Empower Clinics Inc.

Condensed Interim Consolidated Financial Statements

For the three and twelve months ended December 31, 2022 and 2021

(Unaudited - Expressed in US dollars)

Notice of Disclosure of Non-Auditor Review of the Condensed Interim Consolidated Financial Statements for the Three and Twelve Months Ended December 31, 2022 and 2021

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Empower Clinics Inc. for the interim periods ended December 31, 2022 and 2021, have been prepared in accordance with the International Accounting Standard 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board, and are the responsibility of the Company’s management.

The Company’s independent auditors, Zeifmans LLP, have not performed a review of these condensed interim consolidated financial statements.

February 28, 2023

EMPOWER CLINICS INC.
Condensed Interim Consolidated Statements of Financial Position
(Unaudited - Expressed in US dollars)

	Note	**December 31, 2022**	December 31, 2021
		$	$
ASSETS			
Current			
Cash		**193,144**	866,170
Restricted cash		**-**	1,238,366
Assets classified as held for sale	5	**-**	97,314
Accounts receivable	6	**393,924**	565,575
Inventory	7	**543,459**	205,048
Prepaid expenses		**133,091**	187,868
		1,263,618	3,160,341
Property and equipment	8	**953,927**	1,131,504
Other assets	19	**745,531**	745,531
Total assets		**2,963,076**	5,037,376
LIABILITIES			
Current			
Accounts payable and accrued liabilities	10,19	**3,459,625**	3,725,430
Consideration payable	4	**177,051**	200,363
Liabilities classified as held for sale	5	**-**	61,520
Current portion of loans payable	11	**201,036**	128,480
Notes payable	12	**183,066**	173,266
Conversion feature	13	**452,909**	-
Convertible note payable	14	**-**	205,406
Current portion of lease liability	15	**442,845**	387,100
Warrant liability	16	**281,580**	1,504,703
Subscription deposits	17(b)	**-**	1,316,825
		5,198,112	7,703,093
Loans payable	11	**896,460**	1,053,983
Convertible debentures	13	**1,034,378**	-
Lease liability	15	**2,039,178**	2,650,367
Deferred revenue		**17,612**	22,874
Total liabilities		**9,185,740**	11,430,317
SHAREHOLDERS' DEFICIENCY			
Issued capital	17(b)	**55,027,220**	52,875,084
Shares to be issued		**60,287**	60,287
Contributed surplus		**3,162,853**	2,908,315
Warrant reserve		**586,384**	58,380
Accumulated other comprehensive income		**102,409**	39,938
Deficit		**(65,161,817)**	(62,334,945)
Total shareholders' deficiency		**(6,222,664)**	(6,392,941)
Total liabilities and shareholders' deficiency		**2,963,076**	5,037,376

Nature of operations and going concern (Note 1)
Commitments and contingencies (Note 24)
Events after the reporting period (Note 25)

Approved and authorized for issue on behalf of the Board of Directors:

/s/ "Steven McAuley"	*/s/ "Andreis Bunkse"*
Director	Director

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

EMPOWER CLINICS INC.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Unaudited - Expressed in US dollars, except number of shares)

	Note	Three months ended December 31, 2022	Three months ended December 31, 2021	Twelve months ended December 31, 2022	Twelve months ended December 31, 2021
		$	$	**$**	$
Revenue		**426,786**	1,142,581	**4,661,525**	4,368,916
Direct expenses excluding depreciation and amortization		**359,668**	1,428,074	**2,693,502**	3,020,412
Gross profit (loss)		**67,118**	(285,493)	**1,968,023**	1,348,504
Operating expenses	18,19	**1,066,771**	1,275,165	**5,257,273**	3,597,122
Legal and professional fees		**141,716**	741,867	**1,196,614**	1,876,185
Depreciation and amortization expense	8,9	**50,042**	123,543	**213,500**	539,872
Share-based payments (recovery)	19	**3,458**	(64,482)	**254,949**	777,277
Operating loss		**(1,194,869)**	(2,361,586)	**(4,954,313)**	(5,441,952)
Provision for credit losses		**5,840**	52,259	**40,433**	52,259
Accretion expense		**152,204**	2,652	**509,420**	33,324
Interest expense		**107,914**	50,728	**401,806**	152,083
Gain on termination of leases	15	**(106,612)**	-	**(106,612)**	(3,983)
Loss on disposal of property and equipment	8(a)	**7,815**	-	**7,815**	-
Loss on debt settlement	13,16	**1,873,901**	-	**1,873,901**	-
Recovery of tax provision	10	**(165,000)**	-	**(165,000)**	-
Loss (gain) on change in fair value of warrant liability	16	**(220,074)**	(2,901,196)	**(3,335,877)**	16,820,611
Gain on change in fair value of conversion feature	13	**(462,419)**	-	**(1,568,295)**	-
Impairment of property and equipment	8	**-**	3,402,177	**20,432**	4,699,802
Impairment of intangible assets	9	**-**	48,663	**-**	403,213
Impairment of goodwill	9	**-**	1,771,409	**-**	4,461,607
Financing expense	13,17(b)	**2,341**	-	**702,883**	-
Other income, net		**(20,128)**	(104,164)	**(374,432)**	(324,623)
Net loss from continuing operations		**(2,370,651)**	(4,684,114)	**(2,960,787)**	(31,736,245)
Net income (loss) from discontinued operations		**-**	(7,139)	**133,915**	(520,070)
Net loss for the period		**(2,370,651)**	(4,691,253)	**(2,826,872)**	(32,256,315)
Foreign currency translation adjustment		**(15,197)**	43,101	**62,471**	39,938
Comprehensive loss for the period		**(2,385,848)**	(4,648,152)	**(2,764,401)**	(32,216,377)
Loss per share from continuing operations, basic and diluted		**(0.01)**	(0.01)	**(0.01)**	(0.10)
Earning (loss) per share from discontinued operations, basic and diluted		**-**	(0.00)	**0.00**	(0.00)
Loss per share, basic and diluted		**(0.01)**	(0.01)	**(0.01)**	(0.10)
Weighted average shares outstanding					
Basic and diluted		**361,696,701**	339,027,942	**351,051,951**	328,008,702

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

EMPOWER CLINICS INC.
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited - Expressed in US dollars)

	Twelve months ended December 31, 2022	2021
	$	$
Operating activities:		
Net loss from continuing operations	**(2,960,787)**	(31,736,245)
Items not involving cash:		
Depreciation and amortization expense	**213,500**	539,872
Share-based payments	**254,949**	777,277
Provision for credit losses	**40,433**	-
Accretion expense	**509,420**	33,324
Interest expense	**401,806**	152,083
Gain on termination of leases	**(106,612)**	(3,983)
Loss on disposal of property and equipment	**7,815**	-
Loss on debt settlement	**1,873,901**	-
Recovery of tax provision	**(165,000)**	-
(Gain) loss on change in fair value of warrant liability	**(3,335,877)**	16,820,611
Gain on change in fair value of conversion feature	**(1,568,295)**	-
Vesting of escrow shares included in legal and professional fees	**87,020**	187,964
Impairment of property and equipment	**20,432**	4,699,802
Impairment of intangible assets	**-**	403,213
Impairment of goodwill	**-**	4,461,607
Financing expense	**702,883**	-
Other income, net	**(280,314)**	(19,931)
Net changes in non-cash working capital items	**143,455**	47,226
Cash used in operating activities of continuing operations	**(4,161,271)**	(3,637,180)
Cash used in operating activities of discontinued operations	**(7,482)**	(432,680)
Investing activities:		
Investment in MediSure, net	**-**	(794,021)
Purchase of property and equipment	**(54,477)**	(2,152,186)
Proceeds from disposal of Sun Valley	**181,664**	-
Cash provided by (used in) investing activities of continuing operations	**127,187**	(2,946,207)
Financing activities:		
Proceeds from issue of convertible debentures	**3,357,603**	-
Proceeds from issue of units	**819,441**	-
Transaction costs in private placements	**(212,866)**	-
Proceeds from stock options exercised	**19,656**	264,624
Proceeds from warrants exercised	**224,479**	4,496,696
Advance of loans payable	**-**	86,378
Repayment of loans payable	**(96,836)**	(693,233)
Repayment of notes payable	**(198,851)**	(441,771)
Repayment of consideration payable	**(23,312)**	-
Lease payments	**(306,888)**	(183,918)
Interest payments	**(276,357)**	(496,955)
Cash provided by financing activities of continuing operations	**3,306,069**	3,031,821
Cash used in financing activities of discontinued operations	**-**	(79,346)
Effect of foreign exchange on cash	**62,471**	39,938
Change in cash	**(673,026)**	(4,023,654)
Cash, beginning of period	**866,170**	4,889,824
Cash, end of period	**193,144**	866,170

Supplemental disclosure with respect to cash flows (Note 20)

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

EMPOWER CLINICS INC.
Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency
(Unaudited - Expressed in US dollars, except share numbers)

	Number of common shares	Issued capital	Share subscriptions receivable	Shares to be issued	Contributed surplus	Warrant reserve	Accumulated other comprehensive income	Deficit	Total shareholders' deficiency
	#	$	$	$	$	$	$	$	$
Balance, December 31, 2020	283,811,903	22,969,566	(745,531)	60,287	2,223,269	80,638	-	(30,078,630)	(5,490,401)
Vesting of escrow shares	-	187,964	-	-	-	-	-	-	187,964
Shares issued for services	1,306,926	92,681	-	-	-	-	-	-	92,681
Shares returned to the treasury	(13,204)	(6,682)	-	-	-	-	-	-	(6,682)
Shares issued for acquisition of MediSure	4,582,483	1,726,141	-	-	-	-	-	-	1,726,141
Exercise of options	3,714,666	366,655	-	-	(102,031)	-	-	-	264,624
Exercise of warrants presented within warrant liability	42,982,247	27,322,855	-	-	-	-	-	-	27,322,855
Exercise of warrants presented within warrant reserve	3,060,000	215,904	-	-	-	(12,458)	-	-	203,446
Share-based payments	-	-	-	-	777,277	-	-	-	777,277
Reclassification of expired warrants	-	-	-	-	9,800	(9,800)	-	-	-
Reclassification of share subscriptions receivable	-	-	745,531	-	-	-	-	-	745,531
Foreign currency translation adjustment	-	-	-	-	-	-	39,938	-	39,938
Net loss for the period	-	-	-	-	-	-	-	(32,256,315)	(32,256,315)
Balance, December 31, 2021	339,445,021	52,875,084	-	60,287	2,908,315	58,380	39,938	(62,334,945)	(6,392,941)
Vesting of escrow shares	-	87,020	-	-	-	-	-	-	87,020
Shares issued in private placements	22,350,000	470,420	-	-	-	-	-	-	470,420
Shares issued for services	775,000	95,091	-	-	-	-	-	-	95,091
Issuance of warrants presented within warrant reserve	-	-	-	-	-	528,004	-	-	528,004
Exercise of options	250,000	20,067	-	-	(411)	-	-	-	19,656
Exercise of warrants presented within warrant liability	2,238,637	421,107	-	-	-	-	-	-	421,107
Shares issued on conversion of convertible debentures	30,300,000	1,058,431	-	-	-	-	-	-	1,058,431
Share-based payments	-	-	-	-	254,949	-	-	-	254,949
Foreign currency translation adjustment	-	-	-	-	-	-	62,471	-	62,471
Net loss for the period	-	-	-	-	-	-	-	(2,826,872)	(2,826,872)
Balance, December 31, 2022	**395,358,658**	**55,027,220**	**-**	**60,287**	**3,162,853**	**586,384**	**102,409**	**(65,161,817)**	**(6,222,664)**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Empower Clinics Inc. ("Empower" or the "Company") was incorporated under the laws of the State of Nevada on February 20, 1997 and subsequently continued as a federally incorporated Canadian company pursuant to a continuation under the *Canada Business Corporations Act* on November 27, 2008. The registered office of the Company is located at Suite 505 - 1771 Robson Street, Vancouver, British Columbia, Canada, V6G 1C9. The Company's shares are traded on the Canadian Securities Exchange under the symbol "EPW".

The Company is an integrated healthcare company that provides body and mind wellness for patients through its medical clinics, digital and telemedicine care, medical diagnostics laboratories, and sale of medical devices.

These unaudited condensed interim consolidated financial statements for the three and twelve months ended December 31, 2022 and 2021 ("financial statements") have been prepared under the assumption that the Company will be able to continue operating as a going concern, which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of operations for the foreseeable future. The Company has a history of losses and negative cash flows from operating activities, and as at December 31, 2022, the Company had an accumulated deficit of $65,161,817 (December 31, 2021 - $62,334,945). These circumstances present a material uncertainty that casts significant doubt over the Company's ability to continue as a going concern.

The Company anticipates that it will pursue growth opportunities through acquisitions, new product development and joint arrangements in order to drive revenue and generate positive cash flows from operations. The ability of the Company to continue operating as a going concern is dependent on its ability to raise sufficient additional funds to finance development activities and/or its ability to achieve profitable operations and positive cash flows from operations. There is no certainty that management's plans described above will be successful or that sufficient financing will be available on terms acceptable to the Company or at all.

These financial statements do not reflect any adjustments to the recorded amounts and classification of assets and liabilities, which could be necessary if the use of the going concern assumption is ultimately determined to be inappropriate. Such adjustments, if any, could be material.

2. BASIS OF PREPARATION

a) Statement of compliance

These financial statements were approved and authorized for issue by the Company's Board of Directors on February 28, 2023.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee applicable to the preparation of interim financial statements including International Accounting Standard 34 *Interim Financial Reporting*. These financial statements do not include all disclosures required for annual audited financial statements. Accordingly, they should be read in conjunction with the Company's audited annual financial statements for the years ended December 31, 2021, 2020 and 2019.

b) Basis of presentation

These financial statements have been prepared using the historical cost basis, except for certain financial assets and liabilities which are measured at fair value, as specified by IFRS for each type of asset, liability, income and expense as set out in the accounting policies below.

c) Functional and presentation currency

These financial statements are presented in United States dollars ("USD"), except as otherwise noted, which is the functional currency of the Company. The functional currency of each subsidiary is listed below. References to C$ or CAD are to Canadian dollars.

(Unaudited - Expressed in US dollars)

2. BASIS OF PREPARATION (continued)

d) Basis of consolidation

These financial statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances are eliminated on consolidation. Control exists where the parent entity has power over the investee and is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are consolidated from the date control commences until the date control ceases.

A summary of the Company's subsidiaries included in these financial statements as at December 31, 2022 is as follows:

Name of subsidiary	Country of Incorporation	Percentage Ownership	Functional Currency	Principal Activity
11000900 Canada Inc. (1)	Canada	100%	CAD	Clinic operations
Empower Healthcare Assets Inc. (2)	USA	100%	USD	Holding company
Empower Healthcare Corp.	Canada	100%	USD	Holding company
Empower Healthcare Corp.	USA	100%	USD	Clinic operations
Kai Medical Canada Corp. (3)	Canada	100%	CAD	Product sales
Kai Medical Laboratory, LLC (4)	USA	100%	USD	Diagnostic testing
Lawrence Park Health and Wellness Clinic Inc. (1)	Canada	100%	CAD	Clinic operations
Medi + Sure Canada Inc. (5)	Canada	100%	CAD	Product sales
Medi Collective Corp. (6)	Canada	100%	CAD	Clinic operations
Medi-Collective: Brown's Line FHO Inc. (7)	Canada	100%	CAD	Clinic operations
S.M.A.A.R.T. Holding Co. (9)	USA	100%	USD	Inactive
SMAART, Inc. (9)	USA	100%	USD	Inactive
Sun Valley Alternative Health Centres NV, LLC (8)	USA	100%	USD	Disposed
Sun Valley Health Franchising, LLC (8)	USA	100%	USD	Disposed
Sun Valley Health Mesa, LLC (8)	USA	100%	USD	Disposed
Sun Valley Health Tucson, LLC (8)	USA	100%	USD	Disposed
Sun Valley Health West, LLC (8)	USA	100%	USD	Disposed
Sun Valley Health, LLC (8)	USA	100%	USD	Disposed
Sun Valley Heath Holdings, LLC (8)	USA	100%	USD	Disposed
THCF Access Point (9)	USA	100%	USD	Inactive
The Hemp and Cannabis Co. (9)	USA	100%	USD	Inactive

(1) Lawrence Park Health and Wellness Clinic Inc. and 11000900 Canada Inc. were acquired on December 31, 2020.
(2) Empower Healthcare Assets Inc. was incorporated in the state of Delaware on April 16, 2019.
(3) Kai Medical Canada Corp. was incorporated on June 17, 2021.
(4) Kai Medical Laboratory, LLC was acquired on October 5, 2020.
(5) Medi + Sure Canada Inc. was acquired on July 30, 2021 (Note 4).
(6) Medi Collective Corp. was incorporated on May 12, 2021.
(7) Medi-Collective: Brown's Line FHO Inc. was incorporated on June 17, 2021.
(8) These entities (together "Sun Valley") were acquired on April 30, 2019 and results were consolidated until disposal on March 8, 2022.
(9) The Hemp and Cannabis Co., THCF Access Point S.M.A.A.R.T Holding Co., and SMAART, Inc have been inactive since 2018.

e) Change in financial year end

During the twelve months ended December 31, 2022, the Company changed its financial year end from December 31 to March 31 as approved by the Canadian Securities Exchange. The change will allow more audit capacity to complete annual financial statements in a timely manner. The Company elected to have transition year of a fifteen-month period from January 1, 2022 to March 31, 2023. Accordingly, in addition to regular interim financial statements, the Company also prepared financial statements for the three and twelve months ended December 31, 2022 and 2021.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied in the preparation of these financial statements are consistent with those applied and disclosed in Note 3 to the annual consolidated financial statements for the years ended December 31, 2021, 2020 and 2019.

(Unaudited - Expressed in US dollars)

4. ACQUISITION OF MEDISURE

On July 30, 2021, the Company acquired 100% ownership of Medi + Sure Canada Inc. ("MediSure"). Founded in 2010, MediSure produces diabetes testing products for sale in the Canadian market.

Consideration in the transaction had an aggregate fair value of $2,720,525 (C$3,403,767) comprised of cash consideration of $794,021 (C$1,000,000), a promissory note of $200,363 (C$250,000), and 4,582,483 common shares with a fair value of $1,726,141 (C$2,153,767). The promissory note matured on July 30, 2022 and is now due on demand. Due to the short-term nature of the note, effects of discounting were deemed to be immaterial. Of the total common shares issued, 2,036,659 shares are subject to contractually imposed trading restrictions through July 2023 with 254,582 common shares released from escrow every three months commencing on October 30, 2021 (the "restricted trading shares"). The fair value of the restricted trading shares was not subject to a discount for lack of marketability as the trading restrictions are imposed via a contract as opposed to via securities legislation.

The transaction was accounted for as a business combination under IFRS 3 *Business Combinations*.

A summary of the fair values of assets and liabilities assumed and the purchase price as at the July 30, 2021 acquisition date is as follows:

	$
Assets acquired	
Accounts receivable	123,299
Inventory	161,209
Prepaid expense	4,841
Property and equipment	129,997
Intangible assets	146,300
	565,646
Liabilities assumed	
Bank indebtedness	782
Accounts payable and accrued liabilities	88,445
Lease liability	124,640
Shareholder loan	10,715
Net assets at fair value	**341,064**
Consideration	
Cash consideration	794,021
Fair value of promissory note (consideration payable)	200,363
Fair value of 2,545,824 share consideration	958,967
Fair value of 2,036,659 restricted share consideration	767,174
Total consideration	**2,720,525**
Goodwill	**2,379,461**

The acquired accounts receivable contained $3,338 of GST receivable and $119,961 of trades receivable. Acquired property and equipment was comprised of right-of-use assets with a fair value of $124,640 office equipment with a fair value of $5,357. The lease liability represents one lease with a fair value of $124,640 on the date of acquisition, which is the net present value of the minimum future lease payments determined using the following assumptions: (1) remaining number of payments - 60; (2) monthly payment - $2,405 (C$3,000); and (3) incremental borrowing rate - 6.00% per annum.

The shareholder loan balance at acquisition consisted of a vehicle loan with a payout balance of $10,715 (C$13,407).

The goodwill generated from this acquisition related to other intangible assets that did not qualify for separate recognition. During the Company's annual recoverability test on December 31, 2021, the goodwill was found to be fully impaired and was written off.

During the twelve months ended December 31, 2022, the Company repaid $23,312 (C$30,000) of the consideration payable. As at December 31, 2022, outstanding consideration payable was $177,051.

(Unaudited - Expressed in US dollars)

5. DISCONTINUED OPERATIONS OF SUN VALLEY

On March 8, 2022, the Company completed the sale of Sun Valley for total cash consideration of $181,664. Discontinued operations are comprised of Sun Valley's operations until the date of disposal. Sun Valley's results of operations, and details of the sale are set out below.

A summary of the results of discontinued operations for the three and twelve months ended December 31, 2022 and 2021 is as follows:

	Three months ended December 31,		Twelve months ended December 31,	
	2022	2021	**2022**	2021
	$	$	**$**	$
Revenue	**-**	87,336	**73,042**	280,919
Direct expenses excluding depreciation and amortization	**-**	2,735	**2,007**	8,936
Gross profit	**-**	84,601	**71,035**	271,983
Clinic operating expenses	**-**	89,649	**100,877**	700,483
Provision for credit losses	**-**	-	**12,000**	-
Legal and professional fees	**-**	-	**276**	4,180
Depreciation and amortization expense	**-**	319	**-**	67,751
Interest expense	**-**	1,772	**-**	5,382
Loss (gain) on termination of leases	**-**	-	**21,329**	(4,471)
Impairment of property and equipment	**-**	-	**-**	18,728
Other income, net	**-**	-	**(12,675)**	-
Loss from discontinued operations	**-**	(7,139)	**50,772**	(520,070)
Gain on sale of discontinued operations	**-**	-	**184,687**	-
Net (loss) income from discontinued operations	**-**	(7,139)	**133,915**	(520,070)

A summary of the sale of discontinued operations as at March 8, 2022 is as follows:

	$
Assets	
Property and equipment	23,139
Liabilities	
Deferred revenue	1,694
Accounts payable and accrued liabilities	23,509
Bank indebtedness	959
Net liabilities	**(3,023)**
Cash consideration received	181,664
Gain on sale of discontinued operations	**184,687**

6. ACCOUNTS RECEIVABLE

A summary of the Company's accounts receivable is as follows:

	December 31, 2022	December 31, 2021
	$	$
Trade receivables, net	**222,736**	333,002
Lease receivables, net	**5,423**	-
GST receivable	**135,023**	193,853
Other receivables	**30,742**	38,720
	393,924	565,575

(Unaudited - Expressed in US dollars)

6. ACCOUNTS RECEIVABLE (continued)

The Company estimates a provision for lifetime expected credit losses for receivables aged greater than 90 days. As at December 31, 2022, trade receivables are presented net of a provision for lifetime expected credit losses of $135,858 (December 31, 2021 - 121,479) and lease receivables are presented net of a provision for lifetime expected credit losses of $25,030 (December 31, 2021 - $nil).

7. INVENTORY

A summary of the Company's inventory is as follows:

	December 31, 2022	December 31, 2021
	$	$
Diagnostics, COVID-19 testing supplies and reagents	**442,595**	325
Diabetes diagnostic products	**100,864**	204,723
	543,459	205,048

8. PROPERTY AND EQUIPMENT

A summary of the Company's property, plant and equipment is as follows:

	Right-of-use assets	**Furniture and equipment**	**Leasehold improvements**	**Testing equipment**	**Asset under Construction**	**Total**
	$	$	$	$	$	$
Cost						
Balance, December 31, 2020	788,490	154,275	177,858	928,149	-	2,048,772
Additions	2,959,976	333,979	1,077,418	42,320	573,829	4,987,522
Disposals	(275,677)	(15,180)	(32,086)	-	-	(322,943)
Impairment	(3,206,016)	(8,917)	(1,171,224)	-	(580,363)	(4,966,520)
Foreign exchange gain (loss)	29,884	(1,958)	(2,005)	323	6,534	32,778
Transferred to assets held for sale	(296,657)	(30,625)	(49,961)	-	-	(377,243)
Balance, December 31, 2021	-	431,574	-	970,792	-	1,402,366
Additions	-	14,189	20,884	45,550	-	80,623
Disposals	-	(9,376)	-	-	-	(9,376)
Impairment	-	-	(20,884)	-	-	(20,884)
Foreign exchange loss	-	(13,902)	-	(5,781)	-	(19,683)
Balance, December 31, 2022	-	**422,485**	**-**	**1,010,561**	**-**	**1,433,046**
Accumulated depreciation						
Balance, December 31, 2020	(311,960)	(42,955)	(74,805)	(29,005)	-	(458,725)
Depreciation	(255,200)	(106,785)	(81,117)	(116,602)	-	(559,704)
Disposals	162,421	15,180	32,086	-	-	209,687
Impairment	172,437	-	75,553	-	-	247,990
Foreign exchange (loss) gain	(6)	134	-	7	-	135
Transferred to assets held for sale	232,308	9,164	48,283	-	-	289,755
Balance, December 31, 2021	-	(125,262)	-	(145,600)	-	(270,862)
Depreciation	-	(90,880)	(452)	(122,168)	-	(213,500)
Disposals	-	1,561	-	-	-	1,561
Impairment	-	-	452	-	-	452
Foreign exchange gain	-	2,941	-	289	-	3,230
Balance, December 31, 2022	-	**(211,640)**	**-**	**(267,479)**	**-**	**(479,119)**
Carrying amount						
Balance, December 31, 2021	-	306,312	-	825,192	-	1,131,504
Balance, December 31, 2022	-	**210,845**	**-**	**743,082**	**-**	**953,927**

8. PROPERTY AND EQUIPMENT (continued)

a) Events during the twelve months ended December 31, 2022:

Additions to property and equipment primarily relate to purchases of assets and the costs of renovating leased clinics in Medi-Collective.

Following a lease termination in the Medi-Collective on September 1, 2022 (Note 15), the Company disposed associated furniture and equipment at $nil salvage value, resulting in $7,815 loss on disposal of property and equipment.

As a result of identification of indicators of impairment, leasehold improvements were found to have a carrying value greater than their recoverable value and as such, net book value of $20,432 was impaired (2021 - $4,699,802).

b) Events during the twelve months ended December 31, 2021:

<u>Right-of-use assets</u>

During the twelve months ended December 31, 2021, the Company entered into several lease agreements for clinics in the Medi-Collective which resulted in the recognition of right-of-use assets in the amount of $2,142,721. The right-of-use assets were measured as the present value of the minimum contractual lease payments discounted at the Company's estimated incremental borrowing rate of 6%.

On August 31, 2021, a lease agreement for one of the Company's clinics was modified which resulted in a substantial modification of the cash flows associated with the lease. In accordance with IFRS 16 *Leases*, the lease was de-recognized and recorded at its present value on the date of modification. As a result of the lease modification, the disposal of previous lease contains $39,513 of cost and $24,590 of accumulated depreciation, and the new right-of-use asset was recognized at $180,664. Following an impairment test conducted on the cash-generating unit ("CGU") to which the right-of-use asset was assigned, the asset was found to be impaired, and the Company recognized impairment loss of $182,375.

On April 1, 2021, the Company amended the terms of its lease agreement for the Kai Medical testing laboratory. As a result of the amendment, the Company derecognized the right-of-use asset with cost of $74,183 and accumulated depreciation of $29,075; these amounts are included in disposals of right-of-use assets. The Company recorded the right-of-use asset for the amended lease term and payments discounted at a rate of 6% per annum in the amount of $511,951. Following an impairment test conducted on the CGU to which the right-of-use asset was assigned, the asset was found to be impaired, and the Company recognized impairment loss of $732,437.

The acquisition of MediSure resulted in the recognition of a right-of-use asset with a value of $124,640 (Note 4). Following an impairment test conducted on the September 30, 2021 balances of the CGU to which the right-of-use asset was assigned, the right-of use asset was found to be impaired, and the Company recognized impairment loss of $118,543.

As a result of the closure of Sun Valley clinics during the twelve months ended December 31, 2021, the Company disposed of right-of-use assets with cost of $134,887 and accumulated depreciation of $81,662.

As a result of the non-binding agreement entered-into on July 21, 2021 for the sale of 100% of the Company's interest in Sun Valley, the Company transferred right of use assets with cost of $296,657 and accumulated depreciation of $232,308 to assets held for sale.

<u>Furniture and equipment, leasehold improvements, testing equipment and assets under construction</u>

For the twelve months ended December 31, 2021, additions to furniture and equipment primarily relate to purchases of assets to furnish the Company's new clinic openings in the Medi-Collective and additions to testing equipment primarily relates to purchases of additional testing equipment in Kai Medical.

For the twelve months ended December 31, 2021, additions to leasehold improvements primarily relates to renovations conducted at the Kai Medical laboratory and costs of renovating leased clinics in the Medi-Collective.

For the twelve months ended December 31, 2021, additions to assets under construction primarily represents costs of renovating clinics that are not yet available for use.

(Unaudited - Expressed in US dollars)

8. PROPERTY AND EQUIPMENT (continued)

During the twelve months ended December 31, 2021, closures of Sun Valley clinics resulted in disposals in furniture and equipment and leasehold improvements with cost of $15,180 and $32,086, respectively, and accumulated depreciation of $15,180 and $32,086, respectively. The closures also resulted in the recognition of impairment of $8,917 and $9,811 in furniture and equipment and leasehold improvements, respectively which is included in net loss from discontinued operations.

As a result of the non-binding agreement entered into on July 21, 2021 for the sale of 100% of the Company's interest in Sun Valley, the Company transferred furniture and equipment with costs of $30,625 and accumulated depreciation of $9,164 and leasehold improvements with cost of $49,961 and accumulated depreciation of $48,283 to assets held for sale.

As a result of an impairment test conducted on the September 30, 2021 balances of the Diagnostics & Technology CGU, the Company recognized impairment of leasehold improvements of $547,064. As a result of an impairment test conducted on the December 31, 2021 balances of the Health & Wellness CGU, the Company recognized further impairment of leasehold improvements of $1,119,159.

9. INTANGIBLE ASSETS AND GOODWILL

a) Intangible assets

A summary of the Company's intangible assets is as follows:

	Patient records	Customer relationships	Brands, trademarks, licenses and domain names	Management software	Total
	$	$	$	$	$
Cost					
Balance, December 31, 2020	378,763	-	376,699	51,100	806,562
Acquisition of MediSure	-	146,300	-	-	146,300
Impairment	(379,688)	(146,300)	(376,699)	(51,100)	(953,787)
Foreign exchange gain	925	-	-	-	925
Balance, December 31, 2021 and December 31, 2022	**-**	**-**	**-**	**-**	**-**
Accumulated amortization					
Balance, December 31, 2020	(319,856)	-	(131,699)	(51,100)	(502,655)
Amortization	(11,169)	-	(36,750)	-	(47,919)
Impairment	331,025	-	168,449	51,100	550,574
Balance, December 31, 2021 and December 31, 2022	**-**	**-**	**-**	**-**	**-**
Carrying amount					
Balance, December 31, 2021 and December 31, 2022	**-**	**-**	**-**	**-**	**-**

Events during the twelve months ended December 31, 2021:

The acquisition of MediSure resulted in the recognition of an intangible customer relationship asset with a fair value of $146,300 (Note 4) which was assigned to the Diagnostics & Technology CGU. Following identification of indicators of impairment in both Diagnostics & Technology CGU and Health & Wellness CGU, the carrying amounts for all intangible assets were found to exceed the recoverable amounts and the intangible assets assigned to the CGUs were found to be fully impaired. As a result, the Company recognized $146,300 in impairment charges related to the MediSure customer relationships and recognized total impairment loss of $403,213.

(Unaudited - Expressed in US dollars)

9. INTANGIBLE ASSETS AND GOODWILL (continued)

b) Goodwill

A summary of the Company's goodwill during the twelve months ended December 31, 2022 and 2021 is as follows:

	2022	2021
	$	$
Balance, beginning of period	**-**	2,082,146
Acquisition of MediSure	**-**	2,379,461
Impairment	**-**	(4,461,607)
Balance, end of period	**-**	-

Events during the twelve months ended December 31, 2021:

During the twelve months ended December 31, 2021, goodwill from the Lawrence Park & Atkinson acquisition was allocated to a group of CGUs within the Health & Wellness operating segment while goodwill from the Kai Medical acquisition was allocated to a group of CGUs within the Diagnostics & Technology operating segment. Goodwill from MediSure acquisition on July 30, 2021, was allocated to a group of CGUs within the Diagnostics & Technology operating segment.

As a result of indicators of impairment in Diagnostics & Technology CGU, the Company performed an impairment assessment of the CGU for the period ended September 30, 2021. The Company determined that the CGU's carrying amount exceeded its recoverable amount and found that the entire amount of goodwill allocated to the CGU of $2,690,198 was impaired. The goodwill was comprised of $310,737 resulting from the acquisition of Kai Medical and $2,379,461 resulting from the acquisition of MediSure (Note 4). The CGU's recoverable amount was determined using a value in use calculation with the following key assumptions: (1) discount rate - 17%; (2) income tax rate - 27%; (3) terminal growth rate - 2%; (4) working capital - 8% of sales.

The Company conducted an annual impairment test on the Health & Wellness CGU by preparing a value in use calculation to determine its recoverable amount. The Company determined that the CGU's carrying amount exceeded its recoverable amount and found that the entire amount of goodwill allocated to the CGU of $1,771,409 was impaired. Significant assumptions in the value in use calculation were based on the number of clinics to be opened in the next two years and the expected revenues and margins from these clinics as well as the following key assumptions: (1) discount rate - 17%; (2) income tax rate - 27%; (3) terminal growth rate - 3%; (4) working capital - 5% of sales.

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

A summary of the Company's accounts payable and accrued liabilities is as follows:

	December 31, 2022	December 31, 2021
	$	$
Trade payables	**2,021,186**	1,896,895
Accrued liabilities	**130,429**	423,475
Accrued payroll liabilities	**679,847**	618,378
Accrued tax liabilities	**628,163**	786,682
	3,459,625	3,725,430

In 2020, the Company accrued $165,000 as provision for income tax penalties in the United States. During the twelve months ended December 31, 2022, the Company recognized a recovery of this tax provision as a result of the Company catching up on the late income tax filings.

(Unaudited - Expressed in US dollars)

11. LOANS PAYABLE

A summary of the Company's loans payable during the twelve months ended December 31, 2022 and 2021 is as follows:

	2022	2021
	$	$
Balance, beginning of the period	**1,182,463**	2,132,227
PPP loan addition	**-**	86,378
Accretion expense	**10,000**	33,324
Interest expense	**60,066**	63,676
Repayment	**(134,998)**	(1,008,721)
Gain on loan forgiveness	**-**	(124,047)
Gain on remeasurement	**(14,984)**	-
Unrealized foreign exchange gain	**(5,051)**	(374)
Balance, end of the period	**1,097,496**	1,182,463
Current portion	**201,036**	128,480
Non-current portion	**896,460**	1,053,983

During the three and twelve months ended December 31, 2022, the Company made scheduled payments on loans payable of $nil and $134,998, respectively (2021 - $42,749 and $1,008,721, respectively). Of the total amount paid during the three and twelve months ended December 31, 2022, $nil and $38,162, respectively, (2021 - $13,035 and $314,957, respectively) were for interest payments.

a) CEBA loans

As at December 31, 2022, the Company and its subsidiaries have three CEBA loans with principal amounts of $29,533 (C$40,000), $44,300 (C$60,000) and $29,533 (C$40,000), respectively. All three loans mature on December 31, 2025. The loans are interest free until December 31, 2023, at which time they accrue interest at 5% per annum. The loans have a possibility of forgiveness of 33% of their principal amounts if they are repaid on or before December 31, 2023. These loans currently do not incur any interest expense. For the three and twelve months ended December 31, 2022, accretion expense was $374 and $1,541 (2021 - $388 and $3,113), respectively.

b) Kai Medical Secured Loans

During the twelve months ended December 31, 2021, a loan held in Kai Medical with carrying value of $87,611 was forgiven by the U.S Small Business Administration (the "SBA"). For the three and twelve months ended December 31, 2021, accretion expense recorded on this loan was $nil and $23,476, respectively, and interest expense was $nil and $581, respectively.

As at December 31 2022, the Company has three outstanding secured loans through Kai Medical as follows:

- The Company has a bank loan with principal amount of $1,585,000. The loan has floating interest rate that equals Wall Street Journal Prime rate plus 2.00% per annum, payable each month, and matures on June 7, 2028. This loan does not incur any accretion expense. During the three months ended December 31, 2022, the Company received approval from the bank to defer payments of principal and interest on this loan until February 5, 2023. During the deferral period, interest continues to accrue on the principal balance. During the three and twelve months ended December 31, 2022, interest expense was $14,957 and $53,116 (2021 - $13,035 and $56,664), respectively.

- The Company has a loan from the SBA with the principal amount of $150,000 and interest rate of 3.75% per annum. The loan matures on June 24, 2050. On March 15, 2022, the SBA announced a payment deferment extension on this loan. As a result of the change, the Company recognized $14,984 as gain on remeasurement of the loan's carrying value and included this in clinic operating expense. During the three and twelve months ended December 31, 2022, accretion expense was $609 and $2,268 (2021 - $891 and $3,174), respectively, and interest expense recorded on the loan was $1,540 and $6,076 (2021 - $1,484 and $5,853), respectively.

- The Company has a Payback Protection Program ("PPP") loan from the SBA with principal amount of $86,378 and interest rate of 1.00% per annum. The loan matures on March 1, 2026. For the three and twelve months ended December 31, 2022, accretion expense was $1,609 and $6,191 (2021 - $1,373 and $3,561), respectively, and interest expense recorded on the loan was $219 and $874 (2021 - $217 and $578), respectively.

(Unaudited - Expressed in US dollars)

12. NOTES PAYABLE

A summary of the Company's notes payable during the twelve months ended December 31, 2022 and 2021 is as follows:

	2022	2021
	$	$
Balance, beginning of period	**173,266**	708,361
Interest expense	**9,800**	14,443
Repayment	**-**	(553,324)
Realized foreign exchange loss	**-**	3,786
Balance, end of the period	**183,066**	173,266

During the twelve months ended December 31, 2021, the Company repaid a promissory note with the principal of $437,985 and its accrued interest of $94,636. For the three and twelve months ended December 31, 2021, interest expense on this loan was $nil and $4,643, respectively. During the twelve months ended December 31, 2021, the Company also repaid $20,703 for the accrued interest from a separate promissory note.

As at December 31, 2021 and December 31, 2022, the Company had one remaining note payable with a principal balance of $140,000. Interest accrues at a rate of 7% per annum and is repayable on demand. During the three and twelve months ended December 31, 2022, interest expense on notes payable was $2,470 and $9,800 (2021 - $2,470 and $9,800), respectively. As at December 31, 2022, the notes payable includes accrued interest of $43,066 (December 31, 2021 - $33,266).

13. CONVERTIBLE DEBENTURES

A summary of the Company's convertible debentures is as follows:

	January 2022 debentures	March 2022 debentures	November 2022 debentures	Total
	$	$	$	$
Balance, December 31, 2021 and 2020	-	-	-	-
Additions from private placements, net of transaction costs	234,408	468,791	68,138	771,337
Replacement	-	-	1,401,991	1,401,991
Extinguishment	(422,991)	(697,333)	-	(1,120,324)
Accretion expense	252,846	212,790	33,784	499,420
Interest expense	76,967	64,071	22,643	163,681
Repayment	(35,897)	(25,756)	-	(61,653)
Reclassification to share capital	(9,719)	-	(556,771)	(566,490)
Unrealized foreign exchange gain	(18,496)	(22,563)	(12,525)	(53,584)
Balance, December 31, 2022	**77,118**	**-**	**957,260**	**1,034,378**
Current portion	**-**	**-**	**-**	**-**
Non-current portion	**77,115**	**-**	**957,263**	**1,034,378**

(Unaudited - Expressed in US dollars)

13. CONVERTIBLE DEBENTURES (continued)

A summary of the Company's conversion feature associated with the convertible debentures is as follows:

	January 2022 debentures	March 2022 debentures	November 2022 debentures	Total
	$	$	$	$
Balance, December 31, 2021 and 2020	-	-	-	-
Allocated amount from private placements	616,992	585,646	64,715	1,267,353
Replacement	-	-	1,304,913	1,304,913
Extinguishment	(20,931)	(38,190)	-	(59,121)
Gain on change in fair value of conversion features	(588,147)	(547,456)	(432,692)	(1,568,295)
Reclassification to share capital	(7,123)	-	(484,818)	(491,941)
Balance, December 31, 2022	**791**	**-**	**452,118**	**452,909**
Current portion	**791**	**-**	**452,118**	**452,909**
Non-current portion	**-**	**-**	**-**	**-**

On January 6, 2022, the Company closed a private placement financing, in which the Company issued 1,900 convertible debenture units at a price of C$1,000 per convertible debenture unit for gross proceeds of $1,491,249 (C$1,900,000). Each convertible debenture unit consists of a convertible debenture ("January 2022 debenture") and 5,000 warrants. Each warrant entitles the holder to acquire one common share at a price of C$0.30 per share until January 6, 2024. The attached warrants were classified as derivative liabilities and measured at $532,398 (Note 16). Each January 2022 debenture matures on January 6, 2024, bears interest at 6% per annum, and is convertible to common shares at the conversion price of C$0.20. The fair value of the associated conversion feature at the grant date was estimated at $616,992. The fair value of the debt component on inception was estimated to be $341,859.

In connection with the issuance of the convertible debenture units on January 6, 2022, the Company incurred total transaction costs of $468,720, of which $127,934 (C$163,000) was paid in cash. The Company settled $88,690 (C$113,000) of the transaction costs by issuing 565,000 units to the finders. Each unit is comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of C$0.30 per share until January 6, 2024. As a result, $56,457 was allocated to share capital and $32,233 was allocated to warrant reserve (Note 17(d)). The Company also issued to certain eligible finders 1,330,000 warrants that entitles the holder to acquire one common share at a price of C$0.20 per share until January 6, 2024. The fair value of these warrants was estimated at $252,096 using the Black-Scholes model and was allocated to warrant reserve (Note 17(d)). Of the total transaction costs, $361,269 was allocated to the warrant and conversion feature liabilities and recorded as financing expense on the statements of loss and comprehensive loss. The remaining $107,451 was attributed to the debt component of the January 2022 debentures and will be accreted to face value over the term of the debt to maturity.

During the three and twelve months ended December 31, 2022, accretion expense on the January 2022 debentures was $62,222 and $252,846, respectively (2021 - $nil and $nil, respectively). During the three and twelve months ended December 31, 2022, interest expense on the January 2022 debentures was $12,995 and $76,967, respectively (2021 - $nil and $nil, respectively). During twelve months ended December 31, 2022, there were 60 of the January 2022 debentures converted into common shares. As a result, an amount of $9,719 of convertible debentures and $7,123 of conversion feature were extinguished and reclassified to equity (Note 17(b)).

On March 25, 2022, the Company closed a private placement, in which the Company issued 2,100 convertible debenture units at a price of C$1,000 per convertible debenture unit for gross proceeds of $1,679,731 (C$2,100,000). Each convertible debenture unit consists of a convertible debenture ("March 2022 debenture") and 5,000 warrants. Each warrant entitles the holder to acquire one common share at a price of C$0.30 per share until March 25, 2024. The attached warrants were classified as derivative liabilities and measured at $483,477 (Note 16). Each March 2022 debenture matures on March 25, 2024, bears interest at 6% per annum, and is convertible to common shares at the conversion price of C$0.20. The fair value of the conversion feature at the grant date was estimated at $585,646. The fair value of the debt component at the grant date was estimated to be $610,608.

13. CONVERTIBLE DEBENTURES (continued)

In connection with the issuance of convertible debenture units on March 25, 2022, the Company incurred total transaction costs of $390,129, of which $157,577 (C$197,000) was to be settled in cash. The Company issued 210,000 common shares and 1,890,000 warrants to a finder. Each warrant issued to the finder entitles the holder to acquire one common share at a price of C$0.20 per share until March 25, 2024. The fair value of common shares issued to the finder was $38,634. The fair value of warrants issued to the finder was estimated at $193,918 using the Black-Scholes model and was allocated to warrant reserve (Note 17(d)). Of the total transaction costs, $248,312 was allocated to the warrant and conversion feature liabilities and recorded as financing expense on the statements of loss and comprehensive loss. The remaining $141,817 was attributed to the debt component of March 2022 debentures which will be accreted to face value over the term of the debt to maturity.

During the three and twelve months ended December 31, 2022, accretion expense on March 2022 debentures was $53,606 and $212,790, respectively (2021 - $nil and $nil, respectively). During the three and twelve months ended December 31, 2022, interest expense on March 2022 debentures was $13,458 and $64,071, respectively (2021 - $nil and $nil, respectively).

On November 22, 2022, the Company closed a private placement, in which the Company issued 250 convertible debenture units at a price of C$1,000 per convertible debenture unit for gross proceeds of $186,623 (C$250,000). Each convertible debenture unit consists of a senior convertible debenture ("November 2022 debenture") and 20,000 warrants. Each warrant entitles the holder to acquire one common share at a price of C$0.075 per share until November 22, 2024. The attached warrants were classified as derivative liabilities and measured at $52,379 (Note 16). Each November 2022 debenture matures on November 22, 2024, bears interest of 10% per annum, and is convertible to common shares at the conversion price of C$0.05. The fair value of the conversion feature at the grant date was estimated at $64,715. The fair value of the debt component at the grant date was estimated to be $69,529 which will be accreted to face value over the term of the debt to maturity.

In connection with the issuance of convertible debenture units on November 22, 2022, the Company incurred total transaction costs of $3,732 (C$5,000) settled in cash, of which $2,341 was allocated to the warrant and conversion feature liabilities and recorded as financing expense on the statements of loss and comprehensive loss. The remaining $1,391 was attributed to the debt component of November 2022 debentures and will be accreted over the term of the debt.

On November 22, 2022, the Company entered into a debt settlement agreement in which the Company cancelled 1,600 convertible debenture units issued on January 6, 2022 and all 2,100 convertible debenture units issued on March 25, 2022. Accordingly, the Company replaced the cancelled January 2022 debentures and March 2022 debentures by issuing additional November 2022 debentures with the principal amount of $2,826,515 (C$3,786,400). The debt component was recognized at $1,401,991 and the associated conversion feature was measured at $1,304,913. The Company also extinguished $1,120,324 and $59,121 of the conversion feature associated with the cancelled January 2022 debentures and March 2022 debentures. As a result, a loss on debt settlement of $1,527,459 was recorded on the statements of loss and comprehensive loss.

During the three and twelve months ended December 31, 2022, accretion expense on November 2022 debentures was $33,784 and $33,784, respectively (2021 - $nil and $nil, respectively). During the three and twelve months ended December 31, 2022, interest expense on November 2022 debentures was $22,643 and $22,643, respectively (2021 - $nil and $nil, respectively). During the twelve months ended December 31, 2022, a principal amount of $1,500,000 of November 2022 debentures was converted into common shares. As a result, an amount of $556,771 of convertible debentures and $484,818 of conversion feature liability were extinguished and reclassified to equity (Note 17(b)).

14. CONVERTIBLE NOTE PAYABLE

On January 21, 2022, the Company repaid a convertible note with principal of $198,851 (C$250,000) and accrued interest of $8,283 (C$10,414). The convertible note accrued interest at 2% per annum. At initial recognition, the conversion feature was determined to have $nil value as the note was convertible at a share price equal to the closing share price on the date prior to conversion for total shares equal to the face value of the note divided by the closing share price and as such, the settlement value was fixed at the face value of the obligation.

During the three and twelve months ended December 31, 2022, the Company incurred interest of $nil and $nil, respectively (2021 - $1,070 and $4,050, respectively) on the convertible note payable.

15. LEASE LIABILITY

A summary of the Company's lease liability movement is as follows:

	Health & Wellness	Diagnostics & Technology	Corporate	Discontinued operations	Total
	$	$	$	$	$
Balance, December 31, 2020	45,595	273,052	3,059	174,680	496,386
Additions	2,323,385	636,591	-	-	2,959,976
Interest expense	32,330	37,553	31	5,382	75,296
Payments	(100,779)	(149,963)	(3,090)	(79,346)	(333,178)
Termination of leases	(18,050)	(46,260)	-	(57,696)	(122,006)
Lease liabilities classified as held for sale	-	-	-	(43,020)	(43,020)
Foreign exchange loss	5,675	(1,662)	-	-	4,013
Balance, December 31, 2021	2,288,156	749,311	-	-	3,037,467
Interest expense	127,152	41,107	-	-	168,259
Payments	(305,353)	(169,794)	-	-	(475,147)
Termination of leases	(18,466)	(88,146)	-	-	(106,612)
Foreign exchange gain	(138,172)	(3,772)	-	-	(141,944)
Balance, December 31, 2022	**1,953,317**	**528,706**	**-**	**-**	**2,482,023**
Current portion	**311,969**	**130,876**	**-**	**-**	**442,845**
Non-current portion	**1,641,348**	**397,830**	**-**	**-**	**2,039,178**

On September 1, 2022, the Company closed two of the Medi-Collective's clinics, leading to termination of a lease agreement that had been recognized as lease liability. As a result, the Company extinguished the lease liability with a carrying amount of $18,466.

On December 13, 2022, a lease in MediSure was terminated, resulting in the extinguishment of $88,146 of the lease liability.

During the three and twelve months ended December 31, 2022, lease interest expense was $39,867 and $168,494, respectively (2021 - $34,224 and $75,296, respectively).

For the three and twelve months ended December 31, 2022, clinic operating expenses included $30,090 and $225,508, respectively (2021 - $13,861 and $61,434, respectively) for short-term and low value leases.

16. WARRANT LIABILITY

Certain warrants issued by the Company are classified as derivative liabilities under the principles of IFRS 9 *Financial Instruments*, as the exercise price is in Canadian dollar while the functional currency of the Company is the US dollar. Accordingly, these warrants are remeasured to fair value at each reporting date with the change in fair value charged to change in fair value of warrant liability in the consolidated statement of loss and comprehensive loss.

(Unaudited - Expressed in US dollars)

16. WARRANT LIABILITY (continued)

A summary of the Company's warrant liability movement is as follows:

	Weighted average exercise price	Number of warrants	Warrant liability
	C$	#	$
Balance, December 31, 2020	0.14	54,215,452	7,713,697
Issued	0.13	350,000	-
Exercised	0.16	(42,982,247)	(23,029,605)
Expired	0.13	(294,108)	-
Loss on change in fair value of warrant liability			16,820,611
As at December 31, 2021	0.18	11,289,097	1,504,703
Issued	0.16	65,850,000	2,341,118
Exercised	0.13	(2,238,637)	(196,628)
Expired	0.20	(8,550,460)	-
Cancelled	0.30	(18,500,000)	(31,736)
Loss on change in fair value of warrant liability			(3,335,877)
Balance, December 31, 2022	**0.11**	**47,850,000**	**281,580**
Current portion			**281,580**
Non-current portion			**-**

On January 6, 2022, the Company closed a private placement financing of 5,500,000 units at $0.16 (C$0.20) per unit. Each unit is comprised of one common share and one common share purchase warrant. Of the total units issued, 750,000 units were used to settle accounts payable to the Chief Executive Officer ("CEO") of the Company (Note 19). Each common share purchase warrant entitles holder to acquire one common share at a price of C$0.30 until January 6, 2024. The fair value of the warrants on initial recognition was estimated to be $863,355, of which $745,625 was cash proceeds and $117,730 related to the settlement with the related party.

In connection with the issuance of convertible debenture units on January 6, 2022, the Company classified 9,500,000 attached warrants as derivative liabilities. The fair value of these warrants on initial recognition was estimated at $532,398.

In connection with the issuance of convertible debenture units on March 25, 2022, the Company classified 10,500,000 attached warrants as derivative liabilities. The fair value of these warrants on initial recognition was estimated at $483,477.

In connection with the issuance of convertible debenture units on November 22, 2022, the Company classified 5,000,000 attached warrants as derivative liabilities. The fair value of these warrants on initial recognition was estimated at $52,379.

On November 22, 2022, the Company entered into a debt settlement agreement in which the Company cancelled 1,600 convertible debenture units issued on January 6, 2022 and all 2,100 convertible debenture units issued on March 25, 2022. This resulted in the cancellation of 18,500,000 warrants attached to the cancelled convertible debentures. The Company replaced the cancelled warrants by issuing 18,500,000 new warrants, each of which is exercisable into one common share at a price of C$0.075 until November 22, 2024. The carrying amount of $31,736 of the cancelled warrants was derecognized and the fair value of new warrants was recognized at $258,021. The difference of $226,285 was recorded as loss on debt settlement in the statements of loss and comprehensive loss for the three and twelve months ended December 31, 2022.

On December 13, 2022, the Company closed a private placement by issuing 16,850,000 units at $0.04 (C$0.05) per unit. Each unit was comprised of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to acquire one common share at a price of C$0.075 until December 13, 2024. On initial recognition, the warrants were classified as derivative liabilities and their fair values on initial recognition was estimated to be $151,488.

(Unaudited - Expressed in US dollars)

16. WARRANT LIABILITY (continued)

A summary of the Company's warrants outstanding and exercisable as at December 31, 2022 is as follows:

Expiry date	Number of warrants	Weighted average exercise price	Weighted average remaining life
	#	C$	Years
October 5, 2023	500,000	0.05	0.76
January 6, 2024	7,000,000	0.30	1.02
November 22, 2024	23,500,000	0.075	1.90
December 13, 2024	16,850,000	0.075	1.95
	47,850,000	**0.11**	**1.78**

17. EQUITY

a) Authorized share capital

Unlimited number of common shares without nominal or par value. As at December 31, 2022, there were 395,358,658 issued and outstanding common shares (December 31, 2021 - 339,445,021). The Company does not currently pay dividends and entitlement will only arise upon declaration.

b) Issued - common shares

During the twelve months ended December 31, 2022, the Company completed the following transactions:

<u>Vesting of escrow shares</u>

i. For the twelve months ended December 31, 2022, legal and professional fees include a share-based payment of $87,020 in connection with the vesting of escrow shares.

<u>Shares issued in private placements</u>

ii. On January 6, 2022, the Company closed a private placement financing of 5,500,000 units at $0.16 (C$0.20) per unit for gross proceeds of $863,355 (C$1,100,000). Each unit is comprised of one common share and one common share purchase warrant. Each warrant entitles holder to acquire one common share at a price of C$0.30 until January 6, 2024. Of the total units issued, 750,000 units with a fair value of $117,730 (C$150,000) were used to settle accounts payable to the CEO of the Company (Note 19). Total fair value of the warrant liabilities was measured at $863,355, of which $117,730 was related to the settlement with the related party (Note 16). The fair value of the warrant liability was estimated to be the full value of the transaction and accordingly, $nil was allocated to share capital. In connection with the issuance of units in this private placement, the Company incurred cash transaction costs of $41,204 (C$52,500) and issued 262,500 common share purchase warrants to a finder with fair value of $49,757 (Note 17(d)). These transaction costs were recorded as a financing expense.

iii. On December 13, 2022, the Company closed a private placement financing of 16,850,000 units at $0.04 (C$0.05) per unit for gross proceeds of $621,908 (C$842,500). Each unit is comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of C$0.075 until December 13, 2024. Of the total units issued, 14,850,000 units with fair value of $548,092 (C$742,500) were issued to settle accounts payable of $427,935 (C$544,503), resulting in a loss on debt settlement of $120,157. The remaining 2,000,000 units were issued for cash proceeds of $73,816 (C$100,000). Total fair value of 16,850,000 units issued was allocated between warrant liabilities and share capital with the amounts of $151,488 and $470,420, respectively.

<u>Shares issued for services</u>

iv. In connection with the private placement financing on January 6, 2022 related to the issuance of the convertible debenture units, the Company incurred $468,720 in transaction costs, of which $88,690 (C$113,000) was settled by issuance of 565,000 units to a finder. Each unit comprises one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one common share at C$0.20 until January 6, 2024. The allocated values of common share and common share purchase warrant were determined using the relative fair value method. As a result, $56,457 was allocated to share capital and $32,233 to warrant reserve.

(Unaudited - Expressed in US dollars)

17. EQUITY (continued)

v. In connection with the issuance of convertible debenture units in private placement financing on March 25, 2022, the Company issued 210,000 common shares to a finder as compensation for services. As a result, share capital increased by $38,634.

Exercise of options

vi. On January 10, 2022, the Company issued 250,000 common shares pursuant to the exercise of 250,000 options. The options had an exercise price of $0.08 (C$0.10) and proceeds totalled of $19,656 (C$25,000). Upon exercise, $411 was transferred from contributed surplus to share capital.

Exercise of warrants presented within warrant liability

vii. A summary of the Company's common shares issued as a result of warrant exercises during the twelve months ended December 31, 2022, is as follows:

Issue date	Number of warrants exercised and shares issued	Weighted average exercise price	Weighted average exercise price	Cash received	Warrant liability transferred to issued capital	Issued capital
	#	C$	$	$	$	$
March 23, 2022	1,313,637	0.14	0.11	150,491	100,404	250,895
March 25, 2022	925,000	0.10	0.08	73,988	96,224	170,212
	2,238,637	**0.13**	**0.10**	**224,479**	**196,628**	**421,107**

Shares issued on conversion of convertible debentures

viii. On May 16, 2022, the Company issued 300,000 common shares as a result of the conversion of $60,000 in principal amount of the January 2022 debentures. Accordingly, share capital increased by $16,842.

ix. On November 30, 2022, the Company issued 10,000,000 common shares as a result of the conversion of $500,000 in principal amount of November 2022 debentures. Accordingly, share capital increased by $327,616.

x. On December 1, 2022, the Company issued 20,000,000 common shares as a result of the conversion of $1,000,000 in principal amount of November 2022 debentures. Accordingly, share capital increased by $713,973.

During the twelve months ended December 31, 2021, the Company completed the following transactions:

Vesting of escrow shares

i. For the twelve months ended December 31, 2021, the Company recognized a share-based payment of $187,964 in connection with the vesting of escrow shares and recorded it within legal and professional fees on consolidated statements of loss and comprehensive loss.

Subscription deposits

ii. During the twelve months ended December 31, 2021, the Company received in total $1,316,825 (C$1,670,000) subscription deposits in advance for the private placement of units and convertible debenture units that subsequently closed on January 6, 2022. As at December 31, 2021, the Company had $1,238,366 (C$1,570,000) of the subscription deposits in restricted cash held in trust.

Share subscription receivable

iii. As at December 31, 2021, the Company reclassified the share subscriptions receivable of $745,531 arising from the exercise of 7,000,000 share options by the CEO (Note 19) to other assets.

17. EQUITY (continued)

Shares issued for services

iv. On February 26, 2021, the Company issued 1,207,206 common shares for $0.05 (C$0.06) per common share for total fair value consideration of $59,598 (C$75,600) for marketing services.

v. On June 11, 2021, the Company issued 13,204 common shares for $0.52 (C$0.63) per common share for total fair value consideration of $6,847 (C$7,500) for marketing services. The shares were subsequently returned to the treasury and cancelled on November 8, 2021 for the total fair value of $6,682 (C$7,500), with the difference going to operating expense.

vi. On July 22, 2021, the Company issued 21,176 common shares for $0.41 (C$0.51) per common share for total fair value consideration of $8,594 (C$10,800) for marketing services.

vii. On September 29, 2021, the Company issued 34,090 common shares for $0.35 (C$0.44) per common share for total fair value consideration of $11,773 (C$15,000) for marketing services.

viii. On December 6, 2021, the Company issued 31,250 common shares for $0.19 (C$0.24) per common share for total fair value consideration of $5,869 (C$7,500) for marketing services.

Exercise of options

ix. During the twelve months ended December 31, 2021, 3,714,666 stock options with a weighted average exercise price of $0.06 (C$0.07) were exercised for proceeds of $217,403 (C$271,233) resulting in the issuance of 3,714,666 common shares. Upon exercise, $102,031 was transferred from contributed surplus to issued capital.

Exercise of warrants presented within warrant reserve

x. 420,000 agent purchase warrants with a weighted average exercise price of $0.12 (C$0.15) were exercised for proceeds of $48,346 (C$61,200) resulting in the issuance of 420,000 common shares. Upon exercise, $23,588 was transferred from warrant reserve to issued capital.

xi. 1,760,000 agent compensation warrants with an exercise price of $0.05 (C$0.04) were exercised for proceeds of $69,510 (C$88,000) resulting in the issuance of units comprised of 1,760,000 common shares and 1,760,000 warrants. Using the Black-Scholes option pricing model, the Company determined that the fair value of warrants issued as part of the units was $1,056,940, which exceeded the total of the initial agent purchase warrants reserve amount of $47,251 and cash of $69,510 equal to $116,761. Accordingly, applying the residual method, the Company allocated $116,761 to warrant reserve and $nil to share capital. The fair value of warrants issued was determined using the Black-Scholes option pricing model with the following assumptions: 1.67 year expected life; exercise price of $0.09 (C$0.12); share price of $0.69 (C$0.87); 100% volatility; risk-free rate of 0.29%; and a dividend yield of 0%. The fair value of these agent purchase warrants was recorded to warrant liability.

xii. On October 25, 2021, 880,000 warrants with an exercise price of $0.10 (C$0.12) were exercised for proceeds of $85,591 (C$$105,600) resulting in the issuance of 880,000 common shares. Upon exercise, $58,380 was transferred from warrant reserve to share capital.

(Unaudited - Expressed in US dollars)

17. EQUITY (continued)

Exercise of warrants presented within warrant liability

xiii. A summary of shares issued from warrant exercises during the twelve months ended December 31, 2021 is as follows:

Issue date	Number of warrants exercise and shares issued	Weighted average exercise price	Weighted average exercise price	Cash received	Warrant liability transferred to issued capital	Issued capital
	#	C$	$	$	$	$
January 4, 2021	856,000	0.16	0.13	107,411	76,582	183,993
January 6, 2021	2,178,817	0.16	0.13	274,821	253,452	528,273
January 12, 2021	550,000	0.16	0.13	69,041	79,362	148,403
January 14, 2021	1,059,000	0.16	0.13	133,902	140,479	274,381
January 14, 2021	1,000,000	0.10	0.08	79,026	188,759	267,785
January 14, 2021	1,000,000	0.12	0.09	94,832	182,209	277,041
January 19, 2021	500,000	0.16	0.13	62,819	71,449	134,268
January 25, 2021	400,000	0.16	0.13	50,243	63,176	113,419
January 27, 2021	863,911	0.16	0.13	108,200	111,363	219,563
February 4, 2021	450,000	0.16	0.12	56,127	58,811	114,938
February 8, 2021	500,000	0.16	0.13	62,730	65,118	127,848
February 11, 2021	150,000	0.16	0.13	18,918	49,666	68,584
February 16, 2021	1,201,400	0.16	0.13	151,548	729,646	881,194
February 17, 2021	268,245	0.16	0.13	33,763	204,737	238,500
February 19, 2021	1,250,000	0.16	0.13	158,554	1,394,935	1,553,489
February 24, 2021	1,500,000	0.05	0.04	59,770	25,396	85,166
February 24, 2021	1,000,000	0.10	0.08	79,694	1,235,875	1,315,569
February 24, 2021	1,369,864	0.16	0.13	174,672	1,626,802	1,801,474
February 24, 2021	200,000	0.12	0.10	19,127	244,251	263,378
February 26, 2021	2,500,000	0.12	0.09	236,500	2,117,056	2,353,556
February 26, 2021	211,179	0.16	0.13	26,637	171,488	198,125
March 2, 2021	500,000	0.10	0.08	39,601	357,139	396,740
March 2, 2021	2,000,000	0.12	0.10	190,084	1,407,808	1,597,892
March 8, 2021	225,000	0.16	0.13	28,436	126,190	154,626
March 8, 2021	5,500,000	0.12	0.09	521,327	4,203,738	4,725,065
March 10, 2021	10,750,000	0.12	0.09	1,020,815	5,963,892	6,984,707
March 12, 2021	1,867,131	0.12	0.10	179,345	1,224,589	1,403,934
March 17, 2021	250,000	0.12	0.10	24,067	160,329	184,396
March 10, 2021	1,500,000	0.08	0.06	94,959	-	94,959
April 5, 2021	150,000	0.16	0.13	19,162	-	19,162
April 5, 2021	300,000	0.12	0.10	28,743	147,856	176,599
April 30, 2021	175,000	0.10	0.08	14,245	75,910	90,155
May 20, 2021	250,000	0.12	0.10	24,855	100,054	124,909
June 23, 2021	150,000	0.12	0.10	14,650	67,161	81,811
June 24, 2021	100,000	0.12	0.10	9,742	43,871	53,613
October 25, 2021	256,700	0.12	0.10	24,884	60,456	85,340
	42,982,247	**0.13**	**0.10**	**4,293,250**	**23,029,605**	**27,322,855**

Acquisition of MediSure

xiv. On July 30, 2021, as part of the consideration in the acquisition of MediSure, the Company issued 4,582,483 common shares with a fair value of $1,726,141 (Note 4).

c) Share options

The Company has an incentive share option plan in place under which it is authorized to grant share options to executive officers, directors, employees, and consultants. The stock option plan allows the Company to grant share options up to a maximum of 10% of the number of issued shares of the Company.

(Unaudited - Expressed in US dollars)

17. EQUITY (continued)

A summary of the Company's share option activity is as follows:

	Number of share options	Weighted average exercise price
	#	C$
Outstanding, December 31, 2020	9,834,428	0.08
Issued	3,061,364	0.46
Cancelled	(1,936,667)	0.06
Expired	(430,000)	0.05
Exercised	(3,714,666)	0.07
Outstanding, December 31, 2021	6,814,459	0.16
Issued	2,000,000	0.17
Expired	(840,000)	0.13
Forfeited	(1,086,111)	0.11
Exercised	(250,000)	0.10
Outstanding, December 31, 2022	**6,638,348**	**0.25**
Exercisable, December 31, 2022	**6,311,265**	**0.25**

A summary of the Company's share options outstanding as at December 31, 2022 is as follows:

Expiry date	Number of share options	Weighted average exercise price	Weighted average remaining life
	#	C$	Years
March 4, 2023	686,667	0.05	0.17
March 24, 2023	200,000	0.47	0.23
March 30, 2023	300,000	0.05	0.24
July 21, 2023	425,000	0.19	0.55
October 19, 2023	250,000	0.26	0.80
November 10, 2023	300,000	0.57	0.86
November 12, 2023	200,000	0.06	0.87
December 23, 2023	97,222	0.19	0.98
December 13, 2024	100,000	0.25	1.95
December 7, 2025	1,000,000	0.10	2.94
December 22, 2025	18,095	0.21	2.98
February 3, 2026	950,000	0.25	3.10
February 26, 2026	11,364	0.22	3.16
March 4, 2026	800,000	0.57	3.18
September 22, 2026	100,000	0.43	3.73
November 8, 2026	200,000	0.37	3.86
January 20, 2027	200,000	0.30	4.06
February 11, 2027	500,000	0.28	4.12
July 5, 2027	300,000	0.08	4.51
	6,638,348	**0.25**	**2.30**

(Unaudited - Expressed in US dollars)

17. EQUITY (continued)

The weighed average remaining contractual life of share options outstanding as at December 31, 2022 was 2.30 years (December 31, 2021 - 3.03 years). The weighted average fair value of options granted for the twelve months ended December 31, 2022 was $0.10 (2021 - $0.23). The range of exercise prices for options outstanding at December 31, 2022 was C$0.05 to C$0.57 (December 31, 2021 - C$0.05 to C$0.57). The weighted average share price on exercise date for the option exercises during the twelve months ended December 31, 2022 was C$0.37 (2021 - C$0.89).

The fair value of share options recognized as an expense during the three and twelve months ended December 31, 2022, was $3,458 and $254,949, respectively (2021 - recovery of $64,482 and expense of $777,277, respectively). Of the options forfeited during the twelve months ended December 31, 2022, 475,000 options related to the resignation of the Chief Financial Officer ("CFO") and 208,333 options related to resignation of a director of the Company.

A summary of the Company's assumptions used in the Black-Scholes option pricing model for stock options granted during the twelve months ended December 31, 2022 and 2021 is as follows:

	2022	2021
Risk-free interest rate	**0.84%**	0.17%-0.93%
Expected life	**3-5 years**	5 years
Annualized expected volatility	**100%**	100%
Dividend yield	**0.0%**	0.0%

The risk-free rate of periods within the expected life of the share options is based on the Canadian government bond rate. The annualized volatility and forfeiture rate assumptions are based on historical results.

d) Warrants presented within warrant reserve

Warrants presented within warrant reserve consist of warrants issued as share-based payments. A summary of the Company's warrants within warrant reserve as at December 31, 2022 is as follows:

	Number of warrants	**Weighted average exercise price**
	#	C$
Outstanding, December 31, 2020	2,303,900	0.13
Issued	1,760,000	0.12
Exercised	(3,060,000)	0.12
Expired	(123,900)	0.16
Outstanding, December 31, 2021	880,000	0.12
Issued	4,047,500	0.20
Outstanding, December 31, 2022	**4,927,500**	**0.19**

A summary of the Company's outstanding warrants presented within warrant reserve as at December 31, 2022 is as follows:

Expiry date	**Number of warrants**	**Weighted average exercise price**	**Weighted average remaining life**
	#	C$	Years
March 8, 2023	880,000	0.12	0.18
January 6, 2024	2,157,500	0.20	1.02
March 25, 2024	1,890,000	0.20	1.23
Total	**4,927,500**	**0.19**	**0.95**

In connection with the issuance of units in the private placement closed on January 6, 2022, the Company issued 262,500 common share purchase warrants to a finder. Each warrant entitles the holder to acquire one common share at the exercise price of C$0.20 until January 6, 2024. The fair value of these warrants was estimated at $49,757 using Black-Scholes pricing model.

(Unaudited - Expressed in US dollars)

17. EQUITY (continued)

In connection with the issuance of debenture units in the private placement closed on January 6, 2022, the Company settled an amount of $88,690 (C$113,000) of transaction costs by issuing 565,000 units to a finder, leading to the issuance of 565,000 warrants. Each warrant entitles the holder to acquire one common share at a price of C$0.30 per share until January 6, 2024. As a result, warrant reserve increased by $32,233. The Company also issued 1,330,000 warrants to certain eligible finders. Each warrant entitles the holder to acquire one common share at a price of C$0.20 per share until January 6, 2024. The fair value of these warrants was estimated at $252,096 using Black-Scholes pricing model.

In connection with issuance of debenture units in the private placement closed on March 25, 2022, the Company issued 1,890,000 warrants to a finder. Each warrant issued to the finder entitles the holder to acquire one common share at a price of C$0.20 per share until March 25, 2024. The fair value of warrants issued to the finder was estimated at $193,918 using Black-Scholes pricing model.

A summary of the Company’s assumptions used in the Black-Scholes option pricing model for warrants granted during the twelve months ended December 31, 2022 is as follows:

	2022
Risk-free interest rate	0.84%
Expected life	2 years
Annualized expected volatility	100%
Dividend yield	0.0%

18. OPERATING EXPENSES

A summary of the Company’s operating expenses is as follows:

	Three months ended December 31,		Twelve months ended December 31,	
	2022	2021	**2022**	2021
	$	$	**$**	$
Salaries and benefits	**682,274**	707,629	**3,065,246**	1,691,162
Rent	**30,090**	13,861	**225,508**	61,434
Advertising and promotion	**76,312**	243,075	**652,126**	751,514
Telephone and internet	**38,658**	36,913	**172,866**	252,737
Office supplies and expenses	**73,002**	186,163	**415,097**	305,407
Recruiting fees	**27,092**	-	**149,869**	-
Other	**139,343**	87,524	**576,561**	534,868
	1,066,771	1,275,165	**5,257,273**	3,597,122

19. RELATED PARTY TRANSACTIONS

The Company’s related parties include subsidiaries, associates, joint ventures, affiliated entities and key management personnel and any transactions with such parties for goods and/or services that are made on regular commercial terms. During the twelve months ended December 31, 2022 and 2021, the Company did not enter into any transactions with related parties outside of compensation to key management personnel as disclosed below.

Key management are those personnel having the authority and responsibility for planning, directing, and controlling the Company. Salaries and benefits, bonuses, and termination benefits are included in operating expenses and share-based payments are recorded as share-based payment expense.

(Unaudited - Expressed in US dollars)

19. RELATED PARTY TRANSACTIONS (continued)

A summary of the Company's related party transactions is as follows:

	Three months ended December 31,		Twelve months ended December 31,	
	2022	2021	**2022**	2021
	$	$	**$**	$
Salaries and benefits	**143,880**	376,591	**773,605**	881,430
Share-based payment (recovery)	**(3,140)**	14,341	**30,331**	360,716
Directors' fees	**7,500**	21,250	**40,500**	41,250
	148,240	412,182	**844,436**	1,283,396

In connection with the issuance of units via private placement closed on January 6, 2022, the Company issued 750,000 units to settle an amount of $117,730 that was due to the CEO.

During the twelve months ended December 31, 2022, there were 475,000 options forfeited due to the resignation of the CFO and 208,333 options forfeited due to the resignation of a director. During the twelve months ended December 31, 2022, the Company recognized $30,475 in share-based payments related to vesting of these options and recognized a recovery of $33,138 on the unvested portion upon resignation of the CFO and director.

As at December 31, 2022, there were 2,091,667 options outstanding and exercisable that had been granted to related parties.

As at December 31, 2022, the Company owed an amount of $188,131 (December 31, 2021 - $172,934) for salaries and benefits to the officers as well as directors fees to a director of the Company. The Company also had $62,919 loan payable to the CEO. These amounts are non-interest bearing, unsecured, due on demand and included in accounts payable and accrued liabilities.

As at December 31, 2022 and December 31, 2021, the other assets balance of $745,531 represents a loan with the CEO resulting from share subscriptions receivable. The amount was previously classified within equity as the loan was previously collateralized by the common shares of the Company owned by the CEO. During the twelve months ended December 31, 2021, the terms of the loan were modified such that the loan is no longer collateralized by the CEO's common shares. The receivable has no specified interest or terms of repayment. Management assessed credit risk of the share subscription receivable as low as the Company has offsetting payables to the CEO and an ongoing service contract.

20. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

A summary of the Company's supplement disclosure with respect to cash flows for the twelve months ended December 31, 2022 and 2021 is as follows:

	2022	2021
	$	$
Changes in non-cash working capital items:		
Accounts receivable	**131,218**	(177,410)
Inventory	**28,631**	(103,623)
Prepaid expenses	**(338,411)**	(26,158)
Accounts payable and accrued liabilities	**327,279**	358,237
Deferred revenue	**(5,262)**	(3,820)
Net changes in non-cash working capital items	**143,455**	47,226
Non-cash transactions that do not impact profit or loss:		
Non-cash additions of property and equipment	**26,146**	-
Units issued as settlement of accounts payable	**532,315**	-
Shares issued for services, net of shares returned to treasury	**95,091**	86,812
Shares issued on conversion of convertible debentures	**1,058,431**	-

(Unaudited - Expressed in US dollars)

20. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS (continued)

During the twelve months ended December 31, 2022, addition to property and equipment was $80,623, of which $26,146 was related to medical and lab equipment that had been paid in advance during the twelve months ended December 31, 2021.

Income tax payments for the twelve months ended December 31, 2022 were $nil (2021 - $nil). As at December 31, 2022, the Company has accrued $470,000 (December 31, 2021 - $635,000) in late tax filing penalties related to income taxes in the United States. Total interest paid for the twelve months ended December 31, 2022 was $276,357 (2021 - $502,337), of which $8,283 was from accrued interest prior to December 31, 2021.

21. SEGMENT INFORMATION

The Company's business activities for the twelve months ended December 31, 2022, were conducted through three reportable segments corresponding with its business model. The segments are as follows: (a) Health & Wellness, comprising clinic operations with revenue resulting from patient visits and telemedicine services; (b) Diagnostics & Technology, comprising the diagnostic testing services provided by Kai Medical, and the sale of medical equipment by Kai Medical Canada Corp. and MediSure; and (c) corporate costs. The operations related to Sun Valley have been disclosed as discontinued operations (Note 5). Financial performance and balances by operating segments are displayed below:

A summary of the Company's net loss by operating segments during the three months ended December 31, 2022 is as follows:

	Health & Wellness	Diagnostics & Technology	Corporate	Consolidated
	$	$	$	$
Total revenue	151,659	275,127	-	426,786
Total operating expenses (1)	(389,333)	(726,277)	(506,045)	(1,621,655)
Total other income (expenses), net	6,704	56,181	(1,238,667)	(1,175,782)
Net loss from continuing operations	(230,970)	(394,969)	(1,744,712)	(2,370,651)

A summary of the Company's net loss by operating segments during the three months ended December 31, 2021 is as follows:

	Health & Wellness	Diagnostics & Technology	Corporate	Consolidated
	$	$	$	$
Total revenue	256,254	886,327	-	1,142,581
Total operating expenses (1)	(910,491)	(1,769,997)	(823,679)	(3,504,167)
Total other income (expenses), net	(3,402,396)	(1,837,908)	2,917,776	(2,322,528)
Net loss from continuing operations	(4,056,633)	(2,721,578)	2,094,097	(4,684,114)

A summary of the Company's net loss by operating segments during the twelve months ended December 31, 2022 is as follows:

	Health & Wellness	Diagnostics & Technology	Corporate	Consolidated
	$	$	$	$
Total revenue	1,141,301	3,520,224	-	4,661,525
Total operating expenses (1)	(2,449,764)	(3,920,658)	(3,245,416)	(9,615,838)
Total other income (expenses), net	105,746	(23,413)	1,911,193	1,993,526
Net loss from continuing operations	(1,202,717)	(423,847)	(1,334,223)	(2,960,787)

A summary of the Company's net loss by operating segments during the twelve months ended December 31, 2021 is as follows:

	Health & Wellness	Diagnostics & Technology	Corporate	Consolidated
	$	$	$	$
Total revenue	1,006,952	3,361,964	-	4,368,916
Total operating expenses (1)	(1,467,478)	(4,389,796)	(3,953,594)	(9,810,868)
Total other expenses, net	(3,405,564)	(6,069,654)	(16,819,075)	(26,294,293)
Net loss from continuing operations	(3,866,090)	(7,097,486)	(20,772,669)	(31,736,245)

(1) Includes direct expenses, operating expenses, legal and professional fees, depreciation and amortization, and share-based payments

(Unaudited - Expressed in US dollars)

21. SEGMENT INFORMATION (continued)

A summary of the Company's carrying amounts of assets and liabilities by operating segments as at December 31, 2022 is as follows:

	Health & Wellness	Diagnostics & Technology	Corporate	Consolidated
	$	$	$	$
Assets	472,543	1,054,426	1,436,107	2,963,076
Liabilities	2,262,138	2,768,794	4,154,808	9,185,740

A summary of the Company's carrying amounts of assets and liabilities by operating segments as at December 31, 2021 is as follows:

	Health & Wellness	Diagnostics & Technology	Corporate	Consolidated
	$	$	$	$
Assets	602,473	1,487,963	2,849,626	4,940,062
Liabilities	2,677,910	2,840,420	5,850,467	11,368,797

22. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a) Fair value measurement of financial assets and liabilities

The Company has established a fair value hierarchy that reflects the significance of inputs of valuation techniques used in making fair value measurements as follows:

Level 1 - quoted prices in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. from derived prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data.

The carrying values of cash, restricted cash, accounts receivable, other assets, accounts payable and accrued liabilities, consideration payable, and notes payable approximate their respective fair values due to their short-term nature. These financial instruments are measured at amortized cost.

As at December 31, 2022 and 2021, the warrant liability and conversion feature of convertible debentures were categorized as Level 3 in the fair value hierarchy and they are measured at fair value through profit or loss.

b) Risk Management

The Company examines its various financial risks to which it is exposed and assesses the impact and likelihood of occurrence. The risks may include credit risk, currency risk, liquidity risk and interest rate risk. The Company's risk management program strives to evaluate the unpredictability of financial markets and its objective is to minimize the potential adverse effects of such risks on the Company's financial performance, where financially feasible to do so. When deemed material, these risks may be monitored by the Company's finance group, and they are regularly discussed with the Board of Directors.

22. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Credit risk

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes amounts owed to the Company by these counterparties, less any amounts owed to the counterparty by the Company where a legal right of offset exists and includes the fair values of contracts with individual counterparties which are recorded in the consolidated financial statements.

The Company's credit risk is predominantly related to cash balances held in financial institutions and amounts receivable from credit card processors. The maximum exposure to credit risk is equal to the carrying value of such financial assets. As at December 31, 2022, the Company expects to recover the full amount of such assets.

The objective of managing counterparty credit risk is to minimize potential losses in financial assets. The Company assesses the quality of its counterparties, taking into account their credit worthiness and reputation, past performance and other factors.

Cash is only deposited with or held by major financial institutions where the Company conducts its business. In order to manage credit and liquidity risk, the Company invests only in highly rated investment grade instruments that have maturities of one year or less. Limits are also established based on the type of investment, the counterparty, and the credit rating.

Currency risk

The Company's functional currency is the USD and therefore the Company's loss and comprehensive loss are impacted by fluctuations in the value of foreign currencies in relation to the USD.

A summary of the Company's net monetary liabilities held in Canadian dollar as at December 31, 2022 and 2021 is as follows:

	2022	2021
	$	$
Net monetary liabilities	**2,063,138**	594,561

The effect on net loss and comprehensive loss for the twelve months ended December 31, 2022, of a 10% change in the foreign currencies against the USD on the above-mentioned net monetary liabilities of the Company is estimated to have an increase or decrease in foreign exchange gain or loss of $206,314 (December 31, 2021 - $54,051).

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements and its expansion plans.

In the normal course of business, the Company enters contracts and performs business activities that give rise to commitments for future minimum payments. The Company has no concentrations of liquidity risk. A summary of future operating commitments is presented in Note 24.

As at December 31, 2022, the Company had a cash balance of $193,144 (December 31, 2021 - $866,170) and current liabilities of $5,198,112 (December 31, 2021 - $7,703,093).

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. As at December 31, 2022, the Company had a bank loan with carrying amount of $896,259 that has floating interest rate and therefore, the Company is exposed to interest rate risk. An increase or decrease of 100 basis points in the interest rates would result in an increase of $9,859 or decrease of $9,219 in interest expense on condensed interim consolidated statements of loss and comprehensive loss.

(Unaudited - Expressed in US dollars)

23. MANAGEMENT OF CAPITAL

The Company's objectives of capital management are intended to safeguard the Company's normal operating requirements on an ongoing basis. A summary of the Company's capital composition is as follows:

	December 31, 2022	December 31, 2021
	$	$
Total shareholder's deficiency	**(6,222,664)**	(6,392,941)
Notes payable	**183,066**	173,266
Convertible notes payable	**-**	205,406
Current portion of loans payable	**201,036**	128,480
Loans payable	**896,460**	1,053,983
Convertible debentures	**1,034,378**	-
	(3,907,724)	(4,831,806)

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Company also has in place a planning, budgeting and forecasting process which is used to identify the amount of funds required to ensure the Company has appropriate liquidity to meet short and long-term operating objectives. The Company is dependent on cash flows generated from its clinical operations and from external financing to fund its activities. In order to maintain or adjust its capital structure, the Company may issue new shares or debt.

At December 31, 2022, the Company was not subject to any externally imposed capital requirements.

24. COMMITMENTS AND CONTINGENCIES

A summary of undiscounted liabilities and future operating commitments as at December 31, 2022 is as follows:

	Total	**Within 1 year**	**2 - 5 years**	**Greater than 5 years**
	$	**$**	**$**	**$**
Maturity analysis of liabilities				
Accounts payables and accrued liabilities	**3,459,625**	3,459,625	-	-
Consideration payable	**177,051**	177,051	-	-
Loans payable	**1,480,683**	221,569	922,325	336,789
Notes payable	**183,066**	183,066	-	-
Convertible debentures	**2,415,764**	197,903	2,217,861	-
Lease payments	**2,991,261**	577,449	1,684,627	729,185
Total liabilities	**10,707,450**	**4,816,663**	**4,824,813**	**1,065,974**

The Company is involved in an ongoing litigation matter with the former President of Kai Medical Laboratory, LLC over the terms of the former President's dismissal. Management and its legal counsel are unable to estimate the likelihood of an unfavorable outcome for the Company and management is unable to establish a sufficiently reliable estimate of a settlement amount, if any. As such, no provision has been made in these consolidated financial statements.

The Company is involved in an ongoing litigation matter with the former President of MediSure, over the payment owed to the former President for the acquisition of MediSure. Management and its legal counsel are unable to estimate the likelihood of an unfavorable outcome for the Company and management is unable to establish a sufficiently reliable estimate of a settlement amount, if any. As such, no provision has been made in these consolidated financial statements.

25. EVENTS AFTER THE REPORTING PERIOD

On January 24, 2023, the Company amended the terms of 8,317,500 warrants that were issued in the private placement closed on January 6, 2022. The amendment reduces the exercise price of these warrants from C$0.30 to C$0.075 and extends the expiry date from January 6, 2024 to January 24, 2025.

On February 7, 2023, the Company issued an aggregate of 3,750,000 common shares at a price of C$0.05 per share as discretionary special bonuses issued to two officers of the Company.