

Condensed Interim Consolidated Financial Statements of:

Unidoc Health Corp.

For the three and six months ended September 30, 2023 and 2022

Expressed in Canadian Dollars

NOTE TO READER

Under National Instrument 51-102, if an auditor has not performed a review of interim financial statements, they must be accompanied by a note indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of management. The Company's independent auditor has not performed a review of these interim financial statements.

Unidoc Health Corp.

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

As at	Note	September 30, 2023	March 31, 2023
ASSETS			
Current			
Cash		\$ 209,127	\$ 51,323
Prepaid expenses and deposits		76,094	884
GST receivable		112,657	80,128
		397,878	132,335
Equipment	5	132,943	128,001
Right-of-use asset	6	41,911	57,628
Security deposits		2,503	2,503
TOTAL ASSETS		\$ 575,235	\$ 320,467
LIABILITIES AND EQUITY			
Current			
Accounts payable and accrued liabilities	7	\$ 1,557,942	\$ 1,126,462
Loans payable	9,10	41,423	12,482
Lease liability	8	30,019	28,148
		1,629,384	1,167,092
Loans payable	9,10	12,967	27,775
Lease liability	8	10,896	26,388
TOTAL LIABILITIES		1,653,247	1,221,255
Equity			
Share capital	11	3,355,104	2,762,655
Reserves	11	1,313,869	935,887
Deficit		(5,746,985)	(4,599,330)
		(1,078,012)	(900,788)
TOTAL LIABILITIES AND EQUITY		\$ 575,235	\$ 320,467

Going concern (Note 2)

Subsequent event (Note 15)

Approved on behalf of the Board of Directors on November 16, 2023:

"Antonio Baldassarre" (signed)

Director

"Franco Staino" (signed)

Director

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

Unidoc Health Corp.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

		Three months ended September 30,		Six months ended September 30,	
	Note	2023	2022	2023	2022
EXPENSES					
Advertising		\$ 176,512	\$ 54,695	\$ 199,125	\$ 152,336
Consulting	10	139,482	132,179	288,761	275,097
Depreciation	5,6	21,909	15,401	41,172	30,656
Foreign exchange (gain)/loss		1,177	2,531	(5,667)	(409)
Interest expense	8,9	2,369	2,308	4,818	4,809
Office and administrative		42,005	25,936	60,284	51,631
Professional fees		37,708	14,354	79,606	73,073
Regulatory and filing fees		11,948	6,397	17,225	8,397
Research and development	10	-	-	-	12,091
Salaries and benefits		19,934	19,877	43,189	47,289
Share-based compensation	10,11	-	-	380,386	-
Software		-	136	-	394
Travel and entertainment		14,564	13,822	38,756	43,852
NET LOSS AND COMPREHENSIVE LOSS		\$ 467,608	\$ 287,636	\$ 1,147,655	\$ 699,216
Weighted average number of shares outstanding - basic and diluted		11,814,352	10,933,350	11,482,816	10,933,350
Loss per share - Basic and diluted		\$ (0.04)	\$ (0.03)	\$ (0.10)	\$ (0.06)

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

Unidoc Health Corp.

Condensed Interim Consolidated Statement of Changes in Equity

(Expressed in Canadian dollars)

	Number of common shares		Share capital		Reserves		Deficit		Total equity
Balance, March 31, 2022	10,933,350	\$	2,762,655	\$	935,887	\$	(3,242,266)	\$	456,276
Net loss	-		-		-		(699,216)		(699,216)
Balance, September 30, 2022	10,933,350	\$	2,762,655	\$	935,887	\$	(3,941,482)	\$	(242,940)
Balance, March 31, 2023	10,933,350	\$	2,762,655	\$	935,887	\$	(4,599,330)	\$	(900,788)
Exercise of unit warrants	2,403,350		483,074		(2,404)		-		480,670
Exercise of warrants	218,750		109,375		-		-		109,375
Grant of options	-		-		380,386		-		380,386
Net loss	-		-		-		(1,147,655)		(1,147,655)
Balance, September 30, 2023	13,555,450	\$	3,355,104	\$	1,313,869	\$	(5,746,985)	\$	(1,078,012)

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

Unidoc Health Corp.

Condensed Interim Consolidated Statement of Cash Flows

(Expressed in Canadian dollars)

	Six months ended September 30, 2023	Six months ended September 30, 2022
OPERATING ACTIVITIES		
Net loss	\$ (1,147,655)	\$ (699,216)
Non-cash items:		
Depreciation	41,172	30,656
Interest expense	1,653	4,809
Share-based compensation	380,386	-
Changes in non-cash working capital:		
Increase in GST receivable	(32,529)	(6,823)
(Increase)/decrease in prepaid expenses and deposits	(75,210)	4,918
Increase in accounts payable	401,083	47,834
Increase in other receivable	-	(1,537)
Cash used in operating activities	(431,100)	(619,359)
FINANCING ACTIVITIES		
Cash proceeds from exercise of \$0.50 warrants	109,375	-
Cash proceeds from exercise of unit warrants	480,670	-
Cash proceeds from the issuance of loan	20,000	-
Repayment of loans	(7,520)	-
Lease liability payments	(13,621)	(16,786)
Cash provided by (used in) financing activities	588,904	(16,786)
NET CHANGE IN CASH	157,804	(636,145)
CASH, BEGINNING	51,323	854,430
CASH, ENDING	\$ 209,127	\$ 218,285
SUPPLEMENTAL CASH FLOW INFORMATION		
Income taxes paid	\$ -	\$ -
Interest paid	\$ 3,165	\$ -
Equipment additions in accounts payable and accrued liabilities	\$ 14,083	\$ 17,398

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

Unidoc Health Corp.

Notes to the Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

1. NATURE OF BUSINESS

Unidoc Health 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. Unicheck Holdings Corp., a wholly-owned subsidiary of the Company, was incorporated under the Business Corporations Act of British Columbia on April 8, 2021.

The Company operates in the healthcare services industry and plans to operate telehealth units which contain fully integrated diagnostic tools and will provide patients with the ability to have a live virtual visit with a doctor or other health professional. The Company trades on the Canadian Securities Exchange (“CSE”) under the symbol UDOC.

The registered office of the Company is located at 750 Pender Street West, Suite 1200 Vancouver, British Columbia V6C 2T7, Canada. The head office of the Company is located at 81 Zenway Blvd. Unit 18 Woodbridge, Ontario L4H 0S5.

2. GOING CONCERN

These condensed interim consolidated 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. During the year ended September 30, 2023, the Company incurred a net loss of \$1,147,655 and, as at September 30, 2023, the Company’s current liabilities exceeded its total assets by \$1,231,506. 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 material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

These condensed interim consolidated 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 condensed interim consolidated 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.

Unidoc Health Corp.

Notes to the Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

3. BASIS OF PRESENTATION

Statement of Compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IAS 34 – Interim Financial Reporting as issued by the International Accounting Standards Board (“IASB”). Accordingly, certain disclosures included in annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the IASB have been condensed or omitted and these unaudited condensed interim consolidated financial statements should be read in conjunction with the Company’s audited financial statements for the year ended March 31, 2023.

The Company’s management makes judgments in its process of applying the Company’s accounting policies in the preparation of its unaudited condensed interim consolidated financial statements. In addition, the preparation of the financial data requires that the Company’s management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company’s assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company’s assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of the Company’s unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company’s financial statements for the year ended March 31, 2023. The accounting policies applied in these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company’s audited financial statements for the year ended March 31, 2023.

The Company’s interim results are not necessarily indicative of its results for a full year.

Basis of Presentation

These condensed interim consolidated 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. The condensed interim consolidated financial statements have been prepared on a historical cost basis except for warrants and options, which are measured at fair value.

Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its subsidiary. Subsidiaries are those entities over which the Company has control. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity and be exposed to variable returns from its activities. Details of the Company’s subsidiary are follows:

SUBSIDIARIES	OWNERSHIP PERCENTAGE	JURISDICTION OF INCORPORATION
Unicheck Holdings Corp.	100%	British Columbia, Canada

Inter-company balances and transactions are eliminated on consolidation.

Unidoc Health Corp.

Notes to the Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

3. BASIS OF PRESENTATION (CONTINUED)

Comparative Figures

Certain comparative figures have been reclassified to conform with the basis of presentation applied for the six months ended September 30, 2023. These reclassifications had no effect on the reported results of operations or cash flow.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

The Company's financial instruments are comprised of cash, GST receivable, 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);
- Level 3 - Inputs that are not based on observable market data (unobservable inputs).

As at September 30, 2023 the fair value of cash held by the Company was based on Level 1 of the fair value hierarchy. The fair values of GST receivable, accounts payable and accrued liabilities, and loan payable 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.

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 September 30, 2023, the Company had a cash balance of \$209,127 to settle current liabilities of \$1,629,384. Historically, the Company's sources of funding has been through equity financings. The Company's access to financing is uncertain. There can be no assurance of continued access to significant debt or equity funding.

Unidoc Health Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended September 30, 2023 and 2022

(Expressed in Canadian Dollars)

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

	Within one year	Between one and five years	More than five years
Accounts payable and accrued liabilities	\$ 1,557,942	\$ -	\$ -
Loan payable	41,423	12,967	-
Lease liability	33,573	11,191	-
	\$ 1,632,938	\$ 24,158	\$ -

5. EQUIPMENT

The Company's demonstration units include four medical cart demonstration units and two urgent care demonstration units. The intention of these units is to demonstrate the effectiveness of the Company's virtual care solutions model in order to generate future sales. The units are sent to prospective customers for demonstration purposes and are not intended for sale.

	Medical cart and urgent care demonstration units	Computer equipment	Total
Cost			
Balance, March 31, 2022	\$ 66,272	\$ 26,746	\$ 93,018
Additions	69,465	8,317	77,782
Balance, March 31, 2023	135,737	35,063	170,800
Additions	30,397	-	30,397
Balance, September 30, 2023	\$ 166,134	\$ 35,063	\$ 201,197
Accumulated depreciation			
Balance, March 31, 2022	\$ 5,700	\$ 4,309	\$ 10,009
Depreciation	18,376	14,414	32,790
Balance, March 31, 2023	24,076	18,723	42,799
Depreciation	16,688	8,767	25,455
Balance, September 30, 2023	\$ 40,764	\$ 27,490	\$ 68,254
Net book value			
March 31, 2023	\$ 111,661	\$ 16,340	\$ 128,001
September 30, 2023	\$ 125,370	\$ 7,573	\$ 132,943

Unidoc Health Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended September 30, 2023 and 2022

(Expressed in Canadian Dollars)

6. RIGHT-OF-USE ASSET

During the year ended March 31, 2022, the Company entered into a lease agreement to lease an office space for an initial term of 36 months (Note 8). The lease commenced on February 1, 2022 and the related right-of-use asset was recorded.

		Building
Cost		
Balance, March 31, 2022	\$	94,301
Additions		-
Balance, March 31, 2023 and September 30, 2023	\$	94,301
Accumulated depreciation		
Balance, March 31, 2022	\$	5,239
Depreciation		31,434
Balance, March 31, 2023		36,673
Depreciation		15,717
Balance, September 30, 2023	\$	52,390
Net book value		
Balance, March 31, 2023	\$	57,628
Balance, September 30, 2023	\$	41,911

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		September 30, 2023		March 31, 2023
Accounts payable	\$	1,259,550	\$	833,657
Accrued liabilities		298,392		292,805
Total	\$	1,557,942	\$	1,126,462

8. LEASE LIABILITY

During the year ended March 31, 2022, the Company entered into a lease agreement to lease an office space for an initial term of 36 months. The expiry date of the lease is January 1, 2025. Upon expiration, the Company is entitled to renew the lease for an additional 36 month term on written notice of not less than 6 months prior to expiry of the initial term. Additional payments consisting of utilities and additional rent are expensed as incurred. The lease commenced on February 1, 2022 and the related lease liability was recorded.

Unidoc Health Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended September 30, 2023 and 2022

(Expressed in Canadian Dollars)

8. LEASE LIABILITY (CONTINUED)

		Building
Lease liability		
Balance, March 31, 2022	\$	79,286
Interest expense		8,823
Lease payments		(33,573)
Balance, March 31, 2023		54,536
Interest expense		3,165
Lease payments		(16,786)
Balance, September 30, 2023	\$	40,915
Current portion	\$	30,019
Long-term portion	\$	10,896
	\$	40,915

At September 30, 2023, the Company is committed to minimum lease payments as follows:

Maturity analysis		
Less than one year	\$	33,573
One to five years		11,191
Total undiscounted lease liabilities	\$	44,764

9. LOANS PAYABLE

On February 28, 2023, the Company's Chief Executive Officer (the "CEO") took out a \$40,000 loan through his personal credit card for the Company's working capital purposes. The loan bears interest of 7.99% annually and is due in 36 months.

On June 28, 2023, the Company received an additional loan of \$20,000. The loan bears interest at 7.30% compounded annually and is due on demand.

The continuity of loans payable for the six months ended September 30, 2023 and year ended March 31, 2023 is summarized below:

		Loans Payable
Balance, March 31, 2022	\$	-
Additions		40,000
Interest expense		257
Balance, March 31, 2023	\$	40,257
Additions		20,000
Interest expense		1,653
Loan payments		(7,520)
Balance, September 30, 2023	\$	54,390
Current portion	\$	41,423
Long-term portion	\$	12,967
	\$	54,390

Unidoc Health Corp.

Notes to the Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

10. RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

All related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. All amounts either due from or due to related parties other than specifically disclosed are non-interest bearing, unsecured and have no fixed terms of repayments.

- a) Related party transactions with directors, subsequent and former directors and companies and entities over which they have significant influence over:

	Three months ended		Six months ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Consulting (i)	\$ 53,579	\$ 46,181	\$ 107,278	\$ 92,122
Research and development (i)	\$ -	\$ -	\$ -	\$ 12,091
Share-based compensation (ii)	\$ -	\$ -	\$ 46,086	\$ -

(i) To a company controlled by a director of the Company.

(ii) To directors of the Company.

- b) Key management compensation

	Three months ended		Six months ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Consulting (ii)	\$ 60,000	\$ 49,998	\$ 120,000	\$ 99,996
Share-based compensation (iii)	\$ -	\$ -	\$ 97,489	\$ -

(iii) To a company controlled by the CEO.

(iv) To the CEO and CFO.

As at September 30, 2023, accounts payable and accrued liabilities included \$258,008 (March 31, 2023 - \$110,882) due to a company controlled by the CEO of the Company, \$111,811 (March 31, 2023 - \$74,546) due to the CEO of the Company and \$475,593 (March 31, 2023 - \$350,137) due to a company controlled by a director of the Company. The balances due bear no interest, are unsecured, and are due on demand.

As at September 30, 2023, loans payable included \$34,193 (March 31, 2023 - \$40,257) which was drawn from the CEO of the Company's personal credit card (Note 9).

Unidoc Health Corp.

Notes to the Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

11. EQUITY

(a) Share Capital

Authorized

Unlimited number of common shares without par value.

Issued

For the six months ended September 30, 2023:

During the six months ended September 30, 2023, 2,403,350 warrants (the “Unit Warrants”) were exercised for 2,403,350 units at an exercise price of \$0.20 per unit, for total proceeds of \$480,670. Each unit consisted of one common share and one additional common share purchase warrant (the “Additional Warrant”). Each Additional Warrant is exercisable at \$0.50 per share with an expiry date of December 13, 2024.

During the six months ended September 30, 2023, 218,750 Additional Warrants were exercised for 218,750 common shares at an exercise price of \$0.50 per share, for total proceeds of \$109,375.

For the six months ended September 30, 2022:

There was no share capital activity during the six months ended September 30, 2022.

Escrow

Pursuant to an escrow agreement dated June 24, 2021 (the “NP 46-201 Escrow Agreement”) among the Company, Odyssey Trust Company as escrow agent, and certain principals of the Company, 2,200,000 common shares and 250,000 stock options were deposited into escrow. 10% of the escrowed securities were released on the date the Company’s common shares were listed for trading on the CSE, which was December 13, 2021 (the “Listing Date”) and the remaining escrowed securities are scheduled for release in 15% tranches every six months thereafter.

An aggregate of 7,200,000 common shares are subject to voluntary resale restrictions (“Voluntary Resale Restrictions”) pursuant to which 10% of such shares will be released on the date that is 12 months after the Listing Date with the remaining shares being released in 15% tranches every four months thereafter.

In addition, an aggregate of 15,000,000 Unit Warrants (including underlying securities) were subject to escrow pursuant to which 25% of the Unit Warrants were released on the Listing Date, and the remaining Unit Warrants will be released in 25% tranches every six months thereafter.

As of the date hereof, 137,500 stock options have been released from the NP 46-201 Escrow Agreement and 15,000,000 Unit Warrants have been released from escrow. 1,210,000 common shares have been released from the NP 46-201 Escrow Agreement. 3,240,000 common shares remain subject to Voluntary Resale Restrictions.

Unidoc Health Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended September 30, 2023 and 2022

(Expressed in Canadian Dollars)

11. EQUITY (CONTINUED)**(b) Warrants**

The continuity of warrants for the six months ended September 30, 2023 and year ended March 31, 2023 is summarized below:

	Number of warrants	Weighted average exercise price	Weighted average life remaining
Balance, March 31, 2022	2,522,507	\$ 1.67	1.24
Issued	-	-	-
Balance, March 31, 2023	2,522,507	1.67	0.99
Expired	(165,207)	1.75	N/A
Exercised	(218,750)	0.50	N/A
Issued	2,403,350	0.50	1.21
Balance, September 30, 2023	4,541,900	\$ 1.11	1.77

As at September 30, 2023, the number of warrants outstanding and exercisable are as follows:

Number of warrants	Price	Expiry date
1,376,050	\$ 2.50	October 25, 2026
3,165,850	\$ 0.50	December 13, 2024

(b) Unit Warrants

The continuity of Unit Warrants for the six months ended September 30, 2023 and year ended March 31, 2023 is summarized below:

	Number of warrants	Weighted average exercise price	Weighted average life remaining
Balance, March 31, 2022	14,018,750	\$ 0.20	2.71
Exercised	-	-	-
Balance, March 31, 2023	14,018,750	0.20	1.71
Exercised	(2,403,350)	0.20	N/A
Balance, September 30, 2023	11,615,400	\$ 0.20	1.21

Options

On September 28, 2023, the Company finalized its new Omnibus Equity Incentive Plan (the "Plan"), which will replace the existing stock option plan. The Plan provides that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, employees and technical consultants and contractors to the Company, equity incentive awards in the form of stock options, restricted share units, share appreciation rights, deferred share units, and performance share units.

Unidoc Health Corp.

Notes to the Condensed Interim Consolidated Financial Statements
 For the Three and Six Months Ended September 30, 2023 and 2022
 (Expressed in Canadian Dollars)

11. EQUITY (CONTINUED)

All equity incentives granted pursuant to the Plan shall be subject to the terms and conditions of the Plan. The number of shares which will be available for purchase pursuant to an option will be equal to the number of shares as determined by the Board of Directors from time to time, provided that the number of common shares reserved for issuance will not exceed 20% of the issued and outstanding common shares. If any option expires or otherwise terminates for any reason without having been exercised in full, the number of shares in respect of such expired or terminated option shall again be available for the purposes of granting options pursuant to the Plan.

The grant date and the expiry date of an option shall be the dates fixed by the Board of Directors at the time the option is granted and shall be set out in the option certificate issued in respect of such option. The exercise price shall also be determined by the Board of Directors and set out in the option certificate issued in respect of the option. If the Company's shares are listed on a stock exchange, the exercise price will not be lower than the greater of the last closing price for the shares as quoted on the trading day prior to the grant date and the grant date.

On June 26, 2023, the Company issued 1,073,000 stock options exercisable at \$0.60 for a period of 2 years to officers, directors and consultants. The stock options vested immediately. The fair value of the options of \$380,386 was determined by using the Black-Scholes Options Pricing model with the following weighted average assumptions: a 2 year expected life; share price at the grant date of \$0.57, 122.58% volatility; risk-free interest rate of 4.61%; and a dividend yield of 0%.

Total share-based compensation expense for the six months ended September 30, 2023 was \$380,386 (2022 - \$Nil).

The continuity of stock options for the six months ended September 30, 2023 and the year ended March 31, 2023 is summarized below:

	Options Outstanding	Weighted average exercise price	Weighted average fair value	Weighted average life remaining
Balance, March 31, 2022	960,000	\$ 0.86	\$ 0.39	1.37
Exercised	-	-	-	-
Balance, March 31, 2023	960,000	0.86	0.39	0.37
Granted	1,073,000	0.60	0.35	1.74
Expired	(500,000)	0.50	0.26	N/A
Cancelled	(440,000)	1.25	0.53	N/A
Balance, September 30, 2023	1,093,000	\$ 0.58	\$ 0.36	1.71

The following table discloses the number of options outstanding as at September 30, 2023:

Number of options	Price per share	Expiry date	Number of options vested
20,000	\$ 1.25	December 6, 2023	20,000
1,073,000	\$ 0.60	June 26, 2025	1,073,000
1,093,000			1,093,000

Unidoc Health Corp.

Notes to the Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

12. SEGMENTED INFORMATION

The Company has one operating segment, being the provider of telehealth units.

As at September 30, 2023 and March 31, 2023, the Company's equipment were located as follows:

	September 30, 2023		March 31, 2023	
Canada	\$	7,574	\$	16,341
USA		53,245		61,646
United Arab Emirates		58,980		50,014
Italy		13,144		-
Total	\$	132,943	\$	128,001

13. COMMITMENTS

The Company entered into a consulting agreement dated effective February 24, 2021 with a company controlled by the CEO and is committed to the following fee structure for the next three years:

- \$15,000 per month for the first year of service;
- \$16,667 per month for the second year of service; and
- \$20,000 per month for the third year of service.

Notwithstanding the above, the consulting fees will increase to \$25,000 per month once the Company has earned a profit.

The agreement has a three-year term which may be terminated by the company controlled by the CEO with a lump sum cash severance payment equal to 18 months of such company's aggregate monthly consulting fee currently in effect at the effective date of termination, subject to a minimum monthly consulting fee rate equal to \$16,667. If the agreement terminated for cause, the foregoing severance will not be payable.

The Company entered into a consulting agreement dated effective February 28, 2021 with a company controlled by a director of the Company and is committed to the following fee structure for the next three years:

- US\$10,000 per month for the first year of service;
- US\$11,667 per month the second year of service; and
- US\$13,333 per month for the third year of service. Notwithstanding the above, the consulting fees will increase to US\$15,000 per month once the Company has earned a profit.

The Company has the right to terminate the agreement at any time for a lump sum severance payment of 18 months of the monthly consulting fee in effect at the time of termination subject to a minimum monthly consulting fee rate equal to US\$11,667.

Unidoc Health Corp.

Notes to the Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended September 30, 2023 and 2022
(Expressed in Canadian Dollars)

14. 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 September 30, 2023. There was no change to the Company's approach to capital management during the six months ended September 30, 2023.

15. SUBSEQUENT EVENTS

On October 4, 2023, the Company announced an extension of warrants from an expiry date of October 25, 2023 to October 25, 2026. 1,376,050 warrants issued on October 25, 2021, in a conversion of special warrants are subject to this extension.

On October 5, 2023, 125,000 Unit Warrants were exercised at \$0.20 per Unit Warrant resulting in the issuance of 125,000 common shares and 125,000 Additional Warrants.