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OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

April 4, 2025

UNIDOC HEALTH CORP.
(the “Company” or “UniDoc”)



PART 1 SUMMARY OF OFFERING

What are we offering?

Securities Offered:	Up to 2,000,000 units of the Company (each a “Unit”) for gross proceeds of up to \$500,000 (the “Offering”).
Description of Offered Securities	Each Unit will be comprised of one common share of the Company (each a “Common Share”) and one-half of one transferrable common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will entitle the holder to acquire one additional Common Share at a price of \$0.35 per share for a period of two years from the Closing Date (as defined herein).
Offering Price:	\$0.25 per Unit
Closing Date:	The Offering is expected to close on or about April 11, 2025, or on any other date as the Company may determine, and, in any event, on or before a date not later than 45 days after the date of the filing of this offering document. The Offering may close in one or more tranches and is subject to receipt of all necessary regulatory approvals.
Exchange:	The Common Shares are listed on the Canadian Securities Exchange (the “CSE”) under the symbol “UDOC”.
Last Closing Price:	On April 4, 2025, the closing price of the Common Shares on the CSE was \$0.31.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. The Offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

All references in this offering document to “dollars” of “\$” are to Canadian dollars, unless otherwise stated.

The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 – *Prospectus Exemptions*. In connection with this Offering, the Company represents the following is true:

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000.**
- **The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

Cautionary Statement Regarding Forward-Looking Information

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities legislation, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document are made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning the Company’s expectations regarding its revenue, expenses and operations, including the development, marketing and commercialization of its products; the Company operate telehealth units which contain fully integrated diagnostic tools; the Company providing patients with live virtual visits with a doctor or other health professional; the Virtual Care Solution Model increasing the revenue of its service providers and freeing up time spent on administrative tasks; the Company fabricating an additional seven H3 Health Cubes to Italy in April 2025 and two H3 Health Cube to Alaska in April 2025; pursuant to the TDSC PO the Company’s milestones and objectives; statements regarding future purchase orders; the Company’s ability to increase sales of H3 Health Cubes; expectations of future revenue; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; and completion of the Offering and the date of such completion. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “plans” “anticipates”, or “believes” or the negatives thereof 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.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the

forward-looking statements or forward-looking information, including, without limitation, risks and uncertainties relating to: general business and economic conditions; regulatory approval for the Offering; completion of the Offering; changes to the regulatory environment in which the Company operates; demand for the Company's products; research and development activities and the Company's ability to offer new products; the Company's foreign operations; market conditions; foreign currency and exchange rate risks; changes in taxation rates or policies; price volatility; the Company's liquidity and ability to secure additional funding; and reliance on industry suppliers and manufacturers. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements or forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that could cause results not to be as anticipated, estimated or intended. For more information on the Company and the risks and challenges of its business, investors should review the Company's annual filings that are available at www.sedarplus.com. The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Unidoc Health Corp. (the "**Company**" or "**UniDoc**") was incorporated under the Business Corporations Act of British Columbia on February 1, 2021, as Unicheck Holdings Corp and changed its name to UniDoc Health Corp. on April 8, 2021. Unicheck Holdings Corp., a wholly-owned subsidiary of the Company, was incorporated under the *Business Corporations Act* of British Columbia on April 8, 2021.

The Company operates in the healthcare services industry and plans to operate telehealth units which contain fully integrated diagnostic tools and will provide patients with the ability to have a live virtual visit with a doctor or other health professional. The Company's principal offering is its Virtual Care Solution Model, a comprehensive telemedicine and telehealth solution that aims to increase access to, and the quality of, healthcare throughout Canada (the "**Virtual Care Solution Model**"). The Virtual Care Solution Model integrates a range of physical products, web-based services and analytical tools, and access to the Company's network of healthcare providers, pharmacies, and hospitals, into an easy-to-use and centralized proprietary web-based application. Through the Virtual Care Solution Model, healthcare providers can manage their patient's plan of treatment from start to finish, while accessing a wide-range of diagnostic and monitoring tools. Patients get the benefit of being able to receive high-quality medical care outside of the traditional healthcare delivery method, including from the comfort of their home.

The Virtual Care Solution Model was developed through a combination of licensed and proprietary technology and strategic joint ventures and partnerships with internationally recognized companies. The Company's Virtual Care Solution Model incorporates, among others, two principal products: the H3 Health Cube, and Managed Services.

The Company's Virtual Care Solution Model aims to allow service providers to connect with a wider range of patients and enable organizations to set up a low-cost point of service for virtual visits without the financial barriers of in-house physicians' recruitment and retention. The Company believes its Virtual Care Solution Model has the potential to increase the revenue of its service providers while at the same time

freeing up time spent on administrative tasks. The Company is currently pursuing deploying its Virtual Care Solution Model in North America, Europe, and Africa.

H3 Health Cube

As part of its Virtual Care Solutions Model, the Company established a service agreement with EGS Health in May 2023 to boost efforts to sell units of the Company's H3 Health Cube, signed an MOU with DocBox Inc. ("**DocBox**") in June 2023 to integrate DocBox's software within the Company H3 Health Cube, established a formal reseller agreement with MediOrbis, LLC ("**MediOrbis**") in October 2023 to utilize their software of global doctor networks, established an original equipment manufacturer agreement with HP Inc in December 2023 to exclusively use HP Inc. ("**HP**") software as part of the H3 Health Cube as well as provide sales support of the solution, became a preferred supplier (through its partnership with Unicheck SRL) for telehealth solutions for eHealth technologies by the Italian Government in the municipality of Aliano and signed an agreement with the Aiutamoli a Vivere Foundation ("**AVF**") for the sale of additional health cubes in May 2024, and has begun executing a purchase order of 10 units from a European customer in June 2024.

With the Company's business model utilizing a licensing and partnership approach, the Company has made minimal expenditures to internally develop hardware and software solutions, and relies heavily on its licensors and partners.

Integral to the Company's H3 Health Cube product offering, is NEIL Connect, a white label software program developed using AGNES Connect[®] from AMD Global Telemedicine ("**AMD**"). AGNES Connect[®] was AMD's back-end, secure and encrypted clinical examination platform for telemedicine applications, which the Company acquired from AMD in March, 2025. The Company has licensed a white label version of this platform, called NEIL Connect, which the Company can customize in accordance with the requirements of individual clients and the jurisdictions in which they operate to integrate software from other vendors, including DocBox, Carefluence and MediOrbis. NEIL Connect is a customizable software stack, and the individual software within the stack licensed by the Company may have its own patents and intellectual property associated with it. NEIL Connect is able to communicate with over 400 different medical devices and diagnostic tools, such as medical cameras and scopes, vital signs monitors, EKGs and more.

AGNES Connect[®], the AMD branded version of the software, supports HIPPA Compliance. Each individual software provider which has their platform integrated into the Company's H3 Health Cube is responsible for their own HIPPA compliance. The H3 Health Cube does not store any personal identifying health care information. As sales discussions progress with customers in various jurisdictions, the customers' certification requirements are part of those discussions. This is a collaborative effort between the Company, the software developer, the end client and the local authorities to ensure that all necessary certifications are met.

Further, the use of NEIL Connect allows for the integration of advanced AI, through partnered software abilities. Advanced AI refers to advanced artificial intelligence – the ability of the software to provide recommendations personalized to an individual's needs. NEIL Connect can be integrated with the MediOrbis platform (AI used for patient intake/triage) and the DocBox platform (AI used for patient monitoring).

NEIL Connect and the other software programs requested by the client to be integrated are licensed from the respective vendors and the customer is charged a licensing fee, while the diagnostic tools included in the booth are purchased from vendors and included in the total cost of the booth sold to the customer. All

booths developed by the Company come with a version of NEIL Connect, customized in accordance with the customer's requirements.

For the Company's H3 Health Cube product offering, a sales transaction begins with the Company receiving a purchase order from a licensing partner or reseller (i.e., the Company's customers). The Company will then coordinate with its hardware and software partners to fulfill this order and ship components to a specified location (e.g. port of entry). Booth manufacturing is contracted from a US company that has a manufacturing facility in India. Other equipment (medical equipment, computer, monitor, etc.) is made at various manufacturers around the world and generally purchased from US or EU suppliers. Manufacturing from manufacturing partners varies, depending on the customization of the solution by customers, but generally takes 2 to 3 months from time of ordering to shipment. The Company incurs the cost of the medical equipment components and construction of the H3 Health Cube as direct costs of goods sold as part of purchase orders from its customers.. Further, shipping and installation costs to integrate the hardware and software are not incurred by the Company as part of costs of goods sold, as they are all paid by the end-customer via licensing partner or reseller and are included in purchase orders. Shipping terms are FOB Destination Point, where the Company will receive confirmation of acceptance through either customs forms or directly from the licensing partner, reseller, or customer, at which point the purchase order is completed and revenue can ultimately be recognized.

Further, the warranty/return period associated to the Cubes are at the booth contract manufacturer-level, and are independent and separate from the Company. Authorizations requests can be sent by the end-customer directly to the equipment vendor (i.e., HP.) requesting replacement, however the Company has no direct involvement and no further obligation in this process and has no formal warranty/return policy as a result.

Managed Services

Beginning in August 2024, the Company announced its Managed Services revenue stream. The managed service revenue model bundles the H3 Health Cube with the MediOrbis doctor network, service technicians, and medical records softwares into a single offering for a fixed monthly payment, which will reduce upfront financial costs for clients, provide a comprehensive eHealth solution, and create a recurring revenue stream for the Company.

The Company is offering Managed Services as an all-in monthly fee subscription package for its H3 Health Cubes and the associated services and equipment requested by the customer. The cubes are offered for sale globally and Managed Services is a purchase option for all cubes in lieu of a one-time up front payment. As part of the Managed Services, the doctors are employed by and service technicians are employed by TD Synnex Corporation ("TD Synnex"). MediOrbis and TD Synnex are responsible for the compliance of their staff with the laws and regulations in the jurisdictions in which they operate. The Company aggregates technologies and services from other providers into its H3 Health Cube but does not directly own such technologies or employ staff to provide these functions. The companies that the Company acquires these services from are responsible for their own development costs and compliance with regulations. The Company pays licensing fees and purchases equipment to such providers on an order-by-order basis.

Medical records are stored by clients purchasing the H3 Health Cubes in accordance with their own policies and procedures, and the Company's Managed Services facilitates this ability. Purchasers of the H3 Health Cube are responsible for their own compliance with healthcare and privacy laws. The Company does not maintain or store medical records.

As of the date of this Offering Document, no customers have subscribed to Managed Services. The revenue generated by Managed Services will be dependent on how many customers choose it as a purchase option.

Based on initial interest, including conversations with a major US pharmacy chain, the Company believes there will be significant adoption from customers purchasing H3 Health Cubes.

Revenues for Managed Services are difficult to predict at the Company's early stage of commercialization. The Company negotiates pricing on a per client basis. It is anticipated that the minimum base case for the acquisition of one booth with Managed Services would be approximately US\$5,000 per month, and subscriptions could be many multiples of this amount depending on the technology and equipment requested by the customer. The costs will be included in the subscription price for Managed Services and paid by the end customer. The Company is finalizing costs models for this revenue stream and is expected to launch the product in early 2025.

Recent developments

The following is a brief summary of key recent developments involving or affecting the Company over the past 12 months:

TD Synnex Corporation and HP Inc.

On June 5, 2024, the Company received an inaugural purchase order from TD Synnex, through its partnership with HP, for a total of 10 H3 Health Cubes, which includes six indoor and four outdoor-rated cubes (the "TDSC PO"). The TDSC PO has an aggregate purchase price of US\$385,866 and partial ordered against this PO will be placed within the next 12 months. UniDoc is a vendor to TDSC who in turn directly resells the Company's solution to HP and other customers.

Hope Ukraine Foundation

The first H3 Health Cube fabricated pursuant to the TDSC PO was shipped to Italy and arrived on November 15, 2024 for display at the National Association of Italian Municipalities trade show. The H3 Health Cube was subsequently deployed to the Hope Ukraine Foundation, the end user, at Okhmatdyt, Ukraine's largest children's hospital arriving on December 23, 2024. The H3 Health Cube was installed with product offerings from MediOrbis, DocBox, and Carefluence via NEIL Connect. The Company fulfilled its performance obligations when the H3 Health Cube transferred ownership which occurred once the shipment cleared customs in Italy.

On the basis that the H3 Health Cube fabricated for ultimate use by the Hope Ukraine Foundation was intended as a humanitarian effort, all materials and fabrication inputs were donated by the Company's manufacturing partners and the H3 Health Cube was delivered at no charge. Accordingly, the Company did not incur manufacturing costs or generate sale revenue from the H3 Health Cube deployed to the Hope Ukraine Foundation for Okhmatdyt.

The Company anticipates fabricating an additional seven H3 Health Cubes to Italy in April 2025 and two H3 Health Cube to Alaska in April 2025 pursuant to the TDSC PO. The Company recognizes revenue at the point in time where the Company has fulfilled its performance obligations which is when the H3 Health Cube transfers ownership to the reseller at the port of entry.

Aiutamoli a Vivere Foundation and Municipality of Aliano

On May 14, 2024, the Company, AVF and Unicheck SRL entered into a purchase agreement whereby the Company is to fabricate and supply 15 H3 Health Cubes, AVF is the end user, and Unicheck SRL acts in the capacity as reseller (the "AVF Agreement"). The AVF Agreement for the supply of 15 H3 Health Cubes has no expiry.

On July 10, 2024, the Company received a purchase order from Unicheck SRL for two H3 Health Cubes for an aggregate purchase price of €85,818. For this purchase order, Unicheck SRL acted as the reseller of the H3 Health Cubes with the end users being AVF and the Municipality of Aliano which each received one H3 Health Cube.

To fulfill this purchase order from Unicheck SRL, the Company fabricated and shipped two H3 Health Cubes which arrived in Italy on November 15, 2024. The H3 Health Cubes are currently being assembled and installed for subsequent deployment to AVF and the Municipality of Aliano by Unicheck SRL. The H3 Health Cube is being installed with product offerings from MediOrbis, DocBox, and Carefluence via NEIL Connect. The Company will have recognized revenue of €85,818 at the point in time where the Company fulfilled its performance obligations which is when the H3 Health Cube transferred ownership to Unicheck SRL at point of entry.

Under the AVF Agreement, there remains 13 H3 Health Cubes to fabricate, ship and deploy to AVF, with delivery updates expected by April 2025.

The Company has no further obligations with respect to the Municipality of Aliano.

As of the date of this Offering Document, the Company has received 2 purchase orders for 12 total H3 Health Cubes. The Company received one purchase order from Unicheck SRL for 2 units and one purchase order from TD Synnex for 10 units. Of the 12 units under fabrication, two H3 Health Cubes have been fabricated and shipped relating to the Unicheck SRL purchase order and one H3 Health Cube has been fabricated and shipped relating to the TDSC purchase order.

AGNES Software Purchase

In March 2025, the Company completed the acquisition of the AGNES Software from AMD, together with the name “AMD Telemedicine” and related goodwill, and related intellectual property, customer subscriptions and accounts. As consideration for the acquisition, the Company paid AMD US\$175,000 in cash plus a revenue share.

Warrant Exercises

The Company previously completed a private placement of 30,000,000 unit warrants (the “**Unit Warrants**”) at a price of \$0.0005 per Unit Warrant for gross proceeds of \$15,000 on March 31, 2021. Each Unit Warrant entitled holders to receive one common share of the Company and one common share purchase warrant (each, a “**Warrant**”) at an exercise price of \$0.10, on a post-share split basis. The Warrants entitled the holders to purchase one common share of the Company at an exercise price of \$0.25 on a post-share split basis.

The Unit Warrants and Warrants expired on December 13, 2024. In the past 12 months, and prior to their expiry, the Company received gross proceeds of \$8,762,927 from exercises of the Unit Warrants and Warrants.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

Business objectives and milestones

What are the business objectives that we expect to accomplish using the available funds?

The Company's business objectives over the next 12 months using the expected net proceeds from this Offering in the amount of approximately \$480,000 are to fulfill outstanding purchase orders from TD Synnex and AVF, convert existing definitive master equipment deployment and services agreements into formal leasing agreements (including previously announced agreements with Sirach health and Wellness Inc., Northern Pacific Global Investment Services Limited, Claron Health International (Kenya) Limited, and Mbelem (Pty) Ltd.) and deploy telehealth equipment and software to generate revenue, continue corporate development efforts to acquire new clients, and serve existing customers of AMD Telemedicine software.

The anticipated expenditures of the business objectives above are set forth in the "Use of Available Funds" section below.

PART 3 USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

The net proceeds of the Offering and the funds which will be available to the Company after the Offering are as follows:

	Source of Funds	Assuming 100% of the Offering is Sold
A	Amount to be raised by this Offering	\$500,000
B	Selling commissions and fees	nil
C	Estimated Offering costs (e.g., legal, accounting, audit)	\$20,000
D	Net proceeds of Offering: $D = A - (B + C)$	\$480,000
E	Working capital as at most recent month end	\$972,035
F	Additional sources of funding	-
G	Total available funds: $G = D + E + F$	\$1,452,035

How will we use the available funds?

Description of intended use of available funds, listed in order of priority ⁽¹⁾	Maximum Offering
Inventory	\$250,000
Fulfilling existing purchase orders from TD Synnex	\$422,035
Converting existing definitive master equipment deployment and services agreements into formal leasing agreements	\$100,000
Marketing and Investor Relations Activities	\$350,000
Working capital purposes ⁽²⁾	\$330,000

Total: Equal to "G" Total Available Funds in Chart Above	\$1,452,035
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Notes:

- (1) The available funds will not be paid to insiders, associates or affiliates of the Company, except for normal course salaries.
- (2) Funds set aside for working capital may be allocated to corporate expenses, business development, potential future acquisitions, working capital, general administrative expenses and other purposes.

The above noted allocation represents the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, provided, that such uses will not include a significant acquisition, a restructuring transaction, or any transaction requiring approval of the Company's security holders. The amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and financing objectives.

How have we used the other funds we have raised in the past 12 months?

The Company has not completed any financings in the past 12 months. However the Company has received gross proceeds of approximately \$8,762,927 from the exercise of Unit Warrants and warrants in the past 12 months. As there was no guarantee these convertible securities would be exercised upon issuance the Company did not initially disclose a use or proceeds for these convertible securities. The proceeds resulting from exercise of these convertible securities were allocated to general working capital which included marketing, asset purchases, consulting, professional fees, office & admin, salaries and other expenses.

PART 4 FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

The Offering is non-brokered. The Company does not intend to engage any dealers or finders in connection with the Offering.

PART 5 PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right:

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the Common Shares.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6 ADDITIONAL INFORMATION

Where can you find more information about us?

The Company's continuous disclosure filings with applicable securities regulatory authorities in the provinces and territories of Canada are available electronically under the Company's profile on SEDAR+ at www.sedarplus.com.

For further information regarding the Company, visit our website at: www.unidoctor.com.

PART 7 DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after April 4, 2024 contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

Dated: April 4, 2025

/s/ Antonio Baldassarre

Antonio Baldassarre
Chief Executive Officer

/s/ Austin Thornberry

Austin Thornberry
Chief Financial Officer