MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis of Financial Condition and Results of Operations (''**MD&A**'') should be read in conjunction with the Company's unaudited financial statements for the nine months ended December 31, 2023 and audited consolidated financial statements and related notes for the year ended March 31, 2023 (the ''**Financial Statements**''). The Financial Statements (and the financial information contained in the related MD&A) were prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the IASB and are presented in Canadian dollars, except where noted. The information contained within this MD&A is current to February 29, 2024. All amounts are expressed in Canadian dollars unless otherwise noted.

This discussion includes certain statements that may be deemed "forward-looking statements". Forward-looking statements usually include words such as may, will, would, expect, plan, anticipate, budget, estimates, potential, believe, intend, or other similar words. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing and general economic, market or business conditions. The Company does not update or revise forward-looking information even if new information becomes available unless legislation requires us to do so. Investors should not place undue reliance on forward-looking statements. Additional details of the specific risks associated with the operations of the Company and such forward-looking statements are set out below under "Risks and Uncertainties". Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

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's principal offering is its Virtual Care Solution Model, a comprehensive telemedicine and telehealth solution that aims to increase access to, and the quality of, healthcare throughout Canada (the "Virtual Care Solution Model"). The Virtual Care Solution Model integrates a range of physical products, web-based services and analytical tools, and access to the Company's network of Healthcare Providers, pharmacies, and hospitals, into an easy-to-use and centralized proprietary web-based application. Through the Virtual Care Solution Model, Healthcare Providers can manage their patient's plan of treatment from start to finish, while accessing a wide-range of diagnostic and monitoring tools. Patients get the benefit of being able to receive high-quality medical care outside of the traditional healthcare delivery method, including from the comfort of their home.

The Virtual Care Solution Model was developed through a combination of licensed and proprietary technology and strategic joint ventures and partnerships with internationally recognized companies. The Company's Virtual Care Solution Model incorporates, among others, two principal products from Dedalus Group ("Dedalus"), their "Smart Hospital" and "Smart Companion". The Smart Hospital and Smart Companion are described further below under the sections "Smart Hospital" and "Smart Companion".

The Company's Virtual Care Solution Model aims to 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 physicians' recruitment and retention. The Company believes its Virtual Care Solution Model has the potential to increase the revenue of its Service Providers while at the same time freeing up time spent on administrative tasks.

Overall Performance

On April 28, 2023, the Company announced that it has entered into a joint marketing agreement with HP Inc. for the purposes of co-marketing activities for current and future collaborations. The Agreement positions UniDoc to provide a supply of customizable telehealth cubes, enclosures, and equipment along with related services including software pertaining to the "Virtual Care Solutions Model" in support of co-marketing opportunities across HP partner channels.

On April 28, 2023, the Company announced that it has cancelled an aggregate of 440,000 options to purchase common shares of the Company at a price of $1.25 per share for a period of 24 months from the grant date.

On June 19, 2023, the Company announced that its partner, HP Inc., has received a purchase order for H3 Cubes to be supplied to Dataparsec, of Rome. Ten H3 health cubes are to be supplied throughout Italy in November 2023.

On July 17, 2023, the Company announced that it has entered into an agreement with DocBox Inc. to implement integration of the TriAge Assistant for remote real-time clinical monitoring.

On September 12, 2023, the Company announced that it has entered into a service agreement with the Federation of Aboriginal Nations of the Americas ("FANA") to provide eHealth services to member FANA Nations.

On September 15, 2023, the Company announced that it has entered into a joint marketing and services agreement with EGS Health, for the purposes of co-marketing and service activities for current and future collaborations across Caribbean countries. Subject to this agreement, the Company has agreed to lease telehealth equipment to EGS for a monthly fee.

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 December 6, 2023, the Company announced that it has entered into a reseller agreement to partner its Virtual Care Solutions Model kiosks with MediOrbis, LLC to offer a number of services, including Virtual Primary Care, Integrated Specialty Care, Chronic Disease Management, and more to existing and potential clients.

Results of Operations

For the nine months ended December 31, 2023 and 2022

The Company incurred a loss of $1,463,125 during the nine months ended December 31, 2023 compared to a net loss of $931,584 during the nine months ended December 31, 2022.

The expenses incurred by the Company are as follows:

		Nine months ended December 31, 2023		Nine months ended December 31, 2022
Advertising	$	184,065	$	156,976
Consulting		431,986		393,469
Depreciation		68,178		46,199
Foreign exchange (gain)/loss		(8,357)		22,252
Interest expense		6,894		6,919
Office and administrative		96,835		71,298
Professional fees		130,725		85,211
Regulatory and filing fees		28,045		15,220
Research and development		-		12,091
Salaries and benefits		84,416		69,653
Share-based compensation		380,386		-
Shipping and delivery		8,942		-
Software		-		549
Travel and entertainment		60,691		51,747
Total operating expenses	$	1,472,806	$	931,584

Advertising expense increased by $27,089 compared to the same period of the prior year, primarily due to a new investor engagement campaign. The increase was partially offset due to monthly digital branding services terminating with vendors in the current year to conserve cash. Advertising expense in the prior period related mainly to investor introductions and setting up investor relations apparatus including phones, email and database systems, as the Company had only recently become listed on the stock exchange.

Consulting expenses increased by $38,517 compared to the same period of the prior year. Consulting fees mainly consisted of $341,960 in consulting fees paid to related parties (see Related Party Transactions for breakdown) and $67,500 in advisory fees for market related research. The increase relates mainly an increase in the monthly rates incurred to the CEO and a company controlled by a director of the Company as outlined in their consulting agreements in the “Commitments” section below.

Office and administrative expenses increased by $25,537 compared to the same period of the prior year. This increase is primarily due to new monthly subscription fees, monthly cell phone and internet costs and purchases of office supplies. This increase is partially offset by lower car allowances in the current year.

Shipping and delivery fees of $8,942 were incurred for the first time in the period. The charges were incurred to ship out a telehealth cube to an end customer.

Professional fees increased by $45,514 compared to the same period of the prior year. The increase is primarily due to incurring fees for audit services and an overall increase in the legal fees.

Regulatory and filing fees increased by $12,825 compared to the same period of the prior year. The increase was mainly due to an increase in transfer agent fees as a result of warrant exercises which occurred during the period and monthly account maintenance fees.

Research and development costs decreased by $12,091 compared to the same period of the prior year. Prior period costs related to graphics and system architecture development for the virtual care solutions model.

Salaries and benefits increased by $14,763 compared to the same period of the prior year. The increase is due to the hiring of a project manager in October 2023.

Share-based compensation increased by $380,386 compared to the same period of the prior year. This is due to the grant of stock options to directors and officers during the period.

Travel and entertainment costs increased by $8,944 compared to the same period of the prior year, primarily due to higher accommodation expenses incurred for foreign conference costs.

For the three months ended December 31, 2023 and 2022

The Company incurred a loss of $332,858 during the three months ended December 31, 2023 compared to a loss of $232,368 during the three months ended December 31, 2022.

The expenses incurred by the Company are as follows:

		Three months ended December 31, 2023		**Three months ended December 31, 2022**
Advertising	$	2,328	$	4,640
Consulting		143,225		118,372
Depreciation		27,006		15,543
Foreign exchange (gain)/loss		(2,690)		22,661
Interest expense		2,076		2,110
Office and administrative		36,551		19,667
Professional fees		51,119		12,138
Regulatory and filing fees		10,820		6,823
Salaries and benefits		41,227		22,364
Shipping and delivery		8,942		-
Software		-		155
Travel and entertainment		21,935		7,895
Total operating expenses	$	342,539	$	232,368

Consulting expense increased by $24,853 compared to the same period of the prior year. Consulting fees mainly consisted of $114,682 in consulting fees paid to related parties (see Related Party Transactions for breakdown) and $22,500 in advisory fees for market related research. The increase relates mainly an increase in the monthly rates incurred to the CEO and a company controlled by a director of the Company as outlined in the consulting agreements in the "Commitments" section below.

Office and administrative expense increased by $16,884 compared to the same period of the prior year. This increase is primarily due to new monthly subscription fees, monthly cell phone and internet costs and purchases of office supplies.

Shipping and delivery fees of $8,942 were incurred in the current quarter. The charges were incurred to ship out a telehealth cube to an end customer.

Professional fees increased by $38,981 compared to the same period of the prior year. This increase is primarily due to incurring fees for audit services in the current quarter and an overall increase in the legal fees.

Salaries and benefits increased by $18,863 compared to the same period of the prior year. The increase is due to the hiring of a project manager in October 2023.

Summary of Quarterly Results

Three months ended,	Quarter	Total revenue	Net loss	Basic and diluted net loss per share
December 31, 2023	Q3	$ -	$ (342,539)	$ (0.02)
September 30, 2023	Q2	$ -	$ (467,608)	$ (0.04)
June 30, 2023	Q1	$ -	$ (706,356)	$ (0.06)
March 31, 2023	Q4	$ -	$ (336,501)	$ (0.03)
December 31, 2022	Q3	$ -	$ (232,368)	$ (0.02)
September 30, 2022	Q2	$ -	$ (287,636)	$ (0.03)
June 30, 2022	Q1	$ -	$ (411,580)	$ (0.04)
March 31, 2022	Q4	$ -	$ (959,121)	$ (0.09)

During the third quarter of fiscal 2024, net loss decreased by $125,069 compared to the second quarter of fiscal 2024. This decrease in net loss is mainly due to a significant decrease in advertising expenses as compared to the prior quarter. This decrease was partially offset by an increase in salaries, consulting and professional fees.

During the second quarter of fiscal 2024, net loss decreased by $238,748 compared to the first quarter of fiscal 2024. This decrease in net loss is mainly due to share-based compensation being incurred from the grant of stock options to related parties in the prior quarter. This decrease has been partially offset by increased advertising costs.

During the first quarter of fiscal 2024, net loss increased by $369,855 compared to the fourth quarter of fiscal 2023. This increase in net loss is mainly due to an increase in share-based compensation from the grant of stock options to related parties.

During the fourth quarter of fiscal 2023, net loss increased by $104,133 compared to the third quarter of fiscal 2023. The increase in net loss can be attributed to an increase in advertising costs related to the attendance of trade shows and conferences, an increase in consulting fees due to an increase in the monthly fee charged by a consultant, and an increase in professional fees related to year end auding fees charged in the fourth quarter.

During the third quarter of fiscal 2023, net loss decreased by $55,268 compared to the second quarter of fiscal 2023. The decrease is mainly due to a decrease in advertising and investor relation activities in the current period in order to conserve cash.

During the second quarter of fiscal 2023, net loss decreased by $123,944 compared to the first quarter of fiscal 2023. The decrease is mainly due to a decrease in advertising, consulting and investor relations activities in the current period in an effort to conserve cash resources. As well, the Company recorded a gain on debt settlement in the current period.

During the first quarter of fiscal 2023, net loss decreased by $547,541 compared to the fourth quarter of fiscal 2022. The decrease is mainly due to marketing fees incurred in the prior quarter as well as investor relations fees incurred in the prior quarter for the Company's German public relations and investor campaign.

Liquidity and Capital Resources

The following table summarizes the Company's cash flows for the nine months ended December 31, 2023 and 2022:

		Nine months ended December 31, 2023		**Nine months ended December 31, 2022**
Cash used in operating activities	$	(572,735)	$	(726,916)
Cash used in investing activities		-		(16,962)
Cash provided by (used in) financing activities		602,996		(18,261)
Increase (decrease) in cash		30,261		(762,139)
Cash, beginning of period		51,323		854,430
Cash, end of period	**$**	**81,584**	**$**	**92,291**

During the nine months ended December 31, 2023, cash used in operating activities was $572,735 compared to $726,916 for the nine months ended December 31, 2022. The Company does not have any cash from operations and therefore financings have been the sole source of funds.

Cash used in investing activities for the nine months ended December 31, 2022 related to the purchase of equipment.

Cash provided by financing activities for the nine months ended December 31, 2023 of $602,996. The company received $505,670 in proceeds from the exercise of unit warrants, $109,375 in proceeds from the exercise of $0.50 warrants, as well as $20,000 from the issuance of a loan. The Company made $20,768 in lease payments. Additionally, the Company made payments of $11,281 towards its loans. During the nine months ended December 31, 2022, net cash used in financing activities was $18,261, relating entirely to lease payments made.

The Company has no revenue-producing operations. As at December 31, 2023, the Company had accumulated losses of $6,062,455. As at December 31, 2023, the Company had a working capital deficit of $1,511,640 and cash of $81,584. The Company does not have any commitments for capital expenditures.

As previously stated, the Company is dependent on external financing, including equity issuances and debt financing, to fund its activities. Management will determine whether to accept any offer for financing, weighing such factors as the financing terms, the results of exploration, share price at the time and current market conditions, among others. Circumstances that could impair the Company's ability to raise additional funds include general economic conditions, and the other factors set forth below under "*Risk Factors*".

On an ongoing basis, management evaluates and adjusts its planned level of activities, including planned, exploration and committed administrative costs, to maintain adequate levels of working capital.

Going Concern

The Company's 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 meet its commitments, continue operations, and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception, has no recurring source of revenue and, as at December 31, 2023, had accumulated losses of $6,062,455. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company will need to raise sufficient funds as the Company's current assets are not sufficient to finance its operations and administrative expenses. The Company is evaluating financing options including, but not limited to, the issuance of additional equity and debt. The Company has no assurance that such financing will be available or be available on favourable terms. Factors that could affect the availability of financing include the Company's performance, the state of international debt and equity markets, investor perceptions and expectations and the global financial markets.

Off-Balance Sheet Arrangements

The Company has not participated in any off-balance sheet or income statement arrangements.

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:

Related Party Transactions (continued)

	Three months ended December 31, 2023	Three months ended December 31, 2022	Nine months ended December 31, 2023	Nine months ended December 31, 2022
Consulting fees				
Unicheck S.r.l., a company controlled by Franco Staino, a director of the Company	$ 54,682	$ 39,774	$ 161,960	$ 131,896
Research and development				
Unicheck S.r.l., a company controlled by Franco Staino, a director of the Company	$ -	$ -	$ -	$ 12,091
Share-based compensation				
Sina Pirooz, a director of the Company	$ -	$ -	$ 8,862	$ -
Franco Staino, a director of the Company	$ -	$ -	$ 12,408	$ -
Austin Thornberry, a director of the Company	$ -	$ -	$ 12,408	$ -
Matt Chatterton, a director of the Company	$ -	$ -	$ 12,408	$ -

b) Key management compensation

	Three months ended December 31, 2023	Three months ended December 31, 2022	Nine months ended December 31, 2023	Nine months ended December 31, 2022
Consulting fees				
LRG Security Canada Inc., a company controlled by the CEO of the Company	$ 60,000	$ 49,998	$ 180,000	$ 149,994
Share-based compensation				
Antonio Baldassarre, the CEO of the Company	$ -	$ -	$ 88,627	$ -
Nina Yii, the CFO of the Company	$ -	$ -	$ 8,862	$ -

As at December 31, 2023, accounts payable and accrued liabilities included $118,985 (March 31, 2023 - $74,546) due to Antonio Baldassarre, the CEO of the Company, $331,571 (March 31, 2023 - $110,882) due to LRG Security Canada, a company controlled by the Antonio Baldassarre, and $618,770 (March 31, 2023 - $350,137) to Unicheck S.r.l., a company controlled by Franco Staino, a director of the Company. The balances due bear no interest, are unsecured, and are due on demand.

As at December 31, 2023, loans payable included $31,072 (March 31, 2023 - $40,257) which was drawn from the CEO of the Company's personal credit card. The loan bears interest of 7.99% annually and is due in 36 months.

Commitments

The Company entered into a consulting agreement dated effective February 24, 2021 with a LRG Security Canada, 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 LRG Security Canada 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 Unicheck SRL, a company controlled by Franco Staino, 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 entered into a lease agreement for an office space with an initial three-year term, which commenced on February 1, 2022. At December 31, 2023 the Company is committed to minimum lease payments as follows:

Maturity analysis		
Less than one year	$	31,000
One to five years		2,798
Total undiscounted lease liabilities	$	33,768

Financial Instruments

The Company's financial instruments are comprised of cash, receivables, 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 December 31, 2023 the fair value of cash held by the Company was based on Level 1 of the fair value hierarchy. The fair values of receivables, 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 receivables consist 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 December 31, 2023, the Company had a cash balance of $81,584 to settle current liabilities of $1,847,500.

Risks and Uncertainties

Limited Operating History

The Company is subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered during these early stages of operations. The Company expects to generate earnings in the near future. The success of the Company will depend entirely on the expertise, ability, judgment, discretion, integrity and good faith of its management.

Inability to Protect Intellectual Property

The Company's success is 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 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 Company to protect its intangible property, technology and information will be adequate to prevent misappropriation or independent third-party development of the Company's intangible property, technology, or processes. It is likely that other companies can duplicate a process similar to the Company's. To the extent that any of the above would occur, revenue could be negatively affected, and in the future, the Company 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 Company'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 Company's names and logos. If the Company'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 Company's business and might prevent its brands from achieving or maintaining market acceptance.

The Company 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 Company to incur significant penalties and costs.

Competition

The industry in which the Company 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 Company. As a result, the Company'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 Company 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 Company to lose potential sales or to sell its solutions at lower prices.

Competition may intensify as the Company'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 Company's market segments or geographic markets. The Company also expects to face additional competition from new entrants. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales and customer support.

If the Company cannot compete against existing and future competitors, its business, results of operations and financial condition could be materially and adversely affected.

The Company's success will be dependent on its ability to market its products and services. There is no guarantee that the Company's products and services will remain competitive. Unforeseen competition, and the inability of the Company to effectively develop and expand the market for its products and services, could have a significant adverse effect on the growth potential of the Company. The Company 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 Company's business, financial condition or results of operations.

Reliance on Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The Company 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 Company's business and prospects. There is no assurance that the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Cybersecurity Risks

The Company 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 Company 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 Company 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 Company's business even if the Company does not control the service that is attacked.

The Company'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 Company'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 Company's information technology or confidential information, or that of the Company's patients and third-parties with whom the Company 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 Company's business, financial position, results of operations or cash flows.

Software Errors or Defects

Platforms such as the Company'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 Company's telehealth unit 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 Company's reputation and brand, any of which could have an adverse effect on the Company'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 Company's platform could result in losses to the Company's customers or users. The Company'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 Company's reputation and loss of future revenue. There can be no assurance that any actions we take in an attempt to limit the Company'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 Company's customers or users would likely be time-consuming and costly to defend.

If the Company is unable to continually innovate and increase efficiencies, its ability to attract new customers may be adversely affected

In the area of innovation, the Company must be able to develop new products that appeal to its customers. This depends, in part, on the technological and creative skills of its personnel and on its ability to protect its intellectual property rights. The Company may not be successful in the development, introduction, marketing, and sourcing of new products, that satisfy customer needs, achieve market acceptance, or generate satisfactory financial returns.

Failure to Maintain, Promote and Enhance Brand

The integrity of the Company's brands and reputation is key to the Company's ability to remain a trusted source of products and services and to attract and retain customers.

Negative publicity regarding the Company or actual, alleged, or perceived issues regarding one of the Company's products or services could harm the Company's relationships with customers. Failure to protect our brands may adversely impact the Company's credibility as a telemedicine and telehealth service provided and may have a negative impact on the Company's business.

Dependence on Customer Internet Access and Use of Internet for Commerce

The Company'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 Company's telehealth unit to receive and, if applicable, to pay for healthcare services. Most of the Company'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 Company's telehealth units, increase the Company's operating costs, or otherwise adversely affect the Company's business. Given uncertainty around these rules, we could experience discriminatory or anti-competitive practices that could impede the Company's growth, increase the Company's costs or adversely affect the Company's business.

If customers or members and their dependents become unable, unwilling or less willing to use the internet and the Company'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 Company's business could be adversely affected. The Company'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.

Privacy and Security of Sensitive Information

As the Company has access to sensitive and confidential information, including personal information and personal health information, and since the Company 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 Company'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 Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Confidentiality of Personal and Health Information

The Company and its subsidiaries' employees and consultants may have access, in the course of their duties, to personal information of clients of the Company and specifically their medical histories. There can be no assurance that the Company's existing policies, procedures and systems will be sufficient to address the privacy concerns of existing and future clients whether or not such a breach of privacy were to have occurred as a result of the Company's employees or arm's length third parties. If a client's privacy is violated, or if the Company is found to have violated any law or regulation, it could be liable for damages or for criminal fines or penalties.

Reliance on Third-Parties

The Company 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 Company 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 events that cause an anomalous in supply or demand of such goods and services, the Company would need to obtain such goods or services from other providers if they are available. This could cause the Company to incur additional costs or cause material interruptions to its business until these goods and services are replaced if possible.

Management of Growth

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

Conflict of Interest

Certain of the Company's directors and officers may, from time to time, serve as directors or officers of other companies involved in similar businesses to the Company and, to the extent that such other companies may participate in the same ventures in which the Company 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 Company's directors and officers may result in a material and adverse effect on Company's results of operations and financial condition.

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

The Company is dependent on the ability of the Company's products and services to integrate with a variety of operating systems, software, hardware, networks and web browsers that the Company does not control.

Any changes in these systems or networks that degrade the functionality of the Company's products and services, impose additional costs or requirements on the Company or give preferential treatment to competitive services could materially and adversely affect usage of the Company's products and services. Given the nature of the Company's business and the pace of technological change, the Company 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 Company's business and operations. In the event that it is difficult for the Company's patients and corporate customers to access and use the Company's products and services, the Company's business may be materially and adversely affected.

Reliance on physicians and other healthcare professionals

The Company 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 Company's business until mitigated accordingly. As such, vacancies and disabilities relating to the Company's current medical staff may cause interruptions in Company's business and result in lower revenues. As the Company 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 Company'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.

Management Has Limited Experience with the Requirements and Demands of Managing a Publicly-Traded Company

Management has historically operated the business of the Company as a privately-owned company. The individuals who will constitute the Company's senior management team have had limited experience in managing a publicly traded entity. The Company will be required to develop control systems and procedures required to operate as a public company, and these systems and procedures could place a significant strain on the Company's management systems, infrastructure and other resources. The Company can provide no assurances that its management's past experience will be sufficient to enable the Company to successfully operate as a public company. Although management has engaged a number of professional service providers to assist the Company with complying with its continuous disclosure, filing, and other requirements applicable to public entities, if management of the Company is unable to satisfactorily manage the Company as a public entity and ensure that it remains in compliance with all continuous disclosure and other requirements applicable to public entities, there could occur a material adverse effect on the Company's business, financial condition and results of operations.

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 Company's future success will depend on our ability to adapt quickly to rapidly changing technologies, to adapt on the Company's services and products to evolving industry standards and to improve the performance and reliability of on the Company's services and products. To achieve market acceptance for on the Company's products, on the Company's must effectively anticipate and offer products that meet changing customer demands in a timely manner. Customers may require features and functionality that the Company's current products do not have. If the Company's fail to develop products that satisfy customer preferences in a timely and cost-effective manner, the Company's ability to renew the Company's contracts with existing customers and the Company's ability to create or increase demand for its products will be harmed.

Product Recalls

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons. If any of the Company's products are recalled due to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Company may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Company has detailed procedures in place for testing finished products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits.

Additionally, if one of the Company's significant brands were subject to recall, the image of that brand and the Company could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Company's products and could have a material adverse effect on the results of operations and financial condition of the Company. Additionally, product recalls may lead to increased scrutiny of the Company operations by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Product Liability

Marketing any of the Company's current or future products may expose the Company to liability claims arising from the use of these products. As a distributor of products designed to be used by human in a medical or quasi-medical setting, the Company faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. Previously unknown adverse reactions may result from use of the Company's products. The Company may be subject to various product liability claims, including, among others, that the products produced by the Company contributed in the misdiagnosis or failure to diagnosed a person sickness or injury, caused or contributed to injury or illness, include inadequate instructions for use or include inadequate warnings. A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation and goodwill with its consumers generally, and could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company cannot ensure that its current or future liability insurance, together with indemnification rights under any potential future licence agreements and other collaborative arrangements, will be adequate to protect it against any claims and resulting liabilities or that it will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of products.

Liability for Actions of Employees, Contractors and Consultants

The Company could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims against the Company.

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless or negligent conduct or disclosure of unauthorized activities to the Company that violates: (i) government regulations; (ii) manufacturing standards; (iii) fraud and abuse laws and regulations; or (iv) laws that require the true, complete, and accurate reporting of financial information or data. It is not always possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations.

If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on its business, including the imposition of civil, criminal and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits and future earnings, the curtailment of the Company's operations or asset seizures, any of which could have a material adverse effect on the Company's business, financial condition and results of operations.

Breach of Confidentiality

While discussing potential business relationships or other transactions with third parties, the Company may disclose confidential information relating to the business, operations, or affairs of the Company. Although confidentiality agreements are to be signed by third parties prior to the disclosure of any confidential information, a breach of such confidentiality agreement could put the Company at competitive risk and may cause significant damage to its business. The harm to the Company's business from a breach of confidentiality cannot presently be quantified but may be material and may not be compensable in damages. There can be no assurance that, in the event of a breach of confidentiality, the Company will be able to obtain equitable remedies, such as injunctive relief from a court of competent jurisdiction in a timely manner, if at all, in order to prevent or mitigate any damage to its business that such a breach of confidentiality may cause.

Reporting Issuer Status

On becoming a reporting issuer, the Company is subject to reporting requirements under applicable securities law, the listing requirements of the CSE and other applicable securities rules and regulations. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing systems and resources. Among other things, the Company is required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Company's business and results of operations. The Company may need to hire additional employees to comply with these requirements in the future, which would increase its costs and expenses.

Management of the Company expects that being a reporting issuer will make it more expensive to obtain and maintain director and officer liability insurance, and the Company may in the future be required to accept reduced coverage or incur substantially higher costs to obtain or maintain adequate coverage. This factor could also make it more difficult for the Company to retain qualified directors and executive officers.

Financial Risk

Negative Operating Cash Flow

The Company reported negative operating cash flows for the six months ended September 30, 2023. It is anticipated that the Company will continue to report negative operating cash flows in future periods.

Additional Financing

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its current business strategy. The Company intends to fund its business objectives by way of additional offerings of equity or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. The Company will require additional financing to fund its operations until positive cash flow is achieved.

Going Concern Risk

The Company's financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business.

The Company's future operations are dependent upon the identification and successful completion of equity or debt financings and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financings or in achieving profitability. The financial statements do not give effect to any adjustments relating to the carrying values and classifications of assets and liabilities that would be necessary should the Company be unable to continue is a going concern.

The Company's Insurance Policies May Not Be Sufficient to Cover All Claims

The Company's business is subject to a number of risks and hazards generally, including accidents, labour disputes, and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, delays in operations, monetary losses and possible legal liability. Although the Company intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. The Company may also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Claims and Legal Proceedings

The Company or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Company may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition.

Difficulty in Forecasting

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

Internal control systems

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported.

A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

Industry Risks

General Healthcare Regulation

Healthcare service providers in Canada are subject to various governmental regulation and licensing requirements and, as a result, the Company'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 Company 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 Company.

Common shares and warrants issued and outstanding

As at the date of this MD&A, the Company has the following securities outstanding:

- 13,680,450 shares;
- 3,290,850 warrants exercisable at $0.50 until December 13, 2024;
- 1,376,050 warrants exercisable at $2.50 until October 25, 2026;
- 11,490,400 unit warrants exercisable at $0.20 until December 13, 2024
- 1,073,000 options exercisable at $0.60 until June 26, 2025