CloudMD Software and Services Inc.

MANAGEMENT DISCUSSION AND ANALYSIS

For the Six Month Period Ended June 30, 2020

(Stated in Canadian Dollars)

INTRODUCTION

Basis of Discussion & Analysis

This management's discussion and analysis ("MD&A") for CloudMD Software & Services Inc (formerly, Premier Health Group Inc.). ("CloudMD" or the "Company") is dated as of August 31, 2020 and should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the six-month period ended June 30, 2020, 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, including annual audited financial statements, short form prospectus filed on May 28, 2020, and annual information form filed on May 19, 2020, 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 February 20, 2020, the Company changed its name to CloudMD Software and Services 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 acquisition was financed by convertible promissory note in the amount of US$ 1,500,000 (the "Note"). The Note was for a term of 5 years, 8.5% interest bearing, and due on June 17, 2021. The holder of the Note had the right to convert (at any time) any outstanding balance of the principal and interest of the 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 was secured by a general security agreement.

On April 17, 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 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 December 31, 2018. This resulted in a net liability of $139,372 from discontinued operation as at December 31, 2018.

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.
- 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
- on May 16, 2019, the Company issued 400,000 common shares, and
- on July 26, 2019, the Company issued 75,000 common shares.

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, 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 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

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.

On January 10, 2020, the Company issued 3,000,000 common shares for the business acquisition of Livecare. Pursuant to the agreement, 1,574,959 common shares were cancelled and returned to treasury on April 17, 2020, resulting in net amount of 1,425,041 common shares issued with a fair value of $662,644.

On January 31, 2020, the Company issued 1,500,000 common shares pursuant to a debt settlement agreement.

On March 20, 2020, the Company completed tranche 1 of a brokered private placement of 4,875,449 units for gross proceeds of $2,340,216 ($0.48 per unit). 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 $0.70 for two years from closing. In connection with this private placement, agents were paid cash commissions of $182,897 and issued 238,147 common shares, 119,073 agent's warrants with an exercise price of $0.70 per common share and 381,036 agent's warrants with an exercise price of $0.48 per common share. The agent's warrants have a fair value equal to $111,259.

On March 30, 2020, the Company completed tranche 2 of a brokered private placement of 1,423,166 units for gross proceeds of $683,120 ($0.48 per unit). 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 $0.70 for two years from closing. In connection with this private placement, agents were paid cash commissions of $37,930 and issued 49,388 common shares, 79,020 agent's warrants with an exercise price of $0.70 per common share and 24,694 agent's warrants with an exercise price of $0.48 per common share. The agent's warrants have a fair value equal to $26,085.

On April 17, 2020, the Company cancelled 1,574,959 contingent common shares previously issued for the acquisition of Livecare.

On June 2, 2020, the Company closed a short-form prospectus offering, on a bought deal basis, including the full exercise of the underwriters' overallotment option. The company issued a total of 21,357,800 units at the price of $0.70 per unit for aggregate gross proceeds of $14,950,460. Each unit comprises 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 for two years from closing. In connection with the bought deal, the underwriters were paid cash commissions of $1,046,532 and issued 1,495,046 agent's warrants. Each agent warrant is exercisable to acquire one common share of the company at the exercise price of $1 per common share for a period of 2 years from the closing date of the offering. The agent's warrants have a fair value equal to $497,147 (see Note 19 (c) for further information on the fair value calculation).
The Company incurred additional share issuance costs amounting to $295,255 in connection to the above bought deal.

On June 4, 2020, after a successful transition from the Canadian Securities Exchange, CloudMD commenced trading on the TSX Venture Exchange under the same ticker symbol (DOC).

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 software as a service ("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.

Livecare is a Canadian telehealth company founded and operated by physicians dedicated to giving patients access to quality, real-time healthcare. Livecare offers digital technologies that connect doctors and allied health care providers to their patients via 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.

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 technologies 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. CloudMD 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:

	Q2 2020 $	Q1 2020 $	Q4 2019 $	Q3 2019 $	Q2 2019 $	Q1 2019 (1) $	Q4 2018 (1) $	Q3 2018 (1) $
Revenue	(2,789,987)	(3,056,729)	(2,442,317)	(2,165,217)	(1,061,569)	(1,100,330)	(763,468)	(438,080)
Fees paid to Doctors	844,986	881,199	478,257	494,340	534,506	648,752	564,357	323,041
Cost of goods sold	776,096	918,862	902,263	671,929	-	-	-	-
Expenses	3,636,460	2,959,068	2,203,114	2,099,972	1,483,452	1,839,287	1,722,875	788,687
Other (income) expense	(300,563)	(79,406)	-	6,047	140,225	(14,852)	111,966	39,968
Net income (loss) for the period	(2,768,117)	(1,622,994)	(1,141,317)	(1,107,071)	(1,096,614)	(1,372,857)	(1,635,730)	(713,616)
Income (Loss) per common share	(0.03)	(0.02)	(0.01)	(0.01)	(0.02)	(0.02)	(0.06)	(0.25)
Total assets	33,923,822	22,006,928	17,726,254	17,901,722	10,411,157	10,436,925	6,423,328	6,655,638
Total liabilities	7,963,061	7,763,163	6,484,970	5,881,738	1,125,297	4,640,960	2,218,491	1,765,236
Dividends declared	-	-	-	-	-	-	-	-

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

For the three-month period ended June 30, 2020 the Company incurred a loss of $2,768,117 as compared to net loss of $1,065,092, for the same period in 2019. The Company reported revenues for the three months ended June 30, 2020 of $2,789,987 (2019: $1,061,569). The net loss for the period ended June 30, 2020 was mainly due to $503,924 (2019: $448,975) of stock based compensation; $844,986 (2019: $534,506) of fees paid to doctors; $776,096 (2019: $Nil) of cost of goods sold; $1,286,236 (2019: $557,966) of wages & salaries; $955,433 (2019: $141,673) of professional fees, $243,367 (2019: $85,933) of marketing and advertising, office and administration of $241,121 (2019: $117,106), and interest expense of $65,359 (2019: $5,000). The other variables pertain to gain on debt forgiveness for the amount of 36,502, other income of $62,935 and contingent legal expense for the amount of $400,000.

SELECTED ANNUAL INFORMATION

	2019	2018	2017
Revenue	(6,769,433)	(1,201.548)	-
Expenses, including cost of sales	11,355,872	3,655,944	726,204
Other (income) expense	(31,772)	142,719	(612,399)
Loss from discontinued operations	163,192	86,247	73,715
Net income (loss) for the period	(4,717,859)	(2,683,362)	(187,520)
Income (Loss) per common share	(0.07)	(0.06)	(0.02)
Total assets	17,726,254	6,423,328	410,810
Total liabilities	6,484,970	2,218,491	1,369,953
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 June 30, 2020, the Company had current assets of $15,839,778 and current liabilities of $3,230,867. At June 30, 2020, the Company had working capital of $12,608,911 compared to working capital of $810,761 at December 31, 2019. 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

In the six-month period ending June 30, 2020, the Company has generated $5,846,716 in revenue from the Healthvue clinics, Pharmacies, Cloud Practice and Livecare subsidiaries compared to $2,161,899 for the period ended June 30, 2019. The net loss in the period included is mainly due to the non-cash expense of stock based compensation of $949,327 and amortization of $411,340, physician fees in the amount of $1,726,185, cost of goods sold of $1,694,958, wages & salaries in the amount of $2,527,961, professional fees in the amount of $1,321,026, office and administration expense in the amount of $476,576. Rent expense in the amount of 134,537, interest expense in the amount of $126,556, and marketing fees in the amount of $566,892. The other variables pertain to gain on debt forgiveness for the amount of 115,908, other income of $62,935 and contingent liabilities expense for the amount of $400,000.

LIQUIDITY AND CAPITAL RESOURCES

Changes in Cash Position

	For the Six-Month Period Ended	
	June 30, 2020 **$**	**June 30, 2019** **$**
Cash (used in) /provided by:		
Net cash (used in) operating activities	**(2,633,428)**	**(1,520,972)**
Net cash (used in) provided by investing activities	**(172,837)**	**(1,053,582)**
Net cash provided by financing activities	**14,896,660**	**2,582,607**
Increase in cash and cash equivalents	12,090,395	8,053
Cash and cash equivalents, beginning of period	1,696,402	1,055,543
Cash and cash equivalents, ending of period	**13,786,797**	**1,063,596**

The Company had cash and cash equivalents of $13,786,797 at June 30, 2020 compared to $1,063,596 at June 30, 2019. During the period ended June 30, 2020, the Company had cash outflows from operations of ($2,633,428) compared to cash outflows of ($1,520,972) in period ending June 30, 2019.

Cash used in investing activities during the period ended June 30, 2020 was ($172,837) compared to cash used by investing activities of ($1,053,582) for the period ended June 30, 2019, which was mainly due to payments towards the acquisition of Livecare and purchase of equipment. During the period ended June 30, 2020, the Company paid $60,000 in cash as part of the consideration paid for the acquisition of Livecare, $25,000 in cash for short-term investments and $84,112 in cash towards the purchase of intangible asset and equipment.

Cash provided by financing activities during the period ended June 30, 2020 was $14,896,660 compared to cash provided in financing activities of $2,582,607 for the period ended June 30, 2019, mainly due to proceeds from the issuance of shares in the amount of $17,973,795, proceeds from exercise of options and warrants for the amount of $180,000 and $80,113 respectively, share issuance cost paid in cash in the amount of $1,721,541, payments made towards lease liability in the amount of $259,835, and payments made to term loans and line of credit in the amount of $183,885 and $1,104,489 respectively.

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 August 31, 2020, the issued share capital comprises 115,067,402 common shares. As at June 30, 2020, the issued share capital comprises 113,562,211 (December 31, 2019 – 81,213,470) common shares.

During the* 6-month period ended June 30, 2020*, the Company had the following share capital transactions:

- On January 10, 2020, the Company issued 3,000,000 common shares for the business acquisition of Livecare *(Note 3)*. Pursuant to the agreement, 1,574,959 common shares were cancelled and returned to treasury on April 17, 2020.

- On January 31, 2020, the Company issued 1,500,000 common shares valued at $577,500 to settle debt of $600,000 acquired in conjunction with Livecare. *(Note 3)*

- On February 3, 2020, the Company issued 750,000 common shares valued at $296,250 for prepaid consulting fees.

- On March 20, 2020, the Company completed tranche 1 of a brokered private placement of 4,875,449 units for gross proceeds of $2,340,216 ($0.48 per unit). 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 $0.70 for two years from closing.

  In connection with this private placement, agents were paid cash commissions of $182,897 and issued 238,147 common shares, 119,073 agent's warrants with an exercise price of $0.70 per common share, and 381,036 agent's warrants with an exercise price of $0.48 per common share. The agent's warrants have a fair value equal to $111,259 (see Note 19 (c) for further information on the fair value calculation).

- On March 30, 2020, the Company completed tranche 2 of a brokered private placement of 1,423,166 units for gross proceeds of $683,120 ($0.48 per unit). 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 $0.70 for two years from closing.

  In connection with this private placement, agents were paid cash commissions of $37,930 and issued 49,388 common shares, 79,020 agent's warrants with an exercise price of $0.70 per common share, and 24,694 agent's warrants with an exercise price of $0.48 per common share. The agent's warrants have a fair value equal to $26,085 (see Note 19 (c) for further information on the fair value calculation).

  The Company incurred additional share issuance costs amounting to $157,007 in connection to the above private placement.

- On March 30, 2020, in connection with the above private placement, the Company issued 6,500 common shares, paid a cash fee of $1,920 and issued 233,278 agent's warrants with an exercise price of $0.70 per common share. The agent's warrants have a fair value equal to $50,668 (see Note 19 (c) for further information on the fair value calculation).

- On May 21, 2020, the Company issued 150,000 common shares valued at $112,500 to Mr. Kohler, a director of the Company and chairman of the Board, in consideration of future services.

- On June 2, 2020, the Company closed a short-form prospectus offering, on a bought deal basis, including the full exercise of the underwriters' overallotment option. The Company issued a total of 21,357,800 units at the price of $0.70 cents per unit for aggregate gross proceeds of $14,950,460. Each unit comprises 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 for two years from closing.

  In connection with the bought deal, the underwriters were paid cash commissions of $1,046,532 and issued 1,495,046 agent's warrants. Each agent warrant is exercisable to acquire one common share of the Company at the exercise price of $1 per common share for a period of 2 years from the closing date of the offering. The agent's warrants have a fair value equal to $497,147 (see Note 19 (c) for further information on the fair value calculation).

  The Company incurred additional share issuance costs amounting to $295,255 in connection to the above bought deal.

- During the 6-month period ending June 30, 2020, the Company issued 573,250 common shares upon the exercise of 101,250 shareholder warrants at an exercise price of $0.65 per share, and a fair value of $Nil, 22,000 agent warrants at an exercise price of $0.65 per share, and a fair value of $4,048 and 450,000 stock options at an exercise price of $0.40 per share, and a fair value of $134,383.

During the year ended December 31, 2019, the Company had the following share capital transactions:

- The Company issued 3,947,368 common shares with a fair value of $2,325,964 for the business acquisition of Cloud Practice. *(Note 3).*

- The Company issued 3,432,384 common shares with a fair value of $714,981 for the business acquisition of two pharmacies based in Metro Vancouver, B.C. *(Note 3).*

- 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 in consideration for future services at a price of $0.35 per common share.

- The Company completed a non-brokered private placement of 3,734,687 units for gross proceeds of $2,427,547 ($0.65 per unit). 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 for two years from closing.

- In connection with this private placement, agents were paid cash commissions of $108,163 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 agent's warrants have a fair value equal to $46,685 (see Note 19 (c) for further information on the fair value calculation).

- The Company closed a non-brokered private placement of 5,250,000 units for gross proceeds of $2,100,000 ($0.40 per unit). 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 agent's warrants have a fair value equal to $62,566 (see Note 19 (c) for further information on the fair value calculation).

- The Company issued 600,000 common shares at a price of $0.50, for gross proceeds of $300,000 through the exercise of options. The options had a fair value of $147,570, which was removed from the share-based payment reserve into share capital.

- The Company issued 1,600,000 common shares at a price of $0.25, for gross proceeds of $400,000 through the exercise of options. The options had a fair value of $297,886, which was removed from the share-based payment reserve into share capital.

- The Company issued 475,000 common shares valued at 205,750, 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 21 for further information on the Settlement Agreement).

c) **Agent's Warrants**

During the period ended June 30, 2020:

During the 6-month period ended June 30, 2020, the Company issued a total of 2,332,147 agent's warrants in connection with its private placements, valued at $685,157 using the Black Scholes Option Pricing Model, with the following weighted average assumptions: volatility of 100%, expected life of 2 years, risk free interest rate of 0.40%, and a dividend yield of 0%.

During the year ended December 31, 2019, the Company issued a total of 501,250 agent's warrants in connection with its private placements, valued at $109,251 using the Black Scholes Option Pricing Model, with the following weighted average assumptions: volatility of 100%, expected life of 2 years, risk free interest rate of 1.52%, and a dividend yield of 0%.

The agent's warrant pricing model used a volatility of 100%, expected life of 2 years, risk free interest rates ranging from 0.32% to 1.57%, and a dividend yield of 0%.

The following is a summary of agent's warrants activities during the period ending June 30, 2020 and year ending December 31, 2019:

	June 30, 2020		December 31, 2019	
	Number of Agent's Warrants	**Weighted Average Exercise Price $**	Number of Agent's Warrants	Weighted Average Exercise Price $
Balance outstanding beginning of year	501,520	0.76	-	-
Agent's warrants Issued	2,332,147	0.85	501,520	0.76
Agent's warrants Exercised	(22,000)	0.65	-	-
Balance outstanding end of period	**2,811,667**	**0.84**	501,520	0.76

During the 6-month period ending June 30, 2020, the Company exercised 22,000 agent's warrants at an exercise price of $0.65. Subsequent to June 30, 2020, 137,091 warrants were exercised at a price ranging from $0.48 to $0.65.

As at August 31, 2020, the Company had the following agent's warrants outstanding, all of which are exercisable at August 31, 2020:

Outstanding	Exercise Price $	Remaining Life (Years)	Expiry Date
161,520	1.00	0.65	April 26, 2021
306,000	0.65	1.08	September 30, 2021
119,073	0.70	1.55	March 20, 2022
301,721	0.48	1.55	March 20, 2022
257,972	0.70	1.58	March 30, 2022
33,244	0.48	1.58	March 30, 2022
1,495,046	1.00	1.75	June 2, 2022
2,674,576	**0.85**	**1.56**	

d) **Shareholders' Warrants**

During the 6-month period ended June 30, 2020, the Company issued a total of 13,828,207 shareholders' warrants in connection with its private placements. These warrants have a fair value of $nil, valued using the residual value method.

During the year ended December 31, 2019, the Company issued a total of 4,492,344 shareholders' warrants in connection with its private placements. These warrants have a fair value of $nil, valued using the residual value method.

The following is a summary of shareholders' warrants activities during the period ended June 30, 2020 and period ending December 31, 2019:

	June 30, 2020		December 31, 2019	
	Number of Shareholders' Warrants	**Weighted Average Exercise Price $**	Number of Shareholders' Warrants	Weighted Average Exercise Price $
Balance outstanding beginning of year	4,492,344	0.80	-	-
Shareholders' warrants Issued	13,828,207	0.93	4,492,344	0.80
Shareholders' warrants Exercised	(101,250)	0.65	-	-
Balance outstanding end of year	**18,219,301**	**0.90**	4,492,344	0.80

During the six-month period ending June 30, 2020, 13,828,207 shareholders' warrants were issued, and 101,250 were exercised at an exercise price of $0.65 per share. Subsequent to June 30, 2020, 490,000 shareholders' warrants were exercised at a price ranging between $0.65 to $1.

As at August 31, 2020, the Company had the following shareholders' warrants outstanding, all of which are exercisable at August 31, 2020:

Outstanding	Exercise Price $	Remaining Life (Years)	Expiry Date
1,510,067	$1.00	0.65	April 26, 2021
342,277	$1.00	0.71	May 17, 2021
2,361,250	$0.65	1.08	September 30, 2021
2,125,224	$0.70	1.55	March 20, 2022
711,583	$0.70	1.58	March 30, 2022
10,678,900	$1.00	1.75	June 2, 2022
17,729,301	**0.91**	**1.52**	

e) **Escrow shares**

As at June 30, 2020, the Company has 10,779,471 common shares held in escrow.

Escrow shares will be released as follows:

- 1,800,000 shares on August 1, 2020, and the same amount released each six months thereafter until the last 1,800,000 are released on August 1, 2021.
- 686,477 shares on September 17, 2020, and the same amount released each four months thereafter until the last 686,476 are released on May 17, 2021.
- 25,000 shares on July 16, 2020, and the same amount released each month thereafter until the last 25,000 are released on April 19, 2021.
- 5,000 shares on July 16, 2020, and the same amount released each month thereafter until the last 5,000 are released on October 19, 2020.
- 570,017 shares on January 9, 2021, plus 285,008 shares on May 9, 2021, and the same amount released each four months thereafter until the last 285,008 are released on January 8, 2022.
- 600,000 shares on January 31, 2021, plus 300,000 shares on May 31, 2021, and the same amount released each four months thereafter until the last 300,000 are released on January 30, 2022.
- 12,500 shares on July 21, 2020, and the same amount released each month thereafter until the last 12,500 are released on April 21, 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 6-month period ended June 30, 2020:

- On January 7, 2020, 300,000 options were granted to consultants of the Company, exercisable at $0.40 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 $89,635, of which $89,635 was recorded in the 6-month period ended June 30, 2020 based on vesting conditions.

- On January 13, 2020, 1,350,000 options were granted to management and employees of the Company, exercisable at $0.50 per share. The options vesting periods ranged from a 5-month vesting period to 25% of options granted vesting every 6 months. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was $497,946, of which $440,226 was recorded in the 6-month period ended June 30, 2020 based on vesting conditions.

- On February 3, 2020, 125,000 options were granted to employees of the Company, exercisable at $0.50 per share. The options shall vest 25% every 6 months and have a five-year expiry date from the date of grant. The fair value of the options at grant date was $35,261, of which $14,772 was recorded in the 6-month period ended June 30, 2020 based on vesting conditions.

- On March 2, 2020, 200,000 options were granted to employees of the Company, exercisable at $0.55 per share. The options shall vest 25% every 6 months and have a five-year expiry date from the date of grant. The fair value of the options at grant date was $79,899 of which $32,213 was recorded in the 6-month period ended June 30, 2020 based on vesting conditions.

- On March 16, 2020, 200,000 options were granted to consultants of the Company, exercisable at $0.50 per share. The options shall vest 25% every 6 months and have a five-year expiry date from the date of grant. The fair value of the options at grant date was $73,380 of which $22,017 was recorded in the 6-month period ended June 30, 2020 based on vesting conditions.

- On March 23, 2020, 80,000 options were granted to a director of the Company, exercisable at $0.48 per share. The options shall vest 20% every 6 months, commencing on March 23, 2020. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was $22,950 of which $9,735 was recorded in the 6-month period ended June 30, 2020 based on vesting conditions.

- On March 23, 2020, 200,000 options were granted to a director of the Company, exercisable at $0.50 per share. The options shall vest 20% every 6 months, commencing on March 23, 2020. The options vest 5 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 $56,926 of which $39,810 was recorded in the 6-month period ended June 30, 2020 based on vesting conditions.

- On April 7, 2020, 212,000 options were granted to consultants of the Company, exercisable at $0.50 per share. The options vesting periods ranged from immediately to a 12-month vesting period and have a five-year expiry date from the date of grant. The fair value of the options at grant date was $69,190 of which $43,771 was recorded in the 6-month period ended June 30, 2020 based on vesting conditions.

- On April 28, 2020, 175,000 options were granted to consultants and employees of the Company, exercisable at $0.73 per share. The options shall vest 25% every 6 months and have a five-year expiry date from the date of grant. The fair value of the options at grant date was $94,350 of which $16,917 was recorded in the 6-month period ended June 30, 2020 based on vesting conditions.

- On June 26, 2020, 100,000 options were granted to consultants of the Company, exercisable at $0.70 per share. The options shall vest 25% every 6 months and have a five-year expiry date from the date of grant. The fair value of the options at grant date was $43,058 of which $490 was recorded in the 6-month period ended June 30, 2020 based on vesting conditions.

The option pricing model used an average risk-free rate ranging from 0.28% and 1.62% with an average risk-free rate of 0.90%, estimated life of 5 years, volatility of 100% and dividend yield of 0%.

The following grants were made during the year ended December 31, 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 all was recorded in the year ended December 31, 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 $209,537 ($916,026 in the period ended December 31, 2019) was recorded in the 6-month period ended June 30, 2020 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 $14,018 ($22,565 in the period ended December 31, 2019) was recorded in the 6-month period ended June 30, 2020 based on vesting conditions.

- 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 all was recorded in the year ended December 31, 2019 based on vesting conditions.

- On November 6, 2019, 300,000 options were granted to consultants of the Company, exercisable at $0.40 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 $89,566, of which all was recorded in the year ended December 31, 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 is a summary of option activities the 6-month period ended June 30, 2020 and the year ended December 31, 2019:

	June 30, 2020		December 31, 2019	
	Number of Options	**Weighted Average Exercise Price $**	Number of Options	Weighted Average Exercise Price $
Balance outstanding beginning of year	5,250,000	0.60	4,000,000	0.50
Options Granted	2,942,000	0.61	5,250,000	0.49
Options Cancelled	(100,000)	0.50	(1,800,000)	0.39
Options Exercised	(450,000)	0.40	(2,200,000)	0.32
Balance outstanding end of period	**7,642,000**	**$ 0.58**	**5,250,000**	**$ 0.60**

During the 6-month period ending June 30, 2020, 2,942,000 options were granted, 100,000 cancelled and 450,000 exercised. Subsequent to June 30, 2020, 1,050,000 options were granted at an exercise price of $0.70. In addition, 250,000 options were exercised at a price ranging between $0.50 to $0.76.

As at August 31, 2020, the Company had the following stock options outstanding and exercisable:

Outstanding	Exercisable	Exercise Price $	Remaining Life (Years)	Expiry Date
2,300,000	2,300,000	0.50	2.95	August 12, 2023
2,125,000	1,612,500	0.76	3.43	February 3, 2024
200,000	100,000	0.32	3.88	July 16, 2024
150,000	150,000	0.40	4.35	January 6, 2025
1,350,000	1,075,000	0.50	4.37	January 12, 2025
100,000	6,250	0.50	4.43	February 2, 2025
200,000	100,000	0.55	4.50	March 1, 2025
200,000	-	0.50	4.54	March 15, 2025
80,000	16,000	0.48	4.56	March 22, 2025
200,000	200,000	0.50	4.56	March 22, 2025
212,000	112,000	0.50	4.60	April 6, 2025
175,000	-	0.73	4.66	April 27, 2025
100,000	-	0.70	4.82	June 25, 2025
700,000	-	0.70	4.89	July 20, 2025
250,000	250,000	0.70	0.89	July 22, 2021
100,000	-	0.70	4.91	July 27, 2025
8,442,000	**5,921,750**	**0.59**	**3.71**	

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 and cash equivalents; accounts receivable, deposits, marketable securities; short term investments; accounts payable, other current liabilities, and long-term debt.

The Company's cash and cash equivalents; marketable securities; and short-term investments 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, and other current liabilities, have amortized costs that approximate their fair value due to their short terms to maturity. The Company's deposits and long-term debt are measured at amortized cost, which approximates fair value.

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 June 30, 2020, the Company is exposed to credit risk from financial institutions and from its clients should they become unable to meet their payment obligations. Trade receivables include amounts receivables from the sale of services and GST receivables. The Company does not feel it has significant credit risk from customers, as it has historically collected the majority of receivables when due. The Company keeps its cash and cash equivalents with accredited Canadian financial institutions. Should these accredited Canadian institutions fail, the Company would be exposed to a risk totaling the value of its cash and cash equivalents.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2020, the Company has $13,786,797 in cash and cash equivalents to settle its financial liabilities as they come due.

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, as the majority of its debt has fixed interest rates.

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's functional currency is the Canadian dollar and the majority of its transactions are in Canadian dollars. The Company's exposure to foreign currency risk is low.

c) Price risk

The Company is exposed to price risk with respect to equity prices. 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 Directors.

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

Three months ended:

	June 30, 2020	June 30, 2019
Salaries paid to the CEO	$ 60,000	$ 60,000
Salaries paid to the CFO	$ 30,000	$ 25,000
Salaries paid to the COO	$ 27,500	$ 25,000
Consulting fees paid to Directors	$ 48,486	$ -
Stock-based compensation to the CEO, CFO, COO and Directors	$ 212,156	$ -

Six months ended:

	June 30, 2020	June 30, 2019
Salaries paid to the CEO	$ 120,000	$ 120,000
Salaries paid to the CFO	$ 60,000	$ 50,000
Salaries paid to the COO	$ 55,000	$ 50,000
Consulting fees to the former CEO, included in loss from discontinued *operations (Note 21)*	-	5,079
Consulting fees paid to Directors	$ 48,486	$ -
Stock-based compensation to the CEO, CFO, COO and Directors	$ 399,952	$ -
Accretion and interest expense on convertible debenture to the former CEO *(Note 16)*	$ -	$ 86,330

The consulting fee paid to directors relates to the services provided by the President and Director of the Company, Amit Mathur and the Director of the Company, Mark Kohler.

As at June 30, 2020, the Company had consulting services fee payable to related party for the amount of $22,441 and prepaid consulting fee recorded for related party for the amount of $97,705. The payable amount relates to services provided by the President and Director of the Company, Amit Mathur and the prepaid amount relates to consulting services provided by the Director of the Company, Mark Kohler.

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

- Subsequent to June 30, 2020, the Company issued 877,091 common shares upon exercise of 490,000 shareholder warrants at an exercise price ranging from $0.65 to $1.00 per share, 137,091 agent warrants at an exercise price from between $0.48 to $0.65 per share and 250,000 stock options at an exercise price ranging from $0.50 to $0.76 per share

- On July 16, 2020, the Company announced the signing of a binding term sheet to acquire 100 per cent of Snapclarity Inc. "Snapclarity". Snapclarity is a mental health care pioneer. Its on-demand digital platform provides an assessment for an individual's personal risk of mental health disorders resulting in a personalized care plan, access to on-line resources, a clinical health care team and the ability to match to the right therapists. Snapclarity's product offering is a connected, collaborative model that leaves individuals feeling empowered, motivated, and supported throughout their entire treatment journey.

  Under the terms of the agreement, in consideration for the purchase of all of the outstanding Snapclarity securities, the Company has agreed to pay shareholders aggregate consideration of $3.35-million, subject to certain holdbacks, payable as up to $975,000 in cash and up to $2,375,000 in shares of the Company. All shares issued pursuant to the acquisition are subject to a two-year release. Additionally, subject to the achievement of certain performance conditions in 2021 and 2022, Snapclarity may earn an additional $3.65-million in equity-based consideration.

- On July 20, 2020, the Company issued 700,000 options to management of the Company at an exercise price of $0.70 per share. The options have a five-year expiry date from the date of grant.

- On July 23, 2020, the Company issued 250,000 options to consultants of the Company at an exercise price of $0.70 per share. The options have a 1-year expiry date from the date of grant.

- On July 28, 2020, the Company issued 100,000 options to a director of the Company at an exercise price of $0.70 per share. The options have a five-year expiry date from the date of grant.

- On August 5, 2020, the Company announced closing of the acquisition of South Surrey Medical Clinic. ("South Surrey"). South Surrey is a premier provider of integrated medical solutions, operating with 24 health care professionals, with 12 physicians across various specialities, including mental health, women's health, sports medicine, gynecology, and psychiatry. South Surrey services over 60,000 patients and is fully equipped with on-line booking, electronic medical records (EMR) software and telemedicine, which will be easily integrated into the Company's software and clinic network.

  Under the terms of the agreement, in consideration for the purchase of all of the outstanding South Surrey securities, the Company has agreed to pay shareholders aggregate consideration of up to $700,000, payable as up to $200,000 in cash and up to $500,000 in shares of the Company, a portion of which is subject to the achievement of certain performance conditions and a customary working capital adjustment. The consideration shares will be subject to certain contractual restrictions on trading for a period of thirty months from the date of issuance.

- On August 6, 2020, the Company announced it has entered into a binding agreement to acquire 100% of a United States-based medical clinic serving chronic care patients as a part of its broader strategy for entering the U.S. market with its comprehensive suite of telehealth products.

- On August 11, 2020, the Company announced the appointment of Patrick Lo, a leading expert on data protection and regulatory privacy matters for the health care sector in North America, as a strategic adviser. Mr. Lo will act as a strategic adviser to the Company's corporate development and risk management committee, which was recently formed to ensure customers and patients are provided with the very best in critical oversight of data protection and privacy matters.

- On August 13, 2020, the Company announced it has entered into a share purchase agreement to acquire a 51% interest in West Mississauga Medical Ltd., a comprehensive family medicine and specialist medical clinic with eight family doctors and four specialists serving over 100,000 patients.

Under the terms of the agreement, in consideration for the purchase of 51% of the outstanding securities of West Mississauga Medical, the Company has agreed to pay shareholders aggregate consideration of $200,000 payable as to $140,000 in cash and $60,000 in common shares of the Company. The consideration shares will be subject to certain contractual restrictions on trading for a period of thirty months from the date of issuance.

- On August 26, 2020, the Company announced it has entered into a binding term sheet to acquire a 100% interest of Re:Function Health Group. ("ReFunction"), a leading integrated clinic network offering various rehabilitation services 35 Specialists & Allied Professionals including: Occupational Therapists, Physiotherapists, Kinesiologists, Psychologists, Psychiatrists, and Counsellors serving approximately 500,000 patients.

  Under the terms of the agreement, in consideration for the purchase of 100% of the outstanding securities of ReFunction, the Comapny has agreed to pay shareholders aggregate consideration of $8,000,000 payable as $3,000,000 in cash, $3,500,000 in common shares of the Company and a performance-based earnout of $1,500,000 payable in annual issuances over a period of three years. The consideration shares will be subject to certain contractual restrictions on trading for a period of thirty months from the date of issuance. The consideration shares will be subject to certain contractual restrictions on trading for a period of thirty months from the date of issuance.

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.