Premier Health Group Inc.

Condensed Consolidated Interim Financial Statements

For the nine months period ended September 30, 2018 and 2017

(Unaudited)

(Expressed in Canadian dollars)

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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

Condensed Consolidated Interim Statements of Financial Position

(Expressed in Canadian Dollars)

As at

	Se	September 30, 2018		ecember 31, 2017
ASSETS				
Current Assets				
Cash (Note 4)	\$	2,143,200	\$	451
Accounts receivable (Note 5)		51,754		11,216
Subscriptions receivable		100,000		-
Marketable securities (Note 6)		1		1
Due from related parties (Note 11)		60,000		45,000
Prepaid expenses		24,761		-
Total current assets		2,379,716		56,668
Note receivable (Note 11)		220,000		220,000
Due from related parties (Note 11)		4,254		134,142
Property and equipment (Note 7)		99,245		- ,
Goodwill (Note 3)		3,952,423		_
Total Assets	\$	6,655,638	\$	410,810
LIABILITIES				
Current Liabilities		207.750	Φ.	127.226
Accounts payable and accrued liabilities (Notes 8, 11)	\$	305,559	\$	135,320
Loan (Note 9)		-		-
Convertible debenture (Note 10)		1,336,900		1,189,180
Due to related parties (Note 11)		14,767		45 452
Liabilities from discontinued operations (Note 12) Total Liabilities		108,010 1,765,236		45,453 1,369,953
Total Liabilities		1,705,230		1,309,933
SHAREHOLDERS' DEFICIENCY				
Share capital (Note 13)		7,612,100		1,057,100
Equity component of convertible debenture		880,845		880,845
Reserves		336,389		
Accumulated other comprehensive income		(393,322)		(399,107)
Deficit		(3,545,515)		(2,497,890)
Deficiency attributable to shareholders of the Company		4,890,497		(959,052)
Non-controlling interest		(95)		(91)
Total Deficiency		4,890,402		(959,143)
Total Liabilities and Shareholders' Deficiency	\$	6,655,638	\$	410,810
Nature of operations and going concern (Note 1) Subsequent events (Note 17)	, and the second	0,035,050	Ψ	110,010
Approved and authorized for issuance by the Board of Directors on No	ovember 29,	2018		
"Essam Hamza"	"Do	nald Gordon"	,	

Condensed Consolidated Interim Statements of Loss and Comprehensive Income (Loss)

(Expressed in Canadian Dollars)

For the three month period ended

		the three-Month				ne nine-Month		
		. 30, 2018 <i>lote 12)</i>		ot. 30, 2017 Note 12)		. 30, 2018 <i>lote 12)</i>	Sept. 30, 2017 (Note 12)	
REVENUE	\$	438,080	\$	Note 12)	\$	438,080	\$	Note 12)
PHYSICIAN FEES	Ψ	(323,041)	Ψ	_	Ψ	(323,041)	Ψ	
GROSS PROFIT		115,039		-		115,039		
TVIDENOTE .								
EXPENSES								
Accretion and interest expense on convertible debt	\$	79,817	\$	74,278	\$	230,959	\$	224,9
(Note 10, 11)	Ψ	8,471	Ψ	74,276	Ψ	8,471	Ψ	227,7
Amortization (Note 7)		368		18		571		
Bank charges an interest		-		-		5/1		26,0
Consulting fees (Note 11)		_		7,500		21,000		22,5
Management fees (Note 11)		138,975		7,500		*		22,3
Marketing and Advertising				2 150		138,975		12.1
Office and Supplies		52,881		2,158		55,881		13,1
Professional fees		21,517		7,016		31,019		10,0
Rent (Note 11)		20,803		1,500		23,803		5,2
Stock based compensation (Note 11 and 13)		336,389		-		336,389		
Transfer Agent and regulatory fees		19,263		2,986		34,428		7,7
Wages & salaries (Note 11)		164,175		-		164,175		
		(842,659)		(95,456)		(1,045,671)		(309,72
Realized gain on marketable securities (Note								
6)		-		30,370		-		475,7
Foreign exchange gain (loss)		28,377		50,264		(48,655)		109,2
Loss from discontinued operations (Note 12)		(14,373)		(14,786)		(68,345)		(57,68
Net loss for the period	\$	(713,616)	\$	(29,598)	\$	(1,047,632)	\$	217,6
Net income (loss) attributable to:								
Shareholders of the Company	\$	(713,614)	\$	(29,608)	\$	(1,047,625)	\$	217,6
Non-controlling interest		(2)		-		(7)		(
8	\$	(713,616)	\$	(29,608)	\$	(1,047,632)	\$	217,6
Other comprehensive income (loss):								
Fair value adjustment on marketable								
securities	\$	-	\$	(30,150)	\$	-	\$	(305,25
Foreign currency translation		2,675		6,522		5,788		8,5
Other comprehensive income (loss)		2,675		(23,628)		5,788		(296,70
Total comprehensive loss for the period	\$	(710,941)	\$	(53,236)	\$	(1,041,844)	\$	(79,07
Other comprehensive income (loss) attributable								
to:								
Shareholders of the Company	\$	2,675	\$	(23,628)	\$	5,785	\$	(296,70
Non-controlling interest		-		-		3		
	\$	2,675	\$	(23,628)	\$	5,788	\$	(296,70
Total comprehensive loss attributable to:								
Shareholders of the Company	\$	(710,939)	\$	(53,236)	\$	(1,041,840)	\$	(76,06
Non-controlling interest		(2)		-		(4)		(
	\$	(710,941)	\$	(53,236)	\$	(1,041,844)	\$	(76,07
Basic and diluted loss per common share	\$	(0.02)	\$	(0.00)	\$	(0.25)	\$	(0.0
busic and directed loss per common share								

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

	Number of outstanding shares	SI	nare capital	Equity component of convertible		component of		component of		component of		component of		Reserve	co	Accumulated other comprehensive income (loss)		Deficit	Non- ontrolling interest	Total
Balance, December 31, 2016	34,737,031	\$	850,100	\$	880,845	\$ -	\$	(61,554)	\$	(2,343,902)	\$ (32)	\$ (674,543)								
Fair value adjustment	-		-		-	-		(305,250)		-	-	(305,250)								
Currency translation adjustment	-		-		-	-		8,546		-	-	8,546								
Net income for the period			-		_	-		-		217,637	(6)	217,631								
Balance, September 30, 2017	34,737,031	\$	850,100	\$	880,845	\$ -	\$	(358,258)	\$	(2,126,265)	\$ (38)	\$ (753,616)								
Shares issued for cash	7,000		7,000		_	-		_		_	-	7,000								
Shares issued for debt settlement	200,000		200,000		-	=		-		-	-	200,000								
Revaluation of fixed assets	-		_		-	-		(33,474)		33,458	16	_								
Currency translation adjustment	-		-		-	-		(7,375)		-	(1)	(7,376)								
Net loss for the period	-		-		-	-		-		(405,083)	(68)	(405,151)								
Balance, December 31, 2017	34,944,031	\$	1,057,100	\$	880,845	\$ -	\$	(399,107)	\$	(2,497,890)	\$ (91)	\$ (959,143)								
Shares issued for cash Shares issued for business	14,220,000		3,555,000		-							3,555,000								
acquisition	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								

Condensed Consolidated Interim Statements of Cash Flows

(Expressed in Canadian Dollars)

For the years ended

Net Gain (loss)	For the Nine-Month Period Ended		September 30, 2018				
Net Gain (loss) \$ (1,047,632) \$ 217,631 Item not involving cash 107,881 224,963 Amortization 8,471 12,319 Realized gain on sale of investments - (475,781) Unrealized foreign exchange (gain) loss 39,839 (109,171) Stock based compensation 336,389 - Change in non-cash working capital components: - (16,274) 1,7669 Accounts receivable (38,787) (19,76) 1,669 Prepaid expenses (16,274) 17,131 10,552 Due from related parties 129,655 - 2 Cash used in operating activities (701,931) (123,767) Cash used in operating activities (701,931) (123,767) Cash used in operating activities (701,931) (123,767) Cash used in operating activities (999,967) - Net cash used in operating activities (999,967) - Acquisition of Healthvue (999,967) - Cash received from acquisition 323,108 - Sale of market	Cash provided by (used in):						
Rem not involving cash Accretion on convertible debenture 107,881 12,319 Realized gain on sale of investments 6,471 12,319 Realized gain on sale of investments 39,839 (109,171) Unrealized foreign exchange (gain) loss 39,839 (109,171) Unrealized foreign exchange (gain) loss 336,389 -							
Accretion on convertible debenture 107,881 224,963 Amortization 8,471 12,319 Realized gain on sale of investments - (475,781) Unrealized foreign exchange (gain) loss 39,839 (109,171) Stock based compensation 336,389 - Change in non-cash working capital components: - 1,669 Medical supplies - 1,669 Prepaid expenses (16,274) 17,131 Accounts payable and accrued liabilities (221,473) (10,552) Due from related parties 129,655 - Cash used in operating activities (701,931) (123,767) Cash used in operating activities (701,931) (123,767) Investing activities (701,931) (123,767) Sale of marketable securities 233,108 - Sale of marketable securities	Net Gain (loss)	\$ (1,	047,632)	\$	217,631		
Realized gain on sale of investments	Item not involving cash						
Realized gain on sale of investments (475,781) Unrealized foreign exchange (gain) loss 39,839 (109,171) Stock based compensation 336,389 - Change in non-cash working capital components: - (1,976) Accounts receivable (38,787) (1,976) Medical supplies (16,274) 17,131 Accounts payable and accrued liabilities (221,473) (10,552) Due from related parties (701,931) (123,767) Cash used in operating activities (701,931) (123,767) Cash used in discontinued operations 20,630 - Net cash used in operating activities (681,301) (123,767) Cash received from acquisition 323,108 - Sale of marketable securities 999,967) - Sale of marketable securities (1,806) (641) Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities (866,413) 706,390 Financing activities <td< td=""><td>Accretion on convertible debenture</td><td></td><td>107,881</td><td></td><td></td></td<>	Accretion on convertible debenture		107,881				
Unrealized foreign exchange (gain) loss 39,839 (109,171) Stock based compensation 336,389 -	Amortization		8,471		12,319		
Stock based compensation 336,389 - Change in non-cash working capital components: (38,787) (1,976) Accounts receivable (38,787) (1,976) Medical supplies - 1,669 Prepaid expenses (16,274) 17,131 Accounts payable and accrued liabilities (221,473) (10,552) Due from related parties 129,655 - Cash used in operating activities (701,931) (123,767) Cash used in operating activities (681,301) (123,767) Net cash used in operating activities (681,301) (123,767) Investing activities (999,967) - Acquisition of Healthvue (999,967) - Cash received from acquisition 323,108 - Sale of marketable securities 1(1,806) (641) Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities (866,413) 706,390 Financing activities 3,455,000 <td< td=""><td>Realized gain on sale of investments</td><td></td><td>-</td><td></td><td>(475,781)</td></td<>	Realized gain on sale of investments		-		(475,781)		
Change in non-eash working capital components: (38,787) (1,976) Medical supplies 1,669 1,669 Prepaid expenses (16,274) 17,131 Accounts payable and accrued liabilities (221,473) (10,552) Due from related parties 129,655 - Cash used in operating activities (701,931) (123,767) Cash used in operating activities (681,301) (123,767) Investing activities (681,301) (123,767) Investing activities (999,967) - Acquisition of Healthyue (999,967) - Cash received from acquisition 323,108 - Sale of marketable securities - 707,031 Equipment (1,806) (641) Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities 3,455,000 - Shares issued for cash 3,455,000 - Related party - (180,101) Loan	Unrealized foreign exchange (gain) loss		39,839		(109,171)		
Accounts receivable Medical supplies (38,787) (1,976) Prepaid expenses (16,274) 17,131 Accounts payable and accrued liabilities (221,473) (10,552) Due from related parties 129,655 - Cash used in operating activities (701,931) (123,767) Cash used in discontinued operations 20,630 - Net cash used in operating activities (681,301) (123,767) Investing activities (681,301) (123,767) Acquisition of Healthwe (999,967) - Cash received from acquisition 323,108 - Sale of marketable securities 707,031 (641) Cash used in discontinued operations (18,006) (641) Cash used in discontinued operations (18,006) (641) Cash used in discontinued operations (866,413) 706,390 Financing activities (866,413) 706,390 Financing activities 3,455,000 - Shares issued for cash 3,455,000 - Related party - (401,140)	Stock based compensation		336,389		-		
Medical supplies - 1,669 Prepaid expenses (16,274) 17,131 Accounts payable and accrued liabilities (221,473) (10,552) Due from related parties 129,655 - Cash used in operating activities (701,931) (123,767) Cash used in discontinued operations 20,630 - Net cash used in operating activities (681,301) (123,767) Investing activities (681,301) (123,767) Investing activities (681,301) (123,767) Investing activities (681,301) (123,767) Investing activities (999,967) - Sale of marketable securities - 707,031 Equipment (180,06) (641) Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities 3,455,000 - Shares issued for cash 3,455,000 - Related party - (180,101) Loan to an Officer							
Prepaid expenses (16,274) 17,131 Accounts payable and accrued liabilities (221,473) (10,552) Due from related parties 129,655 - Cash used in operating activities (701,931) (123,767) Cash used in discontinued operations 20,630 - Net cash used in operating activities (681,301) (123,767) Investing activities (999,967) - Cash received from acquisition 323,108 - Sale of marketable securities - 707,031 Equipment (1,806) (641) Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities (866,413) 706,390 Financing activities 3,455,000 - Shares issued for cash 3,455,000 - Related party - (180,101) Loan to an Officer and Director - (401,140) Loan repayments 235,463 - Net cash provided	Accounts receivable		(38,787)		(1,976)		
Accounts payable and accrued liabilities (221,473) (10,552) Due from related parties 129,655 - Cash used in operating activities (701,931) (123,767) Cash used in discontinued operations 20,630 - Net cash used in operating activities (681,301) (123,767) Investing activities (999,967) - Acquisition of Healthvue (999,967) - Cash received from acquisition 323,108 - 707,031 Equipment (1,806) (641) Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities 3,455,000 - Shares issued for cash 3,455,000 - Related party - (180,101) Loan to an Officer and Director - (401,140) Loan repayments - (12,374) Cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 <td< td=""><td>Medical supplies</td><td></td><td>-</td><td></td><td>1,669</td></td<>	Medical supplies		-		1,669		
Due from related parties 129,655 - Cash used in operating activities (701,931) (123,767) Cash used in discontinued operations 20,630 - Net cash used in operating activities (681,301) (123,767) Investing activities (999,967) - Acquisition of Healthvue (999,967) - Cash received from acquisition 323,108 - Sale of marketable securities - 707,031 Equipment (1,806) (641) Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities Shares issued for cash 3,455,000 - Related party - (180,101) - Loan to an Officer and Director - (401,140) Loan repayments - (12,374) Cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash <td< td=""><td>Prepaid expenses</td><td></td><td>(16,274)</td><td></td><td>17,131</td></td<>	Prepaid expenses		(16,274)		17,131		
Cash used in operating activities (701,931) (123,767) Cash used in discontinued operations 20,630 - Net cash used in operating activities (681,301) (123,767) Investing activities - (881,301) (123,767) Investing activities - (999,967) - - Cash received from acquisition 323,108 - - 707,031 Equipment (1,806) (641) Cash used in discontinued operations (187,748) - - - 707,031 - - - 707,031 - <	Accounts payable and accrued liabilities	(2	221,473)		(10,552)		
Cash used in discontinued operations 20,630 (681,301) - Net cash used in operating activities (681,301) (123,767) Investing activities 999,967 (201,000) - Acquisition of Healthvue (201,000) (299,967) - - Cash received from acquisition (201,000) 323,108 - - 707,031 - - 707,031 - - - 707,031 -	Due from related parties		129,655		-		
Net cash used in operating activities (681,301) (123,767) Investing activities (999,967) - Acquisition of Healthvue (999,967) - Cash received from acquisition 323,108 - Sale of marketable securities 707,031 Equipment (1,806) (641) Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities 3,455,000 - Related party - (180,101) Loan to an Officer and Director - (12,374) Cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992) Cash, beginning 451 15,610 Cash paid for interest \$ 2,143,200 \$ 4,618					(123,767)		
Investing activities	Cash used in discontinued operations		20,630		_		
Acquisition of Healthvue (999,967) - Cash received from acquisition 323,108 - Sale of marketable securities - 707,031 Equipment (1,806) (641) Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities 3,455,000 - Related party - (180,101) Loan to an Officer and Director - (401,140) Loan repayments - (12,374) Cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992 Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618	Net cash used in operating activities		681,301)		(123,767)		
Cash received from acquisition 323,108 - Sale of marketable securities - 707,031 Equipment (1,806) (641) Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities 3,455,000 - Related party - (180,101) Loan to an Officer and Director - (401,140) Loan repayments 235,463 - Cash provided by discontinued operations 235,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992) Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$ -	Investing activities						
Sale of marketable securities - 707,031 Equipment (1,806) (641) Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities 3,455,000 - Related party - (180,101) Loan to an Officer and Director - (401,140) Loan repayments 235,463 - Net cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992 Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618	Acquisition of Healthvue	(!	999,967)		-		
Equipment (1,806) (641) Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities 3,455,000 - Shares issued for cash 3,455,000 - Related party - (180,101) Loan to an Officer and Director - (401,140) Loan repayments 235,463 - Cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992 Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$ -	Cash received from acquisition		323,108		-		
Cash used in discontinued operations (187,748) - Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities 3,455,000 - Shares issued for cash 3,455,000 - Related party - (180,101) Loan to an Officer and Director - (401,140) Loan repayments - (12,374) Cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992 Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$	Sale of marketable securities		-		707,031		
Net cash (used in) provided by investing activities (866,413) 706,390 Financing activities 3,455,000 - Shares issued for cash 3,455,000 - Related party - (180,101) Loan to an Officer and Director - (401,140) Loan repayments - (12,374) Cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992 Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$ -	Equipment		(1,806)		(641)		
Financing activities Shares issued for cash 3,455,000 - Related party - (180,101) - (401,140) - (12,374) Cash provided by discontinued operations 235,463 - - - Net cash provided by financing activities - 3,690,463 (593,615) - - 10,992 - - - 15,610 -	Cash used in discontinued operations	(187,748)		-		
Shares issued for cash 3,455,000 - Related party - (180,101) Loan to an Officer and Director - (401,140) Loan repayments - (12,374) Cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992 Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$ -	Net cash (used in) provided by investing activities	(866,413)		706,390		
Shares issued for cash 3,455,000 - Related party - (180,101) Loan to an Officer and Director - (401,140) Loan repayments - (12,374) Cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992 Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$ -	Financing activities						
Related party - (180,101) Loan to an Officer and Director - (401,140) Loan repayments - (12,374) Cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992 Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$ -		3	,455,000		-		
Loan to an Officer and Director - (401,140) Loan repayments - (12,374) Cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992 Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$ -			·		(180,101)		
Loan repayments - (12,374) Cash provided by discontinued operations 235,463 - Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992 Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$ -			-		(401,140)		
Net cash provided by financing activities 3,690,463 (593,615) Increase (decrease) in cash 2,142,749 (10,992 Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$ -	Loan repayments		-		(12,374)		
Increase (decrease) in cash 2,142,749 (10,992 Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$ -	Cash provided by discontinued operations		235,463		_		
Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$ - \$	Net cash provided by financing activities	3	,690,463		(593,615)		
Cash, beginning 451 15,610 Cash, ending \$ 2,143,200 \$ 4,618 Cash paid for interest \$ - \$ - \$	Increase (decrease) in cash	2	,142,749		(10,992		
Cash paid for interest \$ - \$ -							
	Cash, ending	\$ 2	,143,200	\$	4,618		
	Cash paid for interest	\$	_	\$	_		
	Cash paid for income tax	\$	_	\$	-		

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

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") (Note 3).

On August 1, 2018, the Company completed the acquisition of all of the issued and outstanding shares of HealthVue Ventures Ltd. (*Note 3*).

The Company provides telemedicine visits remotely and full service family practice from its four clinic locations in the Lower Mainland in British Columbia.

The address of the Company's corporate office and place of business 440-890 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. 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. During the nine month period ended September 30, 2018, the Company had net loss of \$1,047,632 and as at September 30, 2018 had an accumulated deficit of \$3,545,515 which has been funded primarily by share subscriptions received and loans from related parties. As at September 30, 2018, the Company had a working capital of \$614,480. The Company's continuing operations, as intended, and its financial success may be dependent upon the extent to which it can successfully raise the capital to implement an investment plan. 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 success of the Company is dependent upon certain factors that may be beyond management's control. If the Company is unable to fund its investments or otherwise fails to invest in an active business, its business, financial condition or results of operations could be materially and adversely affected.

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

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) and its 99.99% owned subsidiary, Premier Clinicas de Rehabilitacion S. R. L. ("Clinicas"), incorporated in the Dominican Republic. 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, while the functional currency of its subsidiary, Clinicas, is the Dominican Peso. 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 has been determined to be the Canadian dollar, while the functional currency of its subsidiary is the Dominican Peso.

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.

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

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:

Machinery and equipment 20% - declining balance
Computers 55% - declining balance
Software 100% declining balance
Leasehold improvements 5 years - straight-line

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Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued...)

f) <u>Impairment</u>

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

All financial instruments are initially recognized at fair value on the statement of financial position. The Company has classified each financial instrument into one of the following categories: (1) financial assets or liabilities at fair value through profit or loss ("FVTPL"), (2) loans and receivables, (3) financial assets available-for-sale, (4) financial assets held-to maturity, and (5) other financial liabilities. Subsequent measurement of financial instruments is based on their classification.

Financial assets and liabilities at FVTPL are subsequently measured at fair value with changes in those fair values recognized in net earnings. Financial assets and liabilities classified as available-for-sale are subsequently measured at fair value with changes in fair value recognized in other comprehensive income (loss), net of tax.

Financial assets "held-to-maturity", "loans and receivables", and "other financial liabilities" are subsequently measured at amortized cost using the effective interest method. 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
Subscriptions receivable	Loans and receivables	Amortized cost
Receivables	Loans and receivables	Amortized cost
Due from related parties	Loans and receivables	Amortized cost
Notes receivable	Loans and receivables	Amortized cost
Payables	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

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued...)

g) Financial Instruments (continued...)

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

Revenue is measured at fair value of the consideration received or receivable, and represents receivable amounts for goods supplied or services rendered, stated net of discounts and returns. The Company recognizes revenue when the amount of revenue can be reliably measured, when it is probable that future economic benefits will flow to the Company, and when specific criteria have been met for each of the Company's activities, as described below.

Rendering services

The Company recognizes revenue from the rendering of independent medical assessments, and patient services in the accounting period in which the services are rendered, by reference to stage of completion of the specific transaction and assessed on the basis of the actual service provided as a proportion of the total services to be provided.

i) Earnings/(Loss) Per Share

Basic earnings/(loss) per share is computed by dividing the income/(loss) for the period 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.

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued...)

i) 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.

I) Foreign Currency Translation

The functional currency of Premier Health Inc., the parent, is the Canadian Dollar, and the functional currency of the subsidiary Clinicas, is the Dominican Peso. 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. Nonmonetary 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.

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued...)

I) Foreign Currency Translation (continued...)

<u>Transactions and balances:</u> (continued...)

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in 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 as accumulated other comprehensive income (loss).

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 confirm to the current year's presentation.

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued...)

p) Accounting Standards Issued but not yet Effective

Amendments to IFRS 2 - "Share-Based Payments"

This amendment clarifies the measurement basis for cash-settled, share-based payments and the accounting for modifications that change an award from cash-settled to equity-settled. The Company is in the process of determining the impact of the adoption of this standard on the consolidated financial statements, if any. Effective for annual periods beginning on or after January 1, 2018.

New standard IFRS 9 - "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

New standard IFRS 15 – "Revenue from Contracts with Customers"

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

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.

IFRIC 22 - "Foreign Currency Transactions and Advance Consideration"

This IFRIC addresses foreign currency transactions or parts of transactions where there is consideration that is denominated or priced in a foreign currency. The Company has considered the change and assessed that it will have no material impact on adoption. Effective for annual periods beginning on or after January 1, 2018.

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.

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

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 Ventures Ltd ("HeatlhVue"). HealthVue provides telemedicine visits remotely and full service family practice from its four clinic locations in the Lower Mainland in British Columbia. Pursuant to the Acquisition Agreement between Premier and HealthVue, the Company issued 12,000,000 common shares of the Company and \$999,967 cash payment to the owner of HealthVue.

The acquisition of "HealthVue" by the Company is considered to be 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 (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		1,750
Prepaid		8,487
Capital assets		105,910
Accounts payable		(391,711)
Net assets acquired	-	47,544
Goodwill acquired	\$	3,952,423

4. CASH

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

5. ACCOUNTS RECEIVABLE

Accounts receivable consist of the following:

	September 30,	December 31,
	2018	2017
Trade receivables	\$ 133,076	\$ 121,140
GST receivable	15,317	11,217
Allowance for doubtful account	(93,792)	(93,792)
Receivables from discontinued operations (Note 12)	(2,847)	(27,349)
	\$ 51,754	\$ 11,216

An allowance for doubtful accounts of \$93,792 has been provided against these accounts receivable amounts, which the Company has determined represents a reasonable estimate of amounts that may be uncollectible.

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

6. MARKETABLE SECURITIES

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, 2018 and December 31, 2017, 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. 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 (2016 - \$40,981), resulting realized gain of \$475,780.

Total Marketable Securities:

	M	MOG CHH		Total		
Cost						
Balance at December 31, 2015	\$	-	\$	-	\$	-
Additions		400,000		250,000		650,000
Dispositions				(18,750)		(18,750)
Balance at December 31, 2016		400,000		231,250		631,250
Dispositions		-		(231,250)		(231,250)
Balance at December 31, 2017						
and September 30, 2018		400,000		=		400,000
Adjustments to Fair Value Balance at December 31, 2015		-		<u>-</u>		_
Adjustment for the year		(399,999)		305,250		(94,749)
Balance at December 31, 2016		(399,999)		305,250		(94,749)
Adjustment for the year		-		(305,250)		(305,250)
Balance at December 31, 2017						
and September 30, 2018		(399,999)		-		(399,999)
Fair Value						
At December 31, 2017 and						
September 30, 2018	\$	1	\$	-	\$	1

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

7. PROPERTY AND EQUIPMENT

	Eq	uipment		Computers	Se	oftware		Leasehold provement		Total
Cost										
Acquisition date, July 31, 2018 Additions	\$	62,161 1,806	\$	48,446	\$	4,758	\$	165,607	\$	280,972 1,806
Balance at September 30, 2018	\$	63,967	\$	48,446	\$	4,758	\$	165,607	\$	282,778
Accumulated Amortization										
Acquisition date, July 31, 2018 Amortization	\$	29,441 1,136	\$	29,519 1,693	\$	4,261 79	\$	111,841 5,563	\$	175,062 8,471
Balance at September 30, 2018	\$	30,577	\$	31,212	\$	4,340	\$	117,404	\$	183,533
a	•	22.200	•	15.004	•	410	•	40.000	•	00.045
September 30, 2018	\$	33,390	\$	17,234	\$	418	\$	48,203	\$	99,245

Discontinued operations:

		Office Irniture]	Machinery and equipment		Vehicle	j	Leasehold improvement		Total
Cost										
Balance at December 31, 2015 Additions	\$	10,487	\$	51,765	\$	26,713	\$	12,128	\$	101,093
Balance at December 31, 2016 Additions		10,487		51,765 598		26,713		12,128		101,093 598
Balance at December 31, 2017 Written off Additions		10,487 - 3,007		52,363 - 426		26,713		12,128 (12,128) 184,315		101,691 (12,128) 187,748
Balance at September 30, 2018	\$	13,494	\$	52,789	\$	26,713	\$	184,315	\$	277,311
Accumulated Amortization										
Balance at December 31, 2015 Amortization	\$	- 1,419	\$	4,195	\$	3,614	\$	1,309	\$	10,537
Balance at December 31, 2016 Amortization		1,419 2,188		4,195 6,923		3,614 5,576		1,309 2,577		10,537 17,264
Balance at December 31, 2017 Written off		3,607		11,118		9,190		3,886 (3,886)		27,801 (3,886)
Amortization Balance at September 30, 2018	<u> </u>	1,562 5.169	\$	4,634 15,752	\$	3,265 12,455	\$	13,735 13,735	\$	23,196 47,109
Balance at September 30, 2018	<u> </u>	3.109	3	13,732	Þ	12,433	Þ	15,/55	Þ	47,109
Foreign exchange for the period ended September 30, 2018	\$	(555)	\$	(3,442)	\$	(1,401)	\$	(150)	\$	(5,548)
Amounts from discontinued operations as at September 30, 2018 (Note 12)	\$	(7,770)	\$	(33,595)	\$	(12,857)	\$	(170,430)	\$	(224,652)
Net Book Value										
December 31, 2017 and September 30, 2018	\$	-	\$		\$		\$		\$	-

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30,	December 31,
	2018	2017
Trade payables	\$ 147,629	\$ 148,751
Accrued liabilities	41,648	15,000
Interest payable on convertible debentures (Note 11)	177,320	45,425
Trade payables from discontinued operations (Note 12)	 (61,038)	(73,856)
	\$ 305,559	\$ 135,320

9. LOANS

The Company entered into several promissory loans with Banco Popular. The loans have a maturity date of July 20, 2019. As at September 30, 2018, the Company owes \$10,161 included as part of the net liabilities from discontinued operations (*Note 12*) (December 31, 2017 – \$18,343). The promissory loans are payable in monthly installments of \$1,237 of which \$605 corresponds to interest and commissions. The promissory loans bear interest at 21% per annum.

10. 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, in order to finance the acquisition. 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 interest expense. \$107,881 accretion, and \$123,079 interest was recorded as expense for the period ended September 30, 2018 (2017 – accretion and interest of \$224,963).

11. 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:

		Sept. 30, 2018		Sept. 30, 2017	
Mark to the Company	Φ.	21 000	Ф	22.500	
Management fees to the former CFO	\$	21,000	\$	22,500	
Administration fees paid to a company owned by the former CFO		3,000		4,500	
Rent paid to a company owned by the former CFO		3,000		5,250	
Salaries paid to the new CEO		60,000		-	
Salaries paid to the COO		25,000		-	
Consulting fees to the former CEO, included in loss from discontinued operations (Note					
12)		12,138		13,304	
Stock based compensation		174,181		-	
Accretion and interest expense on convertible debenture to the former CEO (Note 10)		230,959		224,963	

As at September 30, 2018, the Company had \$64,254 (December 31, 2017 - \$179,142) due from the CFO and a company owned by the CFO. The CFO is also a director of the Company. This amount will be repaid to the Company, commencing April 1, 2018 at \$5,000 per month; with the entire amount to be paid by October 1, 2019. Interest of 6.5% will be accrued. As a result, as at September 30, 2018, \$60,000 (December 31, 2017 - \$45,000) has been recorded as a current asset, with the remaining \$4,254 (December 31, 2017 - \$134,142) recorded as a long-term asset.

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

11. RELATED PARTY TRANSACTIONS (continued)

During the year ended December 31, 2017, the Company issued 200,000 common shares with a fair value of \$200,000 to settle related party debt of \$200,000. This debt resulted from the interest payable to the former CEO on the convertible debenture, and was purchased by certain shareholders of the Company, and then settled for shares. (*Note 10*).

As at September 30, 2018, the Company has a convertible debenture valued at \$1,336,900 (December 31, 2017 - \$1,189,180) to the former CEO, who is also a director and significant shareholder of the Company. As at September 30, 2018 \$177,320 (December 31, 2017- \$45,425) of accrued interest on this debenture is included in accounts payable and accrued liabilities. During the nine months period ended September 30, 2018, \$107,881 of accretion expense, and \$123,078 of interest expense, for a total of \$230,959 was recorded as accretion and interest expense (2017 - \$224,963). (Note 10).

As at September 30, 2018, the Company had \$291,388 owing to the former CEO, who is also a director and significant shareholder of the Company (the former sole shareholder of Clinicas) (December 31, 2017 \$51,267). This amount is included in the net liabilities from discontinued operations as at September 30, 2018 and December 31, 2017.

As at September 30, 2018 and December 31, 2017, the Company had \$220,000 receivable from a company partially owned by the former CFO of the Company. As at December 31, 2017, this note had no terms of repayment. Subsequent to September 30, 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 has the right to convert this promissory note at any time at \$0.25 per share.

12. DISCONTINUED OPERATIONS

Subsequent to December 31, 2017, the Company entered into a share purchase agreement (the "Purchase Agreement") with the Company's 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 may result in a change of control of the Company. The terms of the Purchase Agreement are 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. See Note 18 for potential acquisition and change of control.
- The Purchaser will forgive the convertible debenture of US \$1,500,000 and all accrued interest proportionally to the shares of Clinicas transferred (*Note 10*).

This Purchase Agreement constitutes a discontinued operation involving the loss of control of Clinicas by the Company as at December 31, 2017. As a result, all of the assets and liabilities of Clinicas have been classified as held-for-sale as at September 30, 2018 and December 31, 2017. This resulted in a net liability of \$108,010 (December 31, 2017 - \$45,453) from discontinued operation as at September 30, 2018.

The revenues and expenses of Clinicas have been determined to be a discontinued operation by the Company, and as a result, have been disclosed separately on the statement loss and comprehensive loss.

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

12. DISCONTINUED OPERATIONS (continued)

Revenues and expenses from Clinicas are as follows:

	Sept. 30, 2018	Sept. 30, 2017
REVENUE	\$ 168,979	\$ 238,344
EXPENSES		
Advertising	10,456	18,192
Amortization (Note 7)	23,196	12,340
Leasehold improvements written off (Note 7)	8,243	-
Bank charges an interest	13,277	15,680
Consulting fees (Note 11)	12,138	13,304
Insurance	4,838	5,026
Office and Administration	28,379	33,718
Professional fees	14,883	15,393
Rent	12,465	57,844
Repair and maintenance	2,894	9,430
Wages and related expenses	91,607	113,686
Other expenses	14,948	1,413
Loss from discontinued operations	\$ (68,345)	\$ (57,682)

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

13. SHARE CAPITAL

a) Authorized: unlimited common shares without par value

b) Issued and Outstanding:

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.

On July 25, 2018, the Company announced the closing of a non-brokered private placement of 14,220,000 common shares for gross proceeds of \$3,555,000 (\$0.25 per common share).

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 10, 11*).

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.

On May 9, 2016, the Company has cancelled 100 incorporation shares and issued 14,403,698 common shares to the Web Watcher Systems Ltd. Shareholders under the Plan of Arrangement (*Note 1*).

On May 9, 2016, pursuant to an agreement dated August 27, 2015 with Winston Ventures Inc. ("Winston") a company owned and controlled by Gary Brown, the Company issued 20,000,000 common shares to Winston in exchange for 4,000,000 shares of Moag Copper Gold Resources Inc. ("MOG").

On May 9, 2016, the Company issued 200,000 units in consideration for 1,000,000 shares of CENTRIC HEALTH CORP., symbol CHH on the TSX. Each unit consists of one share and one share purchase warrant (the "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. Based on the trading value of CHH shares the value of the units is \$250,000.

On May 9, 2016, pursuant to a private placement agreement for \$200,000 dated February 5, 2016, the Company issued 133,333 units at a price of \$1.50 per unit. Each unit consists of one share and one share purchase warrant (the "Warrant") of the Company. Each warrant entitles 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.

c) Share Purchase Warrants

The following is a summary of warrant activities during the period ended September 30, 2018:

	Number of Warrants	Weighted Average Exercise Price			
Outstanding, December 31, 2016 and 2017	333,333	\$ 1.50			
Cancelled	(333,333)	\$ (1.50)			
Outstanding, September 30, 2018	-	\$ -			

As at September 30, 2018, no warrants were outstanding.

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

13. SHARE CAPITAL (continued)

d) Escrow shares

As at September 30, 2018, the Company has 26,700,000 common shares held in escrow.

Escrow shares will be released as follows:

- 3,180,000 shares on May 28, 2018, and the same amount released each six months thereafter until the last 3,180,000 are released on November 16, 2020.
- 1,800,000 shares on January 30, 2019, and the same amount released each six months thereafter until the last 1,800,000 are released on July 18, 2021.

e) 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 nine month period ended September 30, 2018:

On August 13, 2018, 3,200,000 options were granted to consultants and officers of the Company, exercisable at of \$0.50 per share. The options shall 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 \$309,655 was recorded in the period ended September 30, 2018 based on vesting periods.

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 \$26,734 was recorded in the period ended September 30, 2018 based on vesting periods.

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%.

Summary of stock option activity:

Expiry	Exercise Price	Dec.31, 2017		Granted	Exercised	Expired / Cancelled	September 30, 2018	Exercisable
August 13, 2018 \$	0.50		4	4,000,000	-		4,000,000	
Total				4,000,000			4,000,000	
Weighted average ex	ercise price	_	\$	0.50		<u>-</u>	\$ 0.50	-
Weighted average rea	maining contra	ctual life					4.87 years	

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

14. 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.

15. FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, accounts receivable, accounts payable, amounts due from and to related parties, notes receivable, loans payable, net liabilities from discontinued operations and the convertible debenture.

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, note receivable and loans payable 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 30, 2018, 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, 2018, the Company did not have sufficient cash on hand to meet its current liabilities, and will 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.

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

15. FINANCIAL INSTRUMENTS (continued)

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. In addition, the Company holds convertible debentures which are denominated in US Dollars. A change in foreign currency exchange rates can have an impact on net income and comprehensive income. As a result, the Company is exposed to foreign exchange rate risk with respects to the US Dollar and the Dominican Peso. As at September 30, 2018, the Company had net financial liabilities denominated in foreign currencies of approximately \$1,320,000. A 10% change in the value of the Dominican Peso versus the Canadian dollar would give rise to a gain or loss of approximately \$10,800, and a 10% change in the value of the US Dollar versus the Canadian dollar would give rise to a gain or loss of approximately \$132,000. 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.

Notes to the Condensed Consolidated Interim Financial Statements For the Nine Month Period ended September 30, 2018 (Expressed in Canadian Dollars)

16. SEGMENTED INFORMATION

The Company operates in one industry, the healthcare industry, which is located in Canada and the Dominican Republic. Segmented geographical information is as follows:

	Canada	Dominican Republic		Total
Assets				
As at September 30, 2018	\$ 6,655,638	\$	-	\$ 6,655,638
As at December 31, 2017	\$ 410,810	\$	-	\$ 410,810
Revenue for the nine month period ended				
(Note 12):				
September 30, 2018	\$ 438,080	\$	168,979	\$ 607,059
September 30, 2017	\$ -	\$	238,344	\$ 238,344
Net loss for the nine month period ended:				
September 30, 2018	\$ (979,287)	\$	(68,345)	\$ (1,047,632)
September 30, 2017	\$ 275,313	\$	(57,682)	\$ 217,631