TELECURE TECHNOLOGIES INC.
(Formerly Livecare Acquisition Corp.)

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2021

This Management Discussion and Analysis ("MD&A") has been prepared by management in accordance with the requirements of National Instrument 51-102 and should be read in conjunction with the condensed consolidated interim financial statements and accompanying notes for the six months ended June 30, 2021 and the related notes contained therein which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in Canadian Dollars unless otherwise indicated.

DATE

This MD&A is prepared as of August 30, 2021.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this report are forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "*anticipate*", "*believe*", "*estimate*", "*expect*" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the Company's operations. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or our achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. This MD&A should be read in conjunction with the risk factors described in the *Risk Factors* section of this MD&A. Although the Company has attempted to identify important factors that could cause actions, events or results to differ materially from those described in the forward-looking statements, there may be other factors that cause actions, events, or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as at the date of the MD&A. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements.

DESCRIPTION OF BUSINESS

Telecure Technologies Inc. (formerly Livecare Acquisition Corp.) was incorporated under the laws of British Columbia on September 14, 2018. The Company's registered office is 2200-885 W Georgia Street, Vancouver, British Columbia V6C 3E8. The Company was incorporated with the intention of establishing itself in the health care technology industry with the goal of a strategic acquisition.

The Company was incorporated with the intention of establishing itself in the health care technology industry with the goal of a strategic acquisition. On December 15, 2020, the Company entered into an acquisition agreement (the "Arrangement Agreement") with MyApps Corp. ("MyApps"), a privately owned corporation in the business of developing telehealth software and services for iOS and Android mobile platforms. Pursuant to the terms of the Arrangement Agreement, the Company will acquire all of the issued and outstanding securities of MyApps in exchange for 32,000,000 common shares of the Company on a pro rata basis (the "Acquisition").

The Acquisition will result in a reverse take over and reverse acquisition accounting will be applied with MyApps being the accounting acquirer

Upon completion of the share exchange transaction and its going-public transaction of listing its shares on the Canadian Securities Exchange (the "CSE"), the Company will continue to focus its efforts on pursuing opportunities in the healthcare technology industry.

COVID-19

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business.

OVERALL PERFORMANCE

The Company has not generated revenues to date from operations as it is in the start up phase. Once the Company completes the proposed Arrangement transaction it will immediately begin recognizing revenue from the wholly owned subsidiary and continue pursuing healthcare related operating activities. On January 28, 2021, the Company completed a non-brokered and a brokered private placement for aggregate gross proceeds of $8,831,956 (see *Financing Activities*).

The net assets of the Company increased from $3,063,097 at December 31, 2020 to $10,247,853 at June 30, 2021. The assets consist primarily of cash of $2,358,211 (2020 - $210,901), deposits held in trust $7,065,565 (2020 - $nil), investments of $1,344,000 (2020 - $3,570,000), and loans receivable of $644,484 (2020 - $185,302). The Company's primary liabilities consist of accounts payable and accrued liabilities of $1,263,975 (2020 - $839,745) and loan payable of $140,977 (2020 - $134,238).

RESULTS OF OPERATIONS

The following highlights the key operating expenditures during the six and three months ended June 30, 2021 compared to the six and three months ended June 30, 2020:

For the six months ended June 30, 2021 compared to the six months ended June 30, 2020

During the six months ended June 30, 2021, the Company incurred a net and comprehensive loss of $1,794,720 (2020 – loss of $101,959). The net and comprehensive loss for the period consists primarily of the following:

- Consulting fees of $273,974 (2020 - $nil) consists primarily of services contracted for operational and corporate activities;

- Management fees of $207,331 (2020 - $nil) consists primarily of services used in corporate activities;

- Professional fees of $467,730 (2020 - $11,451) consists primarily of the fees incurred to complete the arrangement transaction and working towards a successful listing on the CSE;

- Share based payments of $545,629 (2020 - $nil) consists primarily of the fair value measurement of options and restricted shares rights granted during the period;

- Fair value loss on investments of $267,540 (2020 – gain of $555,000) consists primarily of the fair value measurement of the fluctuating price in CloudMD shares held during the period; and

- Write down of loan receivable of $nil (2020 - $649,934) consists primarily of the fair value measurement of the CloudMD shares received as the loan settlement (see Note 5).

For the three months ended June 30, 2021 compared to the three months ended June, 2020

During the three months ended June 30, 2021, the Company incurred a net and comprehensive loss of $374,002 (2020 – income of $554,177). The net and comprehensive loss for the period consists primarily of the following:

- Consulting fees of $127,872 (2020 - $nil) consists primarily of services contracted for operational and corporate activities;
- Management fees of $105,373 (2020 - $nil) consists primarily of services used in corporate activities;
- Professional fees of $255,745 (2020 - $808) consists primarily of the fees incurred to complete the arrangement transaction and working towards a successful listing on the CSE;
- Share based payments of $94,168 (2020 - $nil) consists primarily of the fair value measurement of options and restricted shares rights granted during the period; and
- Fair value gain on investments of $218,460 (2020 - $555,000) consists primarily of the fair value measurement of the fluctuating price in CloudMD shares held during the period.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recently completed interim quarters:

	Quarter Ended June 30, 2021 $	**Quarter Ended March 31, 2021 $**	**Quarter Ended December 31, 2020 $**	**Quarter Ended September 30, 2020 $**
Revenue	-	-	-	-
Operating Expense	(601,189)	(935,019)	(645,168)	(9,220)
Comprehensive income (loss)	(374,002)	(1,420,718)	(235,540)	2,131,588
Basic and diluted income (loss) per share	(0.023)	(1.40)	(0.23)	2.10

	Quarter Ended June 30, 2020 $	**Quarter Ended March 31, 2020 $**	**Quarter Ended December 31, 2019 $**	**Quarter Ended September 30, 2019 $**
Revenue	-	-	-	-
Operating Expense	(823)	(10,660)	(163,243)	(128,592)
Comprehensive income (loss)	554,177	(656,136)	(796,305)	(121,927)
Basic and diluted income (loss) per share	0.55	(0.10)	(0.78)	(0.12)

On a quarter-by-quarter basis, losses fluctuate due to a number of factors including timing of operating activities due to the nature of a start up company. For the quarters ended December 31, 2019, March 30, 2020, June 30, 2020, September 30, 2020, December 31, 2020, March 31, 2021, and June 30, 2021 comprehensive income (loss) fluctuated primarily due to the fair value adjustments on investments.

An analysis of the quarterly results shows that in addition to the fair value adjustments on investments, the Company has incurred mostly professional and consulting fees related to the newly formed entity and the pending Acquisition transaction with MyApps Corp., a privately owned US company in the telehealth and technology sector and share-based payments expense on equity incentives granted.

LIQUIDITY

The Company had cash of $2,358,211 (December 30, 2020 - $210,901) and deposits held in trust $7,065,565 (December 30, 2020 - $nil) at June 30, 2021. The Company had working capital of $10,247,854 (December 30, 2020 - $2,349,097) at June 30, 2021.

During the six months ended June 30, 2021:

During January 2020, the Company received 1,500,000 common shares of CloudMD as settlement for loan receivable the Company held as described in Note 5 of the condensed consolidated interim financial statements for the six months ended June 30, 2021. During the six months ended June 30, 2021 the Company sold of 900,000 common shares of CloudMD for gross proceeds of $1,979,310 on the open market.

If additional funds are required, the Company plans to raise additional capital primarily through the private placement of its equity securities. Under such circumstances, there is no assurance that the Company will be able to obtain further funds required for the Company's continued working capital requirements.

Operating Activities

The Company used net cash of $729,439 (2020 – net cash provided of $19,076) in operating activities during the six months ended June 30, 2021.

Investing Activities

During December 2020, the Company entered into a Promissory Note (the "Loan") with MyAps Corp. ("MyApps") to advance funds for the purpose of pursuing a transaction whereby the Company and MyApps would enter into an arrangement agreement with the effect that MyApps would become a wholly-owned subsidiary of the Company. Concurrently with the completion of the Acquisition, the Company obtained its final receipt for a long form prospectus (the "Prospectus") from Canadian securities regulators on August 11, 2021. The Loan will form part of the purchase price with the closing of the acquisition. Amounts that are passed due, shall bear interest at a rate of 10% per annum, payable on demand. As at June 30, 2021, the total of the loan denominated in CAD dollars was $656,145 (December 31, 2020 – $185,302).

During February 2019, the Company entered into a Loan Agreement (the "Loan") with Livecare Health Canada Inc. (the "Borrower") to advance funds for the purpose of pursuing a transaction whereby the Company and the Borrower would enter into an amalgamation agreement with the effect that the Borrower would become a wholly-owned subsidiary of the Company, and the Company would subsequently pursue a going-public transaction in respect of the Borrower. The Loan accrued interest at the Prime Rate as at the effective date plus 1% per annum, payable on the maturity date of six months from the effective date. The Loan was due on demand with repayment of the principal and all accrued and unpaid interest due on the demand date. Subsequently, the Borrower was acquired by CloudMD Software & Services Inc. (formerly Premier Health Group Inc.) ("CloudMD") and the Borrower's loan from the Company was settled through the issuance of 1,500,000 common shares of CloudMD subject to escrow provision as per the debt settlement agreement. On the date of issuance, the fair value of the shares received was $450,000. During the six months ended June 30, 2021, the Company had disposed of 900,000 common shares of CloudMD for gross proceeds of $1,979,310 on the open market. As of June 30, 2021, the remaining 600,000 shares of CloudMD had a fair value of $1,344,000. The Company may sell the remaining shares as they become freely traded for cash flow needs.

Financing Activities

The Company received $8,433,847 (2020 - $nil) from financing activities during the period ended June 30, 2021.

On January 28, 2021, the Company completed a brokered private placement for 25,234,159 units at $0.35 per unit for total gross proceeds of $8,831,956. Each unit is comprised of one special warrant and one subscription receipt. Each special warrant will entitle the holder thereof to receive, without payment of additional consideration or further action on the part of the holder, one-fifth (1/5) of a common share of the Company upon the satisfaction or waiver (to the extent such waiver is permitted) of the Conversion Conditions. Each subscription receipt will entitle the holder thereof to receive, without payment of additional consideration or further action on the part of the holder thereof, four-fifths (4/5) of a common share upon the satisfaction or waiver (to the extent such waiver is permitted) of the Conversion Conditions at or before the Outside Date.

On the date (the "Second Special Warrant Automatic Exercise Date") that is the earlier of one business day following: (i) the date that is four months and a day following the closing date of the unit offering; (ii) the satisfaction of the Conversion Conditions (as defined herein), each Second Special Warrant shall be automatically exercised for one-fifth (1/5) of a Second Special Warrant Share, subject to adjustment in certain circumstances, without payment of any additional consideration and without further action on the part of the holder. On the Second Special Warrant Automatic Exercise Date, the Corporation will issue 5,046,832 common shares. On June 17, 2021, 1,011,796 of the Second Special Warrants were converted into 1,011,796 common shares with 4,035,035 converting subsequent to period end.

Each Subscription Receipt entitles the holder thereof to receive, without payment of additional consideration or further action on the part of the holder thereof, four-fifths (4/5) of a Subscription Receipt Share upon the satisfaction of the escrow release conditions. The portion of the gross proceeds from the sale of the units attributable to the Subscription Receipts, being $7,065,565, were deposited in escrow and held by Odyssey Trust Company (the "Subscription Receipt Agent") in a separate interest bearing account (the "Escrowed Funds"), with such Escrowed Funds not to be released until occurrence of each of the following events: (i) the satisfaction of the Conversion Conditions; (ii) the Corporation and the Agents having delivered the Escrow Release Notice to the Subscription Receipt Agent; and (iii) the Corporation shall not have committed any material breach of the Agency Agreement that has not been cured within five (5) Business Days of the Company's receipt of written notice from the Lead Agent, on behalf of the Agents, specifying in reasonable detail the nature of such breach and the Agency Agreement shall not have been terminated (the "Escrow Release Conditions"). Upon the satisfaction of the Escrow Release Conditions the balance of the Escrowed Funds together with the interest earned therein will be accessible by the Corporation, and, without payment of any additional consideration and without further action on the part of the holder of Subscription Receipts, the Corporation will issue 20,187,327 common shares. If the Escrow Release Conditions are not satisfied on or before March 26, 2021 or such later date as the Corporation and the Agents may agree to in writing, the Corporation advises the Agents or announces to the public that it does not intend to satisfy the Escrow Release Conditions, the Escrowed Funds shall be returned to the holders of the Subscription Receipts on a pro rata basis and the Subscription Receipts will be cancelled without any further action on the part of the holders. To the extent that the Escrowed Funds are not sufficient to refund the aggregate offering price paid by the holders in respect of the Subscription Receipts comprising part of the Unit, the Corporation shall be responsible and liable to contribute such amounts as are necessary to satisfy any shortfall. On August 27, 2021, the Company issued 20,187,327 common shares pursuant to the close of this transaction and satisfaction of the escrow release conditions.

In connection with the transaction, the Company issued 1,453,492 agents' compensation options with an exercise price of $0.35 for a period of 2 years from the grant date. The total value of the agent options was $265,204, which was recorded as share issuance cost. The fair value of agent options was estimated using the Black-Scholes valuation model (average volatility 100%, expected life 2 years, risk free rate 0.17%).

The Company also increased the subscription price of the previous special warrant offering to $0.05 per special warrant on 25,000,000 special warrants and during July 2021, the special warrants were converted into 25,000,000 common shares. The increased subscription price resulted in an additional $750,000 of proceeds. Of the 25,000,000 common shares, 24,850,000 are subject to escrow with 1/4th released on the listing date, 1/3rd of the remaining common shares released six months after listing, 1/2 of the remaining common shares released twelve months after listing and the remaining balance released eighteen months after listing. The remaining 150,000 common shares are held by a Director of the Company with 10% released on the listing date and 15% released every six months thereafter.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Board or Directors and corporate officers.

During the period ended June 30, 2021, the Company accrued $69,500 (2020 - $nil) included in management fees to a Company controlled by Eli Dusenbury, Director and CFO of the Company pursuant to Officer services provided. The Company granted 250,000 options to a company controlled by Mr. Dusenbury on January 27, 2021, measured at a fair value of $34,020 (2020 - $nil) recognized in share-based payments.

During the period ended June 30, 2021, the Company accrued $60,000 (2020 - $nil) included in management fees to a Company controlled by Harwinder Parmar, Director and President of the Company pursuant to Officer services provided. The Company granted 500,000 RSRs and 250,000 options to a company controlled by Mr. Parmar on January 27, 2021, measured at a fair value of $175,000 (2020 - $nil) and $34,020 (2002 - $nil) respectively, recognized in share-based payments.

During the period ended June 30, 2021, the Company paid $77,831 (2020 - $nil) included in management fees to Josh Rosenberg, Director and COO of the Company pursuant to Officer services provided. On the completion of the acquisition agreement (Note 11), the Company will issue Mr. Rosenberg 350,000 options and 500,000 RSRs.

As of June 30, 2021, $274,992 (December 31, 2020 - $139,641) is included as accounts payable and accrued liabilities to the above Directors and Officers of the Company. The amounts payable are non-interest bearing, are unsecured, and have no specific terms of repayment.

As of June 30, 2021, $140,977 (December 31, 2020 - $134,238) is included in loans payable to a company controlled by Harwinder Parmar, President and Director of the Company. The loan is unsecured, due on demand and bear simple interest at 10% per year. The Company intends to issue 331,429 common shares to settle $116,000 of the debt held through a companies controlled by the Director.

PROPOSED TRANSACTIONS

On December 15, 2020, the Company entered into an Arrangement Agreement with MyApps Corp. Pursuant to the terms of the Arrangement Agreement, the Company will acquire all of the issued and outstanding securities of MyApps in exchange for 32,000,000 common shares of the Company on a pro rata basis. Concurrently with the completion of the Acquisition, the Company will obtain its final receipt for a long form prospectus (the "Prospectus") from Canadian securities regulators.

SUBSEQUENT EVENTS

- During July 2021, the Company increased the subscription price to $0.05 per special warrant on 25,000,000 special warrants resulting in an additional $750,000 in proceeds.

- Under the equity incentive plan, the Company has committed to issue an additional 6,000,000 PWs exercisable into common shares at $0.05 per PWs for a period for 3 years from the grant date, an additional 1,550,000 stock options exercisable into common shares at $0.35 per option for a period for 3 years from the grant date, and an additional 150,000 restricted share rights.

- Subsequently, the Company cancelled 250,000 consulting options and 1,500,000 PWs.

- On August 12, 2021, the Company received receipt of its long form prospectus and subsequently completed the acquisition of MyApps.

CHANGES IN ACCOUNTING POLICIES

With the exception of the recently adopted accounting policies, the management discussion and analysis has been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited annual financial statement for the fiscal year ended December 31, 2020.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial Risk Management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

a. Credit Risk

Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. The Company's cash is held in a large Canadian financial institutions and in a legal trust account and its GST receivable is due from the Government of Canada for which collectability is assessed on an ongoing basis.

b. Liquidity Risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at June 30, 2021, the Company had working capital of $10,247,854 (December 31, 2020 – $2,349,097) and it does not have any long-term liabilities. The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2021, the Company had cash of $2,358,211 (December 31, 2020 - $210,901), deposits held in trust $7,065,565 (December 31, 2020 - $nil), and total liabilities of $1,404,952 (December 31, 2020 - $973,983).

c. Market Risk

Market risk incorporates changes in market factors such as interest rates, foreign exchange rates, and equity prices.

(i) Interest rate risk

Interest rate risk arises from changes in market rates of interest that could adversely affect the Company. The Company currently has loans receivable bearing interest at 5% per annum. The fair value is relatively unaffected by changes in short-term interest rates. A nominal change interest rates would have an insignificant impact on the Company's profit or loss.

(ii) Foreign currency risk

Foreign currency risk arises from the fluctuation of foreign exchange rates. The Company's assets, liabilities, and operations are predominantly denominated in Canadian dollars. As at June 30, 2021, the Company has a loan receivable of $656,145 (USD $482,000) and $162,322 (USD $128,083) in outstanding accounts payable consequently has a significant exposure to foreign currency risk.

(iii) Price risk

Equity price risk is the potential impact on the Company's earning due to movement in individual equity prices or levels on the stock market. The Company is exposed to fluctuations in the market price of its CloudMD shares.

Fair Values

The carrying values of cash, and accounts payable and accrued liabilities approximate their fair values due to their short-term to maturity.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company's cash, and investment is considered to be Level 1 within the fair value hierarchy.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

This MD&A has been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited annual financial statement for the fiscal years ended December 31, 2020 and December 31, 2019, included in the prospectus.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

During the six months ended June 30, 2021 and the six months ended June 30, 2020, the Company incurred the following expenses:

	2021	2020
Consulting fees	$ 273,974	$ -
Management fees	$ 207,331	$ -
Professional fees	$ 467,730	$ 11,451
Share-based payments	$ 545,629	$ -

An analysis of material components of the Company's expenses is disclosed in the consolidated financial statements for the six months ended June 30, 2021 to which this MD&A relates.

DISCLOSURE OF OUTSTANDING SHARE DATA

The following share capital data is current as of the date of this MD&A:

Common Shares

The Company's authorized share capital consists of an unlimited number of common shares without par value. As at August 30, 2021 the Company had 84,321,035 (June 30, 2021 – 27,027,243) common shares issued and outstanding.

Options

As at August 30, 2021, the Company had 1,700,000 (June 30, 2021 – 1,950,000) options outstanding:

Summary of option activity

	Number of Options	Weighted Average Exercise Price
		$
Balance, December 31, 2020	-	-
Addition	1,950,000	0.35
Cancelation	(250,000)	0.35
Balance, August 30, 2021	**1,700,000**	0.35
Exercisable, August 30, 2021	**850,000**	0.35

The options outstanding at August 30, 2021 are:

	Number of Warrants	Exercise price	Expiry date
January 27, 2021	1,700,000	$ 0.35	January 27, 2024
Balance, August 30, 2021	**1,700,000**		
Exercisable, August 30, 2021	**850,000**		

As at August 30, 2021, the Company had 1,453,492 (June 30, 2021 – 1,453,492) agent options outstanding:

Summary of agent option activity

	Number of Options	Weighted Average Exercise Price
		$
Balance, December 31, 2020	-	-
Addition	1,453,492	0.35
Balance, August 30, 2021	**1,453,492**	0.35

Share Purchase Warrants

As at August 30, 2021, the Company had 462,500 (June 30, 2021 – 462,500) share purchase warrants outstanding:

The share purchase warrants outstanding and exercisable at August 30, 2021 are:

	Number of Warrants	Exercise price	Expiry date
March 29, 2019	462,500	$ 1.00	March 29, 2024
Balance, August 30, 2021	**462,500**		

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors.

Risks Related to the Company's Business

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its activities and investors could lose their entire investment.

There is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company will require additional financing to sustain its business operations if it is not successful in earning revenues. The Company currently does not have any arrangements for further financing and it may not be able to obtain financing when required. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment.

The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the directors and officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of its officers' other business interests.

The Company has no operating history

The Company has no operating history and may not succeed. The Company is subject to all risks inherent in a developing business enterprise. The Company's likelihood of continued success must be considered in light of the problems, expenses, difficulties, undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources, lack of revenues, complications, and delays frequently encountered in connection with the competitive and regulatory environment in which it operates. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

History of losses

The Company has primarily incurred losses since it's inception. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If the Company's revenues do not increase to offset these expected increases in costs and operating expenses, it will not be profitable.

Reliance on management

The Company is currently in good standing with all high-level employees and believes that with well managed practices will remain in good standing. The success of the Company will be dependent upon the ability, expertise, judgment, discretion and good faith of its senior management and key personnel. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

Insurance and uninsured risks

The Company's business is subject to a number of risks and hazards including accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, delays in operations, monetary losses and possible legal liability.

Although the Company intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability.

The Company will be an entrant engaging in a new industry

The telehealth industry is fairly new. There can be no assurance that an active and liquid market for shares of the Company will develop and shareholders may find it difficult to resell their shares. Accordingly, no assurance can be given that the Company will be successful in the long term.

Dependence on suppliers and skilled labour

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. This could have an adverse effect on the financial results of the Company.

Difficulty to forecast

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the telehealth industry. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

Management of growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Internal controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and materially adversely affect the trading price of the Company's shares.

Liquidity

The Company cannot predict at what prices the Company will trade and there can be no assurance that an active trading market will develop or be sustained. There is a significant liquidity risk associated with an investment in the Company.

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for Reporting Issuer's shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Reporting Issuer resources.

BOARD APPROVAL

The board of directors of the Company has approved this MD&A.