

FORM 51-102F3
MATERIAL CHANGE REPORT

1. NAME AND ADDRESS OF COMPANY

UniDoc Health Corp.
220 – 333 Terminal Avenue
Vancouver, BC V6A 4C1

2. DATE OF MATERIAL CHANGE

May 3, 2022

3. NEWS RELEASE

News release dated May 4, 2022 was disseminated via the facilities of Globe Newswire.

4. SUMMARY OF MATERIAL CHANGE

UniDoc signs definitive agreement with Sirach Health and Wellness

5. FULL DESCRIPTION OF MATERIAL CHANGE

UniDoc Health Corp. (“**UniDoc**” or the “**Company**”) (CSE: UDOC) (FRA: L7T) (OTCQB: UDOCF) announced, further to its news release dated March 22, 2022, that it has entered into a definitive master equipment deployment and services agreement (the “**Agreement**”) with Sirach Health and Wellness Inc. (“**Sirach**”) of Tucson, Arizona.

Sirach has indicated they have a plan in place to provide access to a network of dedicated physicians and medical personnel partially through the support of the government of the state of Arizona, the Department of Veteran’s Affairs, municipal agencies, and corporate donors.

Pursuant to the Agreement, the Company has agreed to a master deployment agreement and framework for the leasing of certain telehealth equipment and the licensing of related software including, the Virtual Care Solutions Model (“**VCSM**”) kiosks to Sirach. In particular, Sirach has agreed to pay monthly telehealth service fees to UniDoc for the use of the VCSM kiosks. The VCSM is a proprietary customizable and comprehensive telehealth solution that is currently being developed by the Company and is being designed to integrate 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 Company and Sirach agreed to an initial equipment rollout of VCSM kiosks and minimum subscription model pursuant to the Agreement. The Agreement has a possible value of up to approximately US\$6 million over the Agreement’s five-year term based on a gradual roll-out of no less than 20 initial VCSM kiosk locations to ultimately provide services to up to 10,000 people in the City of Tucson. The delivery of these initial VCSM kiosks and any additional

kiosk locations are all subject to the commercialization of the VCSM kiosk by the Company, completion of successful site studies by both parties and other customary conditions. As at the date of the news release, the VCSM remains under development by the Company and has not generated any revenues. There is no guarantee that any service fees will be paid to UniDoc under the Agreement or that the VCSM will generate any revenues at all.

The Company also agreed to provide certain data management and telecommunications services to be used by Sirach to provide in-suite telehealth and related services in its designated facilities. The software and telecommunications services will provide Sirach with access to an authentication service and on-line portal which permits secure, live-streaming videoconferencing and transmission of diagnostic data between on-site patients physically using individual kiosks units and remote healthcare professionals accessing the portal.

The Company has agreed to install the VCSM kiosks and perform initial functionality tests at locations to be specified by Sirach. The Company has also agreed to provide to Sirach on-site training, follow-up training, troubleshooting, and certain maintenance services and supplies including hardware support, software updates, data analysis, and annual on-site testing and maintenance. The rental periods, delivery locations, fee schedule, and specifics of additional the telehealth equipment will be agreed to by the parties in subsequent equipment orders. Sirach advises the Company that the initial VCSM kiosks will be located with the intent to serve the region's veterans, homeless individuals, and low-income populations.

The Agreement is for an initial period of five years and automatically renews for an additional five years unless terminated upon written notice by either of the parties. The payment of service fees to UniDoc by Sirach under the Agreement commences only upon the delivery of the initial VCSM kiosks by UniDoc to Sirach. A news release will follow if initial delivery of VCSM kiosks has been successfully made by the Company to Sirach.

6. **RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **EXECUTIVE OFFICER**

Antonio Baldassarre
Chief Executive Officer
778-383-6731

9. **DATE OF REPORT**

May 5, 2022