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**OFFERING MEMORANDUM
FOR NON-QUALIFYING ISSUERS
ISSUER: UNIDOC HEALTH CORP.**

Address: c/o #1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8
Contact: Nina Yii, CFO Tel: 647-881-9140 E-mail: nina@acmfirm.ca

LISTING STATUS

| | |
|-----------------------------|---|
| Currently Listed or Quoted? | No. These securities do not trade on any stock exchange or market. |
| Reporting Issuer? | No. |
| SEDAR Filer? | No. |

THE OFFERING

| | |
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| <i>Securities Offered:</i> | <p>2,400,000 special warrants ("Special Warrants") of the Issuer at a price of \$1.25 per Special Warrant (the "Subscription Price") for gross proceeds of not less than \$3,000,000 (the "Offering").</p> <p>Each Special Warrant will, upon exercise, entitle the holder to acquire one unit (a "Unit") of UniDoc Health Corp. (the "Company", "Issuer" or "UniDoc"), each Unit comprised of one common share of the Issuer (a "Share") and one-half of one non-transferrable common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to purchase one additional Share of the Issuer (a "Warrant Share") at a price of \$2.50 per Warrant Share for a period of 24 months following the Exercise Date (as hereinafter defined). Each Special Warrant will automatically be deemed to have been exercised (the "Automatic Exercise Time"), without payment of additional consideration and without further action on the part of the holder, at 4:00 p.m. (Vancouver time) on the earlier of: (a) the date that is four months and one day following the Closing Date (defined below), and (b) the third (3rd) Business Day after a receipt is issued for a final prospectus qualifying the distribution of the Units issuable upon exercise of the Special Warrants (the "Final Prospectus"). Each Special Warrant may be exercised by the holder thereof at any time on or after the Closing Date, but not at or after the Automatic Exercise Time. The Special Warrants are being sold pursuant to the terms of an agency agreement (the "Agency Agreement") to be entered into on the Closing Date between the Issuer and Research Capital Corporation (the "Agent").</p> <p>The Issuer has granted the Agent an option (the "Agent's Option"), exercisable up to 48 hours prior to the final Closing (as defined herein), to arrange for the purchase up to an additional number of Special Warrants equal to 15% of Special Warrants sold pursuant to the Offering at the Subscription Price.</p> <p>The term "Securities" used herein refers to the Special Warrants, the Shares, the Warrants and the Warrant Shares.</p> |
| <i>Price per Security:</i> | \$1.25 |
| <i>Minimum/Maximum Offering:</i> | The minimum size of the Offering is \$3,000,000. If the Agent's Option is exercised in full, the offering will be increased up to \$3,450,000. The Issuer reserves the right to increase the size of the Offering at any time with the agreement of the Agent. Funds available under the Offering may not be sufficient to accomplish the Issuer's proposed objectives. |
| <i>Minimum Subscription Amount:</i> | There is no minimum subscription amount in connection with the Offering. |

| | |
|---------------------------------|---|
| <i>Payment Terms:</i> | Payment to be made in full to the Agent. |
| <i>Proposed Closing Date:</i> | On or about June 18, 2021. The Issuer has the right to extend at its discretion. |
| <i>Income Tax Consequences:</i> | There are important tax consequences to these Securities. See Item 6: Income Tax Consequences and RRSP Eligibility. |
| <i>Selling Agent:</i> | Yes. See Item 7: Compensation Paid to Sellers and Finders. |

RESALE RESTRICTIONS You will be restricted from selling your Securities for an indefinite period. See Item 10: Resale Restrictions.

PURCHASER'S RIGHTS You have 2 business days to cancel your agreement to purchase these Securities. If there is a misrepresentation in this offering memorandum, you have the right to sue either for damages or to cancel the agreement. See Item 11: Purchasers' Rights.

No securities regulatory authority or regulator has assessed the merits of these Securities or reviewed this Offering Memorandum. Any representation to the contrary is an offence. This is a risky investment. See Item 8: Risk Factors.

INVESTMENT NOT LIQUID

The Securities will be subject to a number of resale restrictions, including a restriction on trading. Until the restriction on trading expires, if ever, a holder of such Securities will not be able to trade the Securities unless it complies with very limited exemptions from the prospectus requirements and other requirements under applicable securities legislation. See Item 10 “*Resale Restrictions*”.

CAUTIONARY STATEMENTS

An investment in the Securities is speculative. A potential investor should purchase Securities only if it is able to bear the loss of its entire investment. Potential investors should read “*Risk Factors*” prior to making an investment in the Securities.

Forward-Looking Statements

Certain statements in this Offering Memorandum, as they relate to the Issuer and its respective views or predictions about possible future events or conditions and their business operations and strategy, are “forward-looking statements” within the meaning of that phrase under applicable securities laws. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects”, “does not expect”, “is expected”, “anticipates”, “does not anticipate”, “plans”, “estimates”, “believes”, “does not believe” or “intends”, or stating that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or achieved) are not statements of historical fact and may be “forward-looking statements”, including by way of example and without limiting the generality of the foregoing, statements with respect to the Issuer’s primary product offering; the Issuer’s target market; the composition of the Virtual Care Solution Model; the ability to produce, design and create the Virtual Care Solution Model; the commercial production of the Virtual Care Solution Model; the Virtual Care Solution Model and its viability; the Issuer’s ability to deliver Solutions; the Issuer’s ability to utilize its industry-expertise, licensed and proprietary technology, and strategic joint-ventures and partnerships with recognized companies to offer Solutions; the Issuer’s ability to capitalize on its existing commercial relationships to create innovate and competitive solutions to telehealth and telemedicine problems; the benefits of the Virtual Care Solution Model, including the potential to increase the revenue of Service Providers; the Issuer’s business structure; the Company building upon the Smart Hospital and Smart Companion; the features of the Smart Companion and Smart Hospital; the production capabilities for the Virtual Care Solution Model; the relationship visualization regarding the development of the Virtual Care Solution Model; the Issuer’s business model and proposed revenue streams; the manufacturing of the Virtual Care Solution Model; the growth strategy of the Company; the Issuer’s sales and marketing strategy; the expected telehealth market growth; trends regarding healthcare spending in Canada; attitudes towards virtual delivery of healthcare; increased reliance on telemedicine and technologies; general accessibility of traditional healthcare delivery methods within rural and first nations communities; adaptability of telehealth technologies in rural and first nations communities; the long-term and short-term objectives of the Issuer; the anticipated use of available funds; the anticipated ownership percentages of directors and officers; the Offering; the proceeds of the Offering; the closing of the Offering and expected Closing Date; completion of the Issuer’s sales and marketing campaign by the end of 2021; completion of beta testing of the software and hardware incorporated into the Virtual Care Solution Model by the end of 2021; the Issuer’s intention to launch its products within its first locations by the end of 2022; end-customer demand conditions; goals, strategies; future market conditions; competition; outlook for future operations; revenues; operating expenses; profits; and estimates of anticipated costs and expenditures and other expectations, intentions and plans that are not historical fact. Even though management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that the forward-looking statements or information will prove to be accurate.

Forward-looking statements are based on the current expectations, estimates and projections of the Issuer, assumptions that such estimates and projections may occur, and involve a number of known and unknown risks and uncertainties which could cause actual results or events to differ materially from those presently anticipated, including those risks described under “*Risk Factors*”. Factors which could cause actual results, events, circumstances, expectations or performance to differ materially from those expressed or implied in forward-looking statements include, but are not limited to, general economic, political, market and business factors and conditions; interest rate fluctuations; statutory and regulatory developments; ability to obtain financing; increased competition; loss of key employees; additional funding requirements; the Issuer’s ability to develop and market services that it does not provide today and that meet the demands of customers; unexpected judicial or regulatory proceedings; public health crises including pandemics; catastrophic events; and other factors set out under the heading “*Risk Factors*”. Except as otherwise required by applicable law, the Issuer does not intend to, and assumes no obligation to, update or revise these or other forward-looking statements it may provide, whether as a result of new information, plans or events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements as there can be no assurance that the condition, events, plans and assumptions on which they are based will occur. Should one or more of the risks described under the “*Risk Factors*”, other risk factors that could develop or arise, or uncertainties materialize, or should assumptions underlying forward-looking statements prove incorrect, actual results may vary materially from those described herein. The forward-looking statements are made as of the date of this Offering Memorandum.

Reliance

Prospective investors should rely only on information contained in this Offering Memorandum. The Issuer has not authorized any other person to provide prospective investors with different information other than as contained in this Offering Memorandum. If a prospective investor is provided with different or inconsistent information, the prospective investor should not rely on such information. The Issuer is not making an offer to sell in any jurisdiction where an offer or sale is not permitted. Before making an investment decision respecting the securities described in this Offering Memorandum, you should carefully review and consider this entire Offering Memorandum. You should also consult with your lawyer and investment, accounting and tax advisors concerning this investment.

Industry and Market Data

Unless otherwise indicated, the Issuer obtained the industry and market data used throughout this Offering Memorandum from surveys or studies conducted by third parties and industry or general publications. Industry publications and surveys generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information. While the Issuer believes this data to be reliable, market and industry data is subject to variation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. The Issuer has not independently verified such data, does not make any representations as to the accuracy of such information, and is not responsible for the accuracy of any of the data from third party sources referred to in this Offering Memorandum.

SUMMARY OF OFFERING MEMORANDUM

| | |
|-----------------------------|--|
| The Issuer | The issuer is UniDoc Health Corp., a company incorporated under the British Columbia <i>Business Corporations Act</i> [SBC 2002] c.57 (the “Company”, “Issuer” or “UniDoc”). |
| Currency | Unless otherwise stated, all monies in this Offering Memorandum are in Canadian Dollars. |
| Objective | Pursuant to the terms of this Offering Memorandum, the Issuer intends to raise a minimum of \$3,000,000 through the issuance of Special Warrants. |
| Investment Strategy | UniDoc is a virtual health/telemedicine solutions company. The Issuer’s primary offering will be the Virtual Care Solution Model, a proprietary, customizable, and comprehensive telehealth solution that integrates a range of physical products, web-based services and analytical tools, along with access to the Issuer’s developing network of Healthcare Providers, pharmacies, and hospitals. The Virtual Care Solution Model, includes virtual/telehealth units which are being designed to provide patients with the ability to have a live virtual visit with a doctor or other health professional. The units will contain fully integrated diagnostic tools and will operate in pharmacies through partnerships with UniDoc. Other diagnostic/interactive tools can be provided allowing for health consultations from home. |
| Minimum Offering | The Minimum Offering is for gross proceeds of \$3,000,000. |
| Maximum Offering | There is no maximum Offering. |
| Securities Offered | Special Warrants |
| Price per Security | \$1.25 |
| Minimum Subscription | There is no minimum subscription amount in connection with the Offering. |
| Closings | The Offering may be closed on or about June 18, 2021. The Issuer has the right to extend this offering at its discretion. |
| Management | Currently, the directors of UniDoc are as follows: Antonio Baldassarre, Sina Pirooz, Franco Staino, Matt Chatterton and Neil Mundie. Antonio Baldassarre is the CEO of UniDoc, and Nina Yii is the CFO and Corporate Secretary. See Item 3.2: Management Experience. |
| Selling Agent | UniDoc has agreed to pay commission to the Agent in connection with the Offering. The commission will include cash in the amount of 7% of the gross proceeds from Subscribers identified by the Agent, except with respect to proceeds from Special Warrants sold to subscribers listed on a President’s List (as defined herein) of the Company (pursuant to which the Agent will receive a cash fee equal to 2.0% of the gross proceeds of the Offering up to \$2,000,000 for these subscribers) as well as broker warrants equivalent to 7% of the number of Special Warrants from such Subscribers, except with respect to proceeds from Special Warrants sold to subscribers listed on the President’s List of the Company (pursuant to which the Agent will receive a cash fee equal to 2.0% of the gross proceeds of the Offering up to \$2,000,000 for these subscribers). The broker warrants will expire 24 months from the date of issuance, and will be exercisable into Shares at \$1.75 per Share. See Item 7: Compensation Paid to Sellers and Finders. |
| Tax Consequences | <p>There are important tax consequences to the purchase, ownership and disposition of the Securities. You should consult your own professional advisors to obtain advice on the Canadian or other jurisdiction’s tax consequences that may apply to you.</p> <p>RRSP Eligibility: Not all Securities are eligible for investment in a registered retirement savings plan (RRSP). You should consult your own professional advisors to obtain advice on the RRSP eligibility of these Securities. See Item 6: Income Tax Consequences and RRSP Eligibility.</p> |

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GLOSSARY OF TERMS

| | |
|---------------------------------------|--|
| <i>\$</i> | Canadian Dollars (C\$) unless otherwise stated. |
| <i>Agency Agreement</i> | The agency agreement to be dated as of the Closing Date between the Issuer and the Agent in connection with the Offering. |
| <i>Agent</i> | Research Capital Corporation |
| <i>Agent's Option</i> | An option, exercisable up to 48 hours prior to the final Closing, to arrange for the purchase up to an additional number of Special Warrants equal to 15% of Special Warrants sold pursuant to the Offering at the Subscription Price. |
| <i>Closing Date</i> | The date upon which all conditions of a closing have been satisfied, up to and including the date published or such later date as may be determined by the Issuer in its sole discretion, or any date or dates upon which Subscriptions are accepted. |
| <i>Electronic Health Records Laws</i> | Laws related to electronic health records within Canada, the United States, and the European Union, including, the Personal Information Protection and Electronic Documents Act (Canada), Canadian provincial privacy legislation, the Health Insurance Portability and Accountability Act of 1996 (United States). |
| <i>Going Public Transaction</i> | (i) the listing of the Issuer's shares on a recognized stock exchange in Canada or United States; or (ii) the completion of a transaction (including a qualifying transaction, reverse takeover, reverse merger, amalgamation, merger, share exchange, plan of arrangement, business combination or similar transaction) between the Issuer and another corporation (or corporations) which results in the shareholders of the Issuer receiving, in exchange for their securities, securities of a company listed on a recognized stock exchange in Canada or United States. |
| <i>Heterogeneous Sensor</i> | Sensor nodes with abilities to approximate the behavior of sensors such as imaging devices. |
| <i>Holder</i> | A holder of the Securities to be issued under this Offering. |
| <i>IP</i> | Intellectual Property. A work or invention that is the result of creativity, such as a manuscript or a design, to which one has rights and for which one may apply for a patent, copyright, trademark, etc. For example, a software program. |
| <i>Issuer or Company or UniDoc</i> | UniDoc Health Corp., a company incorporated under the laws of British Columbia. |
| <i>License Agreement</i> | The license agreement between UniCheck S.r.l. and UniCheck Holdings Corp. entered into on June 8, 2021, pursuant to which UniCheck S.r.l. granted UniCheck Holdings Corp. a license to commercially exploit certain UniCheck S.r.l. technologies and intellectual property in North America and South America. |
| <i>Maximum Offering</i> | There is no maximum for the Offering. |
| <i>Minimum Offering</i> | The minimum number of Special Warrants (2,400,000) offered pursuant to the Offering for gross proceeds of \$3,000,000. |
| <i>Non-Licensed Providers</i> | An individual who provides Services through the Virtual Care Solutions Model that involve a defined scope of activities that are not subject to regulation or licensure in a particular jurisdiction. |
| <i>OECD</i> | The Organisation for Economic Co-operation and Development. |
| <i>Offering</i> | The offering by the Issuer of 2,400,000 Special Warrants for gross proceeds of at least \$3,000,000. |
| <i>Offering Expenses</i> | The expenses of the Offering including, but not limited to, legal, accounting and issue costs of the Offering but excluding any selling commissions. |
| <i>Offering Memorandum</i> | This Offering Memorandum of the Issuer dated June 15, 2021. |
| <i>Regulatory Bodies</i> | The college or association, as applicable, responsible for regulating the practice of medicine, nursing, psychology, psychotherapy, social work, clinical counselling, occupational therapy, occupational health and safety, dietetics, nutrition or physiotherapy in a particular jurisdiction. |

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| <i>Risk Acknowledgement Form</i> | The risk acknowledgement form, including its appendices and schedules as applicable to the Subscriber, attached to the Subscription Agreement. |
| <i>RRSP</i> | A retirement savings plan registered pursuant to the Canadian <i>Income Tax Act</i> . |
| <i>Securities</i> | The Special Warrants, the Shares, the Warrants and the Warrant Shares. |
| <i>Securities Act</i> | The <i>British Columbia Securities Act</i> , R.S.B.C. 1996, c. 418, and any regulations or amendments thereto. |
| <i>SEDAR</i> | The System for Electronic Document Analysis and Retrieval. |
| <i>Service Center</i> | The central services infrastructure platform providing comprehensive emergency and technical support. |
| <i>Service Provider</i> | An individual or professional corporation, including a Healthcare Professional and a Non-Licensed Professional, who provides Services through the Smart Companion. |
| <i>Services</i> | The services provided to users through the Smart Companion or Smart Hospital. |
| <i>Share or Common Share</i> | A common share of the Issuer. |
| <i>Shareholder</i> | A current shareholder of the Issuer's Common Shares and any individual, corporation or other entity that acquires any one or more Common Shares on a subsequent transfer from a current shareholder of the Common Shares or is otherwise issued Common Shares by the Issuer. |
| <i>Special Warrants</i> | A special warrant of UniDoc created by UniDoc and issued for the Subscription Price and entitling the Holder to acquire one Unit of UniDoc upon the exercise or the automatic exercise thereof, subject to adjustment in certain circumstances, without payment of additional consideration. |
| <i>Solution</i> | An implementation of processes, information and technologies in a distinct system to support a set of business or technical capabilities that solve one or more business problem. |
| <i>Subscriber</i> | A subscriber for the Special Warrants, pursuant to this Offering Memorandum. |
| <i>Subscription Agreement</i> | The applicable subscription agreement for the Special Warrants, including the Risk Acknowledgement Form and its appendices and schedules, as applicable. |
| <i>Subscription Documents</i> | The Subscription Agreement, Risk Acknowledgement Form and its appendices and schedules, if applicable to the Subscriber, and payment for the Subscription Price. |
| <i>Subscription Price</i> | The aggregate price of the Special Warrants that each Subscriber subscribes for. |
| <i>Units</i> | A unit of the Issuer comprised of one Share and one half of one Warrant. |
| <i>Warrants</i> | Each whole warrant is a warrant to purchase one Warrant Share at a price of \$2.50 for a period of 24 months from the exercise date. |
| <i>Warrant Shares</i> | A Share issuance upon exercise of the Warrant in accordance with its terms. |
| <i>Virtual Care Solutions Model</i> | The Company's primary product offering which is anticipated to be a customizable and comprehensive telehealth solution that integrates a range of physical products, web-based services and analytical tools, along with access to the Company's developing network of Healthcare Providers, pharmacies, and hospitals. |

ITEM 1: USE OF AVAILABLE FUNDS

1.1 Funds

The following table discloses the funds available as a result of the Offering:

| | | Assuming Minimum Offering | Assuming Exercise of the Agent's Option in Full |
|-----------|--|------------------------------|--|
| A. | Amount to be raised by this Offering | \$3,000,000 | \$3,450,000 ⁽¹⁾ |
| B. | Selling commissions and fees | \$252,000 ⁽²⁾⁽³⁾ | \$283,500 ⁽²⁾⁽³⁾ |
| C. | Estimated offering costs (e.g., legal, accounting, audit.) | \$150,000 | \$150,000 |
| D. | Available funds: D = A - (B+C) | \$2,598,000 | \$3,016,500 |
| E. | Additional sources of funding required | \$0 | \$0 |
| F. | Working capital deficiency ⁽⁴⁾ | \$338,750 | \$338,750 |
| G. | Total: G = (D+E) - F | \$2,259,250 | \$2,677,750 |

Notes:

- (1) Assumes exercise of the Agent's Option in full. The Issuer reserves the right to increase the size of the Offering at any time with the agreement of the Agent.
- (2) In connection with the Offering, the Agent will receive a cash commission of 7% of the gross proceeds of the Offering as well as a work fee of \$40,000, plus GST, payable in cash. See "Item 7. Compensation Paid to Sellers and Finders".
- (3) This figure assumes no Special Warrants were sold to President's List subscribers.
- (4) As at May 31, 2021.

1.2 Use of Available Funds

The following table discloses how the Issuer will use the available funds from this Offering assuming completion of the Minimum Offering:

| Description of intended use of available funds listed in order of priority | Assuming Minimum Offering | Assuming Exercise of the Agent's Option in Full |
|---|------------------------------|--|
| Product and Operations ⁽¹⁾ | \$520,000 | \$520,000 |
| Listing and Financing Costs | \$500,000 | \$500,000 |
| Legal and Accounting | \$225,000 | \$225,000 |
| Marketing and Investor Relations ⁽²⁾ | \$300,000 | \$300,000 |
| General and Administrative | \$523,711 | \$523,711 |
| Office and Support | \$80,000 | \$80,000 |
| Unallocated working capital | \$110,539 | \$529,039 |
| Total: Equal to G in the Funds table above | \$2,259,250 | \$2,677,750 |

Notes:

- (1) Product and operations costs include equipment costs of \$210,000, product development costs of \$260,000, sales development costs of \$40,000 and costs to set up a call center of \$10,000.
- (2) Marketing costs consist of social media management, content creation, creation of landing pages, e-mail marketing campaigns, outreach campaigns to rural communities and government branches, and trade shows.

Pursuant to the terms of this Offering, the Issuer intends to raise gross proceeds of at least \$3,000,000 through the issuance of Special Warrants. The Issuer has agreed to pay commission to the Agent in connection with the Offering. The commission will include cash in the amount of 7% of the gross proceeds from Subscribers identified by the Agent, as well as compensation options equivalent to 7% of the number of Special Warrants purchased by such Subscribers. The compensation options will expire 24 months from the date of issuance and will be exercisable into Shares at \$1.75

per Share. The Company is entitled to designate certain subscribers to be included in the Offering pursuant to which up to \$2,000,000 in Special Warrants may be sold to such subscribers designated on the President’s List by the Company. The commission and compensation options payable for the President’s List orders will each be reduced to 2.0%. See Section 7: Compensation Paid to Sellers and Finders for details.

1.3 Reallocation

We intend to spend the available funds as stated. We will reallocate funds only for sound business reasons.

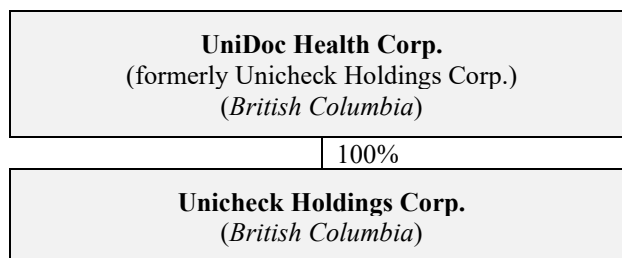
ITEM 2: BUSINESS OF UNIDOC

2.1 Structure

The Issuer was incorporated under the name “Unicheck Holdings Corp.” pursuant to the BCBCA on February 1, 2021, and changed its name to “UniDoc Health Corp.” on April 8, 2021.

On April 8, 2021, Unicheck Holdings Corp., a private company, was incorporated pursuant to the BCBCA. Unicheck Holdings Corp. is a wholly-owned subsidiary of the Issuer.

The chart below sets out the intercorporate relationship between the Issuer and Unicheck Holdings Corp.



2.2 Our Business

General Overview

The Company is a healthcare services solutions company committed to delivering real-time diagnostic, therapeutic, and environmental controls to the healthcare and telemedicine industry. A “solution” is an implementation of processes, information and technologies in a distinct system to support a set of business or technical capabilities that solve one or more business problems (a “**Solution**”). The Company will utilize its industry-expertise, licensed and proprietary technology, and strategic joint-ventures and partnerships with internationally recognized companies with the intention of offering a comprehensive telemedicine and telehealth Solution that aims to increase access to healthcare throughout North America. Telemedicine refers to the provision of healthcare services, including preventative, diagnostic and treatment services, remotely to patients with the use of audio, video and other information and communications technology.

The Company understands the technological challenges faced by Service Providers within the telehealth industry and is developing Solutions to these challenges, as well as, integrating these Solutions into a comprehensive, and easy to use end-product. The Company understands the challenges faced by those in rural and first nations’ communities in accessing quality healthcare, and is aiming to create tailored telehealth solutions that promote greater access to healthcare throughout these communities.

The Company’s primary product offering will be a proprietary Virtual Care Solution Model: a customizable and comprehensive telehealth Solution that integrates a range of physical products, web-based services and analytical tools, along with access to the Company’s developing network of Healthcare Providers, pharmacies, and hospitals (the “**Virtual Care Solution Model**”). The Company is leveraging its industry experience and partnerships to tailor each Virtual Care Solution Model specifically to the needs and operational requirements of the Service Provider. The Virtual Care Solution Model will simulate a virtual doctor’s office or hospital, where Healthcare Providers can manage their patient’s plan of treatment from start to finish, while accessing a wide-range of diagnostic and monitoring tools all centralized around an easy-to-use, web-based application.

As of the date hereof, the Company is still in its development and integration stage in regards to the Virtual Care Solution Model and is working with UniCheck S.R.L. (“**UniCheck**”), Dedalus Group (“**Dedalus**”), and other suppliers, through the License Agreement (as defined herein) to build, customize and integrate diagnostic and monitoring tools and connectivity features into the Virtual Care Solutions Model for the Company’s proposed operations. The generic individual components have already been developed by their respective companies. The Company endeavors to complete the beta testing of its software and hardware incorporated into the Virtual Care Solution Model by the end of 2021. Also, the Company intends to spend the next year engaging in its marketing campaign to promote the visibility of its products and brand, grow its network of partner doctors, and further develop its national clinic partnership infrastructure. For more information, please see the section entitled “*Stage of Development.*”

The Company believes the Virtual Care Solution Model will allow Service Providers to connect with a wider range of patients and enable organizations to set up a low-cost point of service for virtual visits without the financial barriers of in-house physician recruitment and retention. The Virtual Care Solution Model will have the potential to increase the revenue of its Service Providers while at the same time freeing up time spent by Service Providers on administrative tasks. Patients will then get the benefit of being able to receive ongoing, high-quality medical care outside of the traditional healthcare delivery method, including, in part, from the comfort of their home.

Business Structure

Through the License Agreement, the Company is working with UniCheck, in order to provide its telemedicine solutions in North America. UniCheck will develop the Virtual Care Solution Model, using proprietary and licensed technology from Dedalus, ADiLife S.R.L (“**ADiLife**”), Cardioline S.P.A. (“**Cardioline**”), and others.

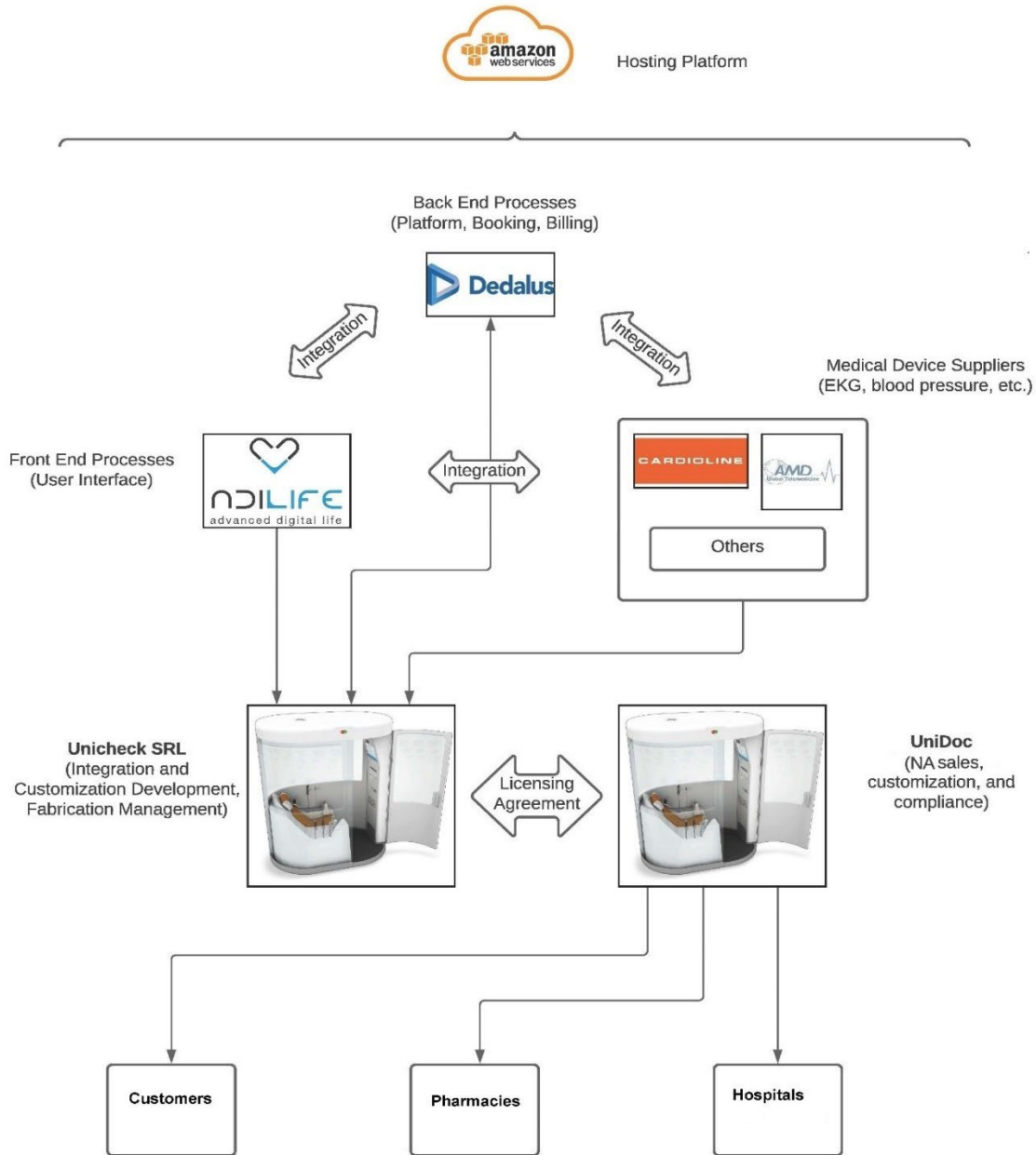
- Dedalus is a leading healthcare and diagnostic software provider in Europe. From application software components to organizational design, from infrastructures to machine rooms, from servers to workstations, Dedalus designs, manages, and maintains all aspects of software development alongside general management and information systems with a focus on the telehealth industry.
- ADiLife is a digital telehealth platform and has corresponding software and information technologies created with the aim of facilitating “connected health”, a conceptual model for health management based on proactive healthcare and the sharing of information so that a patient can receive care in the most proactive and efficient manner possible.
- Cardioline deals with the design, construction, trade and representation of electro-medical devices, telemedicine systems, computer and telematic networks dedicated to the management of diagnostic and health data in general, software and databases containing health information as well as all consumables, accessories and related services.

The Company will utilize customized and configurable software and purpose-built devices to create Solutions that meet the needs and preferences of each Service Provider. In particular, along with Dedalus’s customizable back-end platform, the Virtual Care Solution Model will build upon two key Solutions from Dedalus, being their “Smart Hospital” and “Smart Companion”. The “Smart Hospital” and “Smart Companion” are described further under the section “*Key Solutions*”. The customized Dedalus back-end infrastructure (e.g., servers, applications, and databases and communications between these areas ultimately support the ‘behind-the-scenes’ functionality), will then support a customized “front-end”, customer facing Solution from ADiLife (i.e., front end development manages everything that users visually see first in their browser or applications), and integrate a wide range of state-of-the-art medical devices supplied by Cardioline and others. The entire platform will reside on a hosted cloud-server such as Amazon Web Services (“**AWS**”).

In developing the customized Virtual Care Solution Model for a Service Provider, the Company’s role will be to work with Service Providers to first evaluate and understand their organizational needs and requirements. The Company will start by identifying the Service Provider’s goals and expectation for its Virtual Care Solution Model and assessing the Service Provider’s existing workflow and infrastructure already in place. The Company then plans to collaborate with UniCheck to develop and integrate component solutions that will ultimately come together to create a customized application of the Virtual Care Solutions Model based on the Service Providers’ requirements. Throughout the implementation process, the Company will work with the Service Provider to ensure the Virtual Care Solution Model is implemented as efficiently as possible. The Company will manage purchasing, fabrication, and integration of the physical kiosk and coordinate installation on site. If necessary, the Company will also arrange payment terms such as leasing. Once operational, the Company plans to manage the necessary licenses to keep the Virtual Care Solution

Model working and perform maintenance and upgrades.

For a visualization of the relationships between the above parties and their respective roles in developing the Virtual Care Solution Model, see the chart on the subsequent page.



Key Solutions

Smart Hospital

The Smart Hospital is intended to be a physical telehealth kiosk with integrated diagnostic tools that provide Service Providers real-time access to the patients' clinical data and vital signs (the “**Smart Hospital**”). The Smart Hospital's anticipated integrative diagnostic tools will provide clinical data and vital signs measurements such as body temperature, blood-pressure, and heart rate measurements as well as glycaemic and pulse oximetry profiles, and electrocardiogram (“**ECG**”) testing. The Smart Hospital will connect to a virtual portal on the “Smart Companion” Solution, a comprehensive digital-platform that among other things, integrates, analyzes, stores and displays the data from the real-time monitoring and diagnostic devices within the Smart Hospital (the “**Smart Companion**”). The combination of the Smart Companion and Smart Hospital solutions will allow patients to connect directly with Service Providers through video and teleconferencing technology, and allows Healthcare Providers to utilize the diagnostic and health information collected in remotely assessing and treating their patients. Each Smart Hospital will be customizable based on the needs and specification of the Services Provider.



The Smart Companion

The Smart Companion solution is intended to be a comprehensive platform able to deliver healthcare services both at home and via mobile devices. The system consists of:

- Service Center;
- Devices for remote or local measurements;
- Training services for medical staff;
- Management services (discussed below);
- Video consultation services; and
- User friendly interface.

The Smart Companion is intended to be a web-based application that users and Services Providers will be able to

access on their cellular devices, including smart phones and other electronics, and laptops and computers, with or without a connection to the Smart Hospital. Through the Smart Companion, Service Providers will be able to virtually meet with patients, manage their patients' treatment plans, and manage their business from one central application. For example, the Smart Companion will allow Service Providers to book initial appointments, schedule follow-ups and referrals, and track important healthcare risk factors and metrics from a variety of devices (e.g., patient's physical activity levels).

The Smart Companion will be made up of various application components, which gather both a set of clinical data from monitoring devices and data from Heterogeneous Sensors, applications and multimedia services. This infrastructure is able to satisfy Healthcare Professionals' needs to have a complete system that supports the whole monitoring and patient assistance process. In this way, Healthcare Professionals will be able to actively try to pre-emptively detect critical situations from occurring and attempt to prevent them in a timely manner, possibly by modifying the patient's therapy, providing strategic advice, or prescribing a check-up, a specialist examination, or hospitalization.

The main features of the Smart Companion are:

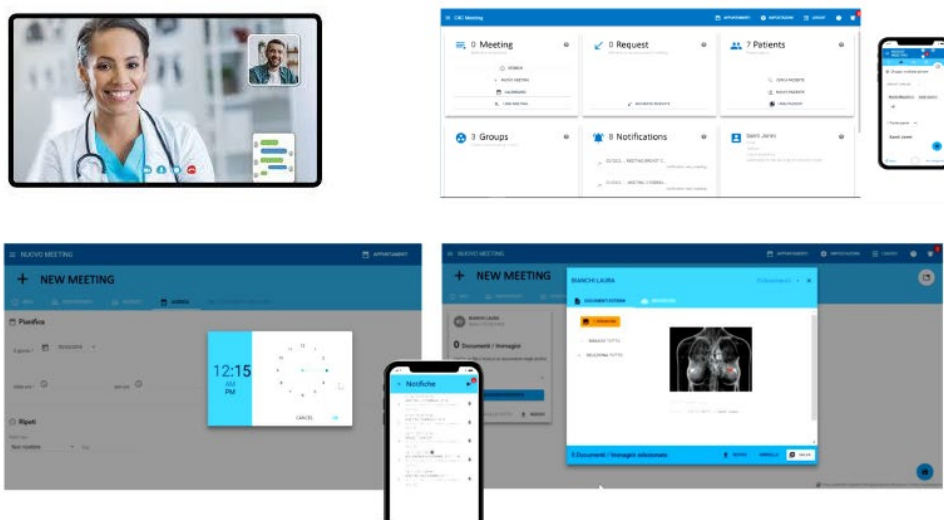
- *Alerts and notifications' view*
 - This feature will allow Service Providers and other authorized users to quickly view patient clinical information that requires immediate attention.
- *Graphical data view*
 - This feature will allow Service Providers and other authorized users to view, both in a graphical and tabular mode, all data collected by each user's device.
- *Patient management*
 - This feature will allow Service Providers and other authorized users to manage and control patients' entire clinical history, from their intake to the management of their examinations and therapeutic plans. The system also will allow Services Providers to track critical information such as pathologies and risk factors. Moreover, it will be possible to associate each patient with one or more monitoring kits, which will allow a personalized setting of critical health thresholds. The Smart Companion also will include different neuromotor, orthopedic, cognitive, and speech therapy modules.
- *Kit management*
 - This feature will allow Service Providers and other authorized users a detailed view of all the user kits (the users and their associated devices) associated with the Service Provider, highlighting their current status (active, maintenance, etc.).
- *Medical staff management*
 - This feature will allow Service Providers and other authorized users to manage a registry of medical staff with the possibility of defining the patients associated with their medical data files, and interlink with patients' personal general practitioners and specialists.
- *Business areas management*
 - This feature will allow Service Providers and other authorized users to define and manage the business areas for the customer structure that uses the system. The areas will be able to be linked to existing structural divisions (e.g., hospital wards) or logical-functional groupings (e.g., territorial areas, groups of departments, etc.). Once the areas have been defined, it will be possible to associate operators, doctors, and patients to each of them.
- *Activities management*
 - This feature will allow Service Providers and other authorized users to define and manage the scheduling of certain activities, such as the submission of a questionnaire to a patient or the execution of daily measurements by the patient. Once the scheduling has been defined, if the patient does not perform the activity within the defined time limit, the system will be able to mark the activity as expired and generate an alert for operators.
- *Operators' management*
 - This feature will allow Service Providers and other authorized users to view the status and history of the questionnaires scheduled by the system, allowing the user/patient to view those correctly completed by users.
- *Measures management*
 - This feature will allow Service Providers and other authorized users to view the status of the measures scheduled by the system.
- *Template management*
 - This feature will allow Service Providers and other authorized users to define the structure of the

sections of the system through a visual editor. This will allow the user to enter certain information interactively, such as, the anamnesis card, the view cards and the questionnaires.

Additionally, the Smart Companion will also act as a medical device gateway, a service that transfers all data contained in the most common measuring devices, mainly through Bluetooth interface or Wi-Fi. The Smart Companion will not require any configuration from the final user (after a short initial configuration done one-off by the Service Provider when the system is installed), and it will require minimal interaction to carry out the forwarding data operation from measuring devices to the Service Center. As the application starts, the devices connected to the gateway are displayed. By simply clicking on “Connect” data download is launched; once the download has finished, the data is uploaded to the Service Center.

A key component of the Smart Companion will be its ability to collect, transfer, analyze, and display the data collected through the Smart Hospital’s integrative diagnostic tools, the Company’s other products, and various third-party compatible devices. For example, Service Providers will be able to create “monitoring kits” that set critical thresholds for various health, cognitive and activity metrics and create alerts that notify the Service Provider when these metrics fall outside of the specified range as indicated based on data gathered not only within the Smart Hospital but through the Company’s other products, and third-party compatible devices.

A DOCTOR WILL HAVE A LIVE INTERACTION FOR A COMPLETE VISIT:



Business Model

The Company plans to establish multiple revenue streams in connection with its Virtual Care Solution Model:

- **Leasing:** The Company intends to offer Service Providers the ability to lease or purchase the Virtual Care Solution Model, as well the ability to lease the Virtual Care Solution Model with the option to purchase at a later date for reduced rate. The fee to lease the Virtual Care Solution Model will depend on the features to be included within each specific Virtual Care Solution Model, ranging from \$300 per month for a basic model with limited diagnostic capacities and to up to \$2,500 per month for a model with the most sophisticated devices and capabilities.
- **Subscription Fees:** The Company intends to charge Service Providers a monthly subscription fee for use of the Virtual Care Solution Model. The subscription fee will depend on the rate of utilization, including the number of users and Healthcare Professionals associated with each specific Service Provider, and whether the Service Provider requires any customized or additional solutions.
- **Revenue Sharing:** Depending on the Services provided, the Company anticipates retaining a portion of the revenue generated by the Services provided through the Virtual Care Solution Model.
- **Referral fees:** The Company anticipates receiving referral fees for referring patients to Service Providers.

Stage of Development

As of the date hereof, the Company is still in its development and integration stage in regards to the Virtual Care Solution Model and is working with UniCheck, Dedalus, and other suppliers, through the License Agreement to build, customize and integrate diagnostic and monitoring tools and connectivity features into the Smart Hospital and Smart Companion for the Company's proposed operations. The generic individual components have already been developed by their respective companies.

The Company endeavors to complete the beta testing of its software and hardware incorporated into the Virtual Care Solution Model by the end of 2021. The Company intends to spend the next year also engaging in its marketing campaign to promote the visibility of its products and brand, grow its network of partner doctors, and further develop its national clinic partnership infrastructure (for more information see the below section "*Description of Business – Growth Strategy*"). During this time, the Company intends to advance its manufacturing, distribution, and servicing strategies so that upon completion of its marketing campaign, the Company can launch its products within its first locations by the end of 2022. See *Principal Purposes and Available Funds* for more information on the milestones and steps the Company intends to take to operationalize its Virtual Care Solution Model.

As of the date hereof, the Company has taken the following steps to operationalize its Virtual Care Solution Model:

- Evaluated technology partners capabilities and services;
- Developed its proprietary integrated solutions platform;
- Integrated partner solutions within the Company's proprietary integrated solutions platform;
- Integrated customers management and point of sale commerce software;
- Contracted for the fabrication of hardware for the Smart Hospital and diagnostic equipment;
- Launched alpha and beta testing platforms, guidelines, and implementation;
- Developed cloud-based secure server platforms and compliance with Electronic Health Records Law; and
- Developed data mining and customization of reporting functions for the customer user interface.

The Company has not sold or leased any Virtual Care Solution Models to pharmacies, clinics, or hospitals in Canada or entered into any subscriptions to the Virtual Care Solution Model, and the Company has not generated any revenue to date. Following completion of its initial research, development, and marketing efforts, the Company aims to roll out multiple Virtual Care Solution Models in pharmacies in Canada by the end of 2022.

UniCheck will manufacture the first generation of the Virtual Care Solution Model in Italy, and possibly, North America, and it is anticipated that UniCheck will have the capacity to fulfil orders for units required for the first year of the Company's operations. The Company plans to distribute and install the Virtual Care Solution Model in Canada initially. The Company, upon determining where the Virtual Care Solutions Model will be placed, will establish a network of suitable technicians through Synnex Corporation ("**Synnex**") to maintain and repair the Smart Hospitals. Through its partnership with ADiLife and Synnex, the Company hopes to maintain the network the Virtual Care Solution Model operates on and provide technical support to its users.

Intended Market

The intended market for Virtual Care Solution Model is medical organizations, such as pharmacies, clinics, hospitals, and healthcare providers, including, Healthcare Professionals and Non-Licensed Providers. Those medical organizations and healthcare providers in rural and indigenous communities are particularly important markets for the Company. Canada's First Nation's communities continue to experience barriers to health care, resulting in significant and ongoing health disparities compared to other Canadians. This is, in part, due to geography, health system deficiencies, and inadequate health human resources within these communities. In both rural and first nations communities, the location and small population size can make it challenging to recruit and retain health professionals, leaving many communities with critical shortages of medical personnel. The wait-lists and lack of available doctors or nurses pose significant barriers to receiving healthcare. Leaving some of these communities on a regular basis is not a viable option due to prohibitive transportation costs or having to take time away from family and work. The Company, however, recognizes that First Nations communities, individually, are disproportionately affected and may have other significant barriers that limit equitable access to healthcare, not just availability.

The Company intends to focus its initial distribution efforts on pharmacies within these communities. In recent times, the pharmacist has been evolving towards an increasingly hybrid model of pharmacy, breaking away from a purely commercial function (Truong, C., Ha, R., Lui, E. “Hybrid model of pharmacist services in a large multisite family health team.” *CPJ/RPC* (2020) 153(5): 270 – 273). The pharmacy business is turning increasingly towards the use of technology and a growing ability to aggregate functions and skills within the store (Dolovich, et al. “Pharmacy in the 21st century: Enhancing the impact of the profession of pharmacy on people’s lives in the context of health care trends, evidence and policies.” *CPJ/RPC* (2019) 152(1): 45 –53). The Virtual Care Solution offers numerous advantages for these evolving types of pharmacies, making them an ideal target for its initial distribution efforts, including:

- providing pharmacies with immediate and facilitated access to hospitals and multi-specialist medicine;
- providing pharmacies with immediate on-line availability of clinical, blood chemistry, and other instrumental data of its customers avoiding costly trips to medical facilities such as clinical laboratories and medical centers;
- providing new services pharmacies can offer to their customers;
- assisting pharmacies in differentiating themselves from other healthcare channels;
- assisting pharmacies in building loyalty with customers;
- potentially increasing traffic in pharmacies which could then lead to higher revenues; and
- potentially raising a pharmacy’s profile.

Arrangements with Healthcare Professionals and Medical Establishments

Currently, the Company is engaged in outreach and negotiation efforts to establish arrangements with Healthcare Professionals and medical establishments. **At this time, no definitive agreements have been signed.**

Growth Strategy

The Company intends to grow its business through its multi-faceted sales and marketing approach and strategic acquisitions.

Sales and Marketing

The Company’s sales and marketing approach will utilize various marketing channels and engage data analytics to track and prioritize channels with effective customer acquisition, which will include the following sales and marketing strategies:

- *Sales and infrastructure team* – hiring a direct sales team consisting of seasoned industry personnel whose objectives will be the development of both the partner doctor network and the development of the national clinic partnership infrastructure.
- *Relationship marketing* – focusing on establishing and maintaining profitable, long-term relationships with patients and medical professionals in each target market.
- *High performing reciprocal referral networks* – leveraging the existing professional relationships of its partners and licensees to build high-performing, reciprocal referral networks within local markets.
- *Peer-to-peer marketing* – developing an educational toolkit to help its partners, licensees and clinics intended to raise awareness among their colleagues about the advantages and benefits of the Company’s telehealth offering.
- *Direct-to-consumer marketing* – developing a multi-platform marketing campaign intended to engage audiences, attract and retain patients and drive business growth. Messaging will be clear, consistent and authentic across all platforms and in all markets. Marketing platforms are to include both traditional advertising and a variety of social media channels. In some markets, the Company may also offer incentive/reward program to attract repeat patients and patient referrals.
- *Online Marketing* – developing online and mobile marketing campaigns targeted at pharmacies and other participants who may need the Company’s products and services. The first step in online marketing will be a comprehensive website designed with search engine optimization in mind.
- *Industry Shows and Events* – attending various industry trade shows, conferences, and seminars to foster

growth and knowledge in the telehealth industry and provide opportunities for identifying new partners, distribution channels, and new clients.

At this time, the Company has engaged 3Roots Graphics to produce marketing materials.

Industry Overview and Trends

Telemedicine refers to the provision of health care services, including preventative, diagnostic and treatment services, remotely to patients with the use of audio, video and other information and communications technology.

In recent years, interest in the telemedicine industry increased significantly, driven largely by challenges surrounding timely access to healthcare and the rise of consumer/patient demand. This increased interest in telehealth has sparked a period of overall growth of the sector. According to Markets and Markets' research, the telehealth market is expected to grow to US\$55.6 billion by 2025 — a growth rate of approximately 17% compounded annually (Telehealth/Telemedicine Market, November 2020, MarketsandMarkets). According to research conducted by the OECD and the CIHI, Canadian healthcare expenditures grew 4.3% in 2019 to approximately \$266 billion (National Health Expenditure Trends 1975 to 2019, 2019, CIHI). Furthermore, the OECD found that as of 2021 Canada spends approximately 28% more on a per capita basis when compared against the average in OECD countries (OECD (2021), Health spending (indicator)). Notwithstanding the above average spending, Canada's healthcare system has faced certain challenges. The OECD reported that for every 1,000 Canadians, the availability of physicians is approximately 2.7, which is below the 3.5 physicians average in OECD countries (OECD (2021), Doctors (indicator)).

The COVID-19 pandemic has driven exponential growth in adoption of technology in the Canadian healthcare industry. As the COVID-19 pandemic spread, the Canadian healthcare system has been forced to adapt its traditional ways of providing healthcare, quickly changing the utilization of telehealth services in Canada. Virtual care has become a necessity, enabling patients and practitioners to stay safe by limiting physical contact. The COVID-19 pandemic has accelerated the development roadmap and adoption of virtual Solutions by healthcare industry participants in the Canadian market, including traditional clinics. Providers that had already invested in virtual care solutions prior to COVID-19 were forced to test scalability of these solutions, and those that did not invest in such a solution were pushed to identify and leverage technology for the first time driving new collaborations and creating market opportunities.

The attitude towards virtual delivery of healthcare is also rapidly changing. In a 2020 Sanofi Canada Healthcare Survey conducted prior to the COVID-19 pandemic (the "**Sanofi Survey**"), 71% of Canadian healthcare plan members said they were willing to use virtual care technology to receive healthcare services (The Sanofi Canada Healthcare Survey, January 2020). Support is particularly strong among individuals with chronic conditions, parents, caregivers and millennials, who appreciate the convenience and flexibility associated with virtual care. According to Canada Health Infoway, prior to the pandemic, patients who used virtual services in 2019 reported high levels of satisfaction (Access to Digital Health Services: 2019 Survey of Canadians Summary Report, The Nielsen Company), leading us to believe that the general positive change in attitude toward virtual care will continue.

Prior to the pandemic, it is estimated that only 4% of all primary care visits in Canada were done virtually, according to data collected by Canada Health Infoway (Access to Digital Health Services: 2019 Survey of Canadians Summary Report, The Nielsen Company). Virtual visits, however, reached approximately 60% at the onset of COVID-19 in Canada in April 2020, according to data collected by the same source (Consulting Canadians on the Future of Their Health System: A Health Dialogue, Executive Summary, November 2020, Environics Research). The October 2020 Gartner Market Guide for Virtual Care Solutions also highlights the trend of increased reliance on telemedicine and technologies, noting that by 2022 in North America 30% of all ambulatory encounters will be virtual, up from about 2% at the start of 2020, and also indicating that the structural changes are here to stay.

In this context, the Company believes that the ability to support the delivery of virtual care is now an attractive capability for healthcare delivery organizations. Virtual care has the power to reduce economic strain on the public system, improve treatment for those suffering from health-related challenges and empower Canadians to become more engaged in their health.

The Company believes its Virtual Care Solution Model will be able to integrate and compliment this developing telehealth infrastructure and the Canadian healthcare system by enhancing the general level of accessibility of healthcare, while minimizing the total time commitment required for Healthcare Providers. North America, in particular, is in the early stages of telehealth services and its digital health space is vastly under penetrated relative to other developed countries. Rural and First Nations communities have historically been affected by the lack of accessible healthcare due to, in part, the location of such communities, and as such, the Company believes that new telemedicine technologies targeted at the delivery of telemedicine in First Nation communities are particularly needed.

Competitive Conditions

The Telemedicine industry is evolving and highly competitive. Increased adoption and virtual healthcare technologies by the healthcare industry and the public at large, which have accelerated since the COVID-19 pandemic, has resulted in a proliferation of new companies and innovative technologies within the telemedicine and healthcare industries. The Company hopes to be a leader in telemedicine and healthcare delivery. The Company was formed by business, technology, and healthcare professionals with significant industry experience. The Company has partnered with internationally recognized companies in the healthcare, pharmaceutical and complete logistical infrastructure and information technology.

Some of the Company's competitors include: Hasu eCounselling and Beacon Health Options. Hasu eCounselling is a healthcare platform and mobile app that provides secure online video, talk and text counselling for individuals and their families struggling with mental health issues such as depression and anxiety, as well as abuse and dependency on alcohol or drugs. Beacon Health Options provides behavioral healthcare management to companies, national and regional health plans, and federal, state, and local governments

While there are other telehealth services that can provide help to Canadians with non-emergency concerns, including the ones discussed above, these services do not offer a complete virtual care model similar to the Company's offering. The Company's Virtual Care Solution Model intends to provide comprehensive diagnostic and monitoring capabilities in a centralized and easy to use on-line platform that integrates, and analyzes data from a variety of sources.

Specialized Skills and Knowledge

The nature of the Company's business requires specialized skills and knowledge, including expertise in medicine and healthcare, finance, operations, software development and programming, privacy and security, mobile applications, marketing, design and content creation. Increased competition for healthcare professionals and technology personnel may make it more difficult to hire and retain competent employees, independent contractors and consultants and may affect the Company's ability to grow at the pace it desires. However, the Company does not currently anticipate any significant difficulties in locating and retaining appropriate personnel that possess the skill and knowledge required to carry on its business.

Intangible Properties

The Company's success will be heavily dependent upon its intangible property and technology. The Company relies upon copyrights, patents, trade secrets, unpatented proprietary know-how and continuing innovation to protect the intangible property, technology and information that are considered important to the development of the business. The Company has the exclusive license to use all of the technology within its business in North America and South America.

Dependence on Contracts

The Company is dependent on its contract with Unicheck SRL (i.e. the License Agreement), which permits the Company to utilize all the partner products and licenses from and strategic relationships with Dedalus, Cardioline, ADiLife, Carlucci, Marefarm, Ecolabs, Profarma, the ITS Foundation, Unidata, PWS, and Farloni to provide its products and services. Any change in the terms of these contracts could have a material effect on the operations of the Company's business.

Employees

As of the date hereof, the Company currently has one employee, and two independent consultants.

Research and Development

The Company is working with UniCheck to develop the Virtual Care Solution Model.

Regulatory Environment

There is no uniform approach in Canadian provinces and territories to the regulation of telehealth services. Many Regulatory Bodies have taken the position that Healthcare Professionals who provide professional health services to patients via telehealth must, in most instances, hold a valid license or permit to provide professional or regulated health services in the jurisdiction in which the recipient of the services is located at the time of service. Healthcare Professionals may also be required to be licensed in the jurisdiction where they are located at the time of service. In addition, certain Regulatory Bodies require a Health Professional providing telehealth to be physically located in the same jurisdiction as the recipient of services. Not all of the Regulatory Bodies have publicly disclosed regulations, policies or approaches to the delivery of virtual care.

In general, Healthcare Professionals and Service Providers in Canada are subject to various governmental regulations, licensing requirements and oversight by various independent, self-regulating administrative bodies, such as the Regulatory Bodies, and, as a result, the Healthcare Providers engaged by the Company operate in an environment in which legislation, government regulations and the policies, guidance and requirements of Regulatory Bodies play a key role. The Company does not hold licences or permits for the provision of health services and is therefore dependent upon Healthcare Professionals. Consequently, any changes affecting the regulatory regime applicable to any of the Healthcare Professionals will affect the Company.

Although the Company does not itself provide any regulated health services to any individuals, and instead arranges for the Healthcare Providers to provide the Services to users through the Smart Companion or Smart Hospital, both the health care funding structure in Canada and the licensing, certification and related laws and guidance related thereto are relevant to the Company's operations. (For more information regarding privacy and cyber security and the risk related thereto, see "*Risk Factors – Cybersecurity*".)

2.3 Development of Business

The following sections outline key milestones in the background and business development of the Issuer in recent years (see also Item 12: Financial Statements).

Financings and Issuances of the Issuer's Securities

The Issuer was incorporated on February 1, 2021. The Issuer did not generate revenue for the period from incorporation on February 1, 2021 to March 31, 2021.

On March 1, 2021, the Issuer completed a private placement of 3,600,000 Common Shares by way of debt settlement pursuant to which the Issuer settled \$36,000 worth of debt at a price of \$0.01 per Common Share.

On March 22, 2021, the Issuer completed a private placement of 3,600,000 Common Shares for gross proceeds of \$72,000 at price of \$0.02 per Common Share.

On March 31, 2021, the Issuer completed a private placement of 15,000,000 unit warrants (the "**Unit Warrants**") at a price of \$0.001 per Unit Warrant for gross proceeds of \$15,000. Each Unit Warrant entitles the holder to receive one Common Share and one Common Share purchase warrant at an exercise price of \$0.20 until the earlier of: (i) March 31, 2025; and (ii) the date that is three years following the listing date (the "**Expiry Date**"). The share purchase warrants to be acquired on the exercise of the Unit Warrants entitle the holder to purchase one Common Share at a price of \$0.50 per Common Share until the Expiry Date (the "**\$0.50 Warrants**").

License Agreement

On 8, 2021, the Issuer entered into an agreement with UniCheck (the “**License Agreement**”) to facilitate a working relationship for the purposes of evaluating their respective technologies and exploring the potential for broader collaboration and development and commercialization of the certain UniCheck technologies and all intellectual property related thereto (the “**UniCheck Technologies**”). The License Agreement is for an initial term of five-years commencing on June 8, 2021 (the “**Initial Term**”), and will automatically renew for successive terms of five (5) years. Upon completion of the Initial Term, the Issuer may terminate the License Agreement for convenience upon six months’ notice.

Pursuant to the License Agreement, UniCheck granted the Issuer an exclusive license to use UniCheck’s intellectual property rights, marks, know-how and the UniCheck Technologies, including, the rights to make, have made, manufacture, produce, market, sell goods and services, distribute, import and export, and otherwise use the intellectual property rights and UniCheck Technologies within North and South America. The UniCheck Technologies generally include the proprietary rights and intellectual property rights of Unicek with respect to telehealth systems, telemedicine services, and telehealth services.

In addition, UniCheck also granted the Issuer a non-exclusive and transferable license to improve upon its intellectual property rights and to develop new intellectual property rights derived from the Unicek Technologies and the related intellectual property rights. The Company has the right to grant sublicenses of the rights, privileges and licenses granted within the License Agreement within North America.

The Issuer and UniCheck also agreed collaborate on the development, improvement, marketing and selling of new products and services related to the Unicek Technologies in their respective territories. In particular, where either the Issuer or UniCheck requests or refers a work activity, or products or equipment, to be performed or provided by or from the other party, and the other agrees to perform such work, then the performing party shall charge a fee equivalent to the actual costs incurred by that party for performing the work and a mark-up not exceeding 10% of the actual costs incurred by the performing party, unless otherwise agreed to in writing.

2.4 Long Term Objectives

UniDoc’s long term objective is to achieve annualized gross revenues sufficient to position the Issuer to maximize the returns on investment. The following table summarizes the costs UniDoc expects to incur in its efforts to achieve these goals and each category is described in detail thereafter:

| Long-Term Objective | Target Completion | Estimated Cost |
|--|--------------------------|-----------------------|
| Join Industry Groups | 1 year | \$25,000 |
| Expand Geographically | 5 years | \$2,000,000 |
| Evaluate Future Financings | 2 years | \$250,000 |
| Identify and Complete Potential Partnerships, Mergers and Acquisitions | 1 years | \$100,000 |

The foregoing information is forward-looking information, and as such readers are cautioned that actual costs and target completion times may vary from the forward-looking information. In particular, material risk factors could cause actual results to differ materially from the forward-looking information (for more information on risks, please see “Item 8: Risk Factors”). Furthermore, there are material factors and assumptions used to develop forward-looking information including achieving the mentioned target completion dates on time and the costs remaining as estimated.

2.5 Short Term Objectives and How We Intend to Achieve Them

The following outlines the Issuer’s short-term objectives for the next 12 months with some adjustment for what has been achieved year to date.

The following table summarizes the costs UniDoc expects to incur in its efforts to achieve these goals over the next 12 months.

| What we must do and how we will do it | Target Completion Date | Our cost to complete |
|--|-------------------------------|-----------------------------|
| Secure Financing | June, 2021 | \$300,000 |
| Public Listing | August 2021 | \$200,000 |
| Development Roadmap ⁽¹⁾ | November 2021 | \$520,000 |
| Launch Marketing Program | December 2021 | \$80,000 |
| Enhance Management Team | October 2021 | \$313,000 |
| | Total | \$1,413,000 |

Notes:

- (1) The Issuer’s development roadmap consists of the following: execution of agreements with technology companies, evaluation of technology partners capabilities and services, development of the Issuer’s proprietary integrated solutions platform, integration of partner solutions within the proprietary platform, integration of customers management and point of sale commerce software, design and development of hardware platform, contract fabrication of hardware kiosks and diagnostic equipment, launch alpha and beta test platforms, guidelines and implementation, develop billing, compliance and reimbursement software platforms, develop and engage cloud-based secure server platforms and compliance with Electronic Health Records Laws, develop data mining and customization of reporting functions for customer user interface and complete roadmap structure for an updated five-year plan including implementation of new technologies, hardware, software and services.

2.6 Insufficient Funds

The funds available as a result of this Offering will not be sufficient to accomplish all of our objectives and there is no assurance that alternative financing will be available.

2.7 Material Agreements

There are no material agreements under which the Issuer has an obligation which is not made in the ordinary course of business except for:

1. Agency Agreement to be entered into between the Agent and the Issuer. See Item 5 – Securities Offered.
2. Special Warrant Indenture dated as of the Closing Date between Odyssey Trust Company, as warrant agent, and the Issuer. See Item 5 – Securities Offered.
3. Warrant Indenture dated as of the Closing Date between Odyssey Trust Company, as warrant agent, and the Issuer. See Item 5 – Securities Offered.
4. License Agreement. See Item 2.3 – Development of the Business.

ITEM 3: INTERESTS OF DIRECTORS, MANAGEMENT, PROMOTERS AND PRINCIPAL HOLDERS

3.1 Compensation and Securities Held

The names, municipalities of residence, offices held, during the past five years, and shareholdings of the directors, officers, promoters, and persons who, directly or indirectly, beneficially own or control 10% or more of any class of the voting securities of the Issuer (a “**principal holder**”) are

| Name and municipality of principal residence | Positions held (e.g., director, officer, promoter and/or principal holder) and the date of obtaining that position | Compensation paid by Issuer or related party in the most recently completed financial year and the compensation anticipated to be paid in the current financial year | Number, type and percentage of securities of the Issuer held after completion of the Minimum Offering ⁽¹⁾ | Number, type and percentage of securities of the Issuer held upon Completion of the Minimum Offering and exercise of Unit Warrants, and Special Warrants ⁽²⁾ | Number, type and percentage of securities of the Issuer held upon Completion of the Minimum Offering and exercise of Unit Warrants, and Special Warrants (assuming the full exercise of the Agent's Options) ⁽³⁾ |
|--|--|--|--|---|---|
| Antonio Baldassarre (Woodbridge, ON) | CEO, Director, and Promoter Since February 1, 2021 | Nil | 1,950,000 Common Shares ⁽⁴⁾ (27.08%) ⁽⁴⁾⁽⁵⁾ | 1,950,000 Common Shares (7.93%) | 1,950,000 Common Shares (7.81%) |
| Nina Yüi (Vancouver, BC) | CFO Corporate Secretary Since March 10, 2021 | Nil | Nil | Nil | Nil |
| Franco Staino (Rome, Italy) | Director Since March 22, 2021 | Nil | 250,000 Common Shares (3.47%) ⁽⁵⁾ | 250,000 Common Shares (1.02%) | 250,000 Common Shares (1.00%) |
| Sina Pirooz (Vancouver, BC) | Director Since March 22, 2021 | Nil | 25,000 Unit Warrants ⁽⁷⁾ | 25,000 Common Shares (<i><1%</i>) 25,000 Warrants | 25,000 Common Shares (<i><1%</i>) 25,000 Warrants |
| Matt Chatterton (Vancouver, BC) | Director Since March 22, 2021 | Nil | 25,000 Unit Warrants ⁽⁷⁾ | 25,000 Common Shares (<i><1%</i>) 25,000 Warrants | 25,000 Common Shares (<i><1%</i>) 25,000 Warrants |
| Neil Mundie (Vancouver, BC) | Director Since March 22, 2021 | Nil | 250,000 Common Shares (3.47%) ⁽⁵⁾ 300,000 Unit Warrants ⁽⁷⁾ | 550,000 Common Shares (2.24%) 300,000 Warrants | 550,000 Common Shares (2.20%) 300,000 Warrants |

Notes:

- (1) Numbers assume no securities (other than those contemplated in the Offering) are issued by the Issuer during the Offering.
- (2) This percentage is based on 24,600,000 Common Shares issued and outstanding upon exercise of all the Unit Warrants issued on March 31, 2021 and upon exercise of all the Special Warrants issuable under the Offering. In this scenario, 15,000,000 \$0.50 Warrants and 500,000 stock options remain outstanding.
- (3) This percentage is based on 24,960,000 Common Shares issued and outstanding upon exercise of all the Unit Warrants issued on March 31, 2021 and upon exercise of all the Special Warrants issuable under the Offering. In this scenario, 15,000,000 \$0.50 Warrants and 500,000 stock options remain outstanding, and assumes exercise of the Agent's Option. The Issuer reserves the right to increase the size of the Offering at any time with the agreement of the Agent.
- (4) 1,500,000 of these Common Shares are registered to LRG Security Canada Inc., a company beneficially owned and controlled by Antonio Baldassarre and 450,000 of these Common Shares are personally registered to Mr. Baldassarre.
- (5) This percentage is based on 7,200,000 Common Shares issued and outstanding.
- (6) Antonio Baldassarre holds an additional 250,000 stock options issued pursuant to the Issuer's stock option plan.
- (7) Each Unit Warrant is exercisable into one common share and one warrant of the Issuer at an exercise price of \$0.20 per Unit Warrant until the earlier of: (i) March 31, 2025; and (ii) the date that is three years following the completion of a Going Public Transaction.

3.2 Management Experience

As at the date of this Offering Memorandum, the composition of the board of directors of the Issuer currently consists of the following five members: Antonio Baldassarre, Sina Pirooz, Franco Staino, Matt Chatterton and Neil Mundie. Antonio Baldassarre is also the CEO and President, and Nina Yii is the CFO and Corporate Secretary.

The following is a summary of the qualifications of the directors and executive officers of the Issuer and their experience and activity in recent years.

| Name | Principal occupation and related experience |
|---|--|
| Antonio Baldassarre CEO, President and Director | <p>Mr. Baldassarre is the President of LRG Security Canada Inc. and LRG Security Europe. Mr. Baldassarre has held senior management and director positions of new business start-ups and established multinational organizations with over 30 years of experience in the security, information technology and communications industries. With leadership skills in management of international operations, shareholder exit strategies, and overall business development, he has utilized a wide range of strategic programs to maximize organic growth into specific industry segments through OEM, alliances, and direct multi-level distribution channels.</p> <p>Mr. Baldassarre is able to plan, organize and direct all aspects of a corporation from operations, P&L oversight, product distribution, product promotions, sales and development activities and initiatives utilizing his marketing/sales senior management experience with developed abilities in team leadership and program/campaign development. He has been directly involved in the growth, branding and ultimately optimizing market share, product awareness, revenues, profitability and shareholder value.</p> |
| Nina Yii CFO and Corporate Secretary | <p>Ms. Yii, is a Chartered Professional Accountant, with over ten years of accounting, regulatory, and financial reporting experience. Since August 2020, Ms. Yii has been providing accounting and financial reporting services, through her position with ACM Management, Inc., a provider of financial reporting and accounting services, to public companies in various industries both in the United States and Canada. She obtained her Bachelor of Commerce degree in accounting from the University of British Columbia in 2009.</p> |
| Franco Staino Director | <p>Mr. Franco Staino is a business professional with over 40 years experience in the pharmaceutical industry. Mr. Staino has significant experience in drug safety, traceability and anti-counterfeiting measures and has designed and implemented programs for the Italy National Health Service, the Ministry of Health and the Polygraphic Institute and State Mint.</p> <p>Mr. Staino currently holds multiple positions including being the control representative of Carlucci a leading company engaged in the production of self-adhesive labels for consumer goods with high specialization for the pharmaceutical sector, and President of the Board of Directors of Topharmacia, a company that deals with the integral management of pharmacies throughout Italy in order to improve their ability to provide social and commercial services, to connect industrial marketing policy to that of the pharmacy, to offer tools in able to guarantee the financial balance of the companies involved.</p> |

Sina Pirooz
Director

Mr. Pirooz is a registered and practicing pharmacist, and has been a professional member of the College of Pharmacists of British Columbia since 2003, with over 20 years of pharmaceuticals and pharmacy management experience. As owner of a compounding pharmacy, Mr. Pirooz has been dispensing pharmaceuticals for over 18 years and provides pharmacist and pharmacy management services to many of Canada's largest pharmacy chains and drug stores. Mr. Pirooz is also the CEO and a director of Genix Pharmaceuticals Corporation, a company listed for trading on the TSX Venture Exchange.

Matt Chatterton
Director

Mr. Chatterton brings over 15 years of experience in development and execution of projects. His expertise includes project management, facility management, logistics, supply side processes and procedures at a number of international operations in Canada and internationally. He has been involved in the public markets for the last three-year managing IPO processes and transitioning businesses to post listing operations. Mr. Chatterton is a Professional Engineer and graduate of Canada's Queens University with a Master's degree in Chemical Process Engineering (2003).

Neil Mundie
Director

Mr. Mundie has been involved in the public capital markets for over 10 years. He started his career as an investment advisor at Macquarie Group where he was responsible for raising capital for various junior venture companies in all sectors ranging from mining to technology and healthcare. Since then, Mr. Mundie has been an independent consultant for both public and private companies. He has also served as interim CEO of Agritek Holdings (OTC: AGTK) from 2018-2019. Mr. Mundie is a founding member of the Issuer and received a Bachelor of Arts from the University of British Columbia.

3.3 Penalties, Sanctions and Bankruptcy

There has been no penalty or sanction that has been in effect during the last 10 years, or any cease trade order that has been in effect for a period of more than 30 consecutive days during the past 10 years against:

- i. a director, executive officer or control person of the Issuer, or
- ii. an Issuer of which a person referred to in (i) above was a director, executive officer or control person at the time.

There has been no declaration of bankruptcy, voluntary assignment in bankruptcy, proposal under any bankruptcy or insolvency legislation, proceedings, arrangement or compromise with creditors or appointment of a receiver, receiver manager or trustee to hold assets that has been in effect during the last 10 years with regard to any:

- i. director, executive officer or control person of the Issuer, or
- ii. Issuer of which a person referred to in (i) above was a director, executive officer or control person at the time.

3.4 Loans

There have been no debentures or long-term loans due to or from the directors, management, promoters and principal shareholders of the Issuer.

From time to time, directors, management, promoters or principal shareholders of the Issuer may provide short-term loans to the Issuer. These loans are unsecured and do not bear interest.

ITEM 4: CAPITAL STRUCTURE

4.1 Share Capital

Pursuant to the terms of the Articles of Incorporation of the Issuer, the authorized capital of the Issuer consists of an unlimited number of common shares (the “Common Shares”) without par value.

| Description of security | Number authorized to be issued | Price per security | Number outstanding as at the date of this Offering Memorandum | Number outstanding after Minimum Offering | Number outstanding after Minimum Offering (assuming the full exercise of the Agent’s Options) | Number outstanding upon exercise of Unit Warrants | Number outstanding upon exercise of Special Warrants ⁽⁵⁾ | Number outstanding upon exercise of Special Warrants (assuming the full exercise of the Agent’s Options) ⁽⁵⁾ |
|-------------------------------------|--------------------------------|------------------------|---|---|---|---|---|---|
| Common Shares | Unlimited | Various ⁽¹⁾ | 7,200,000 | 7,200,000 | 7,200,000 | 22,200,000 | 9,600,000 ⁽⁶⁾ | 9,960,000 ⁽⁷⁾ |
| Unit Warrants ⁽²⁾ | N/A | \$0.001 | 15,000,000 | 15,000,000 | 15,000,000 | 0 | 15,000,000 | 15,000,000 |
| \$0.50 Warrants | N/A | \$0.50 ⁽³⁾ | Nil | Nil | Nil | 15,000,000 | Nil | Nil |
| Special Warrants | N/A | \$1.25 | Nil | 2,400,000 ⁽⁶⁾ | 2,760,000 | 2,400,000 ⁽⁶⁾ | Nil | Nil |
| Warrants | N/A | \$2.50 | Nil | Nil | Nil | Nil | 1,200,000 ⁽⁶⁾ | 1,380,000 ⁽⁷⁾ |
| Stock Options | N/A | \$0.50 ⁽³⁾ | 500,000 | 500,000 | 500,000 | 500,000 | 500,000 | 500,000 |
| Compensation Options ⁽⁴⁾ | N/A | \$1.75 ⁽³⁾ | Nil | 168,000 ⁽⁶⁾ | 193,200 | 168,000 ⁽⁶⁾ | 168,000 ⁽⁶⁾ | 193,200 ⁽⁷⁾ |

Notes:

- (1) See Item 4.3 – Prior Sales for details.
- (2) Each Unit Warrant is exercisable into one common share and one warrant of the Issuer at an exercise price of \$0.20 per Unit Warrant until the earlier of: (i) March 31, 2025; and (ii) the date that is three years following the completion of a Going Public Transaction (the “Unit Warrant Expiry Date”). Each warrant is exercisable into one common share of the Issuer at an exercise price of \$0.50 per share until the Unit Warrant Expiry Date.
- (3) Exercise price.
- (4) See Item 7 – Compensation Paid to Sellers and Finders for details.
- (5) Each Special Warrant will, upon exercise, entitle the holder to acquire one Unit. Each Unit is comprised of one Share and one-half of one non-transferrable Warrant. Each Warrant entitles the holder to purchase one Warrant Share at a price of \$2.50 per Warrant Share for a period of 24 months following the Exercise Date.
- (6) Assumes the completion of the Minimum Offering and that no Securities are sold to President’s List subscribers.
- (7) Assumes the completion of the Minimum Offering, that no Securities are sold to President’s List subscribers, and exercise of the Agent’s Option in full. The Issuer reserves the right to increase the size of the Offering at any time with the agreement of the Agent.

4.2 Long Term Debt Securities

The Issuer does not have any long-term debt securities outstanding.

4.3 Prior Sales

The following table lists the outstanding securities of the Issuer issued within the past 12 months including options, warrants and any other securities convertible into shares.

| Date | Type of Security | Number Issued | Price per Security | Total Funds Received |
|------------------|----------------------------|------------------|--------------------|-------------------------|
| February 1, 2021 | Common shares | 100 | \$0.001 | N/A ⁽¹⁾ |
| March 1, 2021 | Common shares | 3,600,000 | \$0.01 | \$36,000 ⁽²⁾ |
| March 22, 2021 | Common shares | 3,600,000 | \$0.02 | \$72,000 |
| | Total Common Shares | 7,200,000 | | \$108,000 |
| March 31 2021 | Unit Warrants | 15,000,000 | \$0.001 | \$15,000 |

| Date | Type of Security | Number Issued | Price per Security | Total Funds Received |
|----------------|------------------------------|-------------------|-----------------------|----------------------|
| | Total Unit Warrants | 15,000,000 | | \$15,000 |
| April 30, 2021 | Stock Options ⁽²⁾ | 500,000 | \$0.50 ⁽³⁾ | N/A |
| | Total Stock Options | 500,000 | | |

Notes:

- (1) Issued on incorporation. These Common Shares were subsequently repurchased by the Issuer and cancelled.
- (2) In consideration for the issuance of these shares, \$36,000 worth of debt was settled.
- (3) Each stock option is exercisable at a price of \$0.50 per common share until April 30, 2023.

ITEM 5: SECURITIES OFFERED

5.1 Terms of Securities

Each Special Warrant is exercisable, for no additional consideration at the option of the holder into one Unit of the Issuer, with each Unit consisting of one Share and one-half of one Warrant. Each Warrant is exercisable to acquire one Warrant Share at an exercise price of \$2.50 per Warrant Share for 24 months from the Exercise Date (defined herein). The Special Warrants are being sold and issued pursuant to the terms of the Agency Agreement and Special Warrant Indenture to be entered into on the Closing Date between the Issuer and the Agent. The Warrants will be issued pursuant to the Warrant Indenture.

Each Special Warrant will automatically be deemed to have been exercised, without payment of additional consideration and without further action on the part of the holder, at 4:00 p.m. (Vancouver time) on the earlier of: (a) the date that is four months and one day following the Closing Date, and (b) the third (3rd) Business Day after a receipt is issued for a Final Prospectus (the “**Exercise Date**”).

As soon as reasonably practicable after the Closing Date, the Issuer will use its reasonable commercial efforts to prepare and file with each of the securities regulatory authorities in the applicable jurisdictions and obtain a receipt for a preliminary prospectus and a Final Prospectus, qualifying the distribution of the Units underlying the Special Warrants, in compliance with applicable securities law, within 120 days from the Closing Date.

All unexercised Special Warrants will automatically be exercised for Units on the Exercise Date. Once the Special Warrants automatically convert, the Subscriber will hold the same number of Shares and Warrants that they held in Special Warrants and the Special Warrants will cease to exist.

Each of the Special Warrants and Warrants do not carry voting rights, rights of redemption or retraction, or rights to interest or dividends.

The Issuer has granted the Agent the Agent’s Option, exercisable up to 48 hours prior to the final Closing, to arrange for the purchase up to an additional number of Special Warrants equal to 15% of the Special Warrants sold pursuant to the Offering at the Subscription Price.

The Shares to be issued upon conversion of the Special Warrants and Warrants will have the following material terms.

Common shares - no par value without special rights or restrictions

Voting rights or restrictions on voting. The holders of Shares are entitled to receive notice of, attend and vote at all meeting of shareholders. Each Share entitles the holder thereof to one vote. There are no special rights or restrictions.

Rights of redemption or retraction. If the Issuer proposes to redeem some but not all of the shares of any class, the directors may, subject to any special rights or restrictions attached to such class of shares, determine the manner in which the shares to be redeemed shall be selected.

Interest rates or dividend rates. Subject to the *BCBCA*, the directors may from time to time declare and authorize payment of such dividends as they may deem advisable.

5.2 Subscription Procedure

Subscription and Payment

You may subscribe for the Special Warrants by returning to the Agent the following:

- a. completed Subscription Agreement, including all applicable Schedules, in the form accompanying this Offering Memorandum, duly executed;
- b. certified cheque, bank draft or wire transfer for the Subscription Price made payable in accordance with the instructions set out in the Subscription Agreement.

You should keep a copy of the Subscription Agreement and the Offering Memorandum for your records. The Subscription Agreement and any related Schedules and Subscription Price will be retained in the possession of the Agent until the Closing Date. The Issuer has the discretion to fully or partially accept or reject any subscription for the Special Warrants by the applicable Closing Date. In case of rejection of any subscription, the part of the Subscription Price not accepted by the Issuer for closing will be refunded to the prospective purchaser, less bank fees.

By signing the Subscription Agreement, the prospective purchaser authorizes the Issuer to perform certain functions, as described in this Offering Memorandum. A Subscription Agreement will only be accepted if on or before the Closing Date the Agent is in receipt of the subscription documents in accordance with the Subscription Agreement, including the Subscription Price.

Consideration to be held in trust

The Agent undertakes to hold all subscription funds in trust until the Closing Date and will return subscription funds to the prospective purchaser without interest or deduction if: (a) the prospective purchaser gives notice to the Agent of cancellation of its subscription no later than midnight on the second business day after the prospective purchaser signs the Subscription Agreement; or (b) if the subscription is not accepted.

Funds delivered to the Agent for the purchase of the Special Warrants will be held in trust for a period of two days from the date of receipt of the subscription agreement and payment from the prospective purchaser.

Conditions to closing

The Issuer reserves the right to accept or reject any Subscription Agreement in whole or in part and close the Offering at any time, without notice. If the Issuer rejects any Subscription Agreement (in whole or in part), the Agent will return the Subscription Price (or part thereof in case of a partial acceptance), less bank fees, to the Subscriber, without interest payable to the Subscriber.

The Issuer and Agent shall, at their discretion, determine the Closing Date.

On the Closing Date, the Issuer will cause to be issued Special Warrants against receipt of the subscription proceeds from each purchaser. The Special Warrants subscribed for will be paid for and duly issued in the name of or as directed by each purchaser. Special Warrants will be issued in certificated form and will be legended to reflect the applicable resale restrictions.

ITEM 6. INCOME TAX CONSEQUENCES AND RRSP ELIGIBILITY

6.1 Professional Advisor

You should consult your own professional advisers to obtain advice on the income tax consequences that apply to you.

The comments set out below are of a general nature only and are not intended to be, nor should they be construed to be, legal or tax advice to any particular Subscriber, and no representations are being made with respect to the tax consequences to any particular subscriber of Special Warrants. Not all securities are eligible for investment in a Deferred Plan (hereinafter defined). Consequently, you should consult your own professional advisers to obtain advice on the tax consequences that apply to you and your particular factual circumstances and on the eligibility of these securities for a Deferred Plan.

Further, the comments below are limited to only certain tax considerations and do not address other tax considerations which may be relevant to a Subscriber. Consequently, prospective Subscribers should seek independent professional advice regarding the tax consequences of investing in the Issuer, based upon their own particular circumstances.

This summary does not address any Canadian tax considerations applicable to non-residents. Non-residents should consult their own tax advisors regarding the tax consequences of acquiring and holding Shares.

6.2 Other Income Tax Disclosure

Not applicable

6.3 Registered Plan Eligibility

The Issuer has obtained a legal opinion from its special tax counsel, Miller Thomson LLP, and in the opinion of Miller Thomson LLP, subject to the assumptions and qualifications in respect of the aforementioned opinion, and based on certain representations made by the Issuer, the Special Warrants are a “**Qualified Investment**” as of the date of the aforementioned opinion, as defined under the *Income Tax Act* (Canada) (the “**Tax Act**”), for an individual’s registered retirement savings plan (“**RRSP**”), tax-free savings account (“**TFSA**”), registered education savings plan (“**RESP**”), or registered retirement income fund (“**RRIF**” and collectively with RRSP, TFSA and RESP “**Tax Deferred Plan(s) or Deferred Plan(s)**”), under the provisions of the Tax Act.

Qualified Investments for a Tax Deferred Plan

The Tax Act and regulations thereunder (the “**Regulations**”) provide generally that warrants will be Qualified Investments for Tax Deferred Plan provided certain conditions are satisfied in respect of both the Issuer and the particular Deferred Plan.

For the Special Warrants to be a Qualified Investment pursuant to pursuant to 4900(1)(e) and 4900(14)(a)(i) of the Regulations, on the basis that the shares of the Issuer are shares of a “specified small business corporation” (as defined in regulation 4901(2) of the Regulations), at the relevant time: i) the Issuer is required to be a “specified small business corporation”; ii) the Special Warrants held by the Tax Deferred Plan are not a “prohibited investment” for such Tax Deferred Plan; and iii) the Issuer is not an annuitant, a beneficiary, an employer or a subscriber under or a holder of the relevant Tax Deferred Plan and deals at arm’s length with each person who is an annuitant, a beneficiary, an employer or a subscriber under or a holder of such plan.

In general, a “specified small business corporation” is a “Canadian corporation” (as defined in subsection 89(1) of the Tax Act but not including a corporation controlled, directly or indirectly in any manner whatever, by one or more non-resident persons) all or substantially all of the fair market value of the assets of which is attributable to assets that are: i) used principally in an active business carried on primarily in Canada by the corporation or by a corporation related to it; ii) shares or debt of connected small business corporations; or iii) a combination of the above two. To qualify as a “specified small business corporation” at a particular time, a corporation must satisfy these conditions either at that time or at the end of the corporation’s preceding tax year.

The Special Warrants will be a “prohibited investment” for a Tax Deferred Plan within the meaning of the Tax Act where the holder of the TFSA, the subscriber of a RESP or annuitant of the RRSP or RRIF, as applicable, (i) does not deal at arm’s length with the Issuer for purposes of the Tax Act; (ii) has a “significant interest” (as defined in the Tax Act) in the Issuer; or (iii) the Issuer ceases to be a “specified small business corporation” as defined in regulation 4901(2) of the Regulations, and the Special Warrants continue to be held in a Tax Deferred Plan after the end of the taxation year of the Issuer in which the Issuer ceased to be a “specified small business corporation”, as defined in regulation 4901(2) of the Regulations.

If the Special Warrants are a “prohibited investment”, or become a “prohibited investment” after the transfer to a Tax Deferred Plan, the holder of the TFSA, the subscriber of the RESP or annuitant of the RRSP or RRIF, as applicable, will likely have to withdraw the Special Warrants from their Deferred Plan and in such event will be subject to the relevant tax on such withdrawals and furthermore may be subject to a penalty tax under the Tax Act. As stated above, you should consult your own professional advisers to obtain advice on the tax consequences that apply to you and your particular factual circumstances and on the eligibility of the Special Warrants for a Deferred Plan.

ITEM 7. COMPENSATION PAID TO SELLERS AND FINDERS

Subject to reduced fees payable on President's List (as defined below), if the Offering is successfully completed, the Agent will receive a cash commission (the "**Commission**") equal to 7.0% of the gross proceeds arising from the Offering, such Commission also being applicable on gross proceeds arising from the exercise of the Agent's Option, where any such exercise occurs. In addition, the Issuer will issue to the Agent, on the Closing Date, compensation options (the "**Agent's Compensation Options**") exercisable at any time up to 24 months following from the Closing Date to purchase Common Shares at a price of \$1.75 per Common Share in an amount equal to 7.0% of the number of Special Warrants sold in connection with the Offering, including the amount subscribed for pursuant to the exercise of the Agent's Option, where any such exercise occurs. Each Agent's Compensation Option is exercisable to acquire one Common Share. The Agent has agreed that up to \$2,000,000 of Special Warrants may be sold to subscribers identified by the Issuer (the "**President's List**"), and that a reduced Commission of 2.0% will be paid on the Special Warrants sold to the President's List subscribers and 2.0% Agent's Compensation Options shall be issued on the Special Warrants sold to the President's List subscribers. The Agent further agreed that the President's List subscribers need not complete their subscription via the Agent, and may subscribe with the Issuer directly.

Assuming the Agent's Option is exercised in full and the proceeds from the President's List subscribers equal to at least \$2,000,000, the Commission will be \$141,500 and comprise 4.10% of the gross proceeds from the Offering.

Assuming the Agent's Option is exercised in full and no President's List subscribers, the Commission will be \$241,500 and comprise 7.0% of the gross proceeds from the Offering.

Assuming the Agent's Option is not exercised and the proceeds from the President's List subscribers equal to at least \$2,000,000, the Commission will be \$110,000 and comprise 3.67% of the gross proceeds from the Offering.

Assuming completion of the minimum Offering and no President's Lists subscribers, the Commission will be \$210,000 and comprise 7.0% of the gross proceeds from the Offering.

In addition, upon Closing of the Offering, the Issuer will pay to the Agent a work fee of \$40,000 plus GST.

ITEM 8. RISK FACTORS

8.1 Investment Risk

The purchase of the Special Warrants involves a high degree of risk. The following is a summary of only the material risk factors that may face the Issuer. However, additional risks that the Issuer does not currently know about or that it currently believes to be immaterial may also impair our business operations. If any of the following risks actually occurs, our business, results of operations and financial condition could be materially adversely affected. In addition to the factors set forth elsewhere in this Offering Memorandum, prospective purchasers should consider the following:

Our Securities are Speculative: There is No Market for our Securities, and the Securities have Resale Restrictions.

The purchase of the Special Warrants is highly speculative. You should buy them only if you are able to bear the risk of the entire loss of your investment and have no need for immediate liquidity in your investment. An investment in the Special Warrants should not constitute a major portion of your portfolio. You should consult your own independent advisors as to the tax, business and legal considerations regarding an investment in our securities. Because there is no market for any of our Securities you may not be able to sell your Securities. The Securities you are buying are not listed on any stock exchange, and they may never be listed. You may never be able to sell your Securities and recover any part of your investment.

The Issuer has a Limited Operating History

The Issuer has no history of earnings or profitability. The likelihood of success of the Issuer must be considered in light of the problems, expenses, difficulties, complication, and delays frequently encountered in connection with the establishment of any business. The Issuer will have limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Issuer will be able to generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

Marketability of the Common Shares, No Listing, and Exit Strategy

There is currently no formal market for the Common Shares or Special Warrants, nor is it expected that one will develop for any of them. Special Warrants will be sold pursuant to exemptions from applicable securities laws and any disposition will require compliance with such laws, including resale restrictions. Consequently, it is possible that Holders may not be able to liquidate their investment and that the Special Warrants may not be readily acceptable as collateral for loans.

The Common Shares are not currently listed on any stock exchange, market, or quotation system. There can be no certainty, nor can any party provide any assurance, that the Issuer will become listed on a Canadian stock exchange.

Tax Matters

The return on a Holder's investment in his/her/its Securities is subject to changes in Canadian Federal and Provincial tax laws, as well as any other tax laws applicable to the Holder. There can be no assurance that the tax laws will not be changed in a manner which will fundamentally alter the tax consequences to investors of holding or disposing of Securities. No advance income tax ruling has been applied for or received with respect to the income tax consequences of holding, disposing of Securities. Each prospective investor and Holder must seek advice from their own legal, accounting, and financial advisors regarding tax matters applicable to such investor or Holder.

No Representation

The Issuer has not retained any independent professionals to review or comment on this Offering or otherwise protect the interests of the Subscribers. Although the Issuer has retained its own counsel, neither such firm nor any other firm has made, on behalf of the Subscriber, any independent examination of any factual matters represented by management herein, and purchasers of the Securities offered hereby should not rely on the firm so retained with respect to any matters herein described.

8.2 Issuer Risk

Dilution

The Issuer may issue equity securities to finance its activities, including to finance acquisitions. If the Issuer were to issue Common Shares, existing holders of such shares may experience dilution in the Issuer. Moreover, if the Issuer's intention to issue additional equity securities becomes publicly known, the Issuer's share price may be materially adversely affected.

Inability to Protect Intellectual Property

The Issuer's success is heavily dependent upon its intangible property and technology. The Issuer relies upon copyrights, patents, trade secrets, unpatented proprietary know-how and continuing innovation to protect the intangible property, technology and information that are considered important to the development of the business.

The Issuer relies on various methods to protect its proprietary rights, including confidentiality agreements with consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of confidential information. However, despite efforts to protect intangible property rights, unauthorized parties may attempt to copy or replicate intangible property, technology, or processes. There can be no assurances that the steps taken by the Issuer to protect its intangible property, technology and information will be adequate to prevent misappropriation or independent third-party development of the Issuer's intangible property, technology, or processes. It is likely that other companies can duplicate a process similar to the Issuer's. To the extent that any of the above would occur, revenue could be negatively affected, and in the future, the Issuer may have to litigate to enforce its intangible property rights, which could result in substantial costs and divert management's attention and other resources.

The Issuer's ability to successfully implement its business plan depends in part on its ability to obtain, maintain and build brand recognition using its trademarks, service marks, trade dress, domain names and other intellectual property rights, including the Issuer's names and logos. If the Issuer's efforts to protect its intellectual property are unsuccessful or inadequate, or if any third-party misappropriates or infringes on its intellectual property, the value of its brands may be harmed, which could have a material adverse effect on the Issuer's business and might prevent its brands from

achieving or maintaining market acceptance.

The Issuer may be unable to obtain registrations for its intellectual property rights for various reasons, including refusal by regulatory authorities to register trademarks or other intellectual property protections, prior registrations of which it is not aware, or it may encounter claims from prior users of similar intellectual property in areas where it operates or intends to conduct operations. This could harm its image, brand or competitive position and cause the Issuer to incur significant penalties and costs.

Reliance on Management

The success of the Issuer is currently largely dependent on the performance of its directors and officers. The Issuer is currently in good standing with all high-level consultants and believes that with well managed practices it will remain in good standing. The loss of the services of any of these persons could have a materially adverse effect on the Issuer's business and prospects. There is no assurance that the Issuer can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Privacy and Security of Sensitive Information

As the Issuer has access to sensitive and confidential information, including personal information and personal health information, and since the Issuer may be vulnerable to material security breaches, theft, misplaced, lost or corrupted data, programming errors, employee errors or malfeasance (including misappropriation by departing employees), there is a risk that sensitive and confidential information, including personal information and personal health information, may be disclosed through improper use of Company's systems, software solutions or networks or that there may be unauthorized access, use, disclosure, modification or destruction of such information. The Issuer's on-going risk and exposure to these matters is partially attributable to, among other things, the evolving nature of these threats. As a result, cybersecurity and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage, malfunction, human error, technological error or unauthorized access is a priority. As cyber threats continue to evolve, the Issuer may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Reliance on Third-Parties

The Issuer relies on third parties to provide some of its services and its business will be harmed if it is unable to provide these services in a cost-effective manner. The Issuer relies heavily on third parties such as its vendors and partners, medical supplies vendors to provide some of its goods and services. If these third parties were unable or unwilling to provide these goods and services in the future due to COVID-19 or other events that cause an anomalous in supply or demand of such goods and services, the Issuer would need to obtain such goods or services from other providers if they are available. This could cause the Issuer to incur additional costs or cause material interruptions to its business until these goods and services are replaced if possible.

Conflict of Interest

Certain of the Issuer's directors and officers may, from time to time, serve as directors or officers of other companies involved in similar businesses to the Issuer and, to the extent that such other companies may participate in the same ventures in which the Issuer may seek to participate, such directors and officers may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such conflicts of the Issuer's directors and officers may result in a material and adverse effect on Company's results of operations and financial condition.

The Issuer's Services Must Integrate and Interoperate with a Variety of Operating Systems, Software, Hardware, Web Browsers and Networks

The Issuer is dependent on the ability of the Issuer's products and services to integrate with a variety of operating systems, software, hardware, networks and web browsers that the Issuer does not control. Any changes in these systems or networks that degrade the functionality of the Issuer's products and services, impose additional costs or requirements on the Issuer or give preferential treatment to competitive services could materially and adversely affect usage of the Issuer's products and services. Given the nature of the Issuer's business and the pace of technological change, the Issuer may be unsuccessful in attempting to keep up with changing systems or the cost of doing so could be prohibitive, either of which could materially adversely affect the Issuer's business and operations. In the event that it is difficult for the Issuer's patients and corporate customers to access and use the Issuer's products and services, the Issuer's business may be materially and adversely affected.

Reliance on physicians and other healthcare professionals

The Issuer will rely on the availability of physicians and other healthcare professionals to provide services. If physicians and other healthcare professionals were unable or unwilling to provide these services in the future due to any sort of reason including infection due to COVID-19, this would cause interruptions in the Issuer's business until mitigated accordingly. As such, vacancies and disabilities relating to the Issuer's current medical staff may cause interruptions in Company's business and result in lower revenues.

As the Issuer expands its operations, it may encounter difficulty in securing the necessary professional medical and skilled support staff to support its expanding operations. There is currently a shortage of certain medical physicians in Canada and this may affect the Issuer's ability to hire physicians and other healthcare practitioners in adequate numbers to support its growth plans, which may adversely affect the business, financial condition and results of operations.

COVID-19 may negatively affect our business and operations

The current outbreak of COVID-19, and the spread of this virus, could continue to have a material adverse effect on global economic conditions which may adversely impact the Issuer's business. The World Health Organization declared a global emergency on January 30, 2020 with respect to the outbreak and characterized it as a pandemic on March 11, 2020. The extent to which the outbreak impacts the Issuer's business will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the outbreak and the actions to contain the outbreak or treat its impact, among others. Moreover, the actual and threatened spread of the coronavirus globally could also have a material adverse effect on the regional economies in which the Issuer intends to operate, negatively impact stock markets, adversely impact the Issuer's ability to raise capital, and cause continued interest rate volatility.

The Issuer may incur expenses or delays relating to such events outside of the Issuer's control, which could have a material adverse impact on the Issuer's business, operating results and financial condition. Any of these developments, and others, could have a material adverse effect on the Issuer's business.

Insufficient funds to meet our objectives

We may have insufficient funds from time to time to fulfill our short-term and/or long-term objectives. Furthermore, proceeds from the Offering may not be sufficient for us to fulfill or even partially realize our objectives.

8.3 Industry Risk

Competition

The industry in which the Issuer operates is highly competitive, is evolving and is characterized by technological change. Current or future competitors may have longer operating histories, larger customer bases, greater brand recognition and more extensive commercial relationships in certain jurisdictions, and greater financial, technical, marketing and other resources than the Issuer. As a result, the Issuer's competitors may be able to develop products and services better received by customers or may be able to respond more quickly and effectively than the Issuer can to new or changing opportunities, technologies, regulations or customer requirements. In addition, larger competitors may be able to leverage a larger installed customer base and distribution network to adopt more aggressive pricing policies and offer more attractive sales terms, which could cause the Issuer to lose potential sales or to sell its solutions at lower prices.

Competition may intensify as the Issuer's competitors enter into business combinations or alliances or raise additional capital, or as established companies in other market segments or geographic markets expand into the Issuer's market segments or geographic markets. The Issuer also expects to face additional competition from new entrants. To remain competitive, the Issuer will require a continued high level of investment in research and development, marketing, sales and customer support. If the Issuer cannot compete against existing and future competitors, its business, results of operations and financial condition could be materially and adversely affected.

The Issuer's success will be dependent on its ability to market its products and services. There is no guarantee that the Issuer's products and services will remain competitive. Unforeseen competition, and the inability of the Issuer to effectively develop and expand the market for its products and services, could have a significant adverse effect on the growth potential of the Issuer. The Issuer cannot assure that it will be able to compete effectively against existing and future competitors. In addition, competition or other competitive pressures may result in price reductions, reduced margins or loss of market share, any of which could have a material adverse effect on the Issuer's business, financial condition or results of operations.

Industry Regulation

Dependence on Customer Internet Access and Use of Internet for Commerce

The Issuer's success depends, in part, upon the general public's ability to access the internet, including through mobile devices, and its continued willingness to use the internet and the Issuer's telehealth unit to receive and, if applicable, to pay for healthcare services. Most of the Issuer's products and services are delivered electronically, and our customers rely on our ability to process transactions rapidly and deliver substantial quantities of data on computer-based networks. Our customers also depend on the continued capacity, reliability and security of our electronic delivery systems, our websites and the internet.

The adoption of any laws or regulations that adversely affect the growth, popularity or use of the internet, including changes to laws or regulations impacting internet neutrality, could decrease the demand for the Issuer's telehealth units, increase the Issuer's operating costs, or otherwise adversely affect the Issuer's business. Given uncertainty around these rules, we could experience discriminatory or anti-competitive practices that could impede the Issuer's growth, increase the Issuer's costs or adversely affect the Issuer's business.

If customers or members and their dependents become unable, unwilling or less willing to use the internet and the Issuer's telehealth unit for healthcare and wellness services for any reason, including lack of access to high-speed communications equipment, congestion of traffic on the internet, internet outages or delays, disruptions or other damage to customers' or users' electronic devices, increases in the cost of accessing the internet and security and privacy risks or the perception of such risks, the Issuer's business could be adversely affected. The Issuer's ability to deliver our products and services electronically may be impaired due to infrastructure or network failures, malicious or defective software, human error, natural disasters, service outages at third-party Internet providers or increased government regulation.

Cybersecurity Risks

The Issuer relies on digital and internet technologies to conduct and expand its operations, including reliance on information technology to process, transmit and store sensitive and confidential data, including protected health information, personally identifiable information, and proprietary and confidential business performance data.

As a result, the Issuer or its customers are exposed to risks related to cybersecurity. Such risks may include unauthorized access, use, or disclosure of sensitive information (including confidential patient health records), corruption or destruction of data, or operational disruption resulting from system impairment (e.g., malware). Third parties to whom the Issuer outsources certain functions, or with whom their systems interface, are also subject to the risks outlined above and may not have or use appropriate controls to protect confidential information. A breach or attack affecting a third-party service provider or partner could harm the Issuer's business even if the Issuer does not control the service that is attacked.

The Issuer's operations depend, in part, on how well it protects networks, equipment, information technology systems and software against damage from a number of threats, including, but not limited to damage to hardware, computer viruses, hacking and theft.

The Issuer's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, information technology systems and software, as well as pre-emptive expenses to mitigate the risks of failures. A compromise of the Issuer's information technology or confidential information, or that of the Issuer's patients and third-parties with whom the Issuer interacts, may result in negative consequences, including the inability to process patient transactions, reputational harm affecting patient or investor confidence, potential liability under privacy, security, consumer protection or other applicable laws, regulatory penalties and additional regulatory scrutiny, any of which could have a material adverse effect on the Issuer's business, financial position, results of operations or cash flows.

Software Errors or Defects

Platforms such as the Issuer's often contain errors, defects, security vulnerabilities or bugs that are difficult to detect and correct, particularly when first introduced or when new versions or enhancements are released. Despite internal testing, the Issuer's Virtual Care Solution Model may contain serious errors or defects, security vulnerabilities or bugs that we may be unable to successfully correct in a timely manner or at all, which could result in lost revenue, significant expenditures of capital, a delay or loss in market acceptance and damage to the Issuer's reputation and brand, any of which could have an adverse effect on the Issuer's business, financial condition, results of operations, cash flows and prospects. To the extent we deploy new versions or enhancements that contain errors, defects, security vulnerabilities or software bugs to all users simultaneously, the consequences would be more severe than if such versions or enhancements were only deployed to a smaller number of users.

Errors, defects, security vulnerabilities, service interruptions or software bugs in the Issuer's platform could result in losses to the Issuer's customers or users. The Issuer's customers and users may seek significant compensation from us for any losses they suffer or cease conducting business with us altogether. Furthermore, a customer or user could share information about bad experiences on social media, which could result in damage to the Issuer's reputation and loss of future revenue. There can be no assurance that any actions we take in an attempt to limit the Issuer's exposure to claims would work as expected or be adequate or would otherwise protect us from liabilities or damages with respect to any particular claim. Even if not successful, a claim brought against us by any of the Issuer's customers or users would likely be time-consuming and costly to defend.

Changes in Technology

The online telemedicine industry has recently been characterized by rapid technological change, frequent new product and service introductions and evolving industry standards. The Issuer's future success will depend on our ability to adapt quickly to rapidly changing technologies, to adapt our services and products to evolving industry standards and to improve the performance and reliability of our services and products. To achieve market acceptance for the Issuer's products, the Issuer must effectively anticipate and offer products that meet changing customer demands in a timely manner. Customers may require features and functionality that the Issuer's current products do not have. If the Issuer fails to develop products that satisfy customer preferences in a timely and cost-effective manner, the Issuer's ability to renew the Issuer's contracts with existing customers and the Issuer's ability to create or increase demand for its products will be harmed.

General Healthcare Regulation

Healthcare service providers in Canada are subject to various governmental regulation and licensing requirements and, as a result, the Issuer's businesses operate in an environment in which government regulations and funding play a key role. The level of government funding directly reflects government policy related to healthcare spending, and decisions can be made regarding such funding that are largely beyond the businesses' control. Any change in governmental regulation, delisting of services, and licensing requirements relating to healthcare services, or their interpretation and application, could adversely affect the business, financial condition and results of operations of these business units. In addition, the Issuer could incur significant costs in the course of complying with any changes in the regulatory regime. Non-compliance with any existing or proposed laws or regulations could result in audits, civil or regulatory proceedings, fines, penalties, injunctions, recalls or seizures, any of which could adversely affect the reputation, operations or financial performance of the Issuer. See the risk factor under the heading "*Risks Related to the COVID-19 Pandemic*" above for additional commentary on the potential adverse effects of regulation within the context of COVID-19.

Product or Service Obsolescence

If the Issuer is unsuccessful in meeting its objectives with respect to any of its service(s) and/or product(s), the Issuer's business will be harmed. There can be no assurance of the Issuer's ability to develop a product and/or service that is competitive with other similar applications or that it can then later develop a new version of the product or service that will meet changing client and user preferences and receive widespread acceptance. Failure to develop and successfully market a 'User-friendly' product or service will have a material adverse impact on the Issuer's financial condition and results of operations.

ITEM 9. REPORTING OBLIGATIONS

9.1 Reporting

The Issuer is not a "reporting issuer" as such term is defined in applicable securities legislation and accordingly is not subject to most of the continuous disclosure reporting obligations imposed on reporting issuers by such securities legislation. **We are not required to send you any documents on an annual or ongoing basis.**

ITEM 10. RESALE RESTRICTIONS

10.1 General Statement

With respect to trades in all Provinces and Territories of Canada other than Manitoba, the Special Warrants and the securities underlying the Special Warrants will be subject to a number of resale restrictions, including a restriction on trading. Until the restriction on trading expires, you will not be able to trade the securities unless you comply with an exemption from the prospectus and registration requirements under securities legislation.

10.2 Restricted Period

With respect to trades in all Provinces and Territories of Canada other than Manitoba, unless permitted under securities legislation, you cannot trade the Securities before the date that is four months and a day after the date the Issuer becomes a reporting issuer in any province or territory of Canada.

10.3 Manitoba Resale Restrictions

For subscribers in Manitoba or trades in Manitoba, unless permitted under securities legislation, you must not trade the Securities without the prior written consent of the regulator in Manitoba unless:

- a. the Issuer has filed a prospectus with the regulator in Manitoba with respect to the securities you have purchased and the regulator in Manitoba has issued a receipt for that prospectus, or
- b. you have held the securities for at least 12 months.

The regulator in Manitoba will consent to your trade if the regulator is of the opinion that to do so is not prejudicial to the public interest.

ITEM 11. PURCHASERS' RIGHTS

If you purchase these securities you will have certain rights, some of which are described below. For information about your rights, you should consult a lawyer.

11.1 *Two Day Cancellation Right*

You can cancel your agreement to purchase these securities. To do so, you must send a notice to us by midnight on the 2nd business day after you sign the agreement to buy the securities.

11.2 *Statutory Rights of Action in the Event of a Misrepresentation*

For Subscribers Resident in British Columbia

The *Securities Act* (British Columbia) (the “**B.C. Act**”) provides purchasers resident in the Province of British Columbia (each a “**B.C. Purchaser**”) with, in addition to any other right they may have at law, rights of rescission or damages, or both, where an offering memorandum, together with any amendments thereto, contains a misrepresentation.

In particular, section 132.1 of the B.C. Act provides that if this Offering Memorandum, together with any amendments hereto, contains a misrepresentation, and it was a misrepresentation at the time of purchase of the Special Warrants, a B.C. Purchaser to whom this Offering Memorandum was delivered and who purchases the Special Warrants offered hereunder shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has, subject as hereinafter provided, a right of action against the Issuer, every director of Issuer at the date of the Offering Memorandum and every person who signed the Offering Memorandum for damages, which liability if found or admitted will be joint and several, and a right of rescission against the Issuer, provided that if the B.C. Purchaser elects to exercise a right of rescission against the Issuer, the B.C. Purchaser has no right of action for damages against the Issuer, and provided that:

- a. **an action to enforce such right or rights must not be commenced (i) in the case of an action for rescission, more than 180 days after the date of the transaction that gave rise to the cause of action, or (ii) in the case of an action other than for rescission, more than the earlier of (A) 180 days after the B.C. Purchaser first had knowledge of the facts giving rise to the cause of action, or (B) 3 years after the date of the transaction that gave rise to the cause of action;**
- b. **no person will be liable if he, she or it proves that the B.C. Purchaser had knowledge of the misrepresentation;**
- c. **in the case of an action for damages, no person will be liable for all or any part of the damages that it proves does not represent the depreciation in value of the Special Warrants resulting from the misrepresentation; and**
- d. **in no case will the amount recoverable in any action exceed the price at which the Special Warrants were offered under the Offering Memorandum.**

For Subscribers Resident in Alberta

The *Securities Act* (Alberta) (the “**Alberta Act**”) provides purchasers resident in the Province of Alberta (each an “**Alberta Purchaser**”) with, in addition to any other right they may have at law, rights of rescission or damages, where an offering memorandum, together with any amendments thereto, contains a misrepresentation.

In particular, section 204 of the Alberta Act provides that in the event that this Offering Memorandum, together with any amendments hereto, is delivered to an Alberta Purchaser and contains a misrepresentation, and it was a misrepresentation at the time of purchase of the Special Warrants, an Alberta Purchaser to whom this Offering Memorandum was delivered and who purchases the Special Warrants offered hereunder (without regard to whether the purchaser relied upon such misrepresentation) has, subject as hereinafter provided, a right of action against the Issuer, every director of the Issuer at the date of the Offering Memorandum and every person or company who signed the Offering Memorandum for damages, which liability if found or admitted will be joint and several, or alternatively, a right of action against the Issuer for rescission, provided that if the Alberta Purchaser elects to exercise a right of rescission against the Issuer, the Alberta Purchaser has no right of action for damages against the Issuer or other above named person, and provided that:

- a. **an action is commenced to enforce such right (i) in the case of an action for rescission, within 180**

- days after the date the transaction that gave rise to the cause of action or (ii) in the case of any action, other than an action for rescission, within the earlier of, (a) 180 days from the date that the Alberta Purchaser first had knowledge of the facts giving rise to the cause of action, or (b) 3 years from the date of the transaction that gave rise to the cause of action.
- b. no person will be liable if he, she or it proves that the Alberta Purchaser had knowledge of the misrepresentation;
 - c. in the case of an action for damages, no person will be liable for all or any part of the damages that it proves does not represent the depreciation in value of the Special Warrants as a result of the misrepresentation; and
 - d. in no case will the amount recoverable in any action exceed the price at which the Special Warrants were sold to the Alberta Purchaser.

For Subscribers Resident in Saskatchewan

The *Securities Act* (Saskatchewan) (the “**Saskatchewan Act**”) provides purchasers resident in the Province of Saskatchewan (each a “Saskatchewan Purchaser”) with, in addition to any other right they may have at law, rights of rescission or damages, or both, where an offering memorandum, together with any amendments thereto contains a misrepresentation.

In particular, section 138 of the Saskatchewan Act provides that in the event that this Offering Memorandum together with any amendment hereto is delivered to a Saskatchewan Purchaser of the Special Warrants contains a misrepresentation, if it was a misrepresentation at the time of purchase of the Special Warrants, the Saskatchewan Purchaser will be deemed to have relied upon that misrepresentation and has either a right of action for damages against (i) the Issuer, (ii) every promoter and director of the Issuer at the time the Offering Memorandum or amendment thereto was sent or delivered, (iii) every person or company whose consent has been filed respecting the Offering, but only with respect to reports, opinions or statements that have been made by them, (iv) every person or company that, in addition to the persons or companies mentioned in (i) to (iii), signed the Offering Memorandum or the amendment to the Offering Memorandum; and (v) every person who or company that sells securities on behalf of the Issuer under the Offering Memorandum or amendment to the Offering Memorandum (which liability if found or admitted will be joint and several), or the Saskatchewan Purchaser may elect to exercise a right of rescission against the Issuer and when the Saskatchewan Purchaser so elects, the Saskatchewan Purchaser shall have no right of action for damages.

A Saskatchewan Purchaser will be entitled to enforce the foregoing rights, provided that:

- a. no person or company will be liable where the person or company proves that the Saskatchewan Purchaser purchased the Special Warrants with knowledge of the misrepresentation;
- b. in an action for damages, the person or company is not liable for all or any portion of the damages that he, she or it proves do not represent the depreciation in value of the security from the misrepresentation relied on; and
- c. in no case shall the amount recoverable exceed the price at which the securities were offered to the public.

The Saskatchewan Act also provides that where an individual makes a verbal statement to a prospective purchaser of a security that contains a misrepresentation relating to the security purchased and the verbal statement is made either before or contemporaneously with the purchase of the security, the Saskatchewan Purchaser is deemed to have relied on the misrepresentation, if it was a misrepresentation at the time of the purchase and has a right of action for damages against that individual, provided that:

- a. no individual is liable if the individual proves that the Saskatchewan Purchaser purchased the securities with knowledge of the misrepresentation;
- b. no individual is liable if the individual can establish that he or she cannot reasonably be expected to have known that his or her statement contained a misrepresentation;
- c. no individual is liable if prior to the purchase of the securities by the Saskatchewan Purchaser, the individual notified the Saskatchewan Purchaser that the individual’s statement contained a misrepresentation;
- d. in no case is the amount recoverable to exceed the price at which the securities were offered to the public; and
- e. in an action for damages, the defendant is not liable for all or any portion of the damages that the defendant proves do not represent the depreciation in value of the security resulting from the

misrepresentation relied on.

No action shall be commenced to enforce the above Saskatchewan Act rights more than:

- a. in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or**
- b. in the case of any action, other than an action for rescission, the earlier of one year after the Saskatchewan Purchaser first had knowledge of the facts giving rise to the cause of action or six years after the date of the transaction that gave rise to the cause of action.**

For Subscribers Resident in Manitoba

The *Securities Act* (Manitoba) (the “**Manitoba Act**”) provides purchasers resident in the Province of Manitoba (each a “Manitoba Purchaser”) with, in addition to any other right they may have at law, rights of rescission or damages, or both, where an offering memorandum, together with any amendments thereto, contains a misrepresentation.

In particular, section 141.1 of the Manitoba Act provides that if this Offering Memorandum, together with any amendments hereto, contains a misrepresentation, and it was a misrepresentation at the time of purchase of the Special Warrants, a Manitoba Purchaser to whom this Offering Memorandum was delivered and who purchases the Special Warrants offered hereunder shall be deemed to have relied on the misrepresentation and has, subject as hereinafter provided, a right of action against the Issuer, every director of the Issuer at the date of the Offering Memorandum and every person or company who signed the Offering Memorandum for damages, which liability if found or admitted will be joint and several, and a right of rescission against the Issuer, provided that if the Manitoba Purchaser elects to exercise a right of rescission against the Issuer the Manitoba Purchaser has no right of action for damages against the Issuer or any other person mentioned above, and provided that:

- a. an action to enforce such right or rights must not be commenced (i) in the case of an action for rescission, more than 180 days after the date of the transaction that gave rise to the cause of action, or (ii) in the case of an action other than for rescission, more than the earlier of (A) 180 days after the Manitoba Purchaser first had knowledge of the facts giving rise to the cause of action, or (B) 2 years after the date of the transaction that gave rise to the cause of action;**
- b. no person will be liable if he, she or it proves that the Manitoba Purchaser had knowledge of the misrepresentation;**
- c. in the case of an action for damages, no person will be liable for all or any part of the damages that it proves does not represent the depreciation in value of the Special Warrants resulting from the misrepresentation; and**
- d. in no case will the amount recoverable in any action exceed the price at which the Special Warrants were offered under the Offering Memorandum.**

For Subscribers Resident in Ontario

The *Securities Act* (Ontario) (the “**Ontario Act**”) provides purchasers resident in the Province of Ontario (each an “Ontario Purchaser”) with, in addition to any other right they may have at law, rights of rescission or damages where an Offering Memorandum, together with any amendments thereto contains a misrepresentation.

In particular, section 130.1 of the Ontario Act provides that if this Offering Memorandum contains a misrepresentation, an Ontario Purchaser who purchases the Special Warrants offered by this Offering Memorandum during the period of distribution has a right of action for damages against the Issuer or, alternatively, may elect to exercise a right of rescission against the Issuer, without regard to whether the Ontario Purchaser relied on the misrepresentation, provided that if the Ontario Purchaser exercises its right of rescission, it shall not have a right of action for damages against the Issuer, and provided that:

- a. no action shall be commenced to enforce these rights more than (i) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action, or (ii) in the case of any action, other than an action for rescission, the earlier of (A) 180 days after the Ontario Purchaser first had knowledge of the fact giving rise to the cause of action, or (B) three years after the date of the transaction that gave rise to the cause of action;**
- b. the Issuer will not be liable if it proves that the Ontario Purchaser purchased the Special Warrants with knowledge of the misrepresentation;**

- c. in an action for damages, the Issuer will not be liable for all or any portion of the damages that the Issuer proves do not represent the depreciation in value of the Special Warrants as a result of the misrepresentation relied upon; and
- d. in no case will the amount recoverable exceed the price at which the Special Warrants were offered.

For Subscribers Resident in New Brunswick

The *Securities Act* (New Brunswick) (the “**New Brunswick Act**”) provides purchasers resident in the Province of New Brunswick (each a “New Brunswick Purchaser”) with, in addition to any other right they may have at law, rights of rescission or damages where an Offering Memorandum, together with any amendments thereto contains a misrepresentation.

In particular, section 150 of the New Brunswick Act provides that if this Offering Memorandum, together with any amendments hereto, contains a misrepresentation, and it was a misrepresentation at the time of purchase of the Special Warrants, a New Brunswick Purchaser to whom this Offering Memorandum was delivered and who purchases the Special Warrants offered hereunder shall be deemed to have relied on the misrepresentation and has, subject as hereinafter provided, a right of action against the Issuer, and a right of rescission against the Issuer, provided that if the New Brunswick Purchaser elects to exercise a right of rescission against the Issuer, the New Brunswick Purchaser has no right of action for damages against the Issuer, and provided that:

- a. no action shall be commenced to enforce these rights more than (i) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action, or (ii) in the case of any action for damages, the earlier of (A) one year after the New Brunswick Purchaser first had knowledge of the fact giving rise to the cause of action, or (B) six years after the date of the transaction that gave rise to the cause of action;
- b. the Issuer will not be liable if it proves that the New Brunswick Purchaser purchased the Special Warrants with knowledge of the misrepresentation;
- c. in an action for damages, the Issuer will not be liable for all or any portion of the damages that the Issuer proves do not represent the depreciation in value of the Special Warrants as a result of the misrepresentation relied upon; and
- d. in no case will the amount recoverable exceed the price at which the Special Warrants were offered.

Further, an Issuer shall not be liable where it is not receiving any proceeds from the distribution of the Special Warrants being distributed and the misrepresentation was not based on information provided by the Issuer unless the misrepresentation

- a. was based on information that was previously publicly disclosed by the Issuer,
- b. was a misrepresentation at the time of its previous public disclosure, and
- c. was not subsequently publicly corrected or superseded by the Issuer before the completion of the distribution of the Special Warrants being distributed.

For Subscribers Resident in Nova Scotia

The *Securities Act* (Nova Scotia) (the “**Nova Scotia Act**”) provides purchasers resident in the province of Nova Scotia (each a “Nova Scotia Purchaser”) with, in addition to any other right they may have at law, rights of rescission or damages where an Offering Memorandum, together with any amendments thereto contains a misrepresentation.

In particular, section 138 of the Nova Scotia Act provides that if this Offering Memorandum, together with any amendments hereto, contains a misrepresentation, and it was a misrepresentation at the time of purchase of the Special Warrants, a Nova Scotia Purchaser to whom this Offering Memorandum was delivered and who purchases the Special Warrants offered hereunder shall be deemed to have relied on the misrepresentation and has, subject as hereinafter provided, a right of action against the Issuer, and a right of rescission against the Issuer, provided that if the Nova Scotia Purchaser elects to exercise a right of rescission against the Issuer, the Nova Scotia Purchaser has no right of action for damages against the Issuer, and provided that:

- a. no action shall be commenced to enforce these rights more than (i) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action, or (ii) in the case of any action for damages, the earlier of (A) one year after the Nova Scotia Purchaser first had knowledge of the fact giving rise to the cause of action, or (B) six years after the date of the transaction that gave rise to the cause of action;

- b. the Issuer will not be liable if it proves that the Nova Scotia Purchaser purchased the Special Warrants with knowledge of the misrepresentation;
- c. in an action for damages, the Issuer will not be liable for all or any portion of the damages that the Issuer proves do not represent the depreciation in value of the Special Warrants as a result of the misrepresentation relied upon; and
- d. in no case will the amount recoverable exceed the price at which the Special Warrants were offered.

Further, an Issuer shall not be liable where it is not receiving any proceeds from the distribution of the Special Warrants being distributed and the misrepresentation was not based on information provided by the Issuer unless the misrepresentation

- a. was based on information that was previously publicly disclosed by the Issuer,
- b. was a misrepresentation at the time of its previous public disclosure, and
- c. was not subsequently publicly corrected or superseded by the Issuer before the completion of the distribution of the Special Warrants being distributed.

Subscribers Resident in other Provinces

Subscribers resident in provinces other than those mentioned above may have statutory rights of action in the event of a misrepresentation and should refer to the applicable laws of their respective provinces and consult with their legal advisers with respect to such rights of action.

11.3 Contractual Rights of Action in the Event of a Misrepresentation

For Subscribers resident in a jurisdiction where the securities legislation does not provide a comparable statutory right of action in the event of a misrepresentation in this Offering Memorandum as indicated above, if there is a misrepresentation in this Offering Memorandum or any information or documents incorporated or deemed to be incorporated by reference into this Offering Memorandum, then, you have a contractual right to sue the Issuer:

- (a) for rescission (to cancel your agreement to buy these securities), or
- (b) for damages.

This contractual right to sue is available to a purchaser whether or not the purchaser relied on the misrepresentation. As part of this contractual right to sue, in an action for damages, the amount a purchaser may recover:

- (i) must not exceed the price that the purchaser paid for the purchaser's securities;
- (ii) does not include all or any part of the damages that the Issuer proves does not represent the depreciation in value of the securities resulting from the misrepresentation; and
- (iii) is in addition to, and does not detract from, any other right of the purchaser.

The Issuer has a defence if it proves that the purchaser knew of the misrepresentation when you purchased the securities. If you intend to rely on the rights described in a. or b. above, you must do so within strict time limitations. These rights are enforceable by a purchaser by delivering a notice to the Issuer:

- (i) in the case of an action for rescission, within 180 days after the purchaser signs the agreement to purchase the security, or
- (ii) in the case of an action for damages, before the earlier of
 - (A) 180 days after the purchaser first has knowledge of the facts giving rise to the cause of action, or
 - (B) 3 years after the date the purchaser signs the agreement to purchase the security.

ITEM 12. FINANCIAL STATEMENTS

Accompanying this Offering Memorandum are the audited financial statements of the Issuer for the period from incorporation on February 1, 2021 to March 31, 2021.

Financial Statements of:

Unidoc Health Corp.
(formerly Unicheck Holdings Corp.)
For the year ended March 31, 2021

Expressed in Canadian Dollars

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Unidoc Health Corp.

Opinion

We have audited the financial statements of Unidoc Health Corp. (the "Company"), which comprise the statement of financial position as at March 31, 2021, and the statements of loss and comprehensive loss, changes in equity and cash flows for the period from incorporation on February 1, 2021 to March 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2021, and its financial performance and its cash flows for the period from incorporation on February 1, 2021 to March 31, 2021 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the financial statements, which describes events or conditions, that along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is David Goertz.



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

June 10, 2021

Unidoc Health Corp.
(formerly Unicheck Holdings Corp.)
Statement of Financial Position
(Expressed in Canadian dollars)

| As at | Note | March 31, 2021 |
|--|------|----------------|
| ASSETS | | |
| Current | | |
| Cash | | \$ 281,844 |
| GST receivable | | 6,556 |
| | | \$ 288,400 |
| LIABILITIES AND EQUITY (DEFICIENCY) | | |
| Current | | |
| Accounts payable and accrued liabilities | 6 | \$ 225,131 |
| Loans payable | 8 | 200,000 |
| | | 425,131 |
| Equity (Deficiency) | | |
| Share capital | 9 | 85,591 |
| Reserves | 9 | 15,000 |
| Deficit | | (237,322) |
| | | (136,731) |
| | | \$ 288,400 |

Going concern (Note 2)

Approved on behalf of the Board of Directors on June 10, 2021:

"Antonio Baldassarre" (signed)
Director

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

Unidoc Health Corp.
(formerly Unicheck Holdings Corp.)
Statement of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

| | Period from Incorporation February 1, 2021 to March 31, 2021 |
|--|---|
| <hr/> | |
| EXPENSES | |
| Consulting | \$ 11,200 |
| Investor relations | 7,500 |
| Office and administrative | 156 |
| Professional fees | 173,260 |
| Regulatory and filing fees | 5,250 |
| Software | 26,480 |
| Travel and entertainment | 13,476 |
| <hr/> | |
| NET LOSS AND COMPREHENSIVE LOSS | \$ (237,322) |
| <hr/> | |
| Weighted average number of shares outstanding - basic and diluted | 2,420,690 |
| <hr/> | |
| Loss per share - Basic and diluted | \$ (0.10) |
| <hr/> | |

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

Unidoc Health Corp.
(formerly Unicheck Holdings Corp.)
Statement of Changes in Equity
(Expressed in Canadian dollars)

| | Number of common shares | | Share capital | | Reserves | | Deficit | | Total equity |
|-----------------------------|------------------------------------|----|----------------------|----|-----------------|----|----------------|----|-------------------------|
| Balance at February 1, 2021 | - | \$ | - | \$ | - | \$ | - | \$ | - |
| Shares issued for debt | 3,600,000 | | 36,000 | | - | | - | | 36,000 |
| Shares issued for cash | 3,600,000 | | 72,000 | | - | | - | | 72,000 |
| Share issuance costs | - | | (22,409) | | - | | - | | (22,409) |
| Special warrants financing | - | | - | | 15,000 | | - | | 15,000 |
| Net loss for the period | - | | - | | - | | (237,322) | | (237,322) |
| Balance at March 31, 2021 | 7,200,000 | \$ | 85,591 | \$ | 15,000 | \$ | (237,322) | \$ | (136,731) |

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

Unidoc Health Corp.
(formerly Unicheck Holdings Corp.)
Statement of Cash Flows
(Expressed in Canadian dollars)

| | Period from Incorporation February 1, 2021 to March 31, 2021 |
|--|---|
| OPERATING ACTIVITIES | |
| Net loss | \$ (237,322) |
| Changes in non-cash working capital: | |
| Increase in GST receivable | (6,556) |
| Increase in accounts payable | 261,131 |
| Cash used in operating activities | 17,253 |
| FINANCING ACTIVITIES | |
| Cash proceeds from the issuance of loans | 200,000 |
| Cash proceeds from subscriptions of special warrants | 15,000 |
| Cash raised from private placement | 49,591 |
| Cash provided by financing activities | 264,591 |
| NET CHANGE IN CASH | 281,844 |
| CASH, BEGINNING | - |
| CASH, ENDING | \$ 281,844 |

1. NATURE OF BUSINESS

Unicheck Health Corp. (formerly Unicheck Holdings Corp.) (the “Company”) was incorporated under the Business Corporations Act of British Columbia on February 1, 2021 as Unicheck Holdings Corp and changed its name to Unidoc Health Corp. on April 8, 2021.

The Company is in the business of virtual health/telemedicine. The Company plans to operate virtual/telehealth units which provide patients with the ability to have a live virtual visit with a doctor or other health professional. The units will contain fully integrated diagnostic tools and will operate in pharmacies through partnerships with the Company.

The registered office of the Company is located at 750 Pender Street West, Suite 1200 Vancouver, British Columbia V6C 2T7, Canada.

These financial statements were approved and authorized for issue by the Company’s Board of Directors on June 10, 2021.

2. GOING CONCERN

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

The Company has not generated any revenues or cash flows from operations and relies on financing for its activities. The Company’s ability to continue as a going concern is dependent upon raising additional capital or evaluating strategic alternatives. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

These financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for these financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material.

These financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. On March 11, 2020, the outbreak of the novel strain of coronavirus specifically identified as “COVID-19” was declared a pandemic by the World Health Organization. The outbreak has resulted in governments worldwide enacting emergency measures to combat the spread of the virus which in turn have caused material disruption to business globally. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

3. BASIS OF PRESENTATION

Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

Basis of Presentation

These financial statements have been prepared on a historical cost basis and presented in Canadian dollars which is the functional currency of the Company. The financial statements of the Company have been prepared on an accrual basis, except for cash flow information.

Critical Accounting Estimates and Judgments

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses.

Significant estimates and judgments made by the Company that have the most significant risk of causing material misstatement to the carrying amounts of assets and liabilities are discussed below.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ.

Estimates:

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. The fair values used in the measurement of financial instruments may require significant estimates as the basis for determining the stated amounts.

Judgments:

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include the assessment of the Company’s ability to continue as a going concern.

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. These estimates and judgments are reviewed periodically, and, as adjustments become necessary, they are reported in earnings/loss in the period in which they become known.

4. SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

Cash is comprised of cash on hand, cash held in trust accounts and demand deposits. Cash equivalents are short-term, highly liquid investments with maturities within three months when acquired. The Company did not have any cash equivalents as of March 31, 2021.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

Recognition, classification and measurement

Financial assets are classified and measured based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. IFRS 9 contains three primary measurement categories for financial assets: amortized cost, fair value through other comprehensive income and fair value through profit and loss. Financial assets are recognized in the statements of financial position if the Company has a contractual right to receive cash or other financial assets from another entity. Financial assets are derecognized when the rights to receive cash flows from the asset have expired or were transferred and the Company has transferred substantially all risks and rewards of ownership.

All financial liabilities are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instruments. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.

Financial instruments are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Company has classified its accounts payable and accrued liabilities and its loans payable as financial liabilities measured at amortized cost. Such assets and liabilities are recognized initially at fair value inclusive of any directly attributable transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment losses. The Company has classified its cash as a financial asset measured at fair value through profit and loss.

Financial assets and financial liabilities are offset and the net amount presented in the statements of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost. Loss allowances for accounts receivables are always measured at an amount equal to lifetime expected credit losses if the amount is not considered fully recoverable. A financial asset carried at amortized cost is considered credit-impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. Individually significant financial assets are tested for credit-impairment on an individual basis. The remaining financial assets are assessed collectively.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate.

In assessing collective impairment, the Company uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Losses are recognized in the statements of comprehensive loss and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the statements of comprehensive loss.

Equity

Common shares and special warrants are classified as equity. Incremental costs directly attributable to the issuance of common shares or special warrants are recognized as a deduction from equity, net of tax.

Loss per share

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share. Stock options, share purchase warrants, and other equity instruments are dilutive when the average market price of the common shares during the period exceeds the exercise price of the options, warrants and other equity instruments.

Income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used are those that are substantively enacted by the end of the reporting date.

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting. The change in the net deferred income tax asset or liability is included in income except for deferred income tax relating to equity items which is recognized directly in equity. The income tax effects of differences in the periods when revenue and expenses are recognized, in accordance with Company accounting practices, and the periods they are recognized for income tax purposes are reflected as deferred income tax assets or liabilities. Deferred income tax assets and liabilities are measured using the substantively enacted statutory income tax rates which are expected to apply to taxable income in the years in which the assets are realized or the liabilities settled. A deferred income tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity and are intended to be settled on a net basis.

The determination of current and deferred taxes requires interpretations of tax legislation, estimates of expected timing of reversal of deferred tax assets and liabilities, and estimates of future earnings.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

The Company's financial instruments are comprised of cash, accounts payable and accrued liabilities and its loans payable. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs that are not based on observable market data (unobservable inputs).

As at March 31, 2021 the fair value of cash and restricted cash held by the Company was based on Level 1 of the fair value hierarchy. The fair values of loans payable, accounts payable and accrued liabilities approximate their carrying values due to their short-term maturity.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The Company limits exposure to credit risk by maintaining its cash with large financial institutions. The Company does not have cash that is invested in asset backed commercial paper. Credit risk is not concentrated with any particular customer. The Company's accounts receivable consists only of GST receivable.

The Company's maximum credit risk exposure is \$288,400.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company seeks to ensure there is sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. As at March 31, 2021, the Company had a cash balance of \$281,844 to settle current liabilities of \$425,131.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

| | | March 31, 2021 |
|---------------------|----|-----------------------|
| Accounts payable | \$ | 198,102 |
| Accrued liabilities | | 27,029 |
| Total | \$ | 225,131 |

7. RELATED PARTY TRANSACTIONS

During the year ended March 31, 2021, the Company incurred consulting fees of \$11,200 to its Chief Executive Officer (the “CEO”).

As at March 31, 2021, accounts payable and accrued liabilities included \$5,000 due to the CEO of the Company and \$56,927 due to a company affiliated with the CEO of the Company. The balances due bear no interest, are unsecured, and are due on demand.

8. LOANS PAYABLE

On March 22, 2021, the Company issued two promissory notes in the amount of \$100,000 each and are due at the earlier of (i) the closing of the Company’s private placement financing of \$1.25 special warrants, (ii) 5 business days from the demand date and (ii) in the event of a default. The notes bear interest at 5% per annum and are unsecured. As at March 31, 2021, the balance outstanding on the loans is \$200,000.

9. EQUITY

(a) Share Capital

Authorized

Unlimited number of common shares without par value.

Issued

On March 1, 2021, the Company issued 3,600,000 common shares at \$0.01 per share to settle debt of \$36,000 with a company controlled by the Company’s CEO.

On March 22, 2021, the Company closed a private placement of 3,600,000 shares at \$0.02 per share for gross proceeds of \$72,000.

The Company incurred \$22,409 in legal fees as share issuances costs.

(b) Special Warrants

On March 31, 2021, the Company closed a private placement financing of 15,000,000 special warrants (the “Special Warrants”) at \$0.001 per Special Warrant for gross proceeds of \$15,000. Each Special Warrant is exercisable at \$0.20 into one common share of the Company and an additional warrant (the “Additional Warrants”) until the earlier of: (i) March 31, 2025; and (ii) the date that is three years following the Listing Date. Each Additional Warrant is exercisable into one additional share of the Company at \$0.50 until the earlier of: (i) March 31, 2025; and (ii) the date that is three years following the Listing Date.

The Special Warrants are recorded at their estimated fair value which is based on the amount of cash subscriptions received.

10. CAPITAL MANAGEMENT

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of equity which is comprised of issued share capital and deficit.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements as at March 31, 2021.

11. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates:

| | 2021 |
|--|--------------|
| Net loss before taxes | \$ (237,322) |
| Canadian statutory income tax rate | 27% |
| Income tax recovery at statutory rate | (64,077) |
| Effect of income taxes of: | |
| Change in deferred tax assets not recognized | 64,077 |
| Deferred income tax recovery | \$ - |

The temporary differences that give rise to significant portions of the deferred tax assets not recognized are presented below:

| | 2021 |
|------------------------------------|-------------|
| Non-capital loss carry forwards | \$ 237,000 |
| Deferred tax assets not recognized | (237,000) |
| | \$ - |

The Company has not recognized any deferred income tax assets. The Company recognizes deferred income tax assets based on the extent to which it is probable that sufficient taxable income will be realized during the carry forward years to utilize all deferred tax assets. The Company has non-capital losses carried forward of approximately \$237,000 available to reduce income taxes in future years which expire starting in 2041.

ITEM 13. DATE AND CERTIFICATE

Dated: June 15, 2021

This offering memorandum does not contain a misrepresentation.

“Antonio Baldassarre”

Antonio Baldassarre, CEO

“Nina Yii”

Nina Yii, CFO

“Neil Mundie”

Neil Mundie, Director

“Matt Chatterton”

Matt Chatterton, Director

On behalf of the Promoter

“Antonio Baldassarre”

Antonio Baldassarre, Promoter