FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: PREMIER HEALTH GROUP INC. (the “Issuer”).

Trading Symbol: PHGI

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.

Nine-month period ended September 30, 2019.

Condensed consolidated interim financial statements of the Issuer for the nine months period ended September 30, 2019, as filed with securities regulatory authorities, are attached to this Form 5 - Quarterly Listing Statement as Appendix “A”.

SCHEDULE B: SUPPLEMENTARY INFORMATION

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

1. Related party transactions

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

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

(b) A description of the transaction(s), including those for which no amount has been recorded.

(c) The recorded amount of the transactions classified by financial statement category.

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

(f) Contingencies involving Related Persons, separate from other contingencies.

With respect to related party transactions for information supplementary to that contained in the notes to the condensed consolidated interim financial statements, which are attached hereto, please refer to Management's Discussion & Analysis for the nine-month period ended **September 30, 2019**, as filed with securities regulatory authorities and attached to this Form 5 - Quarterly Listing Statement as Appendix "B".

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

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

As at **September 30, 2019**, 80,703,470 common shares in the capital of the Issuer were issued and outstanding.

(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
Jan. 28, 2019	Common Shares	Acquisition(1)	3,947,368	$0.76	N/A	Cash	N/A	N/A
Mar. 7, 2019	Common Shares	Exercise of stock options	600,000	$0.50	$300,000	Cash	N/A	Nil
Apr. 26, 2019	Units (2)	Private Placement (1st tranche)	3,050,134	$0.65	$1,982,610	Cash	N/A	See Note (2)

May 16, 2019	Units[3]	Private Placement (2nd tranche)	684,553	$0.65	$444,960	Cash	N/A	See Note (3)
May 16, 2019	Common Shares	Pursuant to a Settlement Agreement[4]	400,000	$0.48 (deemed)	N/A	N/A	N/A	N/A
Jul. 17, 2019	Common Shares	Acquisition[5]	3,432,384	$0.7269	N/A	Cash	N/A	N/A
Jul. 26, 2019	Common Shares	Pursuant to a Settlement Agreement[6]	75,000	$0.48 (deemed)	N/A	N/A	N/A	N/A
Sept. 26, 2019	Common Shares	Exercise of Stock Options	1,600,000	$0.25	$400,000	Cash	N/A	N/A
Sept. 30, 2019	Units	Private Placement[7]	5,250,000	$0.40	$2,100,000	Cash	N/A	See Note (7)

Notes:

(1) Acquisition of Cloud Practice.

(2) 3,050,134 units were issued at a price of $0.65 per unit; each unit was comprised of one common share and one-half of one common share purchase warrant. Each whole warrant is exercisable at a price of $1.00 per warrant for a period of two (2) years from issuance. The Company paid a total of CAD$108,186 for finder's fees on subscriptions under the Offering, together with 161,520 share purchase warrants (the "Warrants"). Each warrant entitles the holder to purchase one common share of the Company at CAD$1.00 per common share for a period of two (2) years from issuance.

(3) 684,553 units were issued at a price of $0.65 per unit; each unit was comprised of one common share and one-half of one common share purchase warrant. Each whole warrant is exercisable at a price of $1.00 per warrant for a period of two (2) years from issuance. The Company did not pay a finder's fee with respect to the 2nd tranche closing of the private placement.

(4) 400,000 common shares issued at a deemed price of $0.48 as part of a settlement agreement to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas.

(5) Acquisition of all the issued and outstanding shares of two pharmacies based in Metro Vancouver, BC.

(6) 75,000 common shares issued at a deemed price of $0.48 as part of a settlement agreement to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas.

(7) 5,250,000 units were issued at a price of $0.40 per unit; each unit was comprised of one common share and one-half of one common share purchase warrant. Each whole warrant is exercisable at a price of $0.65 per warrant for a period of two (2) years from issuance. The Company paid a total of CAD$136,000 for finder's fees on subscriptions under the Offering, together with 340,000 share purchase warrants (the "Warrants"). Each warrant entitles the holder to purchase one common share of the Company at CAD$0.65 per common share for a period of two (2) years from issuance.

(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
Feb. 4, 2019	300,000	N/A	Consultants	$0.76	Feb. 3, 2024	$0.80
Feb. 4, 2019	2,050,000	N/A	Employees	$0.76	Feb. 3, 2024	$0.80
Jul. 17, 2019	200,000	N/A	Employees	$0.32	Jul. 16, 2024	$0.32
Aug 20, 2019	2,400,000	N/A	Consultants	$0.25	Aug. 19, 2024	$0.25

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,

As at **September 30, 2019,** the authorized capital of the Issuer consisted of an unlimited number of common shares without par value, and without any special rights or restrictions, of which 80,703,470 common shares were issued and outstanding.

The holders of common shares are entitled to receive notice of and to attend all meetings of the shareholders of the Issuer and are entitled to one vote in respect of each common share held at such meetings.

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

Date	Number of common shares	Recorded value of common shares
As at September 30, 2019	80,703,470	$17,238,096

(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

Options: Options to purchase common shares in the capital of the Issuer are granted by the Issuer's Board of Directors to eligible persons pursuant to the Issuer's Stock Option Incentive Plan.

As at **September 30, 2019**, the following options were outstanding entitling holders to purchase common shares in the capital of the Issuer as summarized below:

Date of Grant	Number of Options	Exercise Price	Expiry Date
Aug 13, 2018	2,400,000	$0.50	Aug. 12, 2023
Feb. 4, 2019	2,350,000	$0.76	Feb. 3, 2024
Jul. 17, 2019	200,000	$0.32	Jul. 16, 2024
Aug. 20, 2019	800,000	$0.25	Aug. 19, 2024
TOTAL	**5,750,000**		

Warrants: As at **September 30, 2019**, the following warrants were outstanding entitling holders to purchase common shares in the capital of the Issuer as summarized below:

Date of Issue	Number of Warrants	Exercise Price	Expiry Date
Apr 26, 2019	1,525,067	$1.00	Apr. 26, 2021
May 16, 2019	342,277	$1.00	May 16, 2021
Sept 30, 2019	2,625,000	$0.65	Sept. 16, 2021
TOTAL	**4,492,344**		

Convertible Securities: The Issuer has no convertible securities outstanding.

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

As at **September 30, 2019**, the Company has **12,606,068** common shares held in an escrow.

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 of Director/Officer	Position with Issuer
Essam Hamza	Director and Chief Executive Officer
Donald Gordon	Director

Christopher Cherry	Director
Mena Beshay	Chief Financial Officer

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

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

Management's Discussion & Analysis for the nine-month period ended **September 30, 2019**, as filed with securities regulatory authorities, is attached to this Form 5 - Quarterly Listing Statement as Appendix "B".

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Certificate Of Compliance

The undersigned hereby certifies that:

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

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

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

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

Dated: December 3, 2019

Mena Beshay
Name of Director or Senior Officer

"Mena Beshay"
Signature

Chief Financial Officer
Official Capacity

Issuer Details Name of Issuer Premier Health Group Inc.	For Quarter Ended September 30, 2019	Date of Report YY/MM/D 2019/12/03
Issuer Address Suite 810 - 789 West Pender Street		
City/Province/Postal Code Vancouver, British Columbia V6C 1H2	Issuer Fax No. (604) 687-3141	Issuer Telephone No. (778) 370-1413
Contact Name Mena Beshay	Contact Position Chief Financial Officer	Contact Telephone No. (778) 370-1413
Contact Email Address mena@mypremierhealth.com	Web Site Address www.mypremierhealth.com	

APPENDIX A

PREMIER HEALTH GROUP INC.

Condensed consolidated interim financial statements
for the nine-month period ended September 30, 2019

Premier Health Group Inc.

Condensed Consolidated Interim Financial Statements

For the nine months period ended September 30, 2019 and 2018

(Unaudited)

(Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of the consolidated interim financial statements by an entity's auditor

PREMIER HEALTH GROUP INC.
Condensed Consolidated Interim Statements of Net Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
For the periods ended

	September 30, 2019	December 31, 2018
ASSETS		
Current Assets		
Cash *(Note 6)*	**$ 13,813**	$ 1,055,543
Subscriptions Receivable	**2,100,000**	-
Accounts receivable *(Note 7)*	**257,019**	113,387
Deposits on investments	**-**	700,000
Marketable securities *(Note 8)*	**1**	1
Due from related parties *(Note 15)*	**-**	43,001
Convertible note receivable *(Note 15)*	**-**	220,000
Inventory	**740,959**	-
Prepaid expenses	**105,202**	245,279
Other current assets	**125,000**	-
Total current assets	**3,341,994**	2,377,211
Property and equipment *(Note 9)*	**237,687**	94,547
Right-of-use assets *(Note 18)*	**2,503,161**	-
Other non-current assets	**32,860**	-
Goodwill *(Note 3)*	**12,843,438**	3,951,570
Total Assets	**$ 18,959,140**	$ 6,423,328
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities *(Notes 10)*	**$ 828,049**	$ 627,333
Current portion of long-term debt *(Note 12)*	**282,527**	-
Other current liabilities *(Note 11)*	**206,654**	-
Lease Liability current portion *(Note 18)*	**452,551**	-
Convertible debenture *(Note 14)*	**-**	1,451,786
Liabilities from discontinued operations *(Note 16)*	**-**	139,372
Total current liabilities	**1,769,781**	2,218,491
Lease Liability non-current portion *(Note 18)*	**2,096,267**	-
Long-term debt *(Note 12)*	**2,015,690**	-
Total Liabilities	**5,881,738**	2,218,491
SHAREHOLDERS' DEFICIENCY		
Share capital *(Note 17)*	**17,238,096**	8,047,100
Equity component of convertible debenture *(Note 14)*	**-**	880,845
Reserves	**2,200,106**	865,014
Accumulated other comprehensive loss	**-**	(406,782)
Deficit	**(6,360,800)**	(5,181,243)
Deficiency attributable to shareholders of the Company	**13,077,402**	4,204,934
Non-controlling interest	**-**	(97)
Total Deficiency	**13,077,402**	4,204,837
Total Liabilities and Shareholders' Deficiency	**$ 18,959,140**	$ 6,423,328

Nature of operations and going concern *(Note 1)*
Subsequent events *(Note 22)*

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

"Essam Hamza"	***"Donald Gordon"***
Essam Hamza, CEO, Director	Donald Gordon, Director

PREMIER HEALTH GROUP INC.
Condensed Consolidated Interim Statements of Net Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
For the periods ended

	For the three-Month Period Ended		For the nine-Month Period Ended	
	September 30, 2019 *(Note 12)*	September 30, 2018 *(Note 12)*	**September 30, 2019** *(Note 12)*	September 30, 2018 *(Note 12)*
REVENUE (Note 4)	**$ 2,165,217**	$ 438,080	**$ 4,327,116**	$ 438,080
PHYSICIAN FEES	**(494,340)**	(323,041)	**(1,677,598)**	(323,041)
COST OF GOODS SOLD	**(671,929)**	-	**(671,929)**	-
GROSS PROFIT	**998,948**	115,039	**1,977,589**	115,039
EXPENSES				
Accretion and interest expense on convertible debt *(Note 14, 15)*	**$ -**	$ 79,817	**$ 86,330**	$ 230,959
Amortization *(Note 9, 18)*	**134,373**	8,471	**249,305**	8,471
Management fees *(Note 15)*	**-**	-	**-**	21,000
Marketing and Advertising	**90,360**	138,975	**858,767**	138,975
Office and Administration	**147,288**	53,249	**369,604**	56,452
Professional fees	**72,934**	21,517	**305,272**	31,019
Rent	**15,079**	20,803	**45,205**	23,803
Stock Based Compensation (*Note 17*)	**459,934**	336,389	**1,225,841**	336,389
Transfer agent and regulatory fees	**5,264**	19,263	**24,977**	34,428
Wages and Salaries (*Note 15*)	**827,503**	164,175	**1,845,413**	164,175
Interest Expense *(Note 5, 13, 18)*	**49,841**	-	**66,225**	-
	1,802,576	842,659	**5,076,939**	1,045,671
	(803,628)	(727,620)	**(3,099,350)**	(930,632)
Foreign exchange gain (loss)	**-**	28,377	**37,819**	(48,655)
	(6,047)	-	**(6,047)**	-
Gain (loss) on Sale of Clinicas *(Note 16)*	**-**	-	**(152,975)**	-
Gain (loss) from discontinued operations *(Note 16)*	**-**	(14,373)	**(22,967)**	(68,345)
Net loss for the period	**$ (809,675)**	$ (713,616)	**$ (3,243,520)**	$ (1,047,632)
Net income (loss) attributable to:				
Shareholders of the Company	**$ (809,675)**	$ (713,614)	**$ (3,243,529)**	$ (1,047,625)
Non-controlling interest	**0**	(2)	**9**	(7)
	$ (809,675)	$ (713,616)	**$ (3,243,520)**	$ (1,047,632)
Other comprehensive income (loss):				
Foreign currency translation	**-**	2,675	**-**	5,788
Other comprehensive income (loss)	**-**	2,675	**-**	5,788
Total comprehensive loss for the period	**$ (809,675)**	$ (710,941)	**$ (3,243,520)**	$ (1,041,844)
Other comprehensive income (loss) attributable to:				
Shareholders of the Company	**$ -**	$ 2,675	**$ -**	$ 5,785
Non-controlling interest	**-**	-	**-**	3
	$ -	$ 2,675	**$ -**	$ 5,788
Total comprehensive loss attributable to:				
Shareholders of the Company	**$ (809,675)**	$ (710,939)	**$ (3,243,529)**	$ (1,041,840)
Non-controlling interest	**0**	(2)	**9**	(4)
	$ (809,675)	$ (710,941)	**$ (3,243,520)**	$ (1,041,844)
Basic and diluted loss per common share	**$ (0.01)**	$ (0.02)	**$ (0.047)**	$ (0.025)
Weighted average number of common shares outstanding	**73,267,595**	41,115,240	**68,941,885**	41,115,240

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

PREMIER HEALTH GROUP INC.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)

	Number of outstanding shares	Share capital	Equity component of convertible	Share-based payment reserve	Accumulated other comprehensive income (loss)	Deficit	Non-controlling interest	Total
Balance, December 31, 2017	34,944,031	$ 1,057,100	$ 880,845	$ -	$ (399,107)	$ (2,497,890)	$ (91)	$ (959,143)
Shares issued for cash	14,220,000	3,555,000	-	-	-	-	-	3,555,000
Shares issued for business acquisition of HealthVue	12,000,000	3,000,000	-	-	-	-	-	3,000,000
Stock-based compensation	-	-	-	336,389	-	-	-	336,389
Currency translation adjustment	-	-	-	-	5,785	-	3	5,788
Net loss for the period	-	-	-	-	-	(1,047,625)	(7)	(1,047,632)
Balance, September 30, 2018	**61,164,031**	**$ 7,612,100**	**$ 880,845**	**$ 336,389**	**$ (393,322)**	**$ (3,545,515)**	**$ (95)**	**$ 4,890,402**
Shares issued for marketing and advertising	500,000	435,000	-	-	-	-	-	435,000
Stock-based compensation	-	-	-	528,625	-	-	-	528,625
Currency translation adjustment	-	-	-	-	(13,460)	-	-	(13,460)
Net loss for the period	-	-	-	-	-	(1,635,728)	(2)	(1,635,730)
Balance, December 31, 2018	**61,664,031**	**$ 8,047,100**	**$ 880,845**	**$ 865,014**	**$ (406,782)**	**$ (5,181,243)**	**$ (97)**	**$ 4,204,837**
Shares issued for business acquisitions of Cloud Practice	7,379,752	4,098,363	-	-	-	-	-	4,098,363
Private Placements	8,984,687	4,527,570	-	-	-	-	-	4,527,570
Share Issuance Cost	-	(244,186)		-				(244,186)
Agent Warrants Issued	-	(109,251)	-	109,251	-	-	-	-
Exercise of Options	2,200,000	700,000	-	-	-	-	-	700,000
Stock-based compensation	-	-	-	1,225,841	-	-	-	1,225,841
Sale of Clinicas	475,000	218,500	(880,845)	-	399,770	2,071,072	-	1,808,497
Currency translation adjustment	-	-	-	-	7,012	(7,100)	88	-
Net loss for the period	-	-	-	-	-	(3,243,529)	9	(3,243,520)
Balance, September 30, 2019	80,703,470	$ 17,238,096	$ -	$ 2,200,106	$ -	$ (6,360,800)	$ -	$ 13,077,402

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

PREMIER HEALTH GROUP INC.
Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian Dollars)

For the Nine-Month Period Ended		**September 30, 2019**		September 30, 2018
Cash provided by (used in):				
Operating activities				
Net Gain (loss)	**$**	**(3,243,520)**	$	(1,047,632)
Item not involving cash				
Accretion on convertible debenture		44,174		107,881
Interest on Lease Liabilities		31,811		-
Amortization		249,305		8,471
Loss from discontinued operations		22,967		-
Loss on sale of equipment		6,047		-
Unrealized foreign exchange (gain) loss		(29,236)		39,839
Stock-based compensation		1,225,841		336,389
Change in non-cash working capital components:				
Accounts receivable		19,770		(38,787)
Prepaid expenses		170,603		(16,274)
Inventory		(8,770)		-
Other current assets		(125,000)		-
Accounts payable and accrued liabilities		(50,425)		(221,473)
Due from related parties		-		129,655
Net liabilities from discontinued operations		-		68,345
Net cash used in operating activities		**(1,686,433)**		(633,586)
Investing activities				
Acquisition of HealthVue		-		(999,967)
Cash received from acquisition of Healthvue		-		323,108
Acquisition of Cloud Practice		(2,000,000)		-
Acquisition of Pharmacies		(1,022,998)		-
Cash received from acquisition of Cloud Practice		107,092		-
Cash received from acquisition of Pharmacies		7,098		-
Deposits on Investments		700,000		-
Investment in franchise		(12,860)		-
Intangible Assets		(20,000)		-
Loss on sale of Clinicas		152,975		-
Purchase of equipment		(13,649)		(1,806)
Sale of equipment		9,650		-
Net cash (used in) provided by investing activities		**(2,092,692)**		(678,665)
Financing activities				
Proceeds from issuance of shares		4,527,570		3,455,000
Share Issuance Cost		(108,186)		-
Subscription receivable		(2,100,000)		-
Exercise of Options		700,000		-
Lease payments made		(208,283)		-
Principle payment on non related party loan		(2,079)		-
Principle payment on term loan		(71,627)		-
Net cash provided by financing activities		**2,737,395**		3,455,000
Increase (decrease) in cash		**(1,041,730)**		2,142,749
Cash, beginning		**1,055,543**		451
Cash, ending	**$**	**13,813**	$	2,143,200
Cash paid for interest	**$**	34,414	$	-
Cash paid for income tax	**$**	-	$	-

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Premier Health Group Inc. (the "Company") was incorporated on September 19, 2013 and is a reporting issuer in British Columbia, Canada. The parent company of the Company was Web Watcher Systems Ltd. ("Web Watcher"), which was incorporated on April 16, 2010 pursuant to the British Columbia Act. The Company entered into to a Plan of Arrangement (the "Arrangement Agreement") with Web Watcher dated October 23, 2013. Pursuant to the Arrangement Agreement, the Company issued 14,403,698 common shares to the Web Watcher shareholders during the year ended December 31, 2016 in exchange for 100 common shares held by Web Watcher, and became a separate entity from Web Watcher.

On June 17, 2016, the Company completed the acquisition (99.9%) of a multidisciplinary rehabilitation business located in Santiago, Dominican Republic Premier named Clinicas de Rehabilitacion Precer, S. R. L. ("Clinicas"). As at December 31, 2018 and 2017, Clinicas was considered to be a discontinued operation. On April 1, 2019, the Company entered into a settlement agreement with the Company's former CEO, who is also the former sole shareholder of Clinicas, to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas (Note 12).

On August 1, 2018, the Company completed the acquisition of all the issued and outstanding shares of HealthVue Ventures Ltd. ("HealthVue") *(Note 3).* HealthVue provides telemedicine visits remotely and full-service family practice from its multiple clinic locations throughout the Lower Mainland in British Columbia.

On January 28, 2019 the Company completed the acquisition of all the issued and outstanding shares of Cloud Practice *(Note 3).* Cloud Practice is a technology company that offers cloud-based electronic medical records software, medical billing software and an online patient portal for medical clinics using a software as a service ("SAAS") model. Cloud Practice services over 280 clinics across Canada, 3000 doctors and has approximately 3 million patient charts in their database.

On July 17, 2019, the Company completed the acquisition of all the issued and outstanding shares of two pharmacies based in Metro Vancouver, B.C. ("Pharmacies") *(Note 3).* In addition to the retailing of prescription drugs, over-the-counter drugs, and other front store items, the Pharmacies provide clinical services like med reviews and compounding services.

The Company is focused on innovative health care approaches that combine human skill-based expertise with emerging technologies. The Company, in conjunction with its subsidiary Cloud Practice, is developing proprietary technology to deliver quality healthcare through the combination of connected primary care clinics, telemedicine, and an artificial intelligence (AI) enabled patient portal.

The address of the Company's corporate office is 810-789 W Pender Street, Vancouver, British Columbia, Canada.

These condensed consolidated interim financial statements have been prepared using International Financial Reporting Standard ("IFRS") on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. During the nine months period ended September 30, 2019, the Company had net loss of $3,243,520 (September 30, 2018 – $1,047,632 loss) and as at September 30, 2019 had an accumulated deficit of $6,360,800 (September 30, 2018 – $3,545,515) which has been funded primarily by share subscriptions received and loans from non-related parties. As at September 30, 2019, the Company had a positive working capital of $1,572,213. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These 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 in existence. The effect of any such adjustments could be material.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Consolidation

The condensed consolidated interim financial statements include the accounts of the Company and its wholly controlled subsidiary, HealthVue Ventures Ltd. (Canada) ("HealthVue"), its wholly controlled subsidiary, Cloud Practice Inc. (Canada) ("Cloud Practice"), and its wholly controlled subsidiaries, Cloverdale Pharmacy Ltd. and Steveston Health Centre Ltd. (Canada) ("Pharmacies"). All inter-company transactions and balances have been eliminated on consolidation.

b) Basis of Presentation

These condensed consolidated interim financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These condensed consolidated interim financial statements are presented in Canadian dollars, which is the functional currency of the parent Company, HealthVue, Pharmacies, and Cloud Practice. These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as fair value through profit or loss, and available-for-sale, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for certain cash flow information.

c) Significant Accounting Judgments and Estimates

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets, liabilities, shareholders' equity, and the disclosure of contingent assets and liabilities, as at the date of the financial statements, and expenses for the years reported.

Critical Judgements

The preparation of these condensed consolidated interim financial statements requires management to make judgements regarding the going concern of the Company, as previously discussed in Note 1, as well as the determination of functional currency. The functional currency is the currency of the primary economic environment in which an entity operates, and has been determined for each entity within the Company. The functional currency for the Company, HealthVue, Pharmacies, and Cloud Practice has been determined to be the Canadian dollar.

Key Sources of Estimation Uncertainty

Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting periods. Actual results could differ from those estimates and such differences could be significant.

Significant estimates made by management affecting the consolidated financial statements include:

Share-based Payments

Estimating fair value for granted stock options and compensatory warrants requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the option or warrant, volatility, dividend yield, and rate of forfeitures and making assumptions about them.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued…)*

c) Significant Accounting Judgments and Estimates (continued…)

Key Sources of Estimation Uncertainty *(continued…)*

Deferred Tax Assets & Liabilities

The estimation of income taxes includes evaluating the recoverability of deferred tax assets and liabilities based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets and liabilities will not be realized. The ultimate realization of deferred tax assets and liabilities is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets or liabilities, and deferred income tax provisions or recoveries could be affected.

Useful Life of Property and Equipment

Property and equipment is depreciated over its estimated useful life. Estimated useful lives are determined based on current facts and past experience, and take into consideration the anticipated physical life of the asset, the potential for technological obsolescence, and regulations.

Allowance for Doubtful Accounts

The Company assesses the collectability of receivables on an ongoing basis. A provision for the impairment of receivables involves significant management judgement and includes the renew of individual receivables based on individual customers, current economic trends and analysis of historical bad debts.

d) Cash

Cash is comprised of cash in banks and bank indebtedness.

e) Property and Equipment

Property and equipment is carried at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Amortization is provided at rates calculated to write off the cost of property and equipment, less its estimated residual value, using the rates and methods below:

Furniture and equipment	20% - declining balance
Computers	55% - declining balance
Software	55% - declining balance
Leasehold improvements	5 years - straight-line

In the year of acquisition and disposal, the Company records half of the amortization expense.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued…)*

f) Impairment

At each financial position reporting date, the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use, which is the present value of future cash flows expected to be derived from the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period.

For the purposes of impairment testing, long-lived assets are allocated to cash-generating units to which the operating activity relates. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

g) Financial Instruments

Financial assets and financial liabilities are recognized on the consolidated statements of financial position when the Company becomes a party to the contractual provisions of the financial instrument.

The Company adopted all of the requirements of IFRS 9 Financial Instruments ("IFRS 9") as of January 1, 2018. IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for any assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date.

The following is the Company's new accounting policy for financial instruments under IFRS 9:

Classification

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

2. SIGNIFICANT ACCOUNTING POLICIES *(continued…)*

g) <u>Financial Instruments</u> *(continued…)*

Measurement

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of loss and comprehensive loss in the period in which they arise.

Debt investments at FVOCI
These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI
These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Impairment of financial assets at amortized cost

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

Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities
The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued…)*

g) Financial Instruments *(continued…)*

Derecognition ***(continued…)***

The Company's financial assets and liabilities are recorded and measured as follows:

Asset or Liability	Category	Measurement
Cash	FVTPL	Fair value
Marketable securities	Available-for-sale	Fair value
Accounts receivable	Loans and receivables	Amortized cost
Due from related parties	Loans and receivables	Amortized cost
Convertible notes receivable	Loans and receivables	Amortized cost
Notes receivable	Loans and receivables	Amortized cost
Accounts payable	Other liabilities	Amortized cost
Due to related parties	Other liabilities	Amortized cost
Loans	Other liabilities	Amortized cost
Convertible debt	Other liabilities	Amortized cost
Liabilities from discontinued operations	Available for sale	Fair value

The Company determines the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash and marketable securities have been measured at fair value using Level 1 inputs.

h) Revenue Recognition

The Company recognizes revenue when it has persuasive evidence of a contract, performance obligations have been identified and satisfied, payment items have been identified, and it is probable that the Company will collect the consideration it is entitled to.

The Company recognizes revenue from the rendering of independent medical assessments, patient services, and from the sale of medical software services using a SAAS model based in the accounting period in which the services are rendered and assessed on the basis of the actual service provided as a proportion of the total services to be provided. The Company also recognizes revenue from the sale of pharmaceutical and front store products based in the accounting period in which the goods are sold for the amount it expects to receive when control is transferred to the purchaser.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued…)*

i) Earnings/(Loss) Per Share

Basic earnings/(loss) per share is computed by dividing the income/(loss) for the period from continuing operations by the weighted average number of common shares outstanding during the period. Contingently returnable escrow shares are removed from the calculation.

For diluted per share computations, assumptions are made regarding potential common shares outstanding during the period. The weighted average number of common shares is increased to include the number of additional common shares that would be outstanding if, at the beginning of the period, or at time of issuance, if later, all options and warrants are exercised. Proceeds from exercise are used to purchase the Company's common shares at their average market price during the period, thereby reducing the weighted average number of common shares outstanding. If these computations prove to be anti-dilutive, diluted earnings/(loss) per share is the same as basic earnings/(loss) per share.

j) Share-Based Payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees and service providers. The Company recognizes share-based compensation expense based on the estimated fair value of the options. A fair value measurement is made for each vesting instalment within each option grant and is determined using the Black-Scholes option-pricing model. The fair value of the options is recognized over the vesting period of the options granted as both share-based compensation expense and reserves. This includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods. The reserves account is subsequently reduced if the options are exercised and the amount initially recorded is then credited to capital stock.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of the goods or services received.

k) Income Taxes

Income tax on profit or loss for the year comprises of current and deferred tax. Current tax is the expected tax paid or payable on the taxable income for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax paid or payable in respect of previous years.

Deferred tax is recorded by providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized. The effect on deferred tax assets and liabilities of a change in income tax rates is recognized in the period that includes the date of the enactment or substantive enactment of the change. Deferred tax assets and liabilities are presented separately except where there is a right of set-off within fiscal jurisdictions.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued…)*

l) Foreign Currency Translation

The functional currency of the Company, HealthVue and Cloud Practice is the Canadian Dollar. The presentation currency of the consolidated financial statements is the Canadian Dollar.

Transactions and balances:

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Foreign operations:

The financial results and position of foreign operations whose functional currency is different from the Company’s presentation currency are translated as follows:
- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are recognized in other comprehensive income and recorded in the Company’s foreign currency translation reserve in equity. These differences are recognized in the profit or loss in the period in which the operation is disposed.

m) Comprehensive Income (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 shareholders 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 measures net earnings for the period plus other comprehensive income. Amounts reported as other comprehensive income (loss) are accumulated in a separate component of shareholders’ equity (deficiency) as accumulated other comprehensive income (loss).

2. SIGNIFICANT ACCOUNTING POLICIES *(continued…)*

n) Non-controlling Interest

Non-controlling interest is measured at its proportionate share of the acquiree's identifiable net assets or liabilities. Net income or loss and comprehensive income or loss for the period are allocated between non-controlling interest and shareholders of the parent. Non-controlling interest in subsidiaries must be presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent.

Changes in the Company's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

o) Reclassification

Certain prior period's amounts have been reclassified to conform to the current year's presentation.

p) Accounting Standards Issued but not yet Effective

New standard IFRS 16 – "Leases"
This new standard replaces IAS 17 "Leases" and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 15. The Company has assessed the impact of this change, which will result in the reclassification of the Company's leases of its rental properties as financing leases. The Company choose to apply the effect of changes using the modified retrospective approach with the cumulative effect of initially applying the standards recognized at the date of initial application which is January 1, 2019 (*Note 18*).

Other accounting standards and amendments to existing accounting standards that have been issued and have future effective dates are not applicable or are not expected to have a significant impact on the Company's consolidation financial statements.

3. BUSINESS ACQUISITION

HealthVue Ventures Ltd.

On August 1, 2018, the Company completed the acquisition of all of the issued and outstanding shares of HealthVue. HealthVue provides telemedicine visits remotely and full-service family practice from its multiple clinic locations throughout the Lower Mainland in British Columbia. Pursuant to the acquisition agreement, the Company issued 12,000,000 common shares of the Company and $999,967 cash payment to the former owners of HealthVue.

The acquisition of HealthVue by the Company is considered to be a business combination. Pursuant to the business combination transactions, the asset acquired from the acquisition is to be recorded at their estimated fair values in accordance with IFRS 3 – Business Combination. The allocation of the purchase consideration is as follows:

(Expressed in Canadian Dollars)

3. BUSINESS ACQUISITION *(continued…)*

HealthVue Ventures Ltd. (continued…)

Purchase price:		
Fair value of common shares issued (12,000,000 at $0.25 per share)	$	3,000,000
Cash paid		999,967
Total consideration paid	$	3,999,967
Allocated as follows:		
Cash		323,108
Accounts receivable		2,603
Prepaid		8,487
Property and equipment		105,910
Accounts payable		(391,711)
Net assets acquired		48,397
Goodwill acquired	$	3,951,570

Cloud Practice Inc.

On January 28, 2019, the Company completed the acquisition of all of the issued and outstanding shares of Cloud Practice. Cloud Practice provides cloud-based electronic medical records software and other medical applications using a SAAS model. Pursuant to the acquisition agreement, the Company issued 3,947,368 common shares of the Company and will pay $2,000,000 cash payment to the former owners of Cloud Practice as follows:
(i) $500,000 paid on December 5, 2018, (ii) $500,000 paid on January 28, 2019, (iii) $500,000 paid on April 1, 2019 (subsequent to March 31, 2019), (iv) $500,000 payable on June 5, 2019 (subsequent to March 31, 2019).

The acquisition of Cloud Practice by the Company is considered to be a business combination. Pursuant to the business combination transactions, the asset acquired from the acquisition is to be recorded at their estimated fair values in accordance with IFRS 3 – Business Combination. The allocation of the purchase consideration is as follows:

Purchase price:		
Fair value of common shares issued (3,947,368 at $0.76 per share)	$	3,000,000
Cash paid		1,000,000
Cash Installments – Deferred acquisition cost		1,000,000
Total consideration paid	$	5,000,000
Allocated as follows:		
Cash		107,092
Accounts receivable		3,149
Prepaid		11,008
Property and equipment		6,748
Accounts payable		(90,272)
Net assets acquired		37,725
Goodwill acquired	$	4,962,275

(Expressed in Canadian Dollars)

3. BUSINESS ACQUISITION *(continued…)*

Pharmacies

On July 17, 2019, the Company completed the acquisition of all of the issued and outstanding shares of two pharmacies based in Metro Vancouver, B.C. Pursuant to the acquisition agreement, the Company issued 3,432,384 common shares of the Company, 343,926 performance share units of the Company (each performance share shall vest into one common share without any payment on July 31, 2020, if certain earnings milestones for the pharmacies are met), and paid $1,022,998 cash payment to the former owners of the Pharmacies.

The acquisition of the two Pharmacies by the Company is considered to be a business combination. Pursuant to the business combination transactions, the asset acquired from the acquisition is to be recorded at their estimated fair values in accordance with IFRS 3 – Business Combination. The allocation of the purchase consideration is as follows:

Purchase price:		
Fair value of common shares issued (3,432,384 at $0.32 per share)	$	1,098,363
Cash paid		1,022,998
Total consideration paid	$	2,121,361
Allocated as follows:		
Cash		7,098
Accounts receivable		160,253
Prepaid		19,518
Property and equipment		165,616
Inventory		732,189
Accounts payable		(450,329)
Long term debt		(2,442,577)
Net assets acquired		(1,808,232)
Goodwill acquired	$	3,929,593

4. REVENUE

The following table shows a breakdown of revenue for the 3 months and 9 months ended September 30, 2019:

	Three months ended		**Nine months ended**	
	September 30, 2019 $	September 30, 2018 $	**September 30, 2019 $**	September 30, 2018 $
Clinic Services & Pharmacies	**1,789,804**	438,080	**3,370,903**	438,080
SaaS Model Digital Services	**375,413**	-	**956,213**	-
Total Revenue	**2,165,217**	438,080	**4,327,116**	438,080

(Expressed in Canadian Dollars)

5. INTEREST

The following table shows a breakdown of interest expense for the 3 months and 9 months ended September 30, 2019:

	Three months ended		Nine months ended	
	September 30, 2019 $	September 30, 2018 $	**September 30, 2019 $**	September 30, 2018 $
Interest expense on Notes payable to non-related parties *(Note 13)*	**5,000**	-	**10,000**	-
Interest expense on term loans *(Note 12)*	**24,414**	-	**24,414**	-
Interest expense on Lease Liabilities (Note 18)	**20,427**		**31,811**	
Interest expense	**49,841**	-	**66,225**	-

6. CASH

Cash consist of cash held with banks, as well as overdraft facilities at those banks.

7. ACCOUNTS RECEIVABLE

Accounts receivable consist of the following:

		September 30, 2019		**December 31, 2018**
Trade receivables	$	209,621	$	197,444
GST receivable		37,005		25,340
Allowance for doubtful account		-		(93,792)
Receivables from discontinued operations		-		(15,605)
Other Receivables		10,393		-
	$	257,019	$	113,387

8. MARKETABLE SECURITIES

The Company owns 4,000,000 shares of Moag Copper Gold Resources Inc. ("MOG"). The shares were acquired in exchange for 20,000,000 common shares of the Company. MOG shares were under ceased trading order as at September 30, 2019 and December 31, 2018, and therefore, the Company has valued the investments in MOG shares at $1.

On May 9, 2016, the Company acquired 1,000,000 shares of CENTRIC HEALTH CORP. ("CHH"), for 200,000 units of the Company, valued at $250,000. Each unit consists of one share and one share purchase warrant of the Company. Each warrant shall entitle the holder to purchase one common share of the Company at a price of $1.50 per share for a period of two years from date of issuance. During the year ended December 31, 2017, the Company sold 925,000 shares of CHH shares for total proceeds of $707,030, resulting in a realized gain of $475,780. As at September 30, 2019, the Company no longer holds any shares in CHH.

(Expressed in Canadian Dollars)

8. MARKETABLE SECURITIES *(continued…)*

Total marketable securities:

	MOG	CHH	Total
Cost			
Balance at December 31, 2016	$ 400,000	$ 231,250	$ 631,250
Dispositions	-	(231,250)	(231,250)
Balance at December 31, 2018 and September 30, 2019	400,000	-	400,000
Adjustments to Fair Value			
Balance at December 31, 2016	(399,999)	305,250	(94,749)
Adjustment for the year	-	(305,250)	(305,250)
Balance at December 31, 2017, December 31, 2018, and September 30, 2019	(399,999)	-	(399,999)
Fair Value			
At December 31, 2018 and September 30, 2019	$ 1	$ -	$ 1

9. PROPERTY AND EQUIPMENT

	Equipment	Computers	Software	Leasehold improvement	Total
Cost					
December 31, 2018	$ 34,526	$ 20,308	$ 497	$ 53,766	$ 109,097
Business acquisition (Note 3)	2,795	3,953	-	-	6,748
Business acquisition (Note 3)	128,695	4,283	-	32,638	165,616
Additions	1,589	12,060	-	-	13,649
Disposals	(3,570)	(12,531)	(497)	(5,717)	(22,315)
Balance at September 30, 2019	$ 164,035	$ 28,073	$ -	$ 80,687	$ 272,795
Accumulated Amortization					
December 31, 2018	$ 3,272	$ 5,765	$ 137	$ 5,376	$ 14,550
Disposals	(678)	(4,561)	(236)	(1,143)	(6,618)
Amortization	10,532	7,444	99	9,101	27,176
Balance at September 30, 2019	$ 13,126	$ 8,648	$ -	$ 13,334	$ 35,108
Net Book Value					
December 31, 2018	$ 31,254	$ 14,543	$ 360	$ 48,390	$ 94,547
September 30, 2019	$ 150,909	$ 19,425	$ -	$ 67,353	$ 237,687

(Expressed in Canadian Dollars)

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		September 30, 2019		December 31, 2018
Accounts payables	$	668,679	$	392,832
Accrued liabilities		159,370		82,020
Interest payable on convertible debentures *(Note 10)*		-		241,120
Accounts payables from discontinued operations		-		(88,639)
	$	828,049	$	627,333

11. OTHER CURRENT LIABILITIES

		September 30, 2019		December 31, 2018
Finder's fee payable related to private placement		136,000		-
Loan payable to landlord of pharmacy		70,654		-
	$	206,654	$	-

12. LONG TERM DEBT

As part of the acquisition of the two Pharmacies (Note 3), effective July 17, 2019, the Company assumed an asset and capital financing with a Canadian chartered bank for a total of $2,369,844. The purpose of this loan was to pay out existing term debt held by the previous owner. The loan is broken down into 3 segments and bears interest calculated monthly in arrears, and payable monthly. The financing is secured on a first priority basis account on all accounts receivable, inventory, and machinery & equipment of the Pharmacies. During the 3-month period ended September 30, 2019, the Company made principal payments of $71,627.

		September 30, 2019		December 31, 2018
Loan segment 'a' bears a fixed interest rate of 3.35% payable monthly, has an amortization period of 10 years, and an original payment term of 5 years ending on October 31, 2021.		1,854,744		-
Loan segment 'b' bears a fixed interest rate of 3.20% payable monthly, has an amortization period of 10 years, and an original payment term of 5 years ending on October 31, 2020		221,517		-
Loan segment 'c' bears a fixed interest rate of 3.14% payable monthly, has an amortization period of 10 years, and an original payment term of 5 years ending on October 31, 2019. Subsequent to September 30, 2019, loan segment 'c' was renewed for a 2-year term ending October 31, 2021, at a fixed interest rate of 3.97%.		221,956		-
	$	2,298,217	$	-
Less: current portion		282,527		
Long term portion	$	2,015,690	$	

13. NOTE PAYABLE

On March 28, 2019, the Company received an amount of $500,000 and owed a promissory note payable to a non-related party. The amount owing was unsecured, bears a fixed interest amount of $5,000, and was due on demand. The note payable and interest owing of 5,000 was paid by the Company in full on May 7, 2019.

On July 17, 2019, the Company received an amount of $100,000 and owed a promissory note payable to a non-related party. The amount owing was unsecured, bears a fixed interest amount of $5,000, and was due on demand. The note payable and interest owing of 5,000 was paid by the Company in full on September 25, 2019. As at September 30, 2019, no notes payable were outstanding.

(Expressed in Canadian Dollars)

14. CONVERTIBLE DEBENTURE

During the year ended December 2016, the Company issued a convertible debenture to the former sole shareholder of Clinicas, who is also a director of the Company. The debenture has a face value of $1,931,700 (US$1,500,000) which matures on June 21, 2021 (the "Maturity Date"). The debenture accrues interest at a rate of 8.5% per annum, calculated and paid annually. At the option of the debenture holder, the debenture shall be convertible at any time prior to the Maturity Date in whole into common shares of the Company at a price of $0.25 per common share.

On issuance, $880,845, attributed to the equity conversion features of the debenture was classified as an equity component of the convertible debenture. The debt component (calculated using an effective interest rate of 26.6%) will be accreted systematically to its face value over the term of the note by the recording of additional accretion expense. $44,174 accretion, and $42,156 interest was recorded as expense for the period ended March 31, 2019 and September 30, 2019 (2018 – accretion and interest of $230,959).

As at March 31, 2019, the value of this convertible debenture was $1,466,724 (December 31, 2018 - $1,451,786). On April 1, 2019, a settlement agreement was entered to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture issued on the original purchase of 99.9% of Clinicas. Since this debt was forgiven on April 1, 2019, as at September 30, 2019, the convertible debenture and its equity component of $880,845 are no longer outstanding *(Note 16)*.

15. RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

The aggregate values of transactions relating to key management personnel were as follows:

	September 30, 2019	September 30, 2018
Management fees to the former CFO	$ -	$ 21,000
Administration fees paid to a company owned by the former CFO	-	3,000
Rent paid to a company owned by the former CFO	-	3,000
Salaries paid to the CEO	180,000	60,000
Salaries paid to the CFO	75,000	-
Salaries paid to the COO	75,000	25,000
Consulting fees to the former CEO, included in loss from discontinued operations *(Note 12)*	-	12,138
Stock-based compensation to the CEO, CFO and COO	-	174,181
Accretion and interest expense on convertible debenture to the former CEO *(Note 10)*	86,330	230,959

As at March 31, 2019, and December 31, 2019, the Company had $43,001 (December 31, 2018 - $43,001) due from the former CFO and a company owned by the former CFO. The former CFO is also a director of the Company. This amount is non-interest bearing. This amount owing to the Company by the former CFO was assigned to the former CEO, as part of the settlement agreement entered on April 1, 2019 (Refer to Note 12 for further details). As at September 30, 2019, no amounts were due from related parties.

As at March 31, 2019, and December 31, 2018, the Company had $220,000 receivable from Explorinvest Capital Corp., a company partially owned by the former CFO of the Company. During the year ended December 31, 2018, this note was converted into a convertible promissory note, with accrued interest of 6.5% per annum, payable on April 1, 2019. The Company had the right to convert this promissory note at any time at $0.25 per share. This note owing to the Company was assigned to the former CEO, as part of the settlement agreement entered on April 1, 2019 (Refer to Note 12 for further details). As at September 30, 2019, no notes were receivable from related parties.

15. RELATED PARTY TRANSACTIONS *(continued…)*

As at March 31, 2019, the Company has a convertible debenture valued at $1,466,724 (December 31, 2018 - $1,451,786) to the former CEO. During the 3-month period ended March 31, 2019, and 9-month period ended September 30, 2019, $44,174 of accretion expense, and $42,156 of interest expense, for a total of $86,330 was recorded as accretion and interest expense (2018 - $230,959). On April 1, 2019, a settlement agreement was entered to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture issued on the original purchase of 99.9% of Clinicas. *(Note 10, 12)*.

16. DISCONTINUED OPERATIONS

During the year ended December 31, 2018, the Company entered into a share purchase agreement (the "Purchase Agreement") with the Company's former CEO, who is also the former sole shareholder of Clinicas (the "Purchaser"). The Purchase Agreement was entered into as a prerequisite to entering into an acquisition agreement that would result in a change of control of the Company. The terms of the Purchase Agreement were as follows:

- The Company will transfer 51% of the shares of Clinicas to the Purchaser immediately on the closing date, and transfer the remaining 49% of the shares of Clinicas of when the Company has a satisfactory replacement assets in place to satisfy corporate law requirement to maintain a business undertaking at all time, as well as continue to qualify for Listing on the Canadian Securities Exchange.
- The Purchaser will forgive the convertible debenture of US$1,500,000 and all accrued interest proportionally to the shares of Clinicas transferred *(Note 9).*

This Purchase Agreement constituted a discontinued operation involving the loss of control of Clinicas by the Company as at December 31, 2017. During the year ended December 31, 2018, the Purchase Agreement was not executed. As a result, a subsequent settlement agreement was entered into on April 1, 2019 (the "Settlement Agreement"). As a result of the Settlement Agreement, the loss of control of Clinicas constitutes a discontinued operation of the Company as at March 31, 2019 and December 31, 2018. As a result, all of the assets and liabilities of Clinicas have been classified as held-for-sale as at March 31, 2019 and December 31, 2018. This resulted in a net liability of $158,289 (December 31, 2018 - $139,372) from discontinued operation as at March 31, 2019.

On April 1, 2019, the Company entered into a settlement agreement to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas (the "Settlement Agreement").

As part of the Settlement Agreement, the Company completed the following:

- On April 1, 2019, as part of the settlement, the convertible debenture was forgiven. The amount of debenture outstanding as of March 31, 2019 was $2,347,569 with $880,845 recorded in equity, and the balance of $1,466,724 in liabilities. As at September 30, 2019, the convertible debenture is no longer outstanding (*Note 10*),
- on April 1, 2019, the Company assigned to the Purchaser's company, Benras Holdings Inc., the following promissory notes as security for, and in full and final satisfaction of any amount owed by the Company to the Purchaser: (i) a promissory note dated February 20, 2018 plus interest owed to the Company by the former CFO and a company owned by the former CFO with an amount outstanding as at December 31, 2018 of $43,001, and (ii) a promissory note dated February 20, 2018 in the amount of $220,000 plus interest owed to the Company by Explorinvest Capital Corp., a company partially owned by the former CFO of the Company *(Note 11)*,
- on May 16, 2019, the Company issued 400,000 common shares at a deemed price of $0.48, and
- on July 26, 2019, the Company issued 75,000 common shares at a deemed price of $0.48.

(Expressed in Canadian Dollars)

16. DISCONTINUED OPERATIONS *(continued…)*

Revenues and expenses from Clinicas are as follows:

For the period	March 31, 2019 and September 30, 2019	September 30, 2018
REVENUE	**$ 59,462**	$ 168,979
EXPENSES		
Advertising	**1,342**	10,456
Amortization	**12,853**	23,196
Leasehold improvements written off	**-**	8,243
Bank charges an interest	**5,791**	13,277
Consulting fees *(Note 11)*	**5,079**	12,138
Insurance	**2,032**	4,838
Office and Administration	**8,820**	28,379
Professional fees	**4,886**	14,883
Rent	**12,672**	12,465
Repair and maintenance	**534**	2,894
Wages and related expenses	**27,600**	91,607
Other expenses	**820**	14,948
Loss from discontinued operations	**$ (22,967)**	$ (68,345)

17. SHARE CAPITAL

a) **Authorized:** unlimited common shares without par value

b) **Share Capital:** As at September 30, 2019, the issued share capital comprises 80,703,470 (December 31, 2018 – 61,664,031) common shares.

During the 9-month period ended September 30, 2019:

- On January 28, 2019, the Company issued 3,947,368 common shares at a price of $0.76 for the business acquisition of Cloud Practice. (Note 3)
- On March 7, 2019, the Company issued 600,000 common shares at a price of $0.50 through the exercise of options.
- On April 26, 2019, the Company closed the first tranche of a non-brokered private placement of 3,050,134 common shares for gross proceeds of $1,982,610 ($0.65 per common share). Each unit consisted of one common share and one-half of one common share purchase warrant of the Company. Each whole warrant is exercisable into one common share of the Company at an exercise price of $1.00 until April 26, 2021.

  In connection with this private placement, agents were paid cash commissions of $108,186 and issued 161,520 agent's warrants. Each agent's warrant is exercisable into one additional common share at an exercise price of $1.00 until April 26, 2021. The Company incurred $108,186 in share issuance costs (excluding the fair value of agent warrants granted) related to this private placement. The agent's warrants have a fair value equal to $46,684 (see Note 17 (c) for further information on the fair value calculation). The value of the agent's warrants was recorded as a share issuance cost and as a credit to Reserves.
- On May 16, 2019, the Company closed the second tranche of a non-brokered private placement of 684,553 common shares for gross proceeds of $444,960 ($0.65 per common share). Each unit consisted of one common share and one-half of one common share purchase warrant of the Company. Each whole warrant is exercisable into one common share of the Company at an exercise price of $1.00 until May 16, 2021.

17. SHARE CAPITAL *(continued…)*

b) **Share Capital *(continued…)***

- On May 16, 2019, the Company issued 400,000 common shares at a deemed price of $0.48 as part of the settlement agreement to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas (see Note 12 for further information on the Settlement Agreement).
- On July 17, 2019, the Company issued 3,432,384 common shares at a price of $0.7269 for the business acquisition of two pharmacies based in Metro Vancouver, B.C. (Note 3)
- On July 26, 2019, the Company issued 75,000 common shares at a deemed price of $0.48 as part of the settlement agreement to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas (see Note 12 for further information on the Settlement Agreement).
- On September 26, 2019, the Company issued 1,600,000 common shares at a price of $0.25 through the exercise of options.
- On September 30, 2019, the Company closed a non-brokered private placement of 5,250,000 common shares for gross proceeds of $2,100,000 ($0.40 per common share). Each unit consisted of one common share and one-half of one common share purchase warrant of the Company. Each whole warrant is exercisable into one common share of the Company at an exercise price of $0.65 until September 30, 2021.

  In connection with this private placement, agents were paid cash commissions of $136,000 and issued 340,000 agent's warrants. Each agent's warrant is exercisable into one additional common share at an exercise price of $0.65 until September 30, 2021. The Company incurred $136,000 in share issuance costs (excluding the fair value of agent warrants granted) related to this private placement. The agent's warrants have a fair value equal to $62,566 (see Note 17 (c) for further information on the fair value calculation). The value of the agent's warrants was recorded as a share issuance cost and as a credit to Reserves.

During the year ended December 31, 2018:

- On July 25, 2018, the Company closed a non-brokered private placement of 14,220,000 common shares for gross proceeds of $3,555,000 ($0.25 per common share).
- On August 1, 2018, the Company issued 12,000,000 common shares at a price of $0.25 for the business acquisition of HealthVue Ventures Ltd. (Note 3)
- On October 9, 2018, the Company issued 500,000 common shares for marketing and advertising expense valued at $435,000 ($0.87 per common share).

During the year ended December 31, 2017:

- On September 20, 2017, the Company issued 200,000 common shares at a price of $1 per share for debt settlement of $200,000 (US$145,520). The debt settled was a portion of the interest accrued on the convertible note (Notes 9,10).
- On September 20, 2017, the Company issued 7,000 common shares at a price of $1 per share to the CFO of the Company, for cash.

(Expressed in Canadian Dollars)

17. SHARE CAPITAL *(continued…)*

c) Agent's Warrants

On April 26, 2019, 161,520 agent's warrants were issued in connection with a private placement. Each agent's warrant is exercisable into one additional common share at an exercise price of $1.00 until April 26, 2021. The agent's warrants have a 2-year expiry date from the date of issue. The fair value of the agent's warrants at the issue date was $46,684, of which $46,684 was recorded as a share issuance cost and as a credit to Reserves in the period ended September 30, 2019.

The agent's warrant pricing model used an average risk-free rate of 1.57%, estimated life of 2 years, volatility of 100% and dividend yield of 0%.

On September 30, 2019, 340,000 agent's warrants were issued in connection with a private placement. Each agent's warrant is exercisable into one additional common share at an exercise price of $0.65 until September 30, 2021. The agent's warrants have a 2-year expiry date from the date of issue. The fair value of the agent's warrants at the issue date was $62,566, of which $62,566 was recorded as a share issuance cost and as a credit to Reserves in the period ended September 30, 2019.

The agent's warrant pricing model used an average risk-free rate of 1.49%, estimated life of 2 years, volatility of 100% and dividend yield of 0%.

The following is a summary of agent's warrants activities during the year ended December 31, 2018 and period ending September 30, 2019:

	September 30, 2019		December 31, 2018	
	Number of Agent's Warrants	**Weighted Average Exercise Price $**	Number of Agent's Warrants	Weighted Average Exercise Price $
Balance outstanding beginning of year	-	-	-	-
Agent's warrants Issued	501,520	0.76	-	-
Agent's warrants Exercised	-	-	-	-
Balance outstanding end of period	**501,520**	**$ 0.76**	-	-

During the 9-month period ending September 30, 2019, 501,520 agent's warrant were issued, and none were exercised.

As at September 30, 2019, the Company had the following agent's warrants outstanding, all of which are exercisable at September 30, 2019:

Outstanding	**Exercise Price**	**Remaining Life (Years)**	**Expiry Date**
161,520	$1.00	1.57	April 26, 2021
340,000	$0.65	2.00	September 30, 2021
501,520		**1.79**	

(Expressed in Canadian Dollars)

17. SHARE CAPITAL *(continued…)*

d) **Shareholders' Warrants**

On April 26, 2019, 1,525,067 shareholders' warrants were issued in connection with a private placement. Each shareholders' warrant is exercisable into one additional common share at an exercise price of $1.00 until April 26, 2021.

On May 16, 2019, 342,277 shareholders' warrants were issued in connection with a private placement. Each shareholders' warrant is exercisable into one additional common share at an exercise price of $1.00 until May 16, 2021.

On September 30, 2019, 2,625,000 shareholders' warrants were issued in connection with a private placement. Each shareholders' warrant is exercisable into one additional common share at an exercise price of $0.65 until September 30, 2021.

The following is a summary of shareholders' *warrants activities during the year ended December 31, 2018 and period ending September 30, 2019:*

	September 30, 2019		December 31, 2018	
	Number of Shareholders' **Warrants**	**Weighted Average Exercise Price $**	Number of Shareholders' Warrants	Weighted Average Exercise Price $
Balance outstanding beginning of year	-	-	-	-
Shareholders' warrants Issued	4,492,344	0.80	-	-
Shareholders' warrants Exercised	-	-	-	-
Balance outstanding end of period	**4,492,344**	**0.80**	-	-

During the 9-month period ending September 30, 2019, 4,492,344 shareholders' warrants were issued, and none were exercised.

As at September 30, 2019, the Company had the following agent's warrants outstanding, all of which are exercisable at September 30, 2019:

Outstanding	**Exercise Price**	**Remaining Life (Years)**	**Expiry Date**
1,525,067	$1.00	1.57	April 26, 2021
342,277	$1.00	1.63	May 16, 2021
2,625,000	$0.65	2.00	September 16, 2021
4,492,344	$0.80	**1.83**	

e) **Escrow shares**

As at September 30, 2019, the Company has 12,606,068 common shares held in escrow.

Escrow shares will be released as follows:

- 1,800,000 shares on January 1, 2020, and the same amount released each six months thereafter until the last 1,800,000 are released on August 1, 2021.
- 1,973,684 shares on January 28, 2020.
- 686,477 shares on January 17, 2020, and the same amount released each four months thereafter until the last 686,477 are released on May 17, 2021.

17. SHARE CAPITAL *(continued…)*

f) **Stock Options**

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

The following grants were made during the 9-month period ended September 30, 2019:

On February 4, 2019, 300,000 options were granted to consultants of the Company, exercisable at $0.76 per share. The options vest 4 months after the grant and have a five-year expiry date from the date of grant. The fair value of the options at grant date was $181,116, of which $181,116 was recorded in the period ended September 30, 2019 based on vesting conditions.

On February 4, 2019, 2,050,000 options were granted to employees of the Company, exercisable at $0.76 per share. The options shall vest 25% every 6 months, commencing on August 4, 2019. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was $1,237,623, of which $748,431 was recorded in the period ended September 30, 2019 based on vesting conditions.

On July 17, 2019, 200,000 options were granted to employees of the Company, exercisable at $0.32 per share. The options shall vest 25% every 6 months, commencing on January 16, 2020. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was $47,736, of which $10,134 was recorded in the period ended September 30, 2019 based on vesting conditions.

On August 20, 2019, 1,000,000 options, exercisable at $0.50 per share, were cancelled. The fair value of the options at grant date was $245,950, of which ($245,950) ($245,950 in the period ended December 31, 2018) was recorded in the period ended September 30, 2019.

On August 20, 2019, 2,400,000 options were granted to consultants of the Company, exercisable at $0.25 per share. The options vested immediately. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was $446,829, of which $446,829 was recorded in the period ended September 30, 2019 based on vesting conditions.

The option pricing model used an average risk-free rate ranging from 1.27% and 1.8% with an average risk free rate of 1.50%, estimated life of 5 years, volatility of 100% and dividend yield of 0%.

The following grants were made during the year ended December 31, 2018:

On August 13, 2018, 3,200,000 options were granted to consultants and officers of the Company, exercisable at $0.50 per share. The options vest 4 months after the grant and have a five-year expiry date from the date of grant. The fair value of the options at grant date was $787,041, of which all was recorded in the period ended December 31, 2018 based on vesting conditions.

On August 13, 2018, 800,000 options were granted to employees of the Company, exercisable at $0.50 per share. The options shall vest 25% every 6 months, commencing on February 13, 2019. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was $196,760, of which $85,281 ($77,973 in the period ended December 31, 2018) was recorded in the period ended September 30, 2019 based on vesting conditions.

(Expressed in Canadian Dollars)

17. SHARE CAPITAL *(continued…)*

f) **Stock Options *(continued…)***

The option pricing model used an average risk-free rate of 2.19%, estimated life of 5 years, volatility of 100% and dividend yield of 0%.

The following is a summary of option activities during the year ended December 31, 2018 and period ending September 30, 2019:

	September 30, 2019		December 31, 2018	
	Number of Options	**Weighted Average Exercise Price $**	Number of Options	Weighted Average Exercise Price $
Balance outstanding beginning of year	4,000,000	0.50	-	-
Options Granted	4,950,000	0.49	4,000,000	0.50
Options Cancelled	(1,000,000)	0.50		
Options Exercised	(600,000)	0.50	-	-
Options Exercised	(1,600,000)	0.25	-	-
Balance outstanding end of period	**5,750,000**	**$ 0.57**	4,000,000	$ 0.50

During the 9-month period ending September 30, 2019, 4,950,000 options were granted, 1,000,000 were cancelled, and 2,200,000 options were exercised. Subsequent to September 30, 2019, 300,000 options were granted to consultants of the Company at an exercise price of 0.40.

As at September 30, 2019, the Company had the following stock options outstanding and exercisable:

Outstanding	**Exercisable**	**Exercise Price**	**Remaining Life (Years)**	**Expiry Date**
2,400,000	2,000,000	$0.50	3.87	August 12, 2023
2,350,000	812,500	$0.76	4.35	February 3, 2024
200,000	-	$0.32	4.80	July 16, 2024
800,000	800,000	$0.25	4.89	August 19, 2024
5,750,000	**3,612,500**		**4.24**	

(Expressed in Canadian Dollars)

18. LEASES

The Company leases various office, clinic, and pharmacy spaces for its operations. On adoption of IFRS 16 at January 1, 2019, the Company recognized $15,751,388 in lease liability in relation to leases which had previously been classified as operating leases under the principles of IAS 17 Leases. Right of use assets were measured at an amount equal to the lease liability. The Company has elected not to recognize right of use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Management also used hindsight when determining the lease term if the contract contained an option to extend or terminate the lease. These assets and liabilities were measured at the present value of the remaining lease payments plus anticipated exercise of renewal options, discounted using the incremental borrowing rates as of January 1, 2019, which were estimated to be 4.15%.

Right-of-use assets

The Company's right-of-use assets as at September 30, 2019 and December 31, 2018 are as follows:

	$	Total
Cost		
December 31, 2018		-
Balance as at January 1, 2019		401,498
Additions: Acquisition of Cloud Practice *(Note 3)*		370,633
Additions: Acquisition of Pharmacies *(Note 3)*		1,953,159
Balance at September 30, 2019		2,725,290
Accumulated Amortization		
December 31, 2018		-
Amortization		(222,129)
Balance at September 30, 2019		(222,129)
January 1, 2019	$	2,725,290
September 30, 2019	**$**	**2,503,161**

During the three and nine months ended September 30, 2019, the Company recognized $122,933 and $222,129 of depreciation expense related to right-of-use assets, respectively.

Lease liability

The Company's lease liability as at September 30, 2019 and December 31, 2018 are as follows:

	September 30, 2019	**December 31, 2018**
Lease Liability current	452,551	-
Lease Liability non-current	2,096,267	-
Total Lease Liability	**$ 2,548,818**	-

(Expressed in Canadian Dollars)

18. LEASES *(continued…)*

Lease liability interest expense recognized in profit and loss and lease payments recognized in the financing component of statement of cash flows are as follows:

	$ Total
December 31, 2018	-
Balance as at January 1, 2019	384,788
Acquisition of Cloud Practice	366,349
Acquisition of Pharmacies	1,939,797
Interest Expense	31,811
(-) Lease cash payments	(173,927)
Balance at September 30, 2019	**$ 2,548,818**

As at September 30, 2019, the discounted payments under lease liabilities are as follows:

	$ Total
Less than one year	384,788
One to five years	366,349
More than five years	1,939,797
	$ 2,548,818

19. 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 (deficiency) 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 operation of the Company. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing. The Company is not subject to any externally imposed capital requirements. There were no changes to the Company's approach in its management of capital during the year.

20. FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, accounts receivable, deposits on investments, accounts payable, amounts due from and to related parties, notes receivable, and convertible notes receivable.

The Company's cash and marketable securities are measured at fair value under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities. The Company's accounts receivable, accounts payable, amounts due and from related parties, notes receivable and convertible notes receivable have amortized costs that approximate their fair value due to their short terms to maturity. The net liabilities from discontinued operations are recorded at fair value due to their short-term to maturity. The Company's other financial instruments, being the convertible debenture, is measured at amortized cost.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

20. FINANCIAL INSTRUMENTS *(continued…)*

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. As of September 31, 2019, the Company is exposed to credit risk to the extent that its clients become unable to meet their payment obligations. Trade receivables include amounts receivables from the sale of services and GST receivables.

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 September 30, 2019, the Company did have sufficient cash on hand to meet its current liabilities but continues to need to source different methods of financing.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) 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 insignificant.

b) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company operates internationally, which gives rise to the risk that cash flows may be adversely impacted by exchange rate fluctuations. Amounts subject to currency risks are primarily cash, accounts receivable, accounts payable and loans that are held in foreign currency. The Company has not entered into any foreign exchange contracts to hedge this risk.

c) Price risk

The Company is exposed to price risk with respect to equity prices, since the Company possesses investments in publicly traded securities. The Company closely monitors those prices to determine the appropriate course of action to be taken. The maximum exposure to the Company is the fair value of its marketable securities, which have been recorded at $1.

(Expressed in Canadian Dollars)

21. SEGMENTED INFORMATION

The Company operates in one industry, the healthcare industry, which is located in Canada and the Dominican Republic. As at April 1, 2019, the Company only has operations in Canada. Segmented geographical information is as follows:

	Canada	Dominican Republic	Total
Assets			
As at September 30, 2019	$ 18,959,140	$ -	$ 18,959,140
As at December 31, 2018	$ 6,423,328	$ -	$ 6,423,328
Revenue for the period ended:			
September 30, 2019	$ 4,327,116	$ -	$ 4,327,116
September 30, 2018	$ 438,080	$ 168,979	$ 607,059
Net income (loss) for the period ended:			
September 30, 2019	$ (3,243,520)	$ -	$ (3,243,520)
September 30, 2018	$ (979,287)	$ (68,345)	$ (1,047,632)

22. SUBSEQUENT EVENTS

- During the month of October 2019, subscription receivable as at September 30, 2019, for a total amount of $2,100,000 were received by the Company.

- On November 14, 2019, the Company signed a binding letter of intent to acquire all of the outstanding securities of Livecare Health Canada Inc. Livecare is a Canadian telehealth company founded and operated by physicians. They offer digital technologies that connect doctors and allied health care providers to their patients by secure, encrypted, face-to-face video and messaging. In addition to its telemedicine platform, Livecare offers kindredPHR -- a personalized health record used for storing, managing and sharing health information, thus enabling patients' access to manage their own care and share amongst their multiple health care providers.

  Under the terms of the agreement, in consideration for the purchase of all of the outstanding Livecare securities, Premier will pay to the Livecare shareholders a total consideration of up to $3-million as follows: (i) an aggregate of $1.8-million payable in common shares of Premier at a deemed price per share of 40 cents and (ii) the assumption of up to a maximum of $1.2-million in debt. In the event the debt is less than $1.2 million, any difference will be allocated to the equity portion.

- On November 19, 2019, the Company announced the appointment of Dr. David Ostrow, MD as Chief Medical Officer and the addition of Mona Elesseily to its newly formed advisory board as a Digital Marketing Strategist. The Company issued an aggregate of 510,000 common shares of the company in consideration for future services. The common shares were issued as a share-for-service transaction at a deemed price of $0.35 per common share.

APPENDIX B

PREMIER HEALTH GROUP INC.

Management's Discussion & Analysis
for the nine-month period ended **September 30, 2019.**

Premier Health Group Inc.

MANAGEMENT DISCUSSION AND ANALYSIS

For the Nine Month Period Ended September 30, 2019

(Stated in Canadian Dollars)

INTRODUCTION

Basis of Discussion & Analysis

This management's discussion and analysis ("MD&A") for Premier Health Group Inc. ("Premier Health" or the "Company") is dated as of November 29, 2019 and should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the nine-month period ended September 30, 2019, and the related notes thereto. The condensed consolidated interim financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Standards Board ("IASB"). All dollar amounts are in Canadian dollars, unless otherwise indicated.

All statements other than statements of historical fact in this MD&A are forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from such forward-looking statements. Readers should not place undue reliance on these forward-looking statements. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect subsequent events or circumstances.

Additional information relating to the Company can be located on the SEDAR website at www.sedar.com.

General

The Company was incorporated on September 19, 2013 under the Business Corporations Act (British Columbia) as Proelium MMA Acquisition Corp., a wholly owned subsidiary of Web Watcher Systems Ltd. ("Web Watcher"). The Company became a reporting issuer as a result of the plan of arrangement carried out by Web Watcher dated October 23, 2013. On July 9, 2015, the Company changed its name to Premier Health Services Inc. and on September 18, 2015 changed to its current name Premier Health Group Inc.

On June 17, 2016, the Company completed acquisition (99.9%) of a multidisciplinary rehabilitation business located in Santiago, Dominican Republic ("Clinicas"). The acquisition price was $1,931,700 CND (US$ 1,500,000). The purchase price is supported by the audited financial statements of Clinicas as of December 31, 2014 and 2015. The acquisition was financed by convertible promissory note in the amount of US$ 1,500,000 (the "Note"). Note is a 5-year, 8.5% interest bearing, due on June 17, 2021. The holder of the Promissory Note has the right to convert (at any time) any outstanding balance of the principal and interest of the Promissory Note into common shares of the Company at $0.25 per share. The Company had the right to prepay any amount of the outstanding principal and the interest of the Note without a penalty before the due date of the Note. The Note is secured by a general security agreement.

On April 17, 2018, the Company entered into a share purchase agreement with the Company's former CEO, who is also the former sole shareholder of Clinicas (the "Purchaser"). The Purchase Agreement was entered into as a prerequisite to entering into an acquisition agreement that would result in a change of control of the Company. The terms of the Purchase Agreement are detailed in Note 11 of the financial statements for the year ended December 31, 2018. This Purchase Agreement constituted a discontinued operation involving the loss of control of Clinicas by the Company as at December 31, 2017. During the year ended December 31, 2018, the Purchase Agreement was not executed. A subsequent settlement agreement was entered into April 1, 2019 (the "Settlement Agreement"). As a result of the Settlement Agreement, the loss of control of Clinicas constitutes a discontinued operation of the Company and all of the assets and liabilities of Clinicas have been classified as held-for-sale as at March 31, 2019 and December 31, 2018. This resulted in a net liability of $158,289 (December 31, 2018 - $139,372) from discontinued operation as at March 31, 2019.

On July 25, 2018, the Company completed a non-brokered private placement raising aggregate gross proceeds of $3,555,000 on issuance issued of an aggregate of 14,220,000 Common Shares at a subscription price of $0.25 per Common Share.

On August 1, 2018, the Company completed the acquisition of all the issued and outstanding shares of HealthVue Ventures Ltd. ("HealthVue") thereof in consideration of $1,000,000 in cash and an aggregate of 12,000,000 common shares of the Company at a deemed price of $0.25 per share, of which 10,800,000 of such shares are restricted from trading with 1/6 released from the restriction every 6 months commencing January 30, 2019.

On August 14, 2018 the Company had issued 4,000,000 stock options to Directors, Officers, Consultants and employees exercisable at $0.50 per share for a five-year term from date of grant.

On January 28, 2019, the Company completed the acquisition of all the issued and outstanding shares of Cloud Practice Inc. ("Cloud Practice") thereof in consideration of $2,000,000 in cash and an aggregate of 3,947,368 common shares of the Company at a deemed price of $0.76 per share, of which 3,947,368 of such shares are restricted from trading with 1/2 released from the restriction every 6 months commencing July 28, 2019.

On February 4, 2019 the Company had issued 2,350,000 stock options to Consultants and employees exercisable at $0.76 per share for a five-year term from date of grant.

On April 1, 2019, the Company entered into a settlement agreement with the Company's former CEO, who is also the former sole shareholder of Clinicas, to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas (the "Settlement Agreement").

As part of the Settlement Agreement, the Company completed the following:

- On April 1, 2019, as part of the settlement, the convertible debenture was forgiven. The amount of debenture outstanding as of March 31, 2019 was $2,347,569 with $880,845 recorded in equity, and the balance of $1,466,724 in liabilities. As at June 30, 2019, the convertible debenture is no longer outstanding (*Note 10*),

- on April 1, 2019, the Company assigned to the Purchaser's company, Benras Holdings Inc., the following promissory notes as security for, and in full and final satisfaction of any amount owed by the Company to the Purchaser: (i) a promissory note dated February 20, 2018 plus interest owed to the Company by the former CFO and a company owned by the former CFO with an amount outstanding as at December 31, 2018 of $43,001, and (ii) a promissory note dated February 20, 2018 in the amount of $220,000 plus interest owed to the Company by Explorinvest Capital Corp., a company partially owned by the former CFO of the Company (*Note 1*),
- on May 16, 2019, the Company issued 400,000 common shares at a deemed price of $0.48, and
- on July 26, 2019, the Company issued 75,000 common shares at a deemed price of $0.48.

On April 26, 2019, the Company closed the first tranche of a non-brokered private placement of 3,050,134 common shares for gross proceeds of $1,982,610 ($0.65 per common share). Each unit consisted of one common share and one-half of one common share purchase warrant of the Company. Each whole warrant is exercisable into one common share of the Company at an exercise price of $1.00 until April 26, 2021.

On May 16, 2019, the Company closed the second tranche of a non-brokered private placement of 684,553 common shares for gross proceeds of $444,960 ($0.65 per common share). Each unit consisted of one common share and one-half of one common share purchase warrant of the Company. Each whole warrant is exercisable into one common share of the Company at an exercise price of $1.00 until May 16, 2021.

On July 17, 2019, the Company completed the acquisition of all of the issued and outstanding shares of two pharmacies ("Pharmacies") based in Metro Vancouver, B.C. In consideration for the acquisition, the Company paid $1,022,998 in cash, issued 3,432,384 common shares of the Company at a deemed price of $0.7269 per share, and issued 343,926 performance share units of the Company (each performance share shall vest into one common share without any payment on July 31, 2020, if certain earnings milestones for the pharmacies are met).

On July 17, 2019, the Company had issued 200,000 stock options to employees of the Company, exercisable at $0.32 per share for a five-year term from date of grant.

On August 20, 2019, the Company had issued 2,400,000 stock options to consultants of the Company, exercisable at $0.25 per share for a five-year term from date of grant.

On September 30, 2019, the Company closed a non-brokered private placement of 5,250,000 common shares for gross proceeds of $2,100,000 ($0.40 per common share). Each unit consisted of one common share and one-half of one common share purchase warrant of the Company. Each whole warrant is exercisable into one common share of the Company at an exercise price of $0.65 until September 30, 2021.

Our head office registered, and records office is located at 810-789 W Pender Street, Vancouver, British Columbia, V6C 1H2, Canada.

THE COMPANY AND BUSINESS

Company Overview

The Company was incorporated under the Business Corporations Act (British Columbia) on September 19, 2013. On August 1, 2018, the Company acquired HealthVue. On January 28, 2019, the company acquired Cloud Practice. On July 17, 2019, the company acquired two Pharmacies. The Company's main revenue is generated from the operation and management of both primary care clinics, pharmacies and from the sale of healthcare software using a software as a service ("SAAS") model.

HealthVue provides telemedicine visits remotely and full-service family practice from its multiple clinic locations throughout the Lower Mainland in British Columbia. The clinics are fully digitized and inter-connected using the latest in healthcare technology. HealthVue has been one of the pioneers of incorporating bricks and mortar locations with telemedicine as a form of healthcare delivery to their patients.

Cloud Practice is a technology company that offers cloud-based electronic medical records software, medical billing software and an online patient portal for medical clinics using a SAAS model. Cloud Practice services over 315 clinics across Canada, 3000 doctors and has approximately 3 million patient charts in their database.

The Pharmacies' main business is the retailing of prescription drugs, over-the-counter drugs, and other front store items. In addition to product retailing, the Pharmacies provide clinical services like med reviews and compounding services.

Premier Health, in conjunction with Cloud Practice, is focused on developing proprietary technology to deliver quality healthcare through the combination of connected primary care clinics, telemedicine, and an artificial intelligence (AI) enabled patient portal. The Company is planning to aggressively grow its patient base through acquisition and organic growth over the next 12 months. Premier Health is planning on acquiring, and/or partnering with, other businesses and technologies that complement its business plan. This patient centric approach has been very well received and the company will continue to find ways to improve access to convenient and efficient healthcare.

SELECTED QUARTERLY INFORMATION

The following financial data has been prepared in accordance with IFRS:

	Q3 2019	Q2 2019	Q1 2019 (1)	Q4 2018 (1)	Q3 2018 (1)	Q2 2018 (1)	Q1 2018 (1)	Q4 2017 (1)
Revenue	(2,165,217)	(1,061,569)	(1,100,330)	(763,468)	(438,080)	(56,573)	(49,737)	(57,020)
Fees paid to Doctors	494,340	534,506	648,752	564,357	323,041	-	-	-
Cost of goods sold	671,929	-	-	-	-	-	-	-
Expenses	1,802,576	1,454,679	1,842,650	1,740,777	857,032	128,707	128,277	490,962
Other (income) expense	6,047	152,975	(37,819)	94,064	(28,377)	38,609	38,423	(28,685)
Net income (loss) for the period	(809,675)	(1,080,591)	(1,353,253)	(1,635,730)	(713,616)	(167,316)	(166,700)	(187,626)
Income (Loss) per common share	(0.01)	(0.02)	(0.02)	(0.06)	(0.25)	(0.01)	(0.00)	(0.01)
Total assets	18,959,140	10,412,258	10,383,908	6,423,328	6,655,638	302,995	343,082	410,810
Total liabilities	5,881,738	426,133	3,908,694	2,218,491	1,765,236	1,593,041	1,464,540	1,369,953
Dividends declared	-	-	-	-	-	-	-	-

(1) These amounts are shown including the revenues and expenses from the discontinued operations.

For the three-month period ended September 30, 2019 the Company incurred a loss of $809,675 as compared to net loss of $713,616 for the same period in 2018. The Company reported revenues for the three months ended September 30, 2019 of $2,165,217 (2018: $438,080). The net loss for the period ended September 30, 2019 was mainly due to $459,934 (2018: $336,389) of stock based compensation; $494,340 (2018: $323,041) of fees paid to doctors; $671,929 (2018: $Nil) of cost of goods sold; 827,503 (2018: $164,175) of wages & salaries; 72,934 (2018: $21,517) of professional fees, and $90,360 (2018: $138,975) of marketing and advertising.

SELECTED ANNUAL INFORMATION

	2018	2017	2016
Revenue	(1,201.548)	-	-
Expenses	3,655,944	726,204	305,866
Other (income) expense	(142,719)	(612,399)	1,838,036
Loss from discontinued operations	86,247	73,715	161,299
Net income (loss) for the period	(2,683,362)	(187,520)	(2,305,201)
Income (Loss) per common share	(0.06)	(0.02)	(0.17)
Total assets	6,423,328	410,810	758,806
Total liabilities	2,218,491	1,369,953	1,433,349
Dividends declared	-	-	-

The consolidated financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The consolidated financial statements are presented in Canadian dollars, which is the functional currency of the parent Company and its subsidiaries. These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as fair value through profit or loss, and available-for-sale, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for certain cash flow information.

FINANCIAL POSITION

At September 30, 2019, the Company had current assets of $3,341,994 and current liabilities of $1,769,781. At September 30, 2019, the Company had working capital of $1,572,213 compared to working capital of $158,720 at December 31, 2018. The Company has to rely upon the sale of equity securities primarily through private placements for the cash required for acquisition and operating expenses.

Additional Disclosure for Venture issuers without Significant Revenue

In the nine-month period ending September 30, 2019, the Company has generated $4,327,116 in revenue from the Healthvue clinics and the new Cloud Practice and Pharmacies subsidiaries compared to $438,080 for the period ended September 30, 2018. The net loss in the period included is mainly due to the non-cash expense of stock based compensation of $1,225,841 and current accretion and interest of the debenture in the amount of $86,330, physician fees in the amount of $1,677,598, cost of goods sold of $671,929, wages & salaries in the amount of $1,845,413, professional fees in the amount of $305,272, and marketing fees in the amount of $858,767. The other variables pertain to foreign exchange gain of $37,819 and loss from the sale of Clinicas of $175,942.

LIQUIDITY AND CAPITAL RESOURCES

Changes in Cash Position

	For the Nine Month Period Ended	
	September 30, 2019	**September 30, 2018**
	$	**$**
Cash (used in) /provided by:		
Net cash (used in) operating activities	**(1,686,433)**	(633,586)
Net cash (used in) provided by investing activities	**(2,092,692)**	(678,665)
Net cash provided by financing activities	**2,737,395**	3,455,000
Increase (decrease) in cash	(1,041,730)	2,142,749
Cash, beginning of period	1,055,543	451
Cash, ending of period	**13,813**	2,143,200

The Company had cash of $13,813 at September 30, 2019 compared to $2,143,200 at September 30, 2018. During the period ended September 30, 2019, the Company had cash outflows from operations of ($1,686,433) compared to cash outflows of ($633,586) in 2018. The cash on hand of $13,813 at September 30, 2019, did not include $2,100,000 in subscription receivable received by the Company during the month of October 2019.

Cash used in investing activities during the period ended September 30, 2019 was ($2,092,692) compared to cash used by investing activities of ($678,665) for the period ended September 30, 2018, which was mainly due to payments towards the acquisition of Cloud Practice and the Pharmacies in 2019. During the period ended September 30, 2019, the Company paid ($2,000,000) in cash as part of the consideration paid for the acquisition of Cloud Practice and ($1,022,998) in cash as part of the consideration paid for the acquisition of the Pharmacies. Additionally, the Company received an amount of $200,000 for a refundable deposit paid on a potential acquisition that was not executed and recorded a loss on the sale of Clinicas in the amount of $152,975.

Cash provided by financing activities during the period ended September 30, 2019 was $2,737,395 compared to cash provided in financing activities of $3,455,000 for the period ended September 30, 2018, mainly due to proceeds from the issuance of shares in the amount of $4,527,570 net of share issuance cost paid in cash in the amount of ($108,186) and the exercise of options in the amount of $700,000. Out of the $4,527,570 share issuance proceeds, $2,100,000 was receivable as at September 30, 2019. This subscription receivable was subsequently received by the Company after September 30, 2019.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

SHARE CAPITAL

a) **Authorized:** unlimited common shares without par value

b) **Share Capital:** As at September 30, 2019, the issued share capital comprises 80,703,470 (December 31, 2018 – 61,664,031) common shares.

During the 9-month period ended September 30, 2019:

- On January 28, 2019, the Company issued 3,947,368 common shares at a price of $0.76 for the business acquisition of Cloud Practice (Note 3).
- On March 7, 2019, the Company issued 600,000 common shares at a price of $0.50 through the exercise of options.
- On April 26, 2019, the Company closed the first tranche of a non-brokered private placement of 3,050,134 common shares for gross proceeds of $1,982,610 ($0.65 per common share). Each unit consisted of one common share and one-half of one common share purchase warrant of the Company. Each whole warrant is exercisable into one common share of the Company at an exercise price of $1.00 until April 26, 2021.

  In connection with this private placement, agents were paid cash commissions of $108,186 and issued 161,520 agent's warrants. Each agent's warrant is exercisable into one additional common share at an exercise price of $1.00 until April 26, 2021. The Company incurred $108,186 in share issuance costs (excluding the fair value of agent warrants granted) related to this private placement. The agent's warrants have a fair value equal to $46,684 (see note 13(c) for further information on the fair value calculation). The value of the agent's warrants was recorded as a share issuance cost and as a credit to Reserves.
- On May 16, 2019, the Company closed the second tranche of a non-brokered private placement of 684,553 common shares for gross proceeds of $444,960 ($0.65 per common share). Each unit consisted of one common share and one-half of one common share purchase warrant of the Company. Each whole warrant is exercisable into one common share of the Company at an exercise price of $1.00 until May 16, 2021.
- On May 16, 2019, the Company issued 400,000 common shares at a deemed price of $0.48 as part of the settlement agreement to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas (see Note 12 for further information on the Settlement Agreement).
- On July 17, 2019, the Company issued 3,432,384 common shares at a price of $0.7269 for the business acquisition of two pharmacies based in Metro Vancouver, B.C. (Note 3)
- On July 26, 2019, the Company issued 75,000 common shares at a deemed price of $0.48 as part of the settlement agreement to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas (see Note 12 for further information on the Settlement

Agreement).

- On September 26, 2019, the Company issued 1,600,000 common shares at a price of $0.25 through the exercise of options.
- On September 30, 2019, the Company closed a non-brokered private placement of 5,250,000 common shares for gross proceeds of $2,100,000 ($0.40 per common share). Each unit consisted of one common share and one-half of one common share purchase warrant of the Company. Each whole warrant is exercisable into one common share of the Company at an exercise price of $0.65 until September 30, 2021.

  In connection with this private placement, agents were paid cash commissions of $136,000 and issued 340,000 agent's warrants. Each agent's warrant is exercisable into one additional common share at an exercise price of $0.65 until September 30, 2021. The Company incurred $136,000 in share issuance costs (excluding the fair value of agent warrants granted) related to this private placement. The agent's warrants have a fair value equal to $62,566 (see note 13(c) for further information on the fair value calculation). The value of the agent's warrants was recorded as a share issuance cost and as a credit to Reserves

During the year ended December 31, 2018:

- On July 25, 2018, the Company closed a non-brokered private placement of 14,220,000 common shares for gross proceeds of $3,555,000 ($0.25 per common share).
- On August 1, 2018, the Company issued 12,000,000 common shares at a price of $0.25 for the business acquisition of HealthVue Ventures Ltd. (Note 3)
- On October 9, 2018, the Company issued 500,000 common shares for marketing and advertising expense valued at $435,000 ($0.87 per common share).

During the year ended December 31, 2017:

- On September 20, 2017, the Company issued 200,000 common shares at a price of $1 per share for debt settlement of $200,000 (US$145,520). The debt settled was a portion of the interest accrued on the convertible note (Notes 9,10).
- On September 20, 2017, the Company issued 7,000 common shares at a price of $1 per share to the CFO of the Company, for cash.

c) **Agent's Warrants**

On April 26, 2019, 161,520 agent's warrants were issued in connection with a private placement. Each agent's warrant is exercisable into one additional common share at an exercise price of $1.00 until April 26, 2021. The agent's warrants have a 2-year expiry date from the date of issue. The fair value of the agent's warrants at the issue date was $46,684, of which $46,684 was recorded as a share issuance cost and as a credit to Reserves in the period ended June 30, 2019.

The agent's warrant pricing model used an average risk-free rate of 1.57%, estimated life of 2 years, volatility of 100% and dividend yield of 0%.

On September 30, 2019, 340,000 agent's warrants were issued in connection with a private placement. Each agent's warrant is exercisable into one additional common share at an exercise price of $0.65 until September 30, 2021. The agent's warrants have a 2-year expiry date from the date of issue. The fair value of the agent's warrants at the issue date was $62,566, of which $62,566 was recorded as a share issuance cost and as a credit to Reserves in the period ended September 30, 2019.

The agent's warrant pricing model used an average risk-free rate of 1.49%, estimated life of 2 years, volatility of 100% and dividend yield of 0%.

The following is a summary of agent's warrants activities during the year ended December 31, 2018 and period ending September 30, 2019:

	September 30, 2019		December 31, 2018	
	Number of Agent's Warrants	**Weighted Average Exercise Price $**	Number of Agent's Warrants	Weighted Average Exercise Price $
Balance outstanding beginning of year	-	-	-	-
Agent's warrants Issued	501,520	0.76	-	-
Agent's warrants Exercised	-	-	-	-
Balance outstanding end of period	**501,520**	**$ 0.76**	-	-

During the 9-month period ending September 30, 2019, 501,520 agent's warrant were issued, and none were exercised.

As at September 30, 2019, the Company had the following agent's warrants outstanding, all of which are exercisable at September 30, 2019:

Outstanding	**Exercise Price**	**Remaining Life (Years)**	**Expiry Date**
161,520	$1.00	1.57	April 26, 2021
340,000	$0.65	2.00	September 30, 2021
501,520		**1.79**	

d) **Shareholders' Warrants**

On April 26, 2019, 1,525,067 shareholders' warrants were issued in connection with a private placement. Each shareholders' warrant is exercisable into one additional common share at an exercise price of $1.00 until April 26, 2021.

On May 16, 2019, 342,277 shareholders' warrants were issued in connection with a private placement. Each shareholders' warrant is exercisable into one additional common share at an exercise price of $1.00 until May 16, 2021.

On September 30, 2019, 2,625,000 shareholders' warrants were issued in connection with a private placement. Each shareholders' warrant is exercisable into one additional common share at an exercise price of $0.65 until September 30, 2021.

The following is a summary of shareholders' warrants activities during the year ended December 31, 2018 and period ending September 30, 2019:

	September 30, 2019		December 31, 2018	
	Number of Shareholders' **Warrants**	**Weighted Average Exercise Price $**	Number of Shareholders' Warrants	Weighted Average Exercise Price $
Balance outstanding beginning of year	-	-	-	-
Shareholders' warrants Issued	4,492,344	0.80	-	-
Shareholders' warrants Exercised	-	-	-	-
Balance outstanding end of period	**4,492,344**	**0.80**	-	-

During the 9-month period ending September 30, 2019, 4,492,344 shareholders' warrants were issued, and none were exercised.

As at September 30, 2019, the Company had the following agent's warrants outstanding, all of which are exercisable at September 30, 2019:

Outstanding	**Exercise Price**	**Remaining Life (Years)**	**Expiry Date**
1,525,067	$1.00	1.57	April 26, 2021
342,277	$1.00	1.63	May 16, 2021
2,625,000	$0.65	2.00	September 16, 2021
4,492,344	$0.80	**1.83**	

e) **Escrow shares**

As at September 30, 2019, the Company has 12,606,068 common shares held in escrow.

Escrow shares will be released as follows:

- 1,800,000 shares on January 1, 2020, and the same amount released each six months thereafter until the last 1,800,000 are released on August 1, 2021.
- 1,973,684 shares on January 28, 2020.
- 686,477 shares on January 17, 2020, and the same amount released each four months thereafter until the last 686,477 are released on May 17, 2021.

f) **Stock Options**

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

The following grants were made during the 9-month period ended September 30, 2019:

On February 4, 2019, 300,000 options were granted to consultants of the Company, exercisable at $0.76 per share. The options vest 4 months after the grant and have a five-year expiry date from the date of grant. The fair value of the options at grant date was $181,116, of which $181,116 was recorded in the period ended September 30, 2019 based on vesting conditions.

On February 4, 2019, 2,050,000 options were granted to employees of the Company, exercisable at $0.76 per share. The options shall vest 25% every 6 months, commencing on August 4, 2019. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was $1,237,623, of which $748,431 was recorded in the period ended September 30, 2019 based on vesting conditions.

On July 17, 2019, 200,000 options were granted to employees of the Company, exercisable at $0.32 per share. The options shall vest 25% every 6 months, commencing on January 16, 2020. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was $47,736, of which $10,134 was recorded in the period ended September 30, 2019 based on vesting conditions.

On August 20, 2019, 1,000,000 options, exercisable at $0.50 per share, were cancelled. The fair value of the options at grant date was $245,950, of which ($245,950) ($245,950 in the period ended December 31, 2018) was recorded in the period ended September 30, 2019.

On August 20, 2019, 2,400,000 options were granted to consultants of the Company, exercisable at $0.25 per share. The options vested immediately. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was $446,829, of which $446,829 was recorded in the period ended September 30, 2019 based on vesting conditions.

The option pricing model used an average risk-free rate of 1.50%, estimated life of 5 years, volatility of 100% and dividend yield of 0%.

The following grants were made during the year ended December 31, 2018:

On August 13, 2018, 3,200,000 options were granted to consultants and officers of the Company, exercisable at $0.50 per share. The options vest 4 months after the grant and have a five-year expiry date from the date of grant. The fair value of the options at grant date was $787,041, of which all was recorded in the period ended December 31, 2018 based on vesting conditions.

On August 13, 2018, 800,000 options were granted to employees of the Company, exercisable at $0.50 per share. The options shall vest 25% every 6 months, commencing on February 13, 2019. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was $196,760, of which $85,281 ($77,973 in the period ended December 31, 2018) was recorded in the period ended September 30, 2019 based on vesting conditions.

The option pricing model used an average risk-free rate of 2.19%, estimated life of 5 years, volatility of 100% and dividend yield of 0%.

The following is a summary of option activities during the year ended December 31, 2018 and period ending September 30, 2019:

	September 30, 2019		December 31, 2018	
	Number of Options	**Weighted Average Exercise Price $**	Number of Options	Weighted Average Exercise Price $
Balance outstanding beginning of year	4,000,000	0.50	-	-
Options Granted	4,950,000	0.49	4,000,000	0.50
Options Cancelled	(1,000,000)	0.50		
Options Exercised	(600,000)	0.50	-	-
Options Exercised	(1,600,000)	0.25	-	-
Balance outstanding end of period	**5,750,000**	**$ 0.57**	4,000,000	$ 0.50

During the 9-month period ending September 30, 2019, 4,950,000 options were granted, 1,000,000 were cancelled, and 2,200,000 options were exercised. Subsequent to September 30, 2019, 300,000 options were granted to consultants of the Company at an exercise price of 0.40.

As at September 30, 2019, the Company had the following stock options outstanding and exercisable:

Outstanding	Exercisable	Exercise Price	Remaining Life (Years)	Expiry Date
2,400,000	2,000,000	$0.50	3.87	August 12, 2023
2,350,000	812,500	$0.76	4.35	February 3, 2024
200,000	-	$0.32	4.80	July 16, 2024
800,000	800,000	$0.25	4.89	August 19, 2024
5,750,000	**3,612,500**		**4.24**	

CAPITAL DISCLOSURES

The Company's future capital requirements will depend on many factors, including, among others, its ability to earn cash flow from operations. Should the Company wish to pursue current and future business opportunities, additional funding will be required. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced, and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. If adequate funds are not available, the Company may not be able to meet its contractual requirements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instrument consist of cash, accounts receivable, deposits on investments, accounts payable, amounts due from and to related parties, notes receivable, and convertible notes receivable.

The Company's cash and marketable securities are measured at fair value under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities. The Company's accounts receivable, accounts payable, amounts due and from related parties, notes receivable and convertible notes receivable have amortized costs that approximate their fair value due to their short terms to maturity. The net liabilities from discontinued operations are recorded at fair value due to their short-term to maturity. The Company's other financial instruments, being the convertible debenture, is measured at amortized cost.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. As of September 31, 2019, the Company is exposed to credit risk to the extent that its clients become unable to meet their payment obligations. Trade receivables include amounts receivables from the sale of services and GST receivables.

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 September 30, 2019, the Company did have sufficient cash on hand to meet its current liabilities but continues to need to source different methods of financing.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) 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 insignificant.

b) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company operates internationally, which gives rise to the risk that cash flows may be adversely impacted by exchange rate fluctuations. Amounts subject to currency risks are primarily cash, accounts receivable, accounts payable and loans that are held in foreign currency. The Company has not entered into any foreign exchange contracts to hedge this risk.

c) Price risk

The Company is exposed to price risk with respect to equity prices, since the Company possesses investments in publicly traded securities. The Company closely monitors those prices to determine the appropriate course of action to be taken. The maximum exposure to the Company is the fair value of its marketable securities, which have been recorded at $1.

RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

The aggregate values of transactions relating to key management personnel were as follows:

	September 30, 2019	September 30, 2018
Management fees to the former CFO	$ -	$ 21,000
Administration fees paid to a company owned by the former CFO	-	3,000
Rent paid to a company owned by the former CFO	-	3,000
Salaries paid to the CEO	180,000	60,000
Salaries paid to the CFO	75,000	-
Salaries paid to the COO	75,000	25,000
Consulting fees to the former CEO, included in loss from discontinued operations *(Note 12)*	-	12,138
Stock-based compensation to the CEO, CFO and COO	-	174,181
Accretion and interest expense on convertible debenture to the former CEO *(Note 10)*	86,330	230,959

As at March 31, 2019, and December 31, 2019, the Company had $43,001 (December 31, 2018 - $43,001) due from the former CFO and a company owned by the former CFO. The former CFO is also a director of the Company. This amount is non-interest bearing. This amount owing to the Company by the former CFO was assigned to the former CEO, as part of the settlement agreement entered on April 1, 2019 (Refer to Note 12 for further details). As at September 30, 2019, no amounts were due from related parties.

As at March 31, 2019, and December 31, 2018, the Company had $220,000 receivable from Explorinvest Capital Corp., a company partially owned by the former CFO of the Company. During the year ended December 31, 2018, this note was converted into a convertible promissory note, with accrued interest of 6.5% per annum, payable on April 1, 2019. The Company had the right to convert this promissory note at any time at $0.25 per share. This note owing to the Company was assigned to the former CEO, as part of the settlement agreement entered on April 1, 2019 (Refer to Note 12 for further details). As at September 30, 2019, no notes were receivable from related parties.

As at March 31, 2019, the Company has a convertible debenture valued at $1,466,724 (December 31, 2018 - $1,451,786) to the former CEO. During the 3-month period ended March 31, 2019, and 9-month period ended September 30, 2019, $44,174 of accretion expense, and $42,156 of interest expense, for a total of $86,330 was recorded as accretion and interest expense (2018 - $230,959). On April 1, 2019, a settlement agreement was entered to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture issued on the original purchase of 99.9% of Clinicas. *(Note 10, 12)*.

RISKS AND UNCERTAINTIES

These statements represent the Company's intentions, plans, expectations and beliefs as of the date hereof, and are subject to risks, uncertainties and other factors of which many are beyond the control of the Company.

Prior to making an investment decision, investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company but are not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware, or which they consider not to be material in relation to the business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline, and investors may lose all or part of their investment.

Dependence on Key Personnel

The success of the Company is largely dependent on the performance of its key senior management employees. Failure to retain key employees and to attract and retain additional key employees with necessary skills could impact the Company's growth and profitability. The departure or death of certain members of the executive team could have an adverse effect on the Company.

Cybersecurity

With the Company's focus on the use of online applications, mobile technologies and cloud computing, comes an increase in cybersecurity risk. The potential consequences can range from unauthorized access to sensitive or personal information to causing operational disruption. Such an event could compromise the Company's confidential information as well as that of the Company's patients and third parties with whom the Company interacts and may result in the inability to process patient transactions, remediation costs, loss of revenue, reputation damage, additional regulatory scrutiny and litigation.

Reliance on third party service providers

The Company relies on third-party service providers to perform or support critical operations such as IT and EMR (electronic medical records) maintenance. In an event that these vendors and/or partners discontinue service, the Company would need to replace these providers. In doing so, the Company may incur additional costs or experience temporary interruptions in its business as it explores alternate providers.

Risks Related to Investments

The Company intends to expand its operations and business by investing in additional businesses, products or technologies. Investments may involve a number of special risks, including diversion of management's attention, failure to retain key personnel, unanticipated events or circumstances, and legal liabilities. In addition, there can be no assurance that the businesses, products or technologies, if any, will achieve anticipated revenues and income. Investments could also result in potentially dilutive issuances of equity securities. The failure of the Company to manage its investment strategy successfully could have a material adverse effect on the Company's business, results of operations and financial condition.

General Healthcare Regulation

Due to the public and complex nature of healthcare in Canada, the Company's businesses operate in an environment in which government regulations and funding play a key role. Decisions made regarding such funding are largely beyond the businesses' control. Any change in governmental regulation, delisting of services, and licensing requirements relating to healthcare services, or their interpretation and application, could adversely affect the business, financial condition and results of operations of these business units. In addition, the Company could incur significant costs in the course of complying with any changes in the regulatory regime. Non-compliance with any existing or proposed laws or regulations could result in audits, civil or regulatory proceedings, fines, penalties, injunctions, recalls or seizures, any of which could adversely affect the reputation, operations or financial performance of the Company.

Uncertainty of Liquidity and Capital Requirements

The future capital requirements of the Company will depend on many factors, including the number and size of acquisitions consummated, rate of growth of its client base, the costs of expanding into new markets, the growth of the market for healthcare services and the costs of administration. In order to meet such capital requirements, the Company may consider additional public or private financing (including the incurrence of debt and the issuance of additional common shares) to fund all or a part of a particular venture, which could entail dilution of current investors' interest in the Company. There can be no assurance that additional funding will be available or, if available, that it will be available on acceptable terms. If adequate funds are not available, the Company may have to reduce substantially or otherwise eliminate certain expenditures. There can be no assurance that the Company will be able to raise additional capital if its capital resources are depleted or exhausted. Further, due to regulatory impediments and lack of investor appetite, the ability of the Company to issue additional common shares or other securities exchangeable for or convertible into common shares to finance acquisitions may be restricted.

Shortage of Healthcare Professionals

Due to the ongoing shortage of certain professional medical personnel in Canada, as the Company continues to grow its operations, it may experience difficulty in recruiting physicians, nurses and other healthcare practitioners. As a result, this may adversely impact the business, financial condition and results of operations.

Confidentiality of Personal and Health Information –

Given the nature of the business, the Company and its subsidiaries' employees are privy to sensitive information, such as medical histories, on clients. Although the Company has clear policies & procedures in place, there can be no assurance that these are sufficient to address the privacy concerns of existing and future clients. In the event that a breach of confidentiality takes place, the Company could be liable for damages or for criminal fines or penalties.

Competition

There can be no assurance that the Issuer will successfully differentiate its current and proposed services from the services of its competitors, or that the marketplace will consider the products and services of the company to be superior to competing services.

Limited Location

All the Company's current revenues will be derived from its HealthVue clinics located in the Province of British Columbia, Canada. Consequently, the Company's performance will depend on establishing market acceptance of its clinics and services. Any reduction in anticipated future demand or anticipated future sales of these services or any increase in competition or changes to economic or other factors impacting that market could have a material adverse effect on the company's business prospects, operating results, or financial condition.

Legislative, Insurance, Compliance Costs, Regulatory Action and Environment

To comply with various increasing and complex regulatory reporting and standards involves significant cost. Changes to securities regulatory standards, account policy, and compliance reporting could place an additional expense burden on the Company. Insurers may increase premiums as the Company's business continue to grow so future premiums for the Company's insurance policies, including directors' and officers' insurance policies, could be subject to increase.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include lost records, loss or damage or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other reporting and private companies. Consequently, there are no known conflicts but there exists the possibility for such directors 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, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

SUBSEQUENT EVENTS

- During the month of October 2019, subscription receivable, as at September 30, 2019, for a total amount of $2,100,000 were received by the Company.

- On November 14, 2019, the Company signed a binding letter of intent to acquire all of the outstanding securities of Livecare Health Canada Inc. Livecare is a Canadian telehealth company founded and operated by physicians. They offer digital technologies that connect doctors and allied health care providers to their patients by secure, encrypted, face-to-face video and messaging. In addition to its telemedicine platform, Livecare offers kindredPHR -- a personalized health record used for storing, managing and sharing health information, thus enabling patients' access to manage their own care and share amongst their multiple health care providers.

  Under the terms of the agreement, in consideration for the purchase of all of the outstanding Livecare securities, Premier will pay to the Livecare shareholders a total consideration of up to $3-million as follows: (i) an aggregate of $1.8-million payable in common shares of Premier at a deemed price per share of 40 cents and (ii) the assumption of up to a maximum of $1.2-million in debt. In the event the debt is less than $1.2 million, any difference will be allocated to the equity portion.

- On November 19, 2019, the Company announced the appointment of Dr. David Ostrow, MD as Chief Medical Officer and the addition of Mona Elesseily to its newly formed advisory board as a Digital Marketing Strategist. The Company issued an aggregate of 510,000 common shares of the company in consideration for future services. The common shares were issued as a share-for-service transaction at a deemed price of $0.35 per common share.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements. Forward-looking statements include but are not limited to, currency fluctuations, requirements for additional capital, Government regulation, environmental risks, disputes or claims, the Company's goals, objectives and growth strategies, improving the patient experience, operational efficiency and overall care performance, the intention to be an active acquirer within the healthcare services and digital health marketplaces, as well as statements with respect to management's beliefs, plans, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others; the actual results of current activities, conclusions or economic evaluations, changes in project parameters as plans continue to be refined, failure of plant, equipment or processes to operate as anticipated, accidents, delays in obtaining government approvals or financing, risks relating to the integration of acquisitions and to international operations. While the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by law.