WELL HEALTH TECHNOLOGIES CORP.
(formerly Wellness Lifestyles Inc.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
DECEMBER 31, 2018

This management's discussion and analysis ("MD&A") for Well Health Technologies Corp. (formerly Wellness Lifestyles Inc.) (TSX-V:WELL) should be read in conjunction with the Company's audited consolidated financial statements as at and for the fourteen months ended December 31, 2018. Except as otherwise indicated or where the context so requires, references to "WELL" or the "Company" include Well Health Technologies Corp. and its subsidiaries. The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") – see note 2 of the December 31, 2018 annual consolidated financial statements for further information. All dollar figures stated herein are expressed in Canadian dollars ($ or Cdn$), unless otherwise specified.

On December 11, 2018, the Board of Directors approved a resolution to change the Company's year-end from October 31 to December 31. The Company's annual consolidated financial statements for the period ended December 31, 2018 include the results for the 14-months ended December 31, 2018 with comparatives for the 12-months ended October 31, 2017.

The date of this MD&A is April 28, 2019, the date on which it was approved by the Board of Directors.

Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

This MD&A contains forward-looking statements. See Forward-Looking Statements below for further information.

This MD&A contains non-IFRS measures, including EBITDA, Adjusted EBITDA, Gross Profit and Gross Margin. See section "Operational Highlights" below for information on the calculation of EBITDA and adjusted EBITDA. See section "Overall Performance and Discussion of Operations – Gross Profit and Gross Margin" for information on the calculation of Gross Profit and Gross Margin.

COMPANY OVERVIEW

The Company was incorporated under the Business Corporations Act of British Columbia on November 23, 2010. On June 1, 2017, the Company changed its name from Movarie Capital Ltd. to Wellness Lifestyles Inc. On July 13, 2018, the Company changed its name from Wellness Lifestyles Inc. to WELL Health Technologies Corp. Effective February 9, 2018, the Company's principal business is the operation of primary clinics delivering healthcare related services. The Company's common shares trade on the TSX Venture Exchange under the symbol WELL.

On February 9, 2018, the Company acquired its initial 6 medical clinics and on November 1, 2018, the Company acquired an additional 13 medical clinics. As of the current date, the Company owns and operates a total of 19 medical clinics offering primary healthcare services within the Province of British Columbia, Canada to the general public.

In November 2018, the Company entered into a share purchase agreement with the shareholders of Northwest Electronics Records and Design ("NerdEMR"), whereby the Company agreed to acquire all of the issued and outstanding shares of NerdEMR. NerdEMR provides Open Source Clinical Application and Resources ("OSCAR") electronic medical records ("EMR") services to approximately 220 clinics most of which are located in the province of British Columbia. As part of the transaction, WELL also agreed to acquire Butterfly Medical Ltd. ("Butterfly"). In 2019, subsequent to year end, the acquisition of both NerdEMR and Butterfly was completed – see "Subsequent Events" below for further information.

The Company's overarching goal is to consolidate and modernize primary healthcare assets using digital technologies and processes that improve patient experience, operational efficiency and overall care performance. The Company intends to be an active acquirer within the healthcare services and digital health marketplaces.

The Company's current regional focus is Canada where it is concentrating on supporting doctors and providing services within the context of the publicly accessible, government reimbursed healthcare system. To the extent there are services rendered by the Company that are not eligible for public health reimbursement, such services are charged directly to patients and/or third parties.

During the fourteen months ended December 31, 2018, the Company discontinued its legacy operations, Canada Yoga Inc. ("CYI") and Shakti Yoga Apparel LLC ("Shakti") – see note 20 of the annual consolidated financial statements for further information.

The Company's strategy for maximizing income potential from its health clinics is based on its mergers and acquisitions ("M&A") strategy and shared services approach which includes, but is not limited to, acquiring additional primary health clinics, obtaining cost efficiencies and improvements through synergies and providing digitally enabled healthcare through technologies such as telemedicine.

Effective October 1, 2018, the Company moved its head office to Suite 200-322 Water St, Vancouver, BC, V6B 1B6.

OPERATIONAL HIGHLIGHTS

The following selected financial information for the 14 months ended December 31, 2018 and the 12 months ended October 31, 2017 has been derived from the annual consolidated financial statements and should be read in conjunction with those financial statements and related notes. The results of acquisitions are included from their respective dates of acquisition. Non-IFRS measures are defined below.

	For the fourteen months ended December 31, 2018	For the twelve months ended October 31, 2017
	$	$
Revenue	**10,559,800**	-
Cost of healthcare services and supplies	**(7,424,021)**	-
Gross Profit(1)	**3,135,779**	-
Gross Margin(1)	**29.7%**	
EBITDA(2)	**(2,819,392)**	(5,566,359)
Adjusted EBITDA(2)	**(1,178,839)**	(603,391)
Net loss from continuing operations	**(2,595,448)**	(620,691)
Total comprehensive loss for the period	**(2,801,501)**	(5,558,360)
Net loss per share - from continuing operations	**(0.04)**	(0.03)
Net loss per share - for the period	**(0.04)**	(0.24)
Weighted average number of common shares outstanding (basic and diluted)	**66,498,245**	23,178,645
Reconciliation of EBITDA and adjusted EBITDA		
Net loss for the period	**(2,809,887)**	(5,566,359)
Amortization	**21,987**	-
Interest income	**(57,843)**	-
Interest expense	**26,351**	-
EBITDA(2)	**(2,819,392)**	(5,566,359)
Stock-based compensation	**905,515**	17,300
Net loss from discontinued operations	**214,439**	4,945,668
Time-based earn-out expense	**64,481**	-
Transaction and restructuring costs expensed	**456,118**	-
Adjusted EBITDA(2)	**(1,178,839)**	(603,391)

Note:

(1) Non-GAAP measure. Gross profit and gross margin do not have any standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other issuers. The Company defines gross profit as revenue less cost of healthcare services and supplies and gross margin as gross profit as a percentage of revenue. Gross profit and gross margin should not be construed as an alternative for revenue or net loss. The Company believes that gross profit and gross margin are meaningful metrics in assessing the Company's financial performance and operational efficiency.

(2) Non-GAAP measure. Earnings before interest, taxes, depreciation and amortization ("EBITDA") and Adjusted EBITDA should not be construed as alternatives to net income/loss determined in accordance with IFRS. EBITDA and Adjusted EBITDA do not have any standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other issuers. The Company defines EBITDA as earnings before interest, taxes, depreciation, and amortization. Adjusted EBITDA is defined as EBITDA before transaction and restructuring costs, discontinued operations, time-based earn-out expense and stock-based compensation expense. The Company believes that Adjusted EBITDA is a meaningful financial metric as it measures cash generated from operations which the Company can use to fund working capital requirements, service future interest and principal debt repayments and fund future growth initiatives.

OVERALL PERFORMANCE AND DISCUSSION OF OPERATIONS

Revenue

The following table shows the details of revenues from continuing operations for the 14 months ended December 31, 2018 and 12 months ended October 31, 2017:

	For the fourteen months ended December 31, 2018		For the twelve months ended October 31, 2018	
	$		**$**	
Insured services	**9,492,721**	90%	-	-
Non-Insured services	**1,067,079**	10%	-	-
Total Revenues	**10,559,800**	100%	**-**	-

The Company generated $10,559,800 of revenue from clinic operations during the fourteen months ended December 31, 2018. The Company did not generate any revenue from clinic operations during 2017 as the Company's initial clinics were acquired in 2018.

The Company continues its growth strategy by focusing on the following:

- Acquiring additional scale (organically and inorganically) across existing clinical and digital operations;
- Establishing shared services to optimize costs and/or processes across all operations;
- Organic growth – the Company's growth strategy includes (i) attracting and retaining patients and physicians by improving the patient and physician experience and optimizing the delivery of existing services and (ii) introducing new insured and non-insured services to the Company's primary health care facilities;
- Inorganic growth - executing on a disciplined and accretive capital allocation program; and
- Offering EMR customers new digital upgrades designed to enhance their operations.

During the 14 months ended December 31, 2018 and the 12 months ended October 31, 2017, the Company generated revenue of $261,874 and $414,856, respectively, related to discontinued operations. This revenue has been included in net loss from discontinued operations.

Gross Profit and Gross Margin

The following table summarizes gross profit and gross margin from continuing operations for the fourteen months ended December 31, 2018:

	For the fourteen months ended December 31, 2018	For the twelve months ended October 31, 2017
	$	$
Revenue	**10,559,800**	-
Cost of healthcare services and supplies	**(7,424,021)**	
Gross profit[1]	**3,135,779**	-
Gross margin[1]	**29.7%**	-

Note:

(1) Non-GAAP measure. Gross profit and gross margin do not have any standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other issuers. The Company defines gross profit as revenue less cost of healthcare services and supplies and gross margin as gross profit as a percentage of revenue. Gross profit and gross margin should not be construed as an alternative for revenue or net loss. The Company believes that gross profit and gross margin are meaningful metrics in assessing the Company's financial performance and operational efficiency.

The Company began generating revenue from clinic operations, and incurring related costs of operations, effective February 9, 2018 when it acquired its initial six medical clinics. The Company acquired an additional 13 medical clinics on November 1, 2018.

General and Administrative Expenses

The following is a breakdown of the Company's general and administrative expenses related to continuing operations for the 14 months ended December 31, 2018 and 12 months ended October 31, 2017:

	For the fourteen months ended December 31, 2018	For the twelve months ended October 31, 2017
	$	$
Wages and benefits	**2,118,733**	-
Professional and consulting fees	**1,218,379**	397,208
Rent	**534,668**	11,990
Amortization	**21,987**	-
Other	**898,956**	194,193
	4,792,723	603,391

The Company's general and administrative expenses related to continuing operations include costs incurred at its head office and 19 healthcare clinics. The Company acquired its initial 6 healthcare clinics on February 9, 2018 and acquired an additional 13 healthcare clinics on November 1, 2018. The Company is in the process of establishing a number of shared services cost centers to support its various clinics and subsidiaries. The Company has added additional scale in its clinic and non-clinic operations to support the growth it anticipates as a result of its merger and acquisition program.

During the 14 months ended December 31, 2018 and the 12 months ended October 31, 2017, the Company expensed $456,118 and $nil, respectively, of transaction and restructuring costs related to its M&A activities. The transaction and restructuring costs are included in general and administrative expenses as professional and consulting fees.

The Company's expenses for the 12 months ended October 31, 2018 have been restated to reflect discontinued operations – see note 20 of the annual consolidated financial statements for further information.

Stock-based compensation

During the 14 months ended December 31, 2018 and 12 months ended October 31, 2017, the Company recognized $905,515 and $17,300, respectively of stock-based compensation expense.

The Company issued stock options to directors and employees in December 2017 and May 2018. The fair value of these options, as determined on the date of grant, is being recognized as an expense of the vesting periods of the options. See note 13(f) of the December 31, 2018 annual consolidated financial statements for further information.

Subsequent to December 31, 2018, the Company granted 2,776,000 restricted share units (RSUs), 450,000 performance share units (PSUs) and 765,000 stock options to certain key employees, consultants, officers and a director of the Company. See "Subsequent Events" below for further information.

Income tax expense

The Company did not recognize income taxes during the 14 months ended December 31, 2018 and the 12 months ended October 31, 2017. On a consolidated basis, the Company reported a net loss from continuing operations for the 14 months ended December 31, 2018.

Discontinued operations

The composition of discontinued operations is as follows:

- Canada Yoga Inc ("CYI")
- Shakti Yoga Apparel LLC ("Shakti")

During the three months ended April 30, 2018, the Company disposed of the operations of CYI. The purchaser acquired certain customer lists, books and records for $1.

During the three months ended July 31, 2018, the Company disposed of the operations of Shakti. The purchaser acquired certain customer lists, books and records, inventory, domain names and websites for $1.

As at October 31, 2017, the above businesses were not identified as discontinued operations or as assets held for sale. Accordingly, in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, the comparative consolidated statements of loss and comprehensive loss were restated to present loss from discontinued operations as a single amount, separate from continuing operations.

During the 14 months ended December 31, 2018 and the 12 months ended October 31, 2017, the Company reported net loss from discontinued operations of $214,439 and $4,945,668, respectively. See Note 20 of the December 31, 2018 annual consolidated financial statements for further information.

Cash and cash equivalents

As at December 31, 2018 and October 31, 2017, the Company had $2,334,208 and $266,474, respectively, of cash and cash equivalents.

Operating activities

During the 14 months ended December 31, 2018 and 12 months ended October 31, 2017, the Company used $1,056,122 and $643,355 of cash on operating activities related to continuing operations.

Investing activities

During the 14 months ended December 31, 2018, the Company spent $7,654,891 of cash on investing activities related to continuing operations, which included $3,066,564 spent on the acquisition of its initial six medical clinics, $4,019,988 on the acquisition of the additional 13 clinics, $264,860 on an investment into Circle Medical Technologies Inc. ("Circle Medical"), and $151,583 on property and equipment for the Company's head office and clinics. The Company did not spend any cash on investing activities related to continuing operations during the 12 months ended October 31, 2017.

Financing activities

During the 14 months ended December 31, 2018, the Company generated $11,882,581 from financing activities related to continuing operations. This cash was from financings completed in February and June 2018 as well as the exercise of warrants.

In May 2018, the Company completed non-brokered private placements of 15,877,939 common shares at a price of $0.33 per common share for gross proceeds of $5,239,720 and 6,291,639 common shares at a price of $0.37 per share for gross proceeds of $2,327,906. In total, 22,169,578 common shares were issued for combined gross proceeds of $7,567,626.

In February 2018, the Company completed a brokered private placement of 15,000,000 common shares at a price of $0.30 per common share for gross proceeds of $4,500,000.

During the twelve months ended October 31, 2017, the Company generated $1,332,608 from financing activities related to continuing operations. This cash was generated from financings completed in May and June 2017.

In June 2017, the Company completed a private placement of 8,524,666 units at a price of $0.15 per unit for gross proceeds of $1,278,700. Each unit consisted of one common share and one-half of one common share purchase warrant of the Company. Each whole warrant is exercisable into one common share of the Company at an exercise price of $0.25 until June 13, 2019.

In May 2017, the Company completed a non-brokered bridge financing and raised $150,000 by the issuance of 1,000,000 units at $0.15 per unit, with each unit being comprised of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant is exercisable into one additional common share of the Company at $0.25 per share until May 15, 2019, subject to acceleration.

Restricted cash

The Company's balance of restricted cash at December 31, 2018 relates to funds held in escrow for the purchase of 13 clinics on November 1, 2018. The full amount of the restricted cash was released to the Company in 2019.

Accounts and other receivables

The following table shows the details of the Company's accounts and other receivables at December 31, 2018 and October 31, 2017:

	December 31, 2018	October 31, 2017
	$	$
Accounts receivable	**1,037,487**	26,737
Working capital adjustment recoverable	**25,501**	-
GST recoverable	**60,401**	-
Other	**7,000**	22,000
Accounts and other receivables	**1,130,389**	48,737

The accounts receivable at December 31, 2018 relate to amounts owing to the Company for insured and non-insured services, all of which were collected by the Company in 2019.

Other current asset

Included in other current asset at December 31, 2018 is $104,687 of income tax installments made by the Company during the 14 months ended December 31, 2018.

Inventory

As at December 31, 2018 and October 31, 2017, the Company held $nil and $90,143, respectively, of inventory. The inventory held at October 31, 2017 relates to discontinued operations. The Company does not currently hold or sell inventory as part of its current business model.

Accounts payable and accrued liabilities

The following table summarizes the Company's accounts payable and accrued liabilities as at December 31, 2018 and October 31, 2017:

	December 31, 2018	October 31, 2017
	$	$
Accounts payable	**1,405,267**	-
Accrued liabilities	**295,977**	274,409
Accounts payable and accrued liabilities	**1,701,244**	274,409

Included in accounts payable at December 31, 2018 is $763,642 of physician compensation owed to doctors.

Loans

During the 14 months ended December 31, 2018, the Company settled all current and non-current loans outstanding at October 31, 2017. The loans related to the Company's discontinued operations.

Acquisition of Initial Six Clinics

In February 2018, the Company completed the acquisition of all the issued and outstanding shares of a group of companies that own and operate six healthcare clinics in British Columbia. In consideration for the acquisition, the Company paid $2,920,377 in cash to the vendors (after a post-closing working capital adjustment paid by the Company of $58,848), and agreed to pay an additional time-based earn-out of $665,472 payable over three years in quarterly installments. Additionally, the Company agreed to pay the vendors a performance payment (contingent consideration) of up to a maximum of $332,736, payable only subject to profitability targets associated with the acquired businesses.

The purchase price of the acquisition was determined to be $3,526,773 (based on the cash paid at closing, the post-closing working capital adjustment, the fair value of the earn-out payments and the fair value of the contingent consideration). In determining the fair value of the time-based earn-out payments, the future payments due to be paid beyond one year from the acquisition date were discounted using a discount rate of 7%. In estimating the discount rate, the Company relied on the yield to maturity of high-risk debt. The fair value of the contingent consideration was determined to be $nil at the acquisition date, as well as at December 31, 2018, due to the significant uncertainty in the Company meeting the performance targets.

The fair value of the net assets acquired is estimated to as follows:

	Total $
Cash at closing, net of working capital adjustment	2,920,377
Present value of time-based earn-out payments	606,396
Fair value of contingent consideration	-
Fair value of purchase consideration	3,526,773
Allocation of purchase price:	
Cash	17,181
Accounts receivable	592,824
Other current assets	43,632
Accounts payable	(546,881)
Goodwill	3,420,017
	3,526,773

The time-based earn-out payments have been classified as a financial liability carried at amortized cost. Accordingly, the liability was initially measured at fair value and is subsequently being measured at amortized cost using the effective interest method, with interest expense being recognized on an effective interest basis. During the 14 months ended December 31, 2018, the Company made $166,376 of time-based earn-out payments.

Acquisition of Additional 13 Clinics

In November 2018, the Company completed the acquisition of all the issued and outstanding shares of a group of companies that own and operate 13 primary healthcare clinics in British Columbia.

The purchase price of the acquisition was determined to be $5,002,047 (based on cash paid at closing, the post-closing working capital adjustment, shares issued at closing and the fair value of the portion of the time-based earn-out payments considered to be acquisition costs). This was comprised of (i) cash of $4,044,423 paid to the vendor (net of a post-closing working capital adjustment recoverable by the Company of $177,397), (ii) 1,638,626 common shares of the Company issued to the vendor at a price of $0.45 per share (total value of the shares was $737,382) and (iii) $245,382 of time-based earn-out considered to be acquisition costs.

In determining the fair value on the time-based earn-out considered to be acquisition cost, the future payments due to be paid beyond one year from the acquisition date were discounted using a discount rate of 7%. In estimating the discount rate, the Company relied on the yield to maturity of high-risk debt.

In addition to the $245,382 of time-based earn-out considered to be acquisition cost, the Company agreed to an additional $1,147,460 of the time-based earn-out that is being recognized as an expense as incurred as it is contingent on the vendors continuing to be engaged in the clinics.

Of the $177,397 of working capital adjustment recoverable by the Company, (1) $151,896 was recognized as restricted cash at December 31, 2018 as it was held in escrow on behalf of the Company and (2) $25,501 was included in accounts and other receivables at December 31, 2018 as it was receivable from the vendors.

In accordance with the measurement period permitted under IFRS 3 Business Combinations, the fair value of the assets acquired and liabilities assumed have been determined on a provisional basis. The Company is in the process of determining the fair values of the assets and liabilities acquired and identifying any other intangible assets that exist at the date of acquisition. The fair value of the net assets acquired is provisionally estimated to be as follows:

	Total $
Cash at closing, net of working capital adjustment	4,044,423
Shares issued at closing	737,382
Present value of time-based earn-out payments	220,242
Fair value of purchase consideration	5,002,047
Allocation of purchase price:	
Cash	24,435
Accounts receivable	763,416
Other current assets	14,285
Other non-current assets	126,023
Accounts payable	(797,305)
Other current liabilities	(117,337)
Other non-current liabilities	(51,264)
Goodwill	5,039,794
	5,002,047

The time-based earn-out payments considered to be acquisition costs have been classified as a financial liability carried at amortized cost. Accordingly, the liability was initially measured at fair value and is subsequently being measured at amortized cost using the effective interest method, with interest expense being recognized on an effective interest basis.

SELECTED ANNUAL INFORMATION

The following financial information has been summarized from the Company's consolidated financial statements:

	For the fourteen months ended December 31, 2018 $	For the twelve months ended October 31, 2017 $	For the twelve months ended October 31, 2016 $
Total revenue	**10,559,800**	-	-
Net loss from continuing operations	**(2,595,448)**	(620,691)	(494,705)
Loss per share from continuing operations (basic and diluted)	**(0.04)**	(0.03)	(0.05)
Net loss	**(2,809,887)**	(5,566,359)	(585,396)
Loss per share (basic and diluted)	**(0.04)**	(0.24)	(0.06)

	As at December 31, 2018 $	As at October 31, 2017 $	As at October 31, 2016 $
Total assets	**12,775,090**	442,223	948,143
Total non-current financial liabilities	**437,576**	412,257	-
Distributions or cash dividends declared	**-**	-	-

The financial statements are presented in Canadian dollars and have been prepared in accordance with IFRS. The functional currency of Shakti Yoga Apparel LLC, which was disposed of during the 14 months ended December 31, 2018, was the US dollar. The functional currency of all other operations is the Canadian dollar.

On February 9, 2018, the Company acquired its initial 6 medical clinics and on November 1, 2018, the Company acquired an additional 13 medical clinics – see notes 16 and 17 of the December 31, 2018 annual consolidated financial statements for further information. All of the revenue generated during the 14 months ended December 31, 2018 was from the operation of the 19 clinics acquired in 2018.

The Company's legacy operations were disposed of during the 14 months ended December 31, 2018 – see note 20 of the December 31, 2018 annual consolidated financial statements for further information. The amounts reported for 12 months ended October 31, 2017 and 2016 have been restated to reflect discontinued operations. The Company's net loss for the 12 months ended October 31, 2017 included $4,784,342 of goodwill impairment related to the Company's legacy operations.

The Components of the Company's total assets for the past three year-ends are as follows:

As at	**December 31, 2018** **$**	October 31, 2017 $	October 31, 2016 $
Current assets			
Cash and cash equivalents	**2,334,208**	266,474	36,958
Restricted cash	**151,896**	-	-
Accounts and other receivables	**1,130,389**	48,737	22,089
Other current asset	**125,613**	36,869	39,467
Inventory	**-**	90,143	139,502
Property and equipment	**129,596**	-	-
Non-current available-for-sale financial asset	**264,860**	-	-
Other non-current assets	**178,717**	-	-
Goodwill	**8,459,811**	-	710,127
Total assets	**12,775,090**	442,223	948,143

For further information regarding changes in the Company's assets from December 31, 2018 to October 31, 2017, see section "Overall Performance and Discussion of Operations".

SUMMARY OF INTERIM RESULTS

	Two months ended	Three months ended			
	Dec 31, 2018 $	Oct 31, 2018 $	Jul 31, 2018 $	Apr 30, 2018 $	Jan 31, 2018 $
Total revenue	4,662,457	1,911,625	2,066,524	1,919,194	-
Net loss from continuing operations	(551,784)	(916,849)	(633,270)	(148,801)	(344,744)
Loss per share from continuing operations (basic and diluted)	(0.01)	(0.01)	(0.01)	(0.00)	(0.01)
Net loss	(553,270)	(907,462)	(668,445)	(265,626)	(415,084)
Loss per share (basic and diluted)	(0.01)	(0.01)	(0.01)	(0.00)	(0.01)

	Three months ended			
	Oct 31, 2017 $	Jul 31, 2017 $	Apr 30, 2017 $	Jan 31, 2017 **$**
Total revenue	-	-	-	-
Net loss from continuing operations	(107,747)	(317,272)	(145,595)	(50,079)
Loss per share from continuing operations (basic and diluted)	(0.00)	(0.01)	(0.01)	(0.00)
Net loss	(4,898,867)	(422,348)	(178,241)	(66,905)
Loss per share (basic and diluted)	(0.12)	(0.02)	(0.01)	(0.01)

The financial statements are presented in Canadian dollars and have been prepared in accordance with IFRS. The functional currency of Shakti Yoga Apparel LLC, which was disposed of during the fourteen months ended December 31, 2018, was the US dollar. The functional currency of all other operations is the Canadian dollar.

On February 9, 2018, the Company acquired its initial 6 medical clinics and on November 1, 2018, the Company acquired an additional 13 medical clinics – see notes 16 and 17 of the December 31, 2018 annual consolidated financial statements for further information. The revenue generated during the three months ended October 31, 2018, July 31, 2018 and April 30, 2018 was from the operations of the initial 6 clinics. The revenue generated during the two months ended December 31, 2018 was generated from all 19 clinics. The Company saw improved profitability from clinic operations during the two months ended December 31, 2018 as a result of the addition of 13 clinics on November 1, 2018.

The Company incurred increased general and administrative expenses throughout each interim period of 2018. The general and administrative expenses relate to the Company's clinics as well as its head office. The Company anticipates that its general and administrative expenses will further increase in 2019 as the Company continues its organic and inorganic growth, and as the Company builds out its head office team.

During the two months interim period ended December 31, 2018, the Company recognized $64,481 of time-based earn-out expense. This amount relates to the acquisition of 13 clinics on November 1, 2018. The amount is being recognized as an expense, and was not considered purchase consideration, as it is contingent on the vendors continuing to be engaged in the clinics.

The Company's legacy operations were disposed of during the 14 months ended December 31, 2018 – see note 20 of the December 31, 2018 annual consolidated financial statements for further information. The amounts reported for 12 months ended October 31, 2017 have been restated to reflect discontinued operations. The Company's net loss for the three months ended October 31, 2017 included $4,784,342 of goodwill impairment related to the Company's legacy operations.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2018, the Company had not yet achieved profitable operations and had an accumulated deficit since inception of $9,318,026 (October 31, 2017 - $6,508,139). During the 14 months December 31, 2018, the Company had a net loss of $2,809,887 and spent $1,379,688 of cash on operating activities. The Company expects to incur further losses in the development of its business, all of which indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to develop and/or acquire business projects and to meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Subsequent to December 31, 2018, the Company completed a non-brokered private placement of approximately $2.73 million – see "Subsequent Events" below for further information. Realization values may be substantially different from carrying values as shown and the annual consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

To date, the Company has relied on equity financing to fund its acquisitions. The Company will need additional funds to fund its continued growth. The Company believes that such additional funding could come in the form of equity, debt and or convertible debt; however, there is no assurance that such additional funding will be available when and as needed. The Company's access to sufficient capital will impact its ability to continue its M&A activities. For further information, see section "Financial Instruments and Other Instruments" below.

Deferred Acquisition Costs

Deferred acquisition costs are certain time-based earn-out payments that are treated as purchase consideration for business combinations. The deferred costs have been classified as a financial liability carried at amortized cost. Accordingly, the liability was initially measured at fair value and is subsequently being measured at amortized cost using the effective interest method, with interest expense being recognized on an effective interest basis.

The following table summarizes the future amounts payable for deferred acquisition costs at December 31, 2018:

	Current	Non-current	Total
Acquisition of 6 clinics on February 9, 2018	221,824	277,280	499,104
Acquisition of 13 clinics on November 1, 2018	81,794	163,588	245,382
Discount	-	(57,873)	(57,873)
Carrying value	303,618	382,995	686,613

Operating Lease Commitments

The Company leases various office and clinic spaces. The future minimum leases payments payable under these operating leases at December 31, 2018 are as follows:

	$
Not later than one year	1,270,357
Later than one year and not later than five years	3,685,031
Later than five years	410,647
Total	5,366,035

Effective October 1, 2018, the Company moved its head office to Suite 200-322 Water St, Vancouver, BC, V6B 1B6. The above table includes future minimum lease payments payable under the lease for the new head office space.

Future minimum lease payments expected to be received by the Company from sub-leases of operating leases totaled $1,159,000 at December 31, 2018.

TRANSACTIONS BETWEEN RELATED PARTIES AND KEY MANAGEMENT

Key Management Compensation

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 includes the Company's Board of Directors and members of the executive team. The remuneration of these individuals during the fourteen months ended December 31, 2018 and the twelve months ended October 31, 2017 was as follows:

	For the fourteen months ended December 31, 2018	For the twelve months ended October 31, 2017
	$	$
Wages	**268,000**	-
Consulting fees	**241,000**	284,000
Stock-based compensation expense(1)	**824,000**	-
	1,333,000	284,000

Note:

(1) Reflects the amount recorded as an expense in the consolidated statement of loss. The fair value of stock-based compensation is measured at grant date using an option pricing model, and is recognized as an expense over the vesting period.

Effective April 3, 2018, Hamed Shahbazi was appointed Chairman of the Board of Directors of the Company. Effective May 23, 2018, Mr. Shahbazi was appointed the role of Chief Executive Officer of the Company. During the fourteen months ended December 31, 2018, Mr. Shahbazi was granted stock options but did not receive salary or any other type of compensation for his services as Chairman and CEO of the Company.

During the fourteen months ended December 31, 2018, 4,825,000 options were granted to members of key management personnel. No options were granted to key management personnel during the twelve months ended October 31, 2017.

As at December 31, 2018, a total of $nil (October 31, 2017 - $412,257) in loans payable are due to a Hamed Shahbazi, the current CEO and Chairman of the Board of Directors of the Company.

INTERIM PERIOD

On December 11, 2018, the Board of Directors approved a resolution to change the Company's year-end from October 31 to December 31. The Company's annual consolidated financial statements for the period ended December 31, 2018 include the results for the 14-months ended December 31, 2018 with comparatives for the 12-months ended October 31, 2017.

On December 21, 2018, the Company filed condensed interim consolidated financial statements and an interim MD&A – Quarterly Highlights for the three and twelve months ended October 31, 2018.

For further information on the Company's results for the two months ended December 31, 2018, see section "Summary of Interim Results" above.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

(i) Effective for annual periods beginning on or after January 1, 2018:

- New standard, IFRS 15, Revenue from contracts with customers

  IFRS 15 Revenue from Contracts with Customers ("IFRS 15") replaces International Account Standard ("IAS") 18 Revenue, IAS 11 Construction Contracts, and related interpretations. IFRS 15 provides a single, principles-based five-step model to be applied to all contracts with customers. The standard requires an entity to recognize revenue to reflect the transfer of goods and services for the amount it expects to receive when control is transferred to the purchaser. Disclosure requirements have also been expanded. The standard is required to be adopted either retrospectively or using a modified retrospective approach for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. This standard will not have a material impact on the Company.

- New standard, IFRS 9, Financial instruments

  In July 2014, the IASB completed the final elements of IFRS 9 Financial Instruments ("IFRS 9"). The standard supersedes earlier versions of IFRS 9 and completes the IASB's project to replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 introduces a single approach to determine whether a financial asset is measured at amortized cost or fair value and replaces the multiple rules in IAS 39. The approach is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. For financial liabilities, IFRS 9 retains most of the requirements of IAS 39; however, when a financial liability is measured at fair value, any change in fair value resulting from an entity's own credit risk is recorded in other comprehensive income rather than consolidated statement of loss. IFRS 9 introduces a new expected credit loss model for calculating impairment of financial assets, replacing the incurred loss impairment model required by IAS 39. IFRS 9 contains a voluntary model to be applied for hedge accounting. The Company does not currently apply hedge accounting and does not intend to apply hedge accounting for the foreseeable future. The standard is effective for annual periods beginning on or after January 1, 2018, with earlier adoption permitted.

  The Company has determined that the adoption of IFRS 9 will result in changes to the classification of the Company's financial assets but will not change the classification of the Company's financial liabilities. The Company does not expect there to be any material changes in the carrying values of the Company's financial instruments as a result of the adoption of IFRS 9. The Company has determined that the expected credit loss provisions required under IFRS 9 will be immaterial as at Jan 1, 2018.

IFRS 9 is required to be adopted either retrospectively or using a modified retrospective approach. The Company will use a modified retrospective approach.

(ii) Effective for annual periods beginning on or after January 1, 2019:

- New standard, IFRS 16, Leases

  IFRS 16 will result in almost all leases being recognized on the consolidated statement of financial position by lessees, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases. The Company has reviewed its leasing arrangements in light of the new accounting standard for leases and has determined that the new standard will affect the accounting for its operating leases.

  As at December 31, 2018, the Company has non-cancellable operating lease commitments of $5,366,035 (see "Liquidity and Capital Resources" above), for which the Company will recognize right-of-use assets and lease liabilities at January 1, 2019. Overall net assets at January 1, 2019 will not change; however, net current assets will be lower due to the presentation of a portion of the liability as a current liability. The new lease standard will have the following impact on the Company's income statement: (1) rent expense will be replaced with amortization expense related to the right-of-use assets and (2) interest expense will be recognized on the lease liabilities. Operating cash flows will increase and financing cash flows decrease as repayment of the principal portion of the lease liabilities will be classified as cash flows from financing activities.

  The Company will apply the standard from its mandatory adoption date of 1 January 2019. The Company intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

There are additional new and amended accounting standards that have not been described herein as they are not expected to have a material impact on the Company.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

	December 31, 2018 $	October 31, 2017 $
Financial assets		
Loans and receivables		
Cash and cash equivalents	**2,334,208**	266,474
Restricted cash	**151,896**	-
Accounts and other receivables	**1,130,389**	48,737
Other non-current assets	**178,717**	-
	3,795,210	315,211
Available-for-sale financial asset		
Investment in Circle Medical	**264,860**	-

Financial liabilities		
FVTPL financial liabilities		
Contingent consideration	**-**	75,266
Other financial liabilities		
Accounts payable and accrued liabilities	**1,701,244**	274,409
Deferred acquisition costs	**686,613**	-
Loans	**-**	702,002
Other non-current liabilities	**54,581**	-
	2,442,438	976,411

The fair value of the Company's financial instruments approximate their carrying values.

The investment in Circle Medical, which is classified as a AFS financial asset, is measured at fair value on a recurring basis. The fair value measurements of the investment are categorized within Level 3 of the fair value hierarchy.

The contingent consideration, which is classified as FVTPL financial liability, is measured at fair value on a recurring basis. The fair value measurements are categorized within Level 3 of the fair value hierarchy.

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 obligation. Credit risk arises from the Company's financial assets. The carrying value of the financial assets represents the maximum exposure to credit risk. The Company's exposure to credit risk is considered to be low, given the size and nature of the various counterparties involved and their history of performance. The majority of the Company's revenue from clinic operations is from billings for insured services paid for by the government.

As at December 31, 2018, the Company had $1,037,487 of accounts receivables – see note 7 of the annual consolidated financial statements for further information.

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 has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. To date, the Company had relied on equity to fund its operations and acquisitions and will need to continue to secure additional funding for operations (see "Liquidity and Capital Resources" above).

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has cash and no interest-bearing debt and therefore the Company's interest rate risk arises primarily from the interest received on cash. The Company's interest rate risk is considered to be low.

Foreign currency risk

The Company's functional currency is the Canadian dollar and majority if of its transactions are in

Canadian dollars. The Company's exposure to foreign currency risk is low.

SUBSEQUENT EVENTS

Acquisition of NerdEMR

On January 1, 2019, the Company acquired all of the issued and outstanding shares of Northwest Electronics Records and Design ("NerdEMR"). NerdEMR provides Open Source Clinical Application and Resources ("OSCAR") electronic medical records ("EMR") services to approximately 220 clinics, most of which are located in the province of British Columbia. NerdEMR's system supports approximately 2,000 registered practitioners, 1,700 staff and 4.85 million registered patients.

As part of the transaction, the Company also acquired Butterfly Medical Ltd. ("Butterfly"), which has subsequently been dissolved.

Consideration for the acquisition of NerdEMR and Butterfly consisted of:
(i) a cash payment upon closing of the transaction of $1,275,000 (7.5% of which was subject to a holdback to be released after 3 months);
(ii) the issuance of 1,275,000 common shares of the Company at a deemed price of $0.50 per share; and
(iii) a time-based earn-out of $637,500 payable quarterly over three years.

All shares issued in the transaction are subject to a restricted period of four months and one day. There were no finder's fees paid in connection with the transaction.

Restricted Share Unit ("RSU"), Performance Share Unit ("PSU") and Stock Option Grants

Subsequent to December 31, 2018, the Company granted an aggregate of 2,776,000 RSUs to certain key employees, consultants, officers and a director of the Company pursuant to the Company's Long-Term Performance Incentive Plan (the "LTIP"). Each RSU represents the right to receive, once vested, one common share in the capital of the Company. The RSU's vest between April 2019 and June 2022.

The Company also granted an aggregate of 450,000 PSUs to consultants pursuant to the LTIP. Each PSU represents the right to receive, once vested and performance criteria are met, one common share in the capital of the Company. The PSUs vest in quarterly amounts of 8.33% per quarter from January 22, 2019 for three years.

The Company also granted 765,000 stock options to certain employees and consultants and an officer pursuant to its Stock Option Plan at an exercise price of $0.43 per common share. Each option granted to the optionee is exercisable for a period of 5 years. Other than 300,000 stock options which vest on the date of grant, the stock options vest as follows: (a) 25% one year following the date of grant, and (b) 75% vest over a three-year period in equal quarterly amounts of 6.25% per quarter.

Securities issued to directors and officers of the Company will be subject to an Exchange Hold Period (as defined by the policies of the TSX Venture Exchange) of four months and one day following the original issuance of such securities.

Non-Brokered Private Placement

Subsequent to December 31, 2018, the Company completed a non-brokered private placement (the "Private Placement") in which the Company issued an aggregate of 5,929,350 shares (the "Shares") at a price of $0.46 per share and raised aggregate gross proceeds of $2.73 million. The Company issued 2.17 million Shares to a group of strategic investors led by Sir Li Ka-shing, including Horizons Ventures, for gross proceeds of $1.00 million. In addition, the Company issued 3,755,436 Shares to seven members of WELL's management team for gross proceeds of $1.73 million. All securities issued pursuant to the private placement are subject to a hold period under applicable Canadian securities laws expiring on July 8, 2019.

Appointment of New Chief Operating Officer

Mr. Amir Javidan was appointed Chief Operating Officer of the Company, effective January 14, 2019.

DISCLOSURE OF OUTSTANDING SHARE DATA

As of April 28, 2019, the Company has the following securities outstanding:

Description of Security	Number of Securities Outstanding	Additional Comments
Common Shares	92,539,082	
Options	5,130,586	Exercisable at prices ranging from $0.25 to $0.50 and which expire between June 2022 and Jan 2024.
Agents Warrants	1,358,209	Exercisable at prices ranging from $0.15 to $0.30 and which expire between June 2019 and February 2021.
Warrants	1,349,499	Exercisable at $0.25 and which expire between May 2019 and June 2019.
Restricted Share Units	2,776,000	
Performance Share Unites	450,000	

RISKS AND UNCERTAINTIES

The Company's management believes that the following risks are among the most important in order to understand the issues that face its financial performance, business and its approach to risk management:

1. **Client Concentration -** The Company processes a significant amount of transactions and earns a majority revenue stream from one geographic location, the Province of British Columbia, Canada. If economic or other factors were to change and thus impact that market, then the revenues of the Company would be negatively impacted.

2. **The Company is reliant on its key personnel –** The Company's success depends substantially on its small number of officers and executives. If the Company should lose the services of one or more key members of its executive committee, its ability to implement its business plan could be severely impaired.

3. **Cybersecurity –** 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 is 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.

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 and/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. The Company continues to place a significant focus on its cybersecurity technologies, processes and practices to protect its networks, systems, computers and data from attack, damage or unauthorized access.

4. **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 IT and EMR vendors and partners to provide some of its services. If these third parties were unable or unwilling to provide these services in the future, or if these third parties are ineffective at providing services, the Company would need to obtain such services from other providers. This could cause the Company to incur additional costs or cause interruptions in its business until these services are replaced.

5. **Acquisitions and integration of new businesses create risks and may affect operating results -** The Company may acquire additional businesses. The Company's M&A strategy involves a number of risks related to the realization of synergies and overall integration of the Company's operations including but not limited to human resources, company culture, information technology, data integrity, information systems, business processes and financial management.

6. **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.

7. **Uncertainty of Liquidity and Capital Requirements -** The future capital requirements of the Company will depend on many factors, including the number and size of acquisitions consummated,

rate of growth of its client base, the costs of expanding into new markets, the growth of the market for healthcare services and the costs of administration. In order to meet such capital requirements, the Company may consider additional public or private financing (including the incurrence of debt and the issuance of additional common shares) to fund all or a part of a particular venture, which could entail dilution of current investors' interest in the Company. There can be no assurance that additional funding will be available or, if available, that it will be available on acceptable terms. If adequate funds are not available, the Company may have to reduce substantially or otherwise eliminate certain expenditures. There can be no assurance that the Company will be able to raise additional capital if its capital resources are depleted or exhausted. Further, due to regulatory impediments and lack of investor appetite, the ability of the Company to issue additional common shares or other securities exchangeable for or convertible into common shares to finance acquisitions may be restricted.

8. **Reliance on Physicians and other Healthcare Professionals -** The Company relies heavily on the availability of physicians and other healthcare professionals to provide services at its facilities. If physicians and other healthcare professionals were unable or unwilling to provide these services in the future, this would cause interruptions in the Company’s business until these services are replaced. As such, vacancies and disabilities relating to the Company’s current medical staff may cause interruptions in the 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.

9. **Confidentiality of Personal and Health Information -** The Company and its subsidiaries' employees 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. 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.

10. **Directors and Officers May Have Conflicts of Interest -** Certain of the directors and/or officers of the Company may also serve as directors and/or officers of other companies and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company are being made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company.

11. **The Company Needs to Comply with Financial Reporting and Other Requirements as a Public Company -** The Company is subject to reporting and other obligations under applicable Canadian securities laws and TSXV rules, including National Instrument 52-109. These reporting and other obligations place significant demands on the Company’s management, administrative, operational and accounting resources. Moreover, any failure to maintain effective internal controls could cause the Company to fail to meet its reporting obligations or result in material misstatements in its consolidated financial statements. If the Company cannot provide reliable financial reports or prevent fraud, its reputation and operating results could be materially harmed, which could also cause investors to lose confidence in the Company’s reported financial information, which could result in a lower trading price of its securities. Management does not expect that Company’s

disclosure controls and procedures and internal controls over financial reporting will prevent all error and all fraud. A control system, no matter how well designed and implemented, can provide only reasonable, not absolute, assurance that its objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues within a company are detected. The inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of some persons, by collusion of two or more people or by management override of the controls. Due to the inherent limitations in a cost- effective control system, misstatements due to error or fraud may occur and not be detected.

12. **Other** - There can be no assurance that an active and liquid market for the Company's common shares will develop and investors may find it difficult to resell the common shares.

FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A constitute forward-looking statements within the meaning of applicable securities laws. Forward-looking statements include, but are not limited to, the Company's goals, expected costs, objectives, growth strategies, merger and acquisition program, improving the patient experience, obtaining operational efficiency, improving overall care performance, the intention to be an active acquirer within the healthcare services and digital health marketplaces, maximizing income potential from health clinics, acquiring additional scale (organically and inorganically) across existing clinical and digital operations, the ability to obtain cost efficiencies and improvements through synergies, the use of technology in the Company's business activities, introducing new insured and non-insured services to the Company's primary healthcare facilities, as well as statements with respect to management's beliefs, plans, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "should", "plans" or "continue", or similar expressions suggesting future outcomes or events. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management.

Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. Factors that could cause such differences include the highly competitive nature of the Company's industry, government regulation and funding and other such risk factors described herein and in other disclosure documents filed by the Company with Canadian securities regulatory agencies and commissions. This list is not exhaustive of the factors that may impact the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. As a result of the foregoing and other factors, no assurance can be given as to any such future results, levels of activity or achievements and neither the Company nor any other person assumes responsibility for the accuracy and completeness of these forward-looking statements. The factors underlying current expectations are dynamic and subject to change.

Although the forward-looking statements contained in this MD&A are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. All forward-looking statements in this MD&A are qualified by these cautionary statements. Other than specifically required by applicable laws, we are under no obligation and we expressly disclaim any such obligation to update or alter the forward-looking statements whether as a result of new information, future events or otherwise except as may be required by law. These forward-looking statements are made as of the date of this MD&A.