Skylight HEALTH

For the Three and Nine Months Ended September 30, 2020
(Expressed in Canadian Dollars)

November 30, 2020

Introduction

This management's discussion and analysis ("MD&A") dated November 30, 2020 should be read in conjunction with the condensed interim consolidated financial statements (the "Interim Financial Statements") of SHG Insights Inc. (the "Company", "SHG", "we", "us", "our") for the three and nine months ended September 30, 2020 ("third quarter of 2020" or "Q3 2020") and the audited annual financial statements of the Company for the fiscal year ended December 31, 2019 (the "Annual Financial Statements"), including the accompanying notes thereto, and the accounting policies as described in Note 3 to the financial statements. Results are reported in Canadian dollars, unless otherwise noted.

This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations.

The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. Information contained herein is presented as at November 30, 2020, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if:

(i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of SHG's common shares;
(ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or
(iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or on SEDAR at www.sedar.com.

Company Overview

Skylight Health Group Inc. ("SHG" or the "Company"), formerly CB2 Insights Inc., is a healthcare services and technology company, working to positively impact patient health outcomes. The Company operates a US multi-state health network comprised of physical multi-disciplinary medical clinics providing a range of services from primary care, sub-specialty, allied health, and laboratory/diagnostic testing. The Company owns and operates a proprietary electronic health record system that supports the delivery of care to patients via telemedicine and other remote monitoring system integrations. With a patient roster of over 120,000 patients, the Company's operations spread across 14 states and continues to expand in services and locations both organically and by way of strategic acquisitions.

The Company continued to be Adjusted EBITDA and cash-flow positive in Q3 2020. The Company has now seen 2 straight quarters (Q2 and Q3) in 2020 of positive Adjusted EBITDA and cash-flow. As of September 30, 2020, the balance sheet remained healthy with a cash balance of CAD $6.3 million. Following subsequent events in October and November 2020, the Company now has a cash balance of approximately $10 million and has cleared its debt note held by Merida Capital. The Company is well positioned for rapid organic and acquisition-based revenue growth over the next 12 months in its medical services division.

The business was founded in 2014, by founders with over 50 years of collective experience in clinical practice management in Canada and the US, as owners, operators and consultants to outpatient medical centers across a variety of specialties from primary care, urgent-care, sub-specialty and allied health & wellness. The US healthcare outpatient market is highly fragmented with over 70% of clinics and clinicians working independently and in small care groups. As the industry continues to be consolidated by large health networks, there is a need and demand by patients to maintain the same level of patient care and treatment outcomes seemingly lost within the consolidation by legacy health networks. SHG positions itself as the disruptor to legacy health networks. Providing an opportunity to consolidate with SHG while maintaining patient treatment quality, accessibility and affordability and preserving the way healthcare should be delivered.

SHG is founded on a multi-disciplinary model designed to operate as a one-stop-shop for patients and their healthcare needs. As a one-stop-shop, the vision for SHG is to incorporate traditional care services, including primary & urgent care, sub-specialties and laboratory/diagnostics with wellness services including chiropractic, physiotherapy and other allied health treatments including treatment of chronic and mental health conditions. While reducing healthcare costs, SHG will focus on improving patient health outcomes by utilizing its multi-disciplinary approach to not just treat conditions but help prevent and maintain treatment goals.

The Company operates through a hybrid delivery of physical in-clinic services, and delivery of care via technology including a patient portal, telemedicine, and integrations with remote patient monitoring. The Company currently operates over 30 clinics across 14 states and maintains a patient roster of over 120,000 patients. Medical coverage areas in the US include Colorado, Connecticut, Delaware, Illinois, Massachusetts, Maryland, Maine, Missouri, New Jersey, New York, Pennsylvania, Rhode Island, Texas and Washington.

In 2020, the Company introduced a subscription-based offering to support its care of patients who are un/under-insured. With over 40 million Americans without access to healthcare due to cost and accessibility, this product will provide direct relief by enabling access virtually to SHG's virtual network of providers for urgent care needs for a fixed annual fee of $199/year. The Company expects this product to evolve with more offerings over time and is aligned with its mission of providing accessible and affordable care to the US market.

Finally, SHG has a disciplined operating model that allows the Company to deliver desired results in a time-efficient and cost-effective manner to its clients and to run a fiscally responsible business. SHG achieved its target of achieving positive Adjusted EBITDA in Q2 and Q3 2020. The Company's broadening initiatives can be funded solely through profits generated from its clinical operations, which is ultimately the advantage of the business model and will take advantage of profits and capital through financing activities to fund strategic acquisitions.

Key Highlights

The following are the major financial highlights of SHG's operating results for the three and nine months ended September 30, 2020 compared to 2019:

- During the quarter, the Company has achieved a major milestone of YTD Adjusted EBITDA[1] profitability. Sequential Adjusted EBITDA for the three months ended September 30, 2020 was $331,122 compared to a loss of $368,588 in Q3 2019. Adjusted EBITDA for the nine months ended September 30, 2020 was $108,894 compared to a loss of $1,870,606 in 2019.

- A significantly strengthened balance sheet at the end of Q3 2020 reflected in a cash position of $6.3 million and working capital of $4.1 million compared to a deficiency of $6.7 million on December 31, 2019.

- Revenues were $3.3 million for the quarter, compared to $4.2 million. This reduction was due to a change in visit frequency at the Company's newly acquired New Jersey clinics in 2019 due to a change in the regulations. The change in regulation reduced a patient's frequency of visits from 4 visits a year to 1 visit a year which resulted in a reduction in Q3 2020 revenues. After adjustments to the structure of the clinics, the Company expects annual revenues to remain similar to 2019.

- Gross profit was, $2.3 million for the quarter, compared to $2.9 million for Q3 2019. Gross margin has improved from 70% to 71% due to improvements in capacity utilization, and technology deployment to lower the cost of delivery of services. The Company continues to utilize technology and management expertise to improve margins and realize economies of scale.

- Operating expenses were $2.6 million for the quarter, compared to $3.8 million for Q3 2019, an improvement of 33%. Expenses were largely reduced as a result of an overall focus to lower operating costs during the period, by deploying proprietary technology to optimize workflows, improve patient retention and automate patient intake and follow-up.

- Loss from operations of $215,726 for the quarter, compared to $919,114 for Q3 2019, achieved through significant optimization of the operating structure and efficiencies driven through improved processes and technology; and

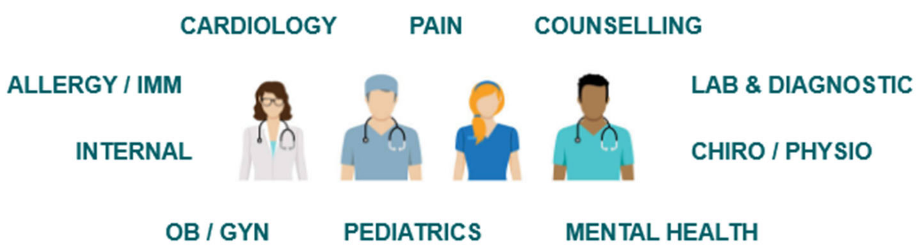
- The Company generated positive cash-flow from operations of approximately $1.5 million for the nine months ended September 30, 2020 compared to $1 million cash used by operations for the nine months ended September 30, 2019.

[1] Adjusted EBITDA is defined as earnings before interest, tax, depreciation, and amortization, adjusted by significant nonrecurring, non-operational expenses and partially offset by the cash impact of certain accounting treatments during the period.

Business Model

The Company's business model is to provide fee-for service insurable services to patients enrolled with Medicare, Medicaid, Affordable Care Act ("ACA"), and other commercial payor groups as well as those that are uninsured. Fee-for-services include delivery of care in-clinic and via telemedicine where applicable. Services include primary care, urgent care, sub-speciality, allied health and wellness and laboratory/diagnostic offerings. The Company currently owns a proprietary electronic medical record system and virtual telemedicine platform, as well as over 30 physical clinics in 14 States.

SHG Multi-Disciplinary Model:



With management having over 50 years of collective experience in Clinical Practice Management and operating successful Multi-Disciplinary Clinics, SHG's roadmap is experientially led and follows these simple principles:

- The Primary Care physician network remains at the center of each clinic's operations. The management and support of patients begins with the foundation of a family doctor who knows and understands the patients' needs and health goals. It is the first step in building a treatment plan designed to help optimize patient health outcomes. Primary care services are largely insured and covered by most payor groups SHG credentials with.

- SHG's multi-disciplinary clinics focus on complimentary services built around the needs of a primary care patients. Each specific state or clinic has services that supports the needs of the patients and for which patients are referred to outside organizations for. SHG will bring those services and specialists in-house via in-clinic or telemedicine services where applicable. Services rendered under the multi-disciplinary network of services are largely covered by most payor groups SHG credentials with.

- Patients experience a new type of healthcare where all their outpatient medical needs are centralized to help them under one roof. Effectively executed, SHG's model for delivery of care will help to lower the cost of healthcare delivery for public and private health systems and focus on population health management for the overall improvement of patient health outcomes. As the Company expands organically and by way of acquisition, SHG will incorporate additional services to patients that are both accessible and affordable.

While the Company's primary business is US healthcare services, SHG is committed to advancing the knowledge and study of health outcomes for patients through its involvement in data and health analytics, and clinical research services. The Company continues to study pathways to implement its proprietary technology to support the generation of insights of treatment safety and efficacy and includes projects currently in Canada, US and the UK. Further, the Company is working to establish contracts with leading pharmaceutical and biotechnology companies to support their clinical research needs in the US.

Segmentation

The Company's current revenue is generated predominantly through its medical services. In 2019, medical services were categorized as uninsured medical services. In 2020, the Company has expanded significantly into insurable services and where it will expect to see its strongest growth in future periods. The Company will report both insurable and uninsured services including its subscription services in a single consolidated medical services operating segment.

The Company also derives a small but growing segment of revenue from projects in its Technology & Data Analytics division as well as its Contract and Research division. While both divisions are new, the Company expects growth in these areas as the Company's offerings and the industry matures over the coming years.

Key Operating Highlights

The following are key Operational Highlights of the Company during the three and nine months ended September 30, 2020:

- In April 2020, the Company launched Skylight Health Group ("SHG") as part of its clinical operations in the United States. SHG provides a range of integrated health services from primary medical care, to consultative specialist care, alternative health, wellness and multi-disciplinary services and products to its patient population. SHG services are reimbursable in accordance with the rules, regulations and requirements by the Centers for Medicare and Medicaid Services ("CMS"), as well as other private health insurers within each operating state where its physicians, practitioners and patients will be able to enjoy the benefits of an expanded service offering. The primary focus of the SHG will be to provide a broad array of primary and alternative healthcare services including family/specialty medicine and interdisciplinary services focusing on comprehensive care, chronic disease management and health promotion/education.

- In April 2020, the Company qualified for relief funds in the United States due to the COVID-19 Pandemic. Total funds of USD $652,500 were received to support payroll and rent relief efforts. The Company expects that 100% of this loan will be forgiven and will make an application for forgiveness once its lender makes the required paperwork available. As such, the principal will not need to be repaid and there will be no interest charges. The funds used as part of the guidelines, provided support for the Company to withstand the initial impact to its brick-and-mortar services during the early impact of COVID-19 in March.

- In June 2020, the Company entered into an amended and restated promissory note (the "Amended Note") with Merida Capital Partners, amending the terms of a promissory note originally issued by the Company on December 20, 2018 as subsequently amended on June 2019. Under the terms of the Amended Note, the principal amount of USD $3 million would have become payable on December 24, 2022 (previously due December 24, 2020) and carried an annual interest rate of 8% (previously 12%), payable, at the Company's option, either in cash or in common shares of the Company. When interest was paid in common shares, the number of shares will be calculated at a price per share equal to a 10% discount to the 30-day volume-weighted average trading price of the Company's common shares on the CSE. Additionally, the Amended Note provided that if at any time prior to the maturity date, the closing price of the Company's common shares on the CSE was equal to or greater than CAD $0.30 for 20 consecutive trading days, then the outstanding amounts owed under the Amended Note would be converted into that number of common shares obtained by dividing (A) the Canadian dollar equivalent of the sum of (i) the principal amount of USD $3 million and (ii) the unpaid accrued interest owing up to the conversion date, by (B) the volume-weighted average closing price of the Company's common shares on the CSE during such 20 consecutive trading day period, less a discount of 10%. The conditions for conversion were triggered in October of 2020 and the Amended Note was converted into 10,412,250 common shares at $0.38 per share on October 20, 2020. As consideration for the amendments, the Company issued warrants entitling the holder to purchase up to 3 million common shares at an exercise price of CAD $0.14 per common share during the period commencing on the first anniversary of date of issuance of the warrants and ending three years from such issuance date.

- In July 2020, the Company launched the first in a series of monthly medical reports derived from real-world clinical treatments on a variety of healthcare conditions and modalities across the United States, Canada and United Kingdom. The Company expects to release Health Pulse monthly, each targeting various aspects of conventional and integrative medicine. The goal of these reports will be to help stakeholders from a variety of verticals including patients and clinicians, apply evidence-based medicine to their practice. Over the past year, the Company has received over 200 requests for data, ranging from Academia to Industry, which it aims to use this as a platform for distribution. Future learnings from these stakeholders will enable customized reports for targeted customer groups, and opportunities to commercialize on a subscription basis.

- On August 19, 2020, the Company announced the addition of insurance industry veteran Pam Galassini to its Leadership Team as Senior Vice President, Business Development. Ms. Galassini brings more than 20 years of pharmacy benefit management, payor insights and pharmaceutical manufacturer strategies and solutions experience to the Company. Within her role, Ms. Galassini will support SHG Insights initiatives to drive engagement and sales in the US for its Skylight Health Direct Primary Care ("DPC") offering to small- to medium-sized businesses ("SMB")

- On September 5, 2020, the Company completed an oversubscribed non-brokered private placement for gross proceeds of $5,168,046 with the issuance of 34,453,641 subscription receipt units at an issue price of $0.15 per unit. Upon issuance, each subscription receipt unit automatically converted into one common share and one-half common share purchase warrant. Each whole warrant is exercisable to purchase one common share of the Company at a price of $0.20 per share for a period of two (2) years from the date of issuance

Key Subsequent Events of the Third quarter of 2020

- On October 7, 2020, the Company closed a binding agreement to acquire the assets of Maverick County Medical Family Center, P.A., a Texas-based Primary Care Medical & Wellness Clinic, for cash consideration of US$750,000 with 50% paid upfront and the remaining 50% due 6 months from the date of the transaction. Maverick added the 13th state to the Company's US footprint and was the first key acquisition post financing in September 2020 against a robust and growing pipeline of clinical targets.

- On October 20, 2020, the Company issued 10,412,250 common shares priced at $0.38 per share to extinguish the principal amount of the Amended Note. Outstanding interest from July 1, 2020 to October 19, 2020 totalling US$72,987 was paid in cash. This has left the Company with no long term liabilities as of the date hereof.

- On October 28, 2020, the Company closed a binding agreement to acquire the assets of Michael R.

Jackson, M.D., P.S., a Washington-based Primary Care Clinic, for a cash consideration of US$280,000 payable on the closing date. As the second consecutive acquisition, the Company further expanded its footprint to 14 states while focusing on the core offering of primary care within its multi-disciplinary platform.

- On November 5, 2020, the Company entered into a binding letter to acquire APEX Family Medical ("APEX") in Denver Colorado. Apex has been operating in Denver for over 30 years and has a growing patient base of over 5,000 from its operations. Services to patients are comprehensive and include primary care and wellness including psychotherapy, massage therapy and acupuncture. The transaction is expected to close in Q4 2020. The transaction will remain subject to customary closing conditions, such as (but not limited to); approval from the Canadian Securities Exchange and CB2 Board of Directors approval of the definitive agreements.

- On November 19, 2020, the Company closed a bought deal offering with a syndicate of underwriters (the "Underwriters") co-led by Echelon Capital Markets ("Echelon") and Beacon Securities Limited, and including Canaccord Genuity Corp., Mackie Research Capital Corp., Leede Jones Gable Inc. and PI Financial Corp., by issuing 12,236,000 shares of the Company at a price of $0.47 per share for aggregate gross proceeds to the Company of $5,750,920. The Company incurred a transaction costs of $563,441 on the bought deal offering including commission paid to the Underwriters.

Overall Performance and Outlook

The accompanying financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the realization of assets and settlement of liabilities in the normal course of business. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. Such adjustments could be material.

The Company has achieved 2 consecutive quarters of positive cash flow from operations and positive Adjusted EBITDA. Focused on measurable changes to its operating model and structure, the Company was committed to achieving positive Adjusted EBITDA by Q2 2020. Amidst the challenges of limited cash entering Q1 2020, the Company was able to continue improving on its operations, managing costs in line with seasonality of the US business, and ramping up towards meetings its profitability goal; which has since continued.

In addition to being Adjusted EBITDA positive, the Company has also strengthened its balance sheet by extinguishing the Amended Note and adding over $10 million in aggregate net proceeds from two financings in Q3 and Q4 2020.

In support of its care model for patients, the Company effectively switched to a telemedicine delivery model in March 2020 and has since seen continued growth in patient count and visits. Further enhanced by the introduction of insurable services, its rebrand to Skylight Health Group Inc and recent clinical acquisitions, the Company expects to resume and expand on in-clinic services to its existing patient base in Q1 2021. The Company expects to see strong organic and acquisition growth over the next 12 months as it executes against its three-pronged growth model.

Outlook

The Company expects to see strong growth in revenue and EBITDA over the next 12 months as it expands its reach in the US in services and patient growth. With the growing demand for accessible and affordable medical services in the US the Company believes the following external factors will be significant contributors for growth for services. The Company believes it is well positioned to meet this growing opportunity.

- Growing perceived distrust and lack of personalized care delivered by larger legacy health networks are paving the way for disruption in the healthcare services sector where quality of care, accessibility and affordability will help create a new model for healthcare delivery.
- With over 70% of outpatient medical care operated by smaller groups of localized practitioners, and a growing demand for administrative needs to deliver care, there is a trend moving towards consolidation of clinics to generate improved efficiencies, economies of scale, quality of services and quality of care. SHG believes it offers clinics an alternative to legacy health networks by retaining the personalized approach to healthcare, and focus on patient health outcomes while benefiting from scale and size.
- Improved services and under CMS for telemedicine provision to reduce the exposure for seniors over 65. With over 30% of the current population for SHG over 65 and a robust telemedicine platform, the Company sees this as a strong driver for growth in the insurable services market as many patients seek safer alternatives to physical clinics and crowded waiting rooms.
- Growing unemployment rates in the US due to impacts from the COVID-19 pandemic are leading to record rates in loss of insurance coverage for Americans requiring continued access to healthcare services. SHG's subscription services are uniquely positioned to provide affordable healthcare for patients at $199/year, compared to what could cost Americans thousands of dollars in fee-for-services costs if they lack a healthcare plan.
- Continued fragmentation of the primary care services market is leading to more opportunities to acquire disparate primary care clinics at attractive multiples. The Company has a proven and demonstrated success rate at acquiring medical clinics in a fragmented marketplace. Further, founders Prad Sekar and Kash Qureshi have a strong track record in clinical practice management and in expanding new revenues to existing practices. This presents an excellent opportunity over the next 12 months for growth in revenues and profitability by acquisition in the US market.

Looking ahead, the Company believes it is well positioned to see growth in three key areas:

Expansion of Services to Current Patient Base

- Over the next 12 months, the Company expects to see robust growth as it expands its medical services to include traditional and conventional treatments alongside its current alternative focused approach to its over 100,000 patient base in the US.
- Over the next 12 months, the Company expects to begin reopening its clinics that were shut down due to the COVID-19 pandemic in March 2020. The reopening of these clinics, beginning in Q1 2021, will enable SHG to begin offering primary care services to its existing roster of patients.
- The Company currently earns on average $150 per patient per year based on 1 visit per year. With the expansion of primary care, SHG expects 3-4 visits per year per patient on average resulting in improved services for patients, and an improvement in the overall patient economics largely reimbursed through insurance payors.
- The Company will also look to identify and incorporate complimentary services within its existing established primary care offices to build on the number of insurable services for patients of the

practice. In alignment with the multi-disciplinary model, SHG will create more value for patients existing and new, while improving on the patient economics with each additional service and visit.
- Patients will continue to be supported via telemedicine for services that can be delivered with the necessary standards of care remotely.
- The Company also expects to be able to begin administering the COVID-19 vaccine(s) once available for patients in the US through its physical clinics.

Subscription for Un/Under-Insured Patients

- Through its subscription service, the Company expects to enter an addressable market of 40 million Americans largely underserved due the high cost of healthcare in the US. This disruptive model has already begun to see traction with patients already showing strong demand in the States where the Company has begun launching its services. The Company is working closely with strategic partners in the US to develop key messaging and marketing metrics that will enable it to scale its marketing efforts over the next 12 months in this niche segment
- Within this product offering, anyone who is under or un-insured can subscribe to an annual subscription for $199 per year for unlimited access to a SHG telehealth provider for urgent care needs.
- The Company will expand this offering within existing States over the next 12 months and will look to add new States in following periods. Since the subscription model works with existing SHG providers, largely salaried within the existing business model, the Company will be able to profitably provide this service to patients.
- Additionally, this product targets a highly unaddressed population that may continue to see further impact due to large unemployment numbers resulting from job-loss caused by the pandemic.

Acquisitions

- The primary care sector in the US continues to remain highly fragmented with majority of consolidation done by regional and localized healthcare networks. This creates a large opportunity for national groups like SHG who have demonstrated success as consolidating these clinical groups to see transformative revenue growth over the next 12 months.
- The Company has already acted on this opportunity with the announcement of the acquisitions of 2 clinic groups in Texas and Washington, and a third group in Colorado expected to close early Q1 2021.
- The Company continues to expand on its robust pipeline of acquisition targets and with recent profitability, cash on its balance sheet, and strong support from its investor base, is well positioned to continue executing on its acquisition strategy.
- Each acquisition will result in immediate revenue and profitability recognition. There are over 200 deals at any given time in the market and growing. The Company does not see either a shortage of pipeline opportunities, or valuation pressure typically seen in highly competitive markets or when inventory is low.
- The additional value add with each acquisition is brought on by management’s demonstrated ability to improve on costs and drive new top line revenue growth from same and new services expanding on the patient economics.

Technology & Data Analytics

The primary technology platform, Sail, is a proprietary electronic database management and health record platform designed to standardize and optimize the workflows and management of the Company’s wholly owned clinical operations. This platform, which was initially designed to support the Company's own operations, has begun to show value externally to customers who operate similar businesses in other markets. These customers, who have validated the need for this tool through early revenue generating contracts, provide a new source of subscription revenue for the Sail platform. The Company expects to further study and identify a future subscription-based revenue channel for the intellectual property developed in Sail.

These platforms and data sets ultimately feed into the Company's research initiatives. SHG has amassed one of the industry's largest patient registries seeking out and using integrative treatments, conventional medications and alternative therapies. As such, as patient counts grow, the attractiveness of the CRO increases. In addition to the international partnerships mentioned earlier, SHG is actively involved in multiple discussions with research organizations and industry stakeholders in the US. Patient recruitment for clinical trials remains one of the highest costs and time barriers for companies and researchers in the clinical trial processes. With a large and growing patient registry, and technology developed to help researchers quickly target, identify and recruit patients into clinical trials, the Company sees this as a growing value to customers in the US in the life-sciences and pharmaceutical industry. The Company intends to pursue research opportunities that can evolve to new revenue channels.

Discussion of operations

For the three and nine months ended September 30, 2020, the Company has two reportable operating segments related to its research, and clinic businesses, which also align with the two countries in which it operates, the United States and Canada. The functional currency is the United States dollar ("USD") for operations in the United States and the Canadian dollar ("CAD") for operations in Canada. The Company's reporting currency is the CAD.

Operating results

The following table presents financial information for the three and nine months ended September 30, 2020 compared to September 30, 2019:

	Three months ended September 30		**Nine months ended September 30**	
	2020	**2019**	**2020**	**2019**
Revenue	3,310,128	4,193,138	9,942,627	10,299,970
Cost of sales	964,091	1,264,296	3,082,437	3,049,254
Gross profit	2,346,037	2,928,842	6,860,190	7,250,716
Operating expenses				
Salaries and wages	1,181,693	1,726,296	3,687,408	4,622,518
Office and administration	387,697	606,320	1,186,209	1,443,730
Marketing and business development	110,814	137,191	216,604	949,614
Professional fees	47,668	505,401	538,561	1,598,334
Rent	14,985	111,873	113,965	195,556
Share-based compensation	217,028	175,444	500,625	749,530
Depreciation and amortisation	601,878	585,431	1,842,669	1,647,662
Total operating expenses	**2,561,763**	**3,847,956**	**8,086,041**	**11,206,944**
Income (loss) from operations	**(215,726)**	**(919,114)**	**(1,225,851)**	**(3,956,228)**

Revenue

The Company's revenue for the three and nine months ended September 30, 2020 was $3,310,128 and $9,942,627, respectively (three and nine months ended September 30, 2019: $4,193,138 and $10,299,970, respectively).

Revenue for the three and nine months ended September 30, 2020 consisted of Contract research and software licensing revenue from the Canadian operations amounting to $60,595 and $169,378, respectively (three and nine months ended September 30, 2019: $44,570 and $55,040) and clinic revenue from the US clinical operations amounting to $3,249,533 and $9,773,249, respectively (three and nine months ended September 30, 2019: $4,148,568 and $10,244,930, respectively).

Revenue compared to the same period 2019 was lower to due to how revenue was recognized and collected in 2019. In Q3 2019, the Company acquired New Jersey Alternative Medicine. At the time, patients were expected to be seen 4 times a year with annual revenues of $200-$300 per year. In Q3 2019, regulations changed and patients were permitted to visit with the doctor for the same service only once per year. Hence in Q3 2019, the Company began transitioning patients to an annual program where the average patient revenue remained the same. With patients coming only once a year, this resulted in fewer patient visits from New Jersey in Q3 2020. This directly translates to the lower recognition of revenue for the quarter as compared to the same period the year before. The Company expects to see growth in 2021 as the legacy business is now being expanded to include primary care and other insurable services that will result in net new revenue and improved patient economics.

Cost of sales

Cost of sales during the three and nine months ended September 30, 2020 totaled $964,091 and $3,082,437, respectively (three and nine months ended September 30, 2019: $1,264,296 and $3,049,254, respectively). Cost of sales pertains directly to the US clinical operations and comprises service fees paid to doctors and nurse practitioners. In the third quarter of 2020 the Company was also able to increase patients seen per hour. Subsequently scaled back and optimized schedules and use of telehealth are expected to improve margins further in 2020. The implementation of technology owned by the Company including telehealth improved both time per visit, but also expanded on clinicians availability per hour. This along with continued improvements to operations and workflows will lead to future improvements in gross margins.

Operating expenses

Operating expenses during the three and nine months ended September 30, 2020 totaled $2,561,763 and $8,086,041, respectively (three and nine months ended September 30, 2019: $3,847,956 and $11,206,944, respectively), and continued to decrease despite the increase in overall size of the business.

Operating expenses during the three and nine months ended September 30, 2020 were primarily comprised salaries and wages on technology, clinical staff and support infrastructure including the call center, accounting and management amounting to $1,181,693 and $3,687,408, respectively (three and nine months ended September 30, 2019: $1,726,296 and $4,622,518, respectively), office and administration expenses amounting to $387,697 and $1,186,209, respectively (three and nine months ended September 30, 2019: $606,320 and $1,443,730, respectively), professional fees amounting to $47,668 and $538,561, respectively (three and nine months ended September 30, 2019: $505,401 and $1,598,334, respectively), share based compensation amounting to $217,028 and $500,625, respectively (three and nine months ended September 30, 2019: $175,444 and $749,530, respectively), depreciation and amortization amounting to $601,878 and $1,842,669, respectively (three and nine months ended September 30, 2019: $585,431 and $1,647,662, respectively), rent amounting to $14,985 and $113,965, respectively (three and nine months ended September 30, 2019: $111,873 and $195,556) and marketing and business development expenses amounting to $110,814 and $216,604, respectively (three and nine months ended September 30, 2019: $137,191 and $949,614, respectively). The Company is committed in 2020 to reduce operating expenses through efficiencies in technology and economies of scale including those realized from the new acquisitions.

Financing expenses

Financing expenses during the three and nine months ended September 30, 2020 totaled $1,095,549 and $1,682,133, respectively (three and nine months ended September 30, 2019: $317,772 and $1,492,034, respectively).

Financing expenses during the three and nine months ended September 30, 2020 primarily comprised Foreign exchange (gain)/ loss amounting to $126,157 and $(309,300), respectively (three and nine months ended September 30, 2019: $170,884 and $169,350, respectively), reverse takeover transaction cost amounting to $nil and $nil, respectively (three and nine months ended September 30, 2019: $nil and $807,995, respectively), change in fair value amounting to $932,206 and $2,156,002, respectively (three and nine months ended September 30, 2019: $95,557 and $491,811, respectively), accretion on convertible debentures amounting to $nil and $nil, respectively (three and nine months ended September 30, 2019: $nil and $28,632, respectively), interest on lease liabilities amounting to $37,186 and $130,184, respectively (three and nine months ended September 30, 2019: $51,331 and $160,557, respectively), and gain on debt settlement amounting to $nil and $294,753, respectively (three and nine months ended September 30, 2019: nil and $166,311, respectively).

Net Loss

During the three and nine months ended September 30, 2020, the Company recorded a net loss before income taxes amounting to $1,311,275 and $2,907,984, respectively (three and nine months ended September 30, 2019: $1,236,886 and $5,448,262, respectively). Net Loss in Q3 2020 was primarily due to a high fair value change impact due to an increase in the share price of the Company, whereas Q3 2019 net loss was primarily a result of higher professional fees and marketing and business development expenses pertaining to the Company's "going public" process, and the reverse takeover transaction cost booked during the comparative period.

Other key drivers contributing to the performance during the period include, the significant increase in tele-medicine as a result of COVID-19 which resulted in a 32% reduction in salaries and wages in Q3 2020 compared to Q3 2019 and the synergies of having one head office perform administrative functions for the clinics which has resulted in a 36% decrease in administrative costs over the same period. Professional fees have declined by 90% for Q3 2020 over Q3 2019 due to the timing of acquisitions in 2019 as compared to 2020. Adjusted EBITDA gain during the three and nine months ended September 30, 2020 was $331,122 and $108,894, respectively (Adjusted EBITDA loss during three and nine months ended September 30, 2019: $368,588 and $1,870,606, respectively).

Quarterly Results

	2020			2019			
	Q3	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**
Revenue	3,310,128	3,700,473	2,932,026	3,123,777	4,193,138	3,257,021	2,849,811
Cost of sales	964,091	1,088,015	1,030,331	1,051,418	1,264,296	1,129,270	655,688
Gross profit	2,346,037	2,612,458	1,901,695	2,072,359	2,928,842	2,127,751	2,194,123
Operating expenses							
Salaries and wages	1,181,693	1,114,755	1,390,959	1,891,769	1,726,296	1,817,305	1,078,917
Directors' fees	-	-	-	136,500	-	-	-
Office and administration	387,697	421,912	376,601	392,667	606,320	470,319	367,091
Marketing and business development	110,814	49,221	56,569	108,247	137,191	275,912	536,511
Professional fees	47,668	264,539	226,354	252,834	505,401	596,362	496,571
Rent	14,985	30,861	68,119	29,985	111,873	43,363	40,320
Share-based compensation	217,028	124,456	159,141	371,283	175,444	229,279	344,807
Depreciation and amortisation	601,878	626,643	614,148	609,898	585,431	571,026	491,205
Impairment loss		-	-	3,607,499	-	-	-
Total operating expenses	2,561,763	2,632,387	2,891,891	7,400,682	3,847,956	4,003,566	3,355,422
Loss from operations	(215,726)	(19,929)	(990,196)	(5,328,323)	(919,114)	(1,875,815)	(1,161,299)

Adjusted-EBITDA

Adjusted EBITDA for the quarter ended September 30, 2020 was $331,122 compared to an Adjusted EBITDA loss of $368,588 for the comparative period. These improvements were in part due to further improvements in Company’s top and bottom line.

The MD&A makes references to certain non-IFRS measures, including certain industry metrics. These metrics and measures are not recognized measures under IFRS, do not have meanings prescribed under IFRS and are as a result unlikely to be comparable to similar measures presented by other companies. These measures are provided as information complimentary to those IFRS measures by providing a further understanding of our operating results from the perspective of management. As such, these measures should not be considered in isolation or in lieu of review of our financial information reported under IFRS. This MD&A uses non-IFRS measures including “EBITDA”, “adjusted EBITDA”. EBITDA, and adjusted EBITDA are commonly used operating measures in the industry but may be calculated differently compared to other companies in the industry. These non-IFRS measures, including the industry measures, are used to provide investors with supplementary measures of our operating performance that may not otherwise be apparent when relying solely on IFRS metrics.

Reconciliation of Adjusted EBITDA to Loss from operations

$	**Three months ended September 30**		**Nine months ended September 30**	
	2020	**2019**	**2020**	**2019**
Loss from operations	(215,726)	(919,114)	(1,225,851)	(3,956,228)
Depreciation, amortization (note 1)	601,878	585,431	1,842,669	1,647,662
Write-offs (note 2)	-	115,518	35,648	115,518
Share based compensation (note 1)	217,028	175,444	500,625	749,530
Share based compensation for services (note 1)	78,748	-	94,433	-
Capitalization of software development cost (note 3)	(116,152)	(350,000)	(371,436)	(950,000)
Capitalization of lease payments (note 3)	(234,654)	(247,367)	(767,194)	(647,716)
Acquisition related costs (note 4)	-	271,500	-	1,170,628
Adjusted EBITDA	**331,122**	**(368,588)**	**108,894**	**(1,870,606)**

Note 1
Depreciation, amortization, and share-based compensation are non-cash items which are typically excluded to arrive at EBITDA. To calculate Adjusted EBITDA, the Company adjusts all material non-cash items which do not reflect operational performance of the business.

Note 2
Lease deposits were received by the Company over time but not adjusted to the appropriate accounts. These have been written off during 2020 but are not an operational recurring expense for the Company and therefore adjusted to calculate Adjusted EBITDA. For 2019, the write-offs comprise adjustments for inventory already sold and funds deposited but uncleared in the accounting system. These balances pertained to years prior to 2018.

Note 3
Capitalizations have been included as an expense in the calculation of Adjusted EBITDA because these expenses either relate to payroll or the Company's leased properties and are not part of the Condensed Interim Statement of Loss and Comprehensive Loss. The Company believes that these are operational expenses and should be reduced to arrive at Adjusted EBITDA.

Note 4
While the Company does intend to continue growing through acquisition, many of the costs excluded to calculate Adjusted EBITDA will not incurred for future acquisitions, as they were primarily related to drafting template acquisition agreements.

FINANCIAL POSITION

Significant Assets

$	September 30, 2020	December 31, 2019
Cash	6,300,032	130,273
Trade and other receivables	228,035	309,353
Computer software	972,490	1,312,170
Other intangible assets	4,052,883	4,321,118
Goodwill	1,678,787	1,634,611
Right of use assets	1,054,553	1,532,128

The Company's total assets as of September 30, 2020 were $14,426,400 (December 31, 2019: $9,484,082). These assets were mainly comprised of cash amounting to $6,300,032 (December 31, 2019: $130,273), trade and other receivables amounting to $228,035 (December 31, 2019: $309,353), computer software amounting to $972,490 (December 31, 2019: $1,312,170), other intangible assets amounting to $4,052,883 (December 31, 2019: $4,321,118), goodwill amounting to $1,678,787 (December 31, 2019: $1,634,611) and right of use assets amounting to $1,054,553 (December 31, 2019: 1,532,128). Significant increase in cash is due to cash flows generated from operations together with cash brought in by the private placement that closed in September 2020.

Liquidity and Capital Resources

Period Ended September 30,	2020	2019
	$	$
Cash provided by (used in) operating activities	1,498,876	(969,365)
Cash used in investing activities	(371,436)	(1,743,097)
Cash provided by financing activities	5,338,431	2,614,458

As at September 30, 2020, the Company had a cash balance of $6,300,032 (December 31, 2019: $130,273). Increase in cash was due to cash amounting to $1,498,876 generated by operating activities and $5,338,431 provided by financing activities, partially offset by cash amounting to $371,436 utilized in software development and a foreign currency impact of $296,112.

Adjustments to arrive at operating cash flow include $1,842,669 adjustment for depreciation and amortization (September 30, 2019: $1,647,662), unrealized foreign exchange gain of $327,884 (September 30, 2019: loss $161,046), accretion on convertible debentures amounting to $nil (September 30, 2019: $28,632), interest on lease liabilities of $130,184 (September 30, 2019: $160,557), reverse takeover transaction cost amounting to $nil (September 30, 2019: $807,995), share-based compensation of $500,625 (September 30, 2019: $749,530), share-based compensation for services of $94,433 (September 30, 2019: $nil), bad debts write off amounting to $35,648 (September 30, 2019: $nil), adjustment for change in fair value of financial instruments amounting to $2,156,002 (September 30, 2019: $491,811), gain on debt settlement amounting to $294,753 (September 30, 2019: $166,311) and the change in non-cash working capital balances due to decrease (increase) of inventories of $4,838 (September 30, 2019: $49,297), decrease in trade and other receivables of $84,487 (September 30, 2019: $(145,796)), decrease (increase) in prepaid expenses of $12,077 (September 30, 2019: $(26,319), increase in accounts payable and accrued liabilities of $168,534 (September 30, 2019: $720,997) and increase in income taxes payable of $nil (September 30, 2019: $61,591). The increase in cash from operations during the nine months ended September 30, 2020 compared to September 30, 2019 is attributable to lower net loss during the nine months ended September 30, 2019.

The Company's cash used in investing activities for the nine months ended September 30, 2020 was $371,436 (2019: $1,743,097). The decrease was primarily due to a decrease in software development and timing of acquisition activities.

The Company's financing activities in nine months ended September 30, 2020 comprised raising net proceeds of $5,025,446 from a private placement that closed on September 24, 2020, net proceeds of $188,367 on exercises of warrants and proceeds from PPP loan amounting to $916,958, partially offset by the payment of principal and interest on lease liabilities amounting to $767,194 on the company's leased premises and repayment of related party loan amounting to $25,146.

During the nine months ended September 30, 2019, the Company raised $2,474,374 through private placements, $787,800 from the issuance of Merida note II, partially offset by payment of principal and interest on lease liabilities amounting to $647,716.

As at September 30, 2020, the Company had a working capital of $4,124,922 (December 31, 2019: working capital deficiency of $6,711,281). The working capital position has improved significantly due to private placement financing in September 2020, operating profits generated during the year, restructuring of the promissory note payable and receipt of relief funds in the United States, which is currently disclosed as a loan payable on the balance sheet but is expected to be forgiven under the approved guidelines.

The Company has maintained positive Adjusted EBITDA for Q3 2020 and believes this will be improved over the next quarters as continued clinical consolidation efficiencies and revenue related to its non-clinical business areas comes online. Contribution in these areas is not only expected to add to the Company's top line, but also generate a higher margin than its current clinical operations. The Company's ability to reach profitability is dependent on successful implementation of its business strategy. The Company may require additional debt and/or equity financing in order to accelerate its growth strategy. Although the Company has been successful in raising funds to date, there can be no assurance that funding will be available in the future or available under terms acceptable to the Company.

Share capital, outstanding options and warrants

	November 30, 2020	September 30, 2020	December 31, 2019
Shares issued and outstanding	159,975,367	133,300,228	82,836,742
Options	10,213,787	7,842,261	6,721,368
Warrants	27,699,704	26,204,946	15,530,719

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company. The Company's key management currently consists of the Company's directors and officers.

Salaries and short-term benefits of key management personnel for the three and nine months ended September 30, 2020 amounted to $321,215 and $545,215, respectively (for the three and nine months ended September 30, 2019: $102,045 and $323,146, respectively).

Share-based compensation of key management personnel for the three and nine months ended September 30, 2020 amounted to $192,826 and $292,338, respectively (for the three and nine months ended September 30, 2019: $85,784 and $336,164, respectively).

Professional services fees to key management personnel for the three and nine months ended September 30, 2020 amounted to $12,084 and $37,354, respectively (for the three and nine months ended September 30, 2019: $10,635 and $31,905, respectively).

The amounts are the amounts recognized as an expense during the reporting period related to key management personnel.

New accounting standards issued but not yet effective

Amendments to IAS 1 - Presentation of financial statements ("IAS 1") and IAS 8 - Accounting policies, changes in accounting estimates and errors ("IAS 8")

The amendments are intended to make the definition of material in IAS 1 easier to understand and are not intended to alter the underlying concept of materiality in IFRS Standards. The concept of 'obscuring' material information with immaterial information has been included as part of the new definition.

The threshold for materiality influencing users has been changed from 'could influence' to 'could reasonably be expected to influence'.

The definition of material in IAS 8 has been replaced by a reference to the definition of material in IAS 1. In addition, the IASB amended other Standards and the Conceptual Framework that contain a definition of material or refer to the term 'material' to ensure consistency.

The Company adopted the amendments to IAS 1 effective January 1, 2020, which did not have a material impact on the Company's unaudited condensed interim consolidated financial statements.

Use of estimates and judgments

Estimates - Lease terms are estimated by considering the facts and circumstances that can create an economic incentive to exercise an extension option, or not to exercise a termination option. Certain qualitative and quantitative assumptions are evaluated when deriving the value of an economic incentive.

Judgments - Judgment is applied when determining if a contract contains an identified asset. The identified asset should be physically distinct or represent substantially all of the capacity of the asset and should provide the right to substantially all of the economic benefits from the use of the asset.

Judgment is also applied when determining if the Company has the right to control the use of an identified asset. This right exists when the Company has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In certain instances, where the decision about how and for what purpose the asset is used are predetermined, the Company has the right to direct the use of the asset when the Company has the right to operate the asset or if the Company designed the asset in a way that predetermines how and for what purpose the asset will be used.

Judgment is applied when determining the incremental borrowing rate used to measure the lease liability of each lease contract, including an estimate of the asset-specific security impact. The incremental borrowing rate should reflect the interest rate the Company would pay to borrow at a similar term and with similar security.

Certain leases contain extension or renewal options that are exercisable only by the Company and not by the lessor. At lease commencement, the Company assesses whether it is reasonably certain to exercise any of the extension options based on the expected economic return from the lease. Periodically, leases are reassessed to determine if the Company is reasonably certain to exercise options and account for any changes at the date of the reassessment.

Risk Factors

The following section describes specific and general risks that could affect the Company. These risks and uncertainties are not the only ones the Company is facing. Additional risks and uncertainties not presently known to the Company, or that it currently deems immaterial, may also impair its operations. If any such risks actually occur, the business, financial condition, liquidity and results of the Company's operations could be materially adversely affected. The risk factors described below should be carefully considered by readers.

Limited Operating History

The Company, while incorporated in November 2014, began carrying on business in 2017 and has only very recently begun to generate revenue. The Company is therefore 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 likelihood of success must be considered in light of the early stage of operations.

The Company is dependent on its relationships with the Skylight Health PCs

The Company is dependent on its relationships with the "Skylight Health PCs", which are affiliated professional entities that the Company does not own, to provide healthcare services, and the Company's business would be harmed if those relationships were disrupted or if the arrangements with the Skylight Health PCs become subject to legal challenges.

A prohibition on the corporate practice of medicine by statute, regulation, board of medicine, attorney general guidance, or case law, exists in certain of the U.S. states in which the Company operates. These laws generally prohibit the practice of medicine by lay persons or entities and are intended to prevent unlicensed persons or entities from interfering with or inappropriately influencing providers' professional judgment. Due to the prevalence of the corporate practice of medicine doctrine, including in certain of the states where the Company conducts its business, it does not own the Skylight Health PCs and contracts for healthcare provider services for its members through administrative services agreements ("ASAs") with such entities. As a result, the Company's ability to receive cash fees from the Skylight Health PCs is limited to the fair market value of the services provided under the ASAs. To the extent the Company's ability to receive cash fees from the Skylight Health PCs is limited, the Company's ability to use that cash for growth, debt service or other uses at the Skylight Health PC may be impaired and, as a result, the Company's results of operations and financial condition may be adversely affected.

The Company's ability to perform medical and digital health services in a particular U.S. state is directly dependent upon the applicable laws governing the practice of medicine, healthcare delivery and fee splitting in such locations, which are subject to changing political, regulatory and other influences. The extent to which a U.S. state considers particular actions or relationships to constitute the practice of medicine is subject to change and to evolving interpretations by medical boards and state attorneys general, among others, each of which has broad discretion. There is a risk that U.S. state authorities in some jurisdictions may find that the Company's contractual relationships with the Skylight Health PCs, which govern the provision of medical and digital health services and the payment of administrative and operations support fees, violate laws prohibiting the corporate practice of medicine and fee splitting. The extent to which each state may consider particular actions or contractual relationships to constitute improper influence of professional judgment varies across the states and is subject to change and to evolving interpretations by state boards of medicine and state attorneys general, among others. Accordingly, the Company must monitor its compliance with laws in every jurisdiction in which it operates on an ongoing basis, and the Company cannot provide assurance that its activities and arrangements, if challenged, will be found to be in compliance with the law. Additionally, it is possible that the laws and rules governing the practice of medicine, including the provision of digital health services, and fee splitting in one or more jurisdictions may change in a manner adverse to the Company's business. While the ASAs prohibit the Company from controlling, influencing or otherwise interfering with the practice of medicine at each Skylight Health PC, and provide that physicians retain exclusive control and responsibility for all aspects of the practice of medicine and the delivery of medical services, there can be no assurance that the Company's contractual arrangements and activities with the Skylight Health PCs will be free from scrutiny from U.S. state authorities, and the Company cannot guarantee that subsequent interpretation of the corporate practice of medicine and fee splitting laws will not circumscribe the Company's business operations. State corporate practice of medicine doctrines also often impose penalties on physicians themselves for aiding the corporate practice of medicine, which could discourage providers from participating in the Company's network of physicians. If a successful legal challenge or an adverse change in relevant laws were to occur, and the Company was unable to adapt its business model accordingly, the Company's operations in affected jurisdictions would be disrupted, which could harm its business.

Public Health Crises such as the COVID-19 Pandemic and other Uninsurable Risks

Events in the financial markets have demonstrated that businesses and industries throughout the world are very tightly connected to each other. General global economic conditions seemingly unrelated to the Company or to the medical health services sector, including, without limitation, interest rates, general levels of economic activity, fluctuations in the market prices of securities, participation by other investors in the financial markets, economic uncertainty, national and international political circumstances, natural disasters, or other events outside of the Company's control may affect the activities of the Company directly or indirectly. The Company's business, operations and financial condition could also be materially adversely affected by the outbreak of epidemics or pandemics or other health crises. For example, in late December 2019, a novel coronavirus ("COVID-19") originated, subsequently spread worldwide and on March 11, 2020, the World Health Organization declared it was a pandemic. The risks of public health crises such as the COVID-19 pandemic to the Company's business include without limitation, the ability to raise funds, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, disruption of the Company's supply chains and other factors that will depend on future developments beyond the Company's control. In particular, the continued spread of the coronavirus globally, prolonged restrictive measures put in place in order to control an outbreak of COVID-19 or other adverse public health developments could materially and adversely impact the Company's business in the United States. There can be no assurance that the Company's personnel will not ultimately see its workforce productivity reduced or that the Company will not incur increased medical costs or insurance premiums as a result of these health risks. In addition, the coronavirus pandemic or the fear thereof could adversely affect global economies and financial markets resulting in volatility or an economic downturn that could have an adverse effect on the demand for the Company's service offerings and future prospects. Epidemics such as COVID-19 could have a material adverse impact on capital markets and the Company's ability to raise sufficient funds to finance the ongoing development of its material business. All of these factors could have a material and adverse effect on the Company's business, financial condition and results of operations. The extent to which COVID-19 impacts the Company's business, including its operations and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the outbreak and the actions taken to contain or treat the coronavirus outbreak. It is not always possible to fully insure against such risks, and the Company may decide not to insure such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Common Shares of the Company. Even after the COVID-19 pandemic is over, the Company may continue to experience material adverse effects to its business, financial condition and prospects as a result of the continued disruption in the global economy and any resulting recession, the effects of which may persist beyond that time. The COVID-19 pandemic may also have the effect of heightening other risks and uncertainties disclosed herein. To date, the COVID-19 crisis has not materially impacted the Company's operations, financial condition, cash flows and financial performance. In response to the outbreak, the Company has instituted operational and monitoring protocols to ensure the health and safety of its employees and stakeholders, which follow the advice of local governments and health authorities where it operates. The Company has adopted a work from home policy where possible. The Company continues to operate effectively whilst working remotely. The Company will continue to monitor developments of the pandemic and continuously assess the pandemic's potential further impact on the Company's operations and business.

Global Economic Risk

The ongoing economic slowdown and downturn of global capital markets has generally made the raising of capital by equity or debt financing more difficult. Access to financing has been negatively impacted by the ongoing global economic risks. As such, the Company is subject to liquidity risks in meeting its development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and trading price of the Company's common shares.

In addition, global economic conditions could have an adverse effect on the Company's business, financial condition, or results of operations. Adverse changes in general economic or political conditions in the United States or any of the states within the United States or any jurisdiction in which the Company operates or intends to operate could adversely affect the Company's business, financial condition, or results of operations.

Risks Associated with Acquisitions

As part of the Company's overall business strategy, the Company may pursue strategic acquisitions designed to expand its operations in both existing and new jurisdictions. Future acquisitions may expose it to potential risks, including risks associated with: (a) the integration of new operations, services and personnel; (b) unforeseen or hidden liabilities; the diversion of resources from the Company's existing business and technology; (d) potential inability to generate sufficient revenue to offset new costs; (e) the expenses of acquisitions; or (f) the potential loss of or harm to relationships with both employees and existing users resulting from its integration of new businesses. In addition, any proposed acquisitions may be subject to regulatory approval.

Operational Risks

The Company will be affected by a number of operational risks and the Company may not be adequately insured for certain risks, including: labour disputes; catastrophic accidents; fires; blockades or other acts of social activism; changes in the regulatory environment; impact of non- compliance with laws and regulations; natural phenomena, such as inclement weather conditions, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in personal injury or death, environmental damage, adverse impacts on the Company's operation, costs, monetary losses, potential legal liability and adverse governmental action, any of which could have an adverse impact on the Company's future cash flows, earnings and financial condition. Also, the Company may be subject to or affected by liability or sustain loss for certain risks and hazards against which the Company cannot insure or which the Company may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Forward Looking Information

The Company’s financial estimates, projections and other forward-looking information accompanying this document were prepared by the Company without the benefit of reliable historical industry information or other information customarily used in preparing such estimates, projections and other forward-looking statements. Such forward-looking information is based on assumptions of future events that may or may not occur, which assumptions may not be disclosed in such documents. Investors should inquire of the Company and become familiar with the assumptions underlying any estimates, projections or other forward-looking statements. Projections are inherently subject to varying degrees of uncertainty and their achievability depends on the timing and probability of a complex series of future events.

There is no assurance that the assumptions upon which these projections are based will be realized. Actual results may differ materially from projected results for a number of reasons including increases in operating expenses, changes or shifts in regulatory rules, undiscovered and unanticipated adverse industry and economic conditions, and unanticipated competition. Accordingly, investors should not rely on any projections to indicate the actual results the Company and its subsidiaries may achieve.

Competition – General

There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and marketing experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition, and results of operations of the Company. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales, and client support.

Competition – Health Care Clinics

The industry is intensely competitive, and the Company competes with other companies that may have greater financial resources and facilities. Numerous other businesses are expected to compete in the clinic space and provide additional patient services.

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.

Reliance on Management

The success of the Company is dependent upon the ability, expertise, judgment, discretion, and good faith of its management. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results, or financial condition.

Dependence on suppliers and skilled labour

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

Risks Related to Software and Product Development

The Company continues to develop software and products. Inherent risks include:

- *Lack of experience and commitment of team* – The project manager is the leader and the most responsible person. An inexperienced manager can jeopardize the completion of a project.

- *Unrealistic deadlines* – Software projects may fail when deadlines are not properly set. Project initialization, completion date and time must be realistic.

- *Improper budget* – Cost estimation of a project is very crucial in terms of project success and failure. Low cost with high expectations of large projects may cause project failure.

- *Lack of resources* – Software and hardware resources may not be adequate. Lack of resources in terms of manpower is also a critical risk factor of software failure.

- *Personnel hiring* – The Company will be subject to extensive hiring requirements across all of its business lines as well as a need to release underperforming employees in order to perform and grow at the rate it intends. Staffing requirements may not be properly attained or assigned for/to specific tasks or company needs.

- *Understanding problems of customers* – Many customers are not technical in terms of software terminologies and may not understand the developer's point of view. Developers may interpret information differently from what is provided by the clients.

- *Inappropriate design* – Software designers have a major role in the success or failure of the project if a design is inappropriate for the project.

- *Market demand obsolete* – Market demand may become obsolete while a project is still in progress

Risks Inherent in the Health Clinic Industry

Changes in operating costs (including costs for maintenance, insurance), inability to obtain permits required to conduct clinical business operations, changes in health care laws and governmental regulations, and various other factors may significantly impact the ability of the Company to generate revenues. Certain significant expenditures, including legal fees, borrowing costs, maintenance costs, insurance costs and related charges must be made to operate the Company's clinic operation, regardless of whether the Company is generating revenue.

Material Impact of PIPEDA/HIPPA Legislation on the Company's Business

Regulations under PIPEDA/HIPAA governing the confidentiality and integrity of protected health information are complex and are evolving rapidly. As these regulations mature and become better defined, the Company anticipates that they will continue to directly impact our business. Achieving compliance with these regulations could be costly and distract management's attention from its operations. Any failure on the Company's part to comply with current or future regulations could subject it to significant legal and financial liability, including civil and criminal penalties. In addition, development of related federal and state regulations and policies regarding the confidentiality of health information or other matters could positively or negatively affect our business.

The Company's investments in the United States and Canada are subject to applicable anti- money laundering laws and regulations

The Company is subject to a variety of laws and regulations domestically and in the United States that involve money laundering, financial recordkeeping and proceeds of crime, including the Currency and Foreign Transactions Reporting Act of 1970 (commonly known as the Bank Secrecy Act), as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada), as amended and the rules and regulations thereunder, the Criminal Code (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the United States and Canada.

In certain circumstances, the Company's reputation could be damaged

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Company and its activities whether true or not. Although the Company believes that it operates in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, the Company will not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Company's overall ability to advance its projects, thereby having material adverse impact on financial performance, financial condition, cash flows and growth prospects.

Currency Fluctuations

Due to the Company's present operations in the United States, and its intention to continue future operations outside

Canada, the Company is expected to be exposed to significant currency fluctuations. Recent events in the global financial markets have been coupled with increased volatility in the currency markets.

A substantially amount of the Company's revenue will be earned in US dollars, but a substantial portion of its operating expenses are incurred in Canadian dollars. The Company does not have currency hedging arrangements in place and there is no expectation that the Company will put any currency hedging arrangements in place in the future. The Company does not have currency hedging arrangements in place and there is no expectation that the Company will put any currency hedging arrangements in place in the future. Fluctuations in the exchange rate between the US dollar and the Canadian dollar, may have a material adverse effect on the Company's business, financial condition and operating results. The Company may, in the future, establish a program to hedge a portion of its foreign currency exposure with the objective of minimizing the impact of adverse foreign currency exchange movements. However, even if the Company develops a hedging program, there can be no assurance that it will effectively mitigate currency risks.

Requirements for Further Financing

The Company may need to obtain further financing, whether through debt financing, equity financing or other means. The Company must obtain such financing through a combination of equity and debt financing and there can be no assurance that the Company can raise the required capital it needs to build and expand its current operations, nor that the capital markets will fund the business of the Company. Without this additional financing, the Company may be unable to achieve positive cash flow and earnings as quickly as anticipated. There can be no certainty that the Company can obtain these funds, in which case any investment in the Company may be lost. The raising of equity funding would also result in dilution of the equity of the Company's shareholders.

Litigation

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

Conflicts of Interest

Certain of the directors and officers of the Company are, or may become directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the

Company and as officers and directors of such other companies.

Health Care Coverage

There is a possibility that healthcare companies can refuse to cover medical costs.

Dividend Policy

The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual number of dividends received from the Company will remain subject to the discretion of its Board of Directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors. Any future dividends paid by the Company would be subject to tax and potentially, withholdings.

Cautionary Statement Regarding Forward-Looking Information

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward- looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors, including, but not limited to:

- assumptions about the ability of the Company to raise necessary capital for its existing operations and expansion plans;
- the ability of the Company to retain key management personnel; and
- the Company's ability to capitalize on synergies and adopt reasonable cost saving measures within its Clinical brands.

Some of the important environmental factors, but certainly not all, that could cause actual results to differ materially from those indicated by such forward-looking statements are:

(i) dependence on third parties,
(ii) changes in government regulation,
(iii) the effects of competition,
(iv) impact of American and Canadian economic conditions, and
(v) fluctuations in currency exchange rates and interest rates.