancouver, BC, V6M 4M4	Issuer Fax No.	Issuer Telephone No. (604) 778-3311
Contact Name Ron Ozols	Contact Position Director	Contact Telephone No. (604) 240-3114
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