

Premier Health Group Inc.

Condensed Consolidated Interim Financial Statements

For the nine months period ended September 30, 2019 and 2018

(Unaudited)

(Expressed in Canadian dollars)

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NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the consolidated interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of the consolidated interim financial statements by an entity's auditor

PREMIER HEALTH GROUP INC.
Condensed Consolidated Interim Statements of Net Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
For the periods ended

	September 30, 2019	December 31, 2018
ASSETS		
Current Assets		
Cash (Note 6)	\$ 13,813	\$ 1,055,543
Subscriptions Receivable	2,100,000	-
Accounts receivable (Note 7)	257,019	113,387
Deposits on investments	-	700,000
Marketable securities (Note 8)	1	1
Due from related parties (Note 15)	-	43,001
Convertible note receivable (Note 15)	-	220,000
Inventory	740,959	-
Prepaid expenses	105,202	245,279
Other current assets	125,000	-
Total current assets	3,341,994	2,377,211
Property and equipment (Note 9)	237,687	94,547
Right-of-use assets (Note 18)	2,503,161	-
Other non-current assets	32,860	-
Goodwill (Note 3)	12,843,438	3,951,570
Total Assets	\$ 18,959,140	\$ 6,423,328
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities (Notes 10)	\$ 828,049	\$ 627,333
Current portion of long-term debt (Note 12)	282,527	-
Other current liabilities (Note 11)	206,654	-
Lease Liability current portion (Note 18)	452,551	-
Convertible debenture (Note 14)	-	1,451,786
Liabilities from discontinued operations (Note 16)	-	139,372
Total current liabilities	1,769,781	2,218,491
Lease Liability non-current portion (Note 18)	2,096,267	-
Long-term debt (Note 12)	2,015,690	-
Total Liabilities	5,881,738	2,218,491
SHAREHOLDERS' DEFICIENCY		
Share capital (Note 17)	17,238,096	8,047,100
Equity component of convertible debenture (Note 14)	-	880,845
Reserves	2,200,106	865,014
Accumulated other comprehensive loss	-	(406,782)
Deficit	(6,360,800)	(5,181,243)
Deficiency attributable to shareholders of the Company	13,077,402	4,204,934
Non-controlling interest	-	(97)
Total Deficiency	13,077,402	4,204,837
Total Liabilities and Shareholders' Deficiency	\$ 18,959,140	\$ 6,423,328
Nature of operations and going concern (Note 1)		
Subsequent events (Note 22)		

Approved and authorized for issuance by the Board of Directors on November 29, 2019

"Essam Hamza"
Essam Hamza, CEO, Director

"Donald Gordon"
Donald Gordon, Director

PREMIER HEALTH GROUP INC.
Condensed Consolidated Interim Statements of Net Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
For the periods ended

	For the three-Month Period Ended		For the nine-Month Period Ended	
	September 30, 2019 (Note 12)	September 30, 2018 (Note 12)	September 30, 2019 (Note 12)	September 30, 2018 (Note 12)
REVENUE (Note 4)	\$ 2,165,217	\$ 438,080	\$ 4,327,116	\$ 438,080
PHYSICIAN FEES	(494,340)	(323,041)	(1,677,598)	(323,041)
COST OF GOODS SOLD	(671,929)	-	(671,929)	-
GROSS PROFIT	998,948	115,039	1,977,589	115,039
EXPENSES				
Accretion and interest expense on convertible debt (Note 14, 15)	\$ -	\$ 79,817	\$ 86,330	\$ 230,959
Amortization (Note 9, 18)	134,373	8,471	249,305	8,471
Management fees (Note 15)	-	-	-	21,000
Marketing and Advertising	90,360	138,975	858,767	138,975
Office and Administration	147,288	53,249	369,604	56,452
Professional fees	72,934	21,517	305,272	31,019
Rent	15,079	20,803	45,205	23,803
Stock Based Compensation (Note 17)	459,934	336,389	1,225,841	336,389
Transfer agent and regulatory fees	5,264	19,263	24,977	34,428
Wages and Salaries (Note 15)	827,503	164,175	1,845,413	164,175
Interest Expense (Note 5, 13, 18)	49,841	-	66,225	-
	1,802,576	842,659	5,076,939	1,045,671
	(803,628)	(727,620)	(3,099,350)	(930,632)
Foreign exchange gain (loss)	-	28,377	37,819	(48,655)
	(6,047)	-	(6,047)	-
Gain (loss) on Sale of Clinicas (Note 16)	-	-	(152,975)	-
Gain (loss) from discontinued operations (Note 16)	-	(14,373)	(22,967)	(68,345)
Net loss for the period	\$ (809,675)	\$ (713,616)	\$ (3,243,520)	\$ (1,047,632)
Net income (loss) attributable to:				
Shareholders of the Company	\$ (809,675)	\$ (713,614)	\$ (3,243,529)	\$ (1,047,625)
Non-controlling interest	0	(2)	9	(7)
	\$ (809,675)	\$ (713,616)	\$ (3,243,520)	\$ (1,047,632)
Other comprehensive income (loss):				
Foreign currency translation	-	2,675	-	5,788
Other comprehensive income (loss)	-	2,675	-	5,788
Total comprehensive loss for the period	\$ (809,675)	\$ (710,941)	\$ (3,243,520)	\$ (1,041,844)
Other comprehensive income (loss) attributable to:				
Shareholders of the Company	\$ -	\$ 2,675	\$ -	\$ 5,785
Non-controlling interest	-	-	-	3
	\$ -	\$ 2,675	\$ -	\$ 5,788
Total comprehensive loss attributable to:				
Shareholders of the Company	\$ (809,675)	\$ (710,939)	\$ (3,243,529)	\$ (1,041,840)
Non-controlling interest	0	(2)	9	(4)
	\$ (809,675)	\$ (710,941)	\$ (3,243,520)	\$ (1,041,844)
Basic and diluted loss per common share	\$ (0.01)	\$ (0.02)	\$ (0.047)	\$ (0.025)
Weighted average number of common shares outstanding	73,267,595	41,115,240	68,941,885	41,115,240

PREMIER HEALTH GROUP INC.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficiency)

(Expressed in Canadian Dollars)

	Number of outstanding shares	Share capital	Equity component of convertible	Share-based payment reserve	Accumulated other comprehensive income (loss)	Deficit	Non- controlling interest	Total
Balance, December 31, 2017	34,944,031	\$ 1,057,100	\$ 880,845	\$ -	\$ (399,107)	\$ (2,497,890)	\$ (91)	\$ (959,143)
Shares issued for cash	14,220,000	3,555,000	-	-	-	-	-	3,555,000
Shares issued for business acquisition of HealthVue	12,000,000	3,000,000	-	-	-	-	-	3,000,000
Stock-based compensation	-	-	-	336,389	-	-	-	336,389
Currency translation adjustment	-	-	-	-	5,785	-	3	5,788
Net loss for the period	-	-	-	-	-	(1,047,625)	(7)	(1,047,632)
Balance, September 30, 2018	61,164,031	\$ 7,612,100	\$ 880,845	\$ 336,389	\$ (393,322)	\$ (3,545,515)	\$ (95)	\$ 4,890,402
Shares issued for marketing and advertising	500,000	435,000	-	-	-	-	-	435,000
Stock-based compensation	-	-	-	528,625	-	-	-	528,625
Currency translation adjustment	-	-	-	-	(13,460)	-	-	(13,460)
Net loss for the period	-	-	-	-	-	(1,635,728)	(2)	(1,635,730)
Balance, December 31, 2018	61,664,031	\$ 8,047,100	\$ 880,845	\$ 865,014	\$ (406,782)	\$ (5,181,243)	\$ (97)	\$ 4,204,837
Shares issued for business acquisitions of Cloud Practice	7,379,752	4,098,363	-	-	-	-	-	4,098,363
Private Placements	8,984,687	4,527,570	-	-	-	-	-	4,527,570
Share Issuance Cost	-	(244,186)	-	-	-	-	-	(244,186)
Agent Warrants Issued	-	(109,251)	-	109,251	-	-	-	-
Exercise of Options	2,200,000	700,000	-	-	-	-	-	700,000
Stock-based compensation	-	-	-	1,225,841	-	-	-	1,225,841
Sale of Clinicas	475,000	218,500	(880,845)	-	399,770	2,071,072	-	1,808,497
Currency translation adjustment	-	-	-	-	7,012	(7,100)	88	-
Net loss for the period	-	-	-	-	-	(3,243,529)	9	(3,243,520)
Balance, September 30, 2019	80,703,470	\$ 17,238,096	\$ -	\$ 2,200,106	\$ -	\$ (6,360,800)	\$ -	\$ 13,077,402

PREMIER HEALTH GROUP INC.
Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian Dollars)

For the Nine-Month Period Ended	September 30, 2019	September 30, 2018
Cash provided by (used in):		
Operating activities		
Net Gain (loss)	\$ (3,243,520)	\$ (1,047,632)
Item not involving cash		
Accretion on convertible debenture	44,174	107,881
Interest on Lease Liabilities	31,811	-
Amortization	249,305	8,471
Loss from discontinued operations	22,967	-
Loss on sale of equipment	6,047	-
Unrealized foreign exchange (gain) loss	(29,236)	39,839
Stock-based compensation	1,225,841	336,389
Change in non-cash working capital components:		
Accounts receivable	19,770	(38,787)
Prepaid expenses	170,603	(16,274)
Inventory	(8,770)	-
Other current assets	(125,000)	-
Accounts payable and accrued liabilities	(50,425)	(221,473)
Due from related parties	-	129,655
Net liabilities from discontinued operations	-	68,345
Net cash used in operating activities	(1,686,433)	(633,586)
Investing activities		
Acquisition of HealthVue	-	(999,967)
Cash received from acquisition of Healthvue	-	323,108
Acquisition of Cloud Practice	(2,000,000)	-
Acquisition of Pharmacies	(1,022,998)	-
Cash received from acquisition of Cloud Practice	107,092	-
Cash received from acquisition of Pharmacies	7,098	-
Deposits on Investments	700,000	-
Investment in franchise	(12,860)	-
Intangible Assets	(20,000)	-
Loss on sale of Clinicas	152,975	-
Purchase of equipment	(13,649)	(1,806)
Sale of equipment	9,650	-
Net cash (used in) provided by investing activities	(2,092,692)	(678,665)
Financing activities		
Proceeds from issuance of shares	4,527,570	3,455,000
Share Issuance Cost	(108,186)	-
Subscription receivable	(2,100,000)	-
Exercise of Options	700,000	-
Lease payments made	(208,283)	-
Principle payment on non related party loan	(2,079)	-
Principle payment on term loan	(71,627)	-
Net cash provided by financing activities	2,737,395	3,455,000
Increase (decrease) in cash	(1,041,730)	2,142,749
Cash, beginning	1,055,543	451
Cash, ending	\$ 13,813	\$ 2,143,200
Cash paid for interest	\$ 34,414	\$ -
Cash paid for income tax	\$ -	\$ -

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

PREMIER HEALTH GROUP INC.

Notes to the Condensed Consolidated Interim Financial Statements

For the Nine-Month Period ended September 30, 2019

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Premier Health Group Inc. (the “Company”) was incorporated on September 19, 2013 and is a reporting issuer in British Columbia, Canada. The parent company of the Company was Web Watcher Systems Ltd. (“Web Watcher”), which was incorporated on April 16, 2010 pursuant to the British Columbia Act. The Company entered into a Plan of Arrangement (the “Arrangement Agreement”) with Web Watcher dated October 23, 2013. Pursuant to the Arrangement Agreement, the Company issued 14,403,698 common shares to the Web Watcher shareholders during the year ended December 31, 2016 in exchange for 100 common shares held by Web Watcher, and became a separate entity from Web Watcher.

On June 17, 2016, the Company completed the acquisition (99.9%) of a multidisciplinary rehabilitation business located in Santiago, Dominican Republic Premier named Clinicas de Rehabilitacion Precer, S. R. L. (“Clinicas”). As at December 31, 2018 and 2017, Clinicas was considered to be a discontinued operation. On April 1, 2019, the Company entered into a settlement agreement with the Company’s former CEO, who is also the former sole shareholder of Clinicas, to complete the full transfer of the Company’s 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas (Note 12).

On August 1, 2018, the Company completed the acquisition of all the issued and outstanding shares of HealthVue Ventures Ltd. (“HealthVue”) (Note 3). HealthVue provides telemedicine visits remotely and full-service family practice from its multiple clinic locations throughout the Lower Mainland in British Columbia.

On January 28, 2019 the Company completed the acquisition of all the issued and outstanding shares of Cloud Practice (Note 3). Cloud Practice is a technology company that offers cloud-based electronic medical records software, medical billing software and an online patient portal for medical clinics using a software as a service (“SAAS”) model. Cloud Practice services over 280 clinics across Canada, 3000 doctors and has approximately 3 million patient charts in their database.

On July 17, 2019, the Company completed the acquisition of all the issued and outstanding shares of two pharmacies based in Metro Vancouver, B.C. (“Pharmacies”) (Note 3). In addition to the retailing of prescription drugs, over-the-counter drugs, and other front store items, the Pharmacies provide clinical services like med reviews and compounding services.

The Company is focused on innovative health care approaches that combine human skill-based expertise with emerging technologies. The Company, in conjunction with its subsidiary Cloud Practice, is developing proprietary technology to deliver quality healthcare through the combination of connected primary care clinics, telemedicine, and an artificial intelligence (AI) enabled patient portal.

The address of the Company’s corporate office is 810-789 W Pender Street, Vancouver, British Columbia, Canada.

These condensed consolidated interim financial statements have been prepared using International Financial Reporting Standard (“IFRS”) on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. During the nine months period ended September 30, 2019, the Company had net loss of \$3,243,520 (September 30, 2018 – \$1,047,632 loss) and as at September 30, 2019 had an accumulated deficit of \$6,360,800 (September 30, 2018 – \$3,545,515) which has been funded primarily by share subscriptions received and loans from non-related parties. As at September 30, 2019, the Company had a positive working capital of \$1,572,213. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. The effect of any such adjustments could be material.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Consolidation

The condensed consolidated interim financial statements include the accounts of the Company and its wholly controlled subsidiary, HealthVue Ventures Ltd. (Canada) (“HealthVue”), its wholly controlled subsidiary, Cloud Practice Inc. (Canada) (“Cloud Practice”), and its wholly controlled subsidiaries, Cloverdale Pharmacy Ltd. and Steveston Health Centre Ltd. (Canada) (“Pharmacies”). All inter-company transactions and balances have been eliminated on consolidation.

b) Basis of Presentation

These condensed consolidated interim financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These condensed consolidated interim financial statements are presented in Canadian dollars, which is the functional currency of the parent Company, HealthVue, Pharmacies, and Cloud Practice. These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as fair value through profit or loss, and available-for-sale, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for certain cash flow information.

c) Significant Accounting Judgments and Estimates

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets, liabilities, shareholders’ equity, and the disclosure of contingent assets and liabilities, as at the date of the financial statements, and expenses for the years reported.

Critical Judgements

The preparation of these condensed consolidated interim financial statements requires management to make judgements regarding the going concern of the Company, as previously discussed in Note 1, as well as the determination of functional currency. The functional currency is the currency of the primary economic environment in which an entity operates, and has been determined for each entity within the Company. The functional currency for the Company, HealthVue, Pharmacies, and Cloud Practice has been determined to be the Canadian dollar.

Key Sources of Estimation Uncertainty

Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting periods. Actual results could differ from those estimates and such differences could be significant.

Significant estimates made by management affecting the consolidated financial statements include:

Share-based Payments

Estimating fair value for granted stock options and compensatory warrants requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the option or warrant, volatility, dividend yield, and rate of forfeitures and making assumptions about them.

2. SIGNIFICANT ACCOUNTING POLICIES (continued...)

c) Significant Accounting Judgments and Estimates (continued...)

Key Sources of Estimation Uncertainty (continued...)

Deferred Tax Assets & Liabilities

The estimation of income taxes includes evaluating the recoverability of deferred tax assets and liabilities based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets and liabilities will not be realized. The ultimate realization of deferred tax assets and liabilities is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets or liabilities, and deferred income tax provisions or recoveries could be affected.

Useful Life of Property and Equipment

Property and equipment is depreciated over its estimated useful life. Estimated useful lives are determined based on current facts and past experience, and take into consideration the anticipated physical life of the asset, the potential for technological obsolescence, and regulations.

Allowance for Doubtful Accounts

The Company assesses the collectability of receivables on an ongoing basis. A provision for the impairment of receivables involves significant management judgement and includes the renewal of individual receivables based on individual customers, current economic trends and analysis of historical bad debts.

d) Cash

Cash is comprised of cash in banks and bank indebtedness.

e) Property and Equipment

Property and equipment is carried at cost, less accumulated depreciation and accumulated impairment losses.

The cost of an item of property and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Amortization is provided at rates calculated to write off the cost of property and equipment, less its estimated residual value, using the rates and methods below:

Furniture and equipment	20% - declining balance
Computers	55% - declining balance
Software	55% - declining balance
Leasehold improvements	5 years - straight-line

In the year of acquisition and disposal, the Company records half of the amortization expense.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued...)*

f) Impairment

At each financial position reporting date, the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use, which is the present value of future cash flows expected to be derived from the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period.

For the purposes of impairment testing, long-lived assets are allocated to cash-generating units to which the operating activity relates. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

g) Financial Instruments

Financial assets and financial liabilities are recognized on the consolidated statements of financial position when the Company becomes a party to the contractual provisions of the financial instrument.

The Company adopted all of the requirements of IFRS 9 Financial Instruments ("IFRS 9") as of January 1, 2018. IFRS 9 replaces IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for any assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date.

The following is the Company's new accounting policy for financial instruments under IFRS 9:

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued...)*

g) Financial Instruments *(continued...)*

Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of loss and comprehensive loss in the period in which they arise.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (continued...)

g) Financial Instruments (continued...)

Derecognition (continued...)

The Company's financial assets and liabilities are recorded and measured as follows:

Asset or Liability	Category	Measurement
Cash	FVTPL	Fair value
Marketable securities	Available-for-sale	Fair value
Accounts receivable	Loans and receivables	Amortized cost
Due from related parties	Loans and receivables	Amortized cost
Convertible notes receivable	Loans and receivables	Amortized cost
Notes receivable	Loans and receivables	Amortized cost
Accounts payable	Other liabilities	Amortized cost
Due to related parties	Other liabilities	Amortized cost
Loans	Other liabilities	Amortized cost
Convertible debt	Other liabilities	Amortized cost
Liabilities from discontinued operations	Available for sale	Fair value

The Company determines the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs, including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash and marketable securities have been measured at fair value using Level 1 inputs.

h) Revenue Recognition

The Company recognizes revenue when it has persuasive evidence of a contract, performance obligations have been identified and satisfied, payment items have been identified, and it is probable that the Company will collect the consideration it is entitled to.

The Company recognizes revenue from the rendering of independent medical assessments, patient services, and from the sale of medical software services using a SAAS model based in the accounting period in which the services are rendered and assessed on the basis of the actual service provided as a proportion of the total services to be provided. The Company also recognizes revenue from the sale of pharmaceutical and front store products based in the accounting period in which the goods are sold for the amount it expects to receive when control is transferred to the purchaser.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued...)*

i) Earnings/(Loss) Per Share

Basic earnings/(loss) per share is computed by dividing the income/(loss) for the period from continuing operations by the weighted average number of common shares outstanding during the period. Contingently returnable escrow shares are removed from the calculation.

For diluted per share computations, assumptions are made regarding potential common shares outstanding during the period. The weighted average number of common shares is increased to include the number of additional common shares that would be outstanding if, at the beginning of the period, or at time of issuance, if later, all options and warrants are exercised. Proceeds from exercise are used to purchase the Company's common shares at their average market price during the period, thereby reducing the weighted average number of common shares outstanding. If these computations prove to be anti-dilutive, diluted earnings/(loss) per share is the same as basic earnings/(loss) per share.

j) Share-Based Payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees and service providers. The Company recognizes share-based compensation expense based on the estimated fair value of the options. A fair value measurement is made for each vesting instalment within each option grant and is determined using the Black-Scholes option-pricing model. The fair value of the options is recognized over the vesting period of the options granted as both share-based compensation expense and reserves. This includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods. The reserves account is subsequently reduced if the options are exercised and the amount initially recorded is then credited to capital stock.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of the goods or services received.

k) Income Taxes

Income tax on profit or loss for the year comprises of current and deferred tax. Current tax is the expected tax paid or payable on the taxable income for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax paid or payable in respect of previous years.

Deferred tax is recorded by providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized. The effect on deferred tax assets and liabilities of a change in income tax rates is recognized in the period that includes the date of the enactment or substantive enactment of the change. Deferred tax assets and liabilities are presented separately except where there is a right of set-off within fiscal jurisdictions.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued...)*

l) Foreign Currency Translation

The functional currency of the Company, HealthVue and Cloud Practice is the Canadian Dollar. The presentation currency of the consolidated financial statements is the Canadian Dollar.

Transactions and balances:

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Foreign operations:

The financial results and position of foreign operations whose functional currency is different from the Company's presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are recognized in other comprehensive income and recorded in the Company's foreign currency translation reserve in equity. These differences are recognized in the profit or loss in the period in which the operation is disposed.

m) Comprehensive Income (Loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in net profit. Other comprehensive income (loss) consists of changes to unrealized gain and losses on available for sale financial assets, changes to unrealized gains and losses on the effective portion of cash flow hedges and changes to foreign currency translation adjustments of self-sustaining foreign operations during the period. Comprehensive income measures net earnings for the period plus other comprehensive income. Amounts reported as other comprehensive income (loss) are accumulated in a separate component of shareholders' equity (deficiency) as accumulated other comprehensive income (loss).

2. SIGNIFICANT ACCOUNTING POLICIES *(continued...)*

n) Non-controlling Interest

Non-controlling interest is measured at its proportionate share of the acquiree's identifiable net assets or liabilities. Net income or loss and comprehensive income or loss for the period are allocated between non-controlling interest and shareholders of the parent. Non-controlling interest in subsidiaries must be presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent.

Changes in the Company's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

o) Reclassification

Certain prior period's amounts have been reclassified to conform to the current year's presentation.

p) Accounting Standards Issued but not yet Effective

New standard IFRS 16 – “Leases”

This new standard replaces IAS 17 “Leases” and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 15. The Company has assessed the impact of this change, which will result in the reclassification of the Company's leases of its rental properties as financing leases. The Company choose to apply the effect of changes using the modified retrospective approach with the cumulative effect of initially applying the standards recognized at the date of initial application which is January 1, 2019 (*Note 18*).

Other accounting standards and amendments to existing accounting standards that have been issued and have future effective dates are not applicable or are not expected to have a significant impact on the Company's consolidation financial statements.

3. BUSINESS ACQUISITION

HealthVue Ventures Ltd.

On August 1, 2018, the Company completed the acquisition of all of the issued and outstanding shares of HealthVue. HealthVue provides telemedicine visits remotely and full-service family practice from its multiple clinic locations throughout the Lower Mainland in British Columbia. Pursuant to the acquisition agreement, the Company issued 12,000,000 common shares of the Company and \$999,967 cash payment to the former owners of HealthVue.

The acquisition of HealthVue by the Company is considered to be a business combination. Pursuant to the business combination transactions, the asset acquired from the acquisition is to be recorded at their estimated fair values in accordance with IFRS 3 – Business Combination. The allocation of the purchase consideration is as follows:

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3. BUSINESS ACQUISITION (continued...)

HealthVue Ventures Ltd. (continued...)

Purchase price:	
Fair value of common shares issued (12,000,000 at \$0.25 per share)	\$ 3,000,000
Cash paid	999,967
Total consideration paid	\$ 3,999,967
Allocated as follows:	
Cash	323,108
Accounts receivable	2,603
Prepaid	8,487
Property and equipment	105,910
Accounts payable	(391,711)
Net assets acquired	48,397
Goodwill acquired	\$ 3,951,570

Cloud Practice Inc.

On January 28, 2019, the Company completed the acquisition of all of the issued and outstanding shares of Cloud Practice. Cloud Practice provides cloud-based electronic medical records software and other medical applications using a SAAS model. Pursuant to the acquisition agreement, the Company issued 3,947,368 common shares of the Company and will pay \$2,000,000 cash payment to the former owners of Cloud Practice as follows: (i) \$500,000 paid on December 5, 2018, (ii) \$500,000 paid on January 28, 2019, (iii) \$500,000 paid on April 1, 2019 (subsequent to March 31, 2019), (iv) \$500,000 payable on June 5, 2019 (subsequent to March 31, 2019).

The acquisition of Cloud Practice by the Company is considered to be a business combination. Pursuant to the business combination transactions, the asset acquired from the acquisition is to be recorded at their estimated fair values in accordance with IFRS 3 – Business Combination. The allocation of the purchase consideration is as follows:

Purchase price:	
Fair value of common shares issued (3,947,368 at \$0.76 per share)	\$ 3,000,000
Cash paid	1,000,000
Cash Installments – Deferred acquisition cost	1,000,000
Total consideration paid	\$ 5,000,000
Allocated as follows:	
Cash	107,092
Accounts receivable	3,149
Prepaid	11,008
Property and equipment	6,748
Accounts payable	(90,272)
Net assets acquired	37,725
Goodwill acquired	\$ 4,962,275

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3. BUSINESS ACQUISITION (continued...)

Pharmacies

On July 17, 2019, the Company completed the acquisition of all of the issued and outstanding shares of two pharmacies based in Metro Vancouver, B.C. Pursuant to the acquisition agreement, the Company issued 3,432,384 common shares of the Company, 343,926 performance share units of the Company (each performance share shall vest into one common share without any payment on July 31, 2020, if certain earnings milestones for the pharmacies are met), and paid \$1,022,998 cash payment to the former owners of the Pharmacies.

The acquisition of the two Pharmacies by the Company is considered to be a business combination. Pursuant to the business combination transactions, the asset acquired from the acquisition is to be recorded at their estimated fair values in accordance with IFRS 3 – Business Combination. The allocation of the purchase consideration is as follows:

Purchase price:	
Fair value of common shares issued (3,432,384 at \$0.32 per share)	\$ 1,098,363
Cash paid	1,022,998
Total consideration paid	\$ 2,121,361
Allocated as follows:	
Cash	7,098
Accounts receivable	160,253
Prepaid	19,518
Property and equipment	165,616
Inventory	732,189
Accounts payable	(450,329)
Long term debt	(2,442,577)
Net assets acquired	(1,808,232)
Goodwill acquired	\$ 3,929,593

4. REVENUE

The following table shows a breakdown of revenue for the 3 months and 9 months ended September 30, 2019:

	Three months ended		Nine months ended	
	September 30, 2019	September 30, 2018	September 30, 2019	September 30, 2018
	\$	\$	\$	\$
Clinic Services & Pharmacies	1,789,804	438,080	3,370,903	438,080
SaaS Model Digital Services	375,413	-	956,213	-
Total Revenue	2,165,217	438,080	4,327,116	438,080

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5. INTEREST

The following table shows a breakdown of interest expense for the 3 months and 9 months ended September 30, 2019:

	<u>Three months ended</u>		<u>Nine months ended</u>	
	September 30, 2019 \$	September 30, 2018 \$	September 30, 2019 \$	September 30, 2018 \$
Interest expense on Notes payable to non-related parties (Note 13)	5,000	-	10,000	-
Interest expense on term loans (Note 12)	24,414	-	24,414	-
Interest expense on Lease Liabilities (Note 18)	20,427		31,811	
Interest expense	49,841	-	66,225	-

6. CASH

Cash consist of cash held with banks, as well as overdraft facilities at those banks.

7. ACCOUNTS RECEIVABLE

Accounts receivable consist of the following:

	September 30, 2019	December 31, 2018
Trade receivables	\$ 209,621	\$ 197,444
GST receivable	37,005	25,340
Allowance for doubtful account	-	(93,792)
Receivables from discontinued operations	-	(15,605)
Other Receivables	10,393	-
	<u>\$ 257,019</u>	<u>\$ 113,387</u>

8. MARKETABLE SECURITIES

The Company owns 4,000,000 shares of Moag Copper Gold Resources Inc. ("MOG"). The shares were acquired in exchange for 20,000,000 common shares of the Company. MOG shares were under ceased trading order as at September 30, 2019 and December 31, 2018, and therefore, the Company has valued the investments in MOG shares at \$1.

On May 9, 2016, the Company acquired 1,000,000 shares of CENTRIC HEALTH CORP. ("CHH"), for 200,000 units of the Company, valued at \$250,000. Each unit consists of one share and one share purchase warrant of the Company. Each warrant shall entitle the holder to purchase one common share of the Company at a price of \$1.50 per share for a period of two years from date of issuance. During the year ended December 31, 2017, the Company sold 925,000 shares of CHH shares for total proceeds of \$707,030, resulting in a realized gain of \$475,780. As at September 30, 2019, the Company no longer holds any shares in CHH.

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8. MARKETABLE SECURITIES (continued...)

Total marketable securities:

	MOG	CHH	Total
<u>Cost</u>			
Balance at December 31, 2016	\$ 400,000	\$ 231,250	\$ 631,250
Dispositions	-	(231,250)	(231,250)
Balance at December 31, 2018 and September 30, 2019	400,000	-	400,000
<u>Adjustments to Fair Value</u>			
Balance at December 31, 2016	(399,999)	305,250	(94,749)
Adjustment for the year	-	(305,250)	(305,250)
Balance at December 31, 2017, December 31, 2018, and September 30, 2019	(399,999)	-	(399,999)
<u>Fair Value</u>			
At December 31, 2018 and September 30, 2019	\$ 1	\$ -	\$ 1

9. PROPERTY AND EQUIPMENT

	Equipment	Computers	Software	Leasehold improvement	Total
Cost					
December 31, 2018	\$ 34,526	\$ 20,308	\$ 497	\$ 53,766	\$ 109,097
Business acquisition (Note 3)	2,795	3,953	-	-	6,748
Business acquisition (Note 3)	128,695	4,283	-	32,638	165,616
Additions	1,589	12,060	-	-	13,649
Disposals	(3,570)	(12,531)	(497)	(5,717)	(22,315)
Balance at September 30, 2019	\$ 164,035	\$ 28,073	\$ -	\$ 80,687	\$ 272,795
Accumulated Amortization					
December 31, 2018	\$ 3,272	\$ 5,765	\$ 137	\$ 5,376	\$ 14,550
Disposals	(678)	(4,561)	(236)	(1,143)	(6,618)
Amortization	10,532	7,444	99	9,101	27,176
Balance at September 30, 2019	\$ 13,126	\$ 8,648	\$ -	\$ 13,334	\$ 35,108
Net Book Value					
December 31, 2018	\$ 31,254	\$ 14,543	\$ 360	\$ 48,390	\$ 94,547
September 30, 2019	\$ 150,909	\$ 19,425	\$ -	\$ 67,353	\$ 237,687

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10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2019	December 31, 2018
Accounts payables	\$ 668,679	\$ 392,832
Accrued liabilities	159,370	82,020
Interest payable on convertible debentures (<i>Note 10</i>)	-	241,120
Accounts payables from discontinued operations	-	(88,639)
	\$ 828,049	\$ 627,333

11. OTHER CURRENT LIABILITIES

	September 30, 2019	December 31, 2018
Finder's fee payable related to private placement	136,000	-
Loan payable to landlord of pharmacy	70,654	-
	\$ 206,654	\$ -

12. LONG TERM DEBT

As part of the acquisition of the two Pharmacies (Note 3), effective July 17, 2019, the Company assumed an asset and capital financing with a Canadian chartered bank for a total of \$2,369,844. The purpose of this loan was to pay out existing term debt held by the previous owner. The loan is broken down into 3 segments and bears interest calculated monthly in arrears, and payable monthly. The financing is secured on a first priority basis account on all accounts receivable, inventory, and machinery & equipment of the Pharmacies. During the 3-month period ended September 30, 2019, the Company made principal payments of \$71,627.

	September 30, 2019	December 31, 2018
Loan segment 'a' bears a fixed interest rate of 3.35% payable monthly, has an amortization period of 10 years, and an original payment term of 5 years ending on October 31, 2021.	1,854,744	-
Loan segment 'b' bears a fixed interest rate of 3.20% payable monthly, has an amortization period of 10 years, and an original payment term of 5 years ending on October 31, 2020	221,517	-
Loan segment 'c' bears a fixed interest rate of 3.14% payable monthly, has an amortization period of 10 years, and an original payment term of 5 years ending on October 31, 2019. Subsequent to September 30, 2019, loan segment 'c' was renewed for a 2-year term ending October 31, 2021, at a fixed interest rate of 3.97%.	221,956	-
	\$ 2,298,217	\$ -
Less: current portion	282,527	-
Long term portion	\$ 2,015,690	\$ -

13. NOTE PAYABLE

On March 28, 2019, the Company received an amount of \$500,000 and owed a promissory note payable to a non-related party. The amount owing was unsecured, bears a fixed interest amount of \$5,000, and was due on demand. The note payable and interest owing of 5,000 was paid by the Company in full on May 7, 2019.

On July 17, 2019, the Company received an amount of \$100,000 and owed a promissory note payable to a non-related party. The amount owing was unsecured, bears a fixed interest amount of \$5,000, and was due on demand. The note payable and interest owing of 5,000 was paid by the Company in full on September 25, 2019. As at September 30, 2019, no notes payable were outstanding.

PREMIER HEALTH GROUP INC.

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14. CONVERTIBLE DEBENTURE

During the year ended December 2016, the Company issued a convertible debenture to the former sole shareholder of Clinicas, who is also a director of the Company. The debenture has a face value of \$1,931,700 (US\$1,500,000) which matures on June 21, 2021 (the “Maturity Date”). The debenture accrues interest at a rate of 8.5% per annum, calculated and paid annually. At the option of the debenture holder, the debenture shall be convertible at any time prior to the Maturity Date in whole into common shares of the Company at a price of \$0.25 per common share.

On issuance, \$880,845, attributed to the equity conversion features of the debenture was classified as an equity component of the convertible debenture. The debt component (calculated using an effective interest rate of 26.6%) will be accreted systematically to its face value over the term of the note by the recording of additional accretion expense. \$44,174 accretion, and \$42,156 interest was recorded as expense for the period ended March 31, 2019 and September 30, 2019 (2018 – accretion and interest of \$230,959).

As at March 31, 2019, the value of this convertible debenture was \$1,466,724 (December 31, 2018 - \$1,451,786). On April 1, 2019, a settlement agreement was entered to complete the full transfer of the Company’s 99.9% ownership of Clinicas and the forgiveness of the convertible debenture issued on the original purchase of 99.9% of Clinicas. Since this debt was forgiven on April 1, 2019, as at September 30, 2019, the convertible debenture and its equity component of \$880,845 are no longer outstanding (*Note 16*).

15. RELATED PARTY TRANSACTIONS

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

The aggregate values of transactions relating to key management personnel were as follows:

	September 30, 2019	September 30, 2018
Management fees to the former CFO	\$ -	\$ 21,000
Administration fees paid to a company owned by the former CFO	-	3,000
Rent paid to a company owned by the former CFO	-	3,000
Salaries paid to the CEO	180,000	60,000
Salaries paid to the CFO	75,000	-
Salaries paid to the COO	75,000	25,000
Consulting fees to the former CEO, included in loss from discontinued operations (<i>Note 12</i>)	-	12,138
Stock-based compensation to the CEO, CFO and COO	-	174,181
Accretion and interest expense on convertible debenture to the former CEO (<i>Note 10</i>)	86,330	230,959

As at March 31, 2019, and December 31, 2019, the Company had \$43,001 (December 31, 2018 - \$43,001) due from the former CFO and a company owned by the former CFO. The former CFO is also a director of the Company. This amount is non-interest bearing. This amount owing to the Company by the former CFO was assigned to the former CEO, as part of the settlement agreement entered on April 1, 2019 (Refer to Note 12 for further details). As at September 30, 2019, no amounts were due from related parties.

As at March 31, 2019, and December 31, 2018, the Company had \$220,000 receivable from Explorinvest Capital Corp., a company partially owned by the former CFO of the Company. During the year ended December 31, 2018, this note was converted into a convertible promissory note, with accrued interest of 6.5% per annum, payable on April 1, 2019. The Company had the right to convert this promissory note at any time at \$0.25 per share. This note owing to the Company was assigned to the former CEO, as part of the settlement agreement entered on April 1, 2019 (Refer to Note 12 for further details). As at September 30, 2019, no notes were receivable from related parties.

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15. RELATED PARTY TRANSACTIONS (continued...)

As at March 31, 2019, the Company has a convertible debenture valued at \$1,466,724 (December 31, 2018 - \$1,451,786) to the former CEO. During the 3-month period ended March 31, 2019, and 9-month period ended September 30, 2019, \$44,174 of accretion expense, and \$42,156 of interest expense, for a total of \$86,330 was recorded as accretion and interest expense (2018 - \$230,959). On April 1, 2019, a settlement agreement was entered to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture issued on the original purchase of 99.9% of Clinicas. (*Note 10, 12*).

16. DISCONTINUED OPERATIONS

During the year ended December 31, 2018, the Company entered into a share purchase agreement (the "Purchase Agreement") with the Company's former CEO, who is also the former sole shareholder of Clinicas (the "Purchaser"). The Purchase Agreement was entered into as a prerequisite to entering into an acquisition agreement that would result in a change of control of the Company. The terms of the Purchase Agreement were as follows:

- The Company will transfer 51% of the shares of Clinicas to the Purchaser immediately on the closing date, and transfer the remaining 49% of the shares of Clinicas of when the Company has a satisfactory replacement assets in place to satisfy corporate law requirement to maintain a business undertaking at all time, as well as continue to qualify for Listing on the Canadian Securities Exchange.
- The Purchaser will forgive the convertible debenture of US\$1,500,000 and all accrued interest proportionally to the shares of Clinicas transferred (*Note 9*).

This Purchase Agreement constituted a discontinued operation involving the loss of control of Clinicas by the Company as at December 31, 2017. During the year ended December 31, 2018, the Purchase Agreement was not executed. As a result, a subsequent settlement agreement was entered into on April 1, 2019 (the "Settlement Agreement"). As a result of the Settlement Agreement, the loss of control of Clinicas constitutes a discontinued operation of the Company as at March 31, 2019 and December 31, 2018. As a result, all of the assets and liabilities of Clinicas have been classified as held-for-sale as at March 31, 2019 and December 31, 2018. This resulted in a net liability of \$158,289 (December 31, 2018 - \$139,372) from discontinued operation as at March 31, 2019.

On April 1, 2019, the Company entered into a settlement agreement to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas (the "Settlement Agreement").

As part of the Settlement Agreement, the Company completed the following:

- On April 1, 2019, as part of the settlement, the convertible debenture was forgiven. The amount of debenture outstanding as of March 31, 2019 was \$2,347,569 with \$880,845 recorded in equity, and the balance of \$1,466,724 in liabilities. As at September 30, 2019, the convertible debenture is no longer outstanding (*Note 10*),
- on April 1, 2019, the Company assigned to the Purchaser's company, Benras Holdings Inc., the following promissory notes as security for, and in full and final satisfaction of any amount owed by the Company to the Purchaser: (i) a promissory note dated February 20, 2018 plus interest owed to the Company by the former CFO and a company owned by the former CFO with an amount outstanding as at December 31, 2018 of \$43,001, and (ii) a promissory note dated February 20, 2018 in the amount of \$220,000 plus interest owed to the Company by Explorinvest Capital Corp., a company partially owned by the former CFO of the Company (*Note 11*),
- on May 16, 2019, the Company issued 400,000 common shares at a deemed price of \$0.48, and
- on July 26, 2019, the Company issued 75,000 common shares at a deemed price of \$0.48.

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16. DISCONTINUED OPERATIONS (*continued...*)

Revenues and expenses from Clinicas are as follows:

For the period	March 31, 2019 and September 30, 2019	September 30, 2018
REVENUE	\$ 59,462	\$ 168,979
EXPENSES		
Advertising	1,342	10,456
Amortization	12,853	23,196
Leasehold improvements written off	-	8,243
Bank charges an interest	5,791	13,277
Consulting fees (<i>Note 11</i>)	5,079	12,138
Insurance	2,032	4,838
Office and Administration	8,820	28,379
Professional fees	4,886	14,883
Rent	12,672	12,465
Repair and maintenance	534	2,894
Wages and related expenses	27,600	91,607
Other expenses	820	14,948
Loss from discontinued operations	\$ (22,967)	\$ (68,345)

17. SHARE CAPITAL

- a) **Authorized:** unlimited common shares without par value
- b) **Share Capital:** As at September 30, 2019, the issued share capital comprises 80,703,470 (December 31, 2018 – 61,664,031) common shares.

During the 9-month period ended September 30, 2019:

- On January 28, 2019, the Company issued 3,947,368 common shares at a price of \$0.76 for the business acquisition of Cloud Practice. (Note 3)
- On March 7, 2019, the Company issued 600,000 common shares at a price of \$0.50 through the exercise of options.
- On April 26, 2019, the Company closed the first tranche of a non-brokered private placement of 3,050,134 common shares for gross proceeds of \$1,982,610 (\$0.65 per common share). 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 \$1.00 until April 26, 2021.
In connection with this private placement, agents were paid cash commissions of \$108,186 and issued 161,520 agent's warrants. Each agent's warrant is exercisable into one additional common share at an exercise price of \$1.00 until April 26, 2021. The Company incurred \$108,186 in share issuance costs (excluding the fair value of agent warrants granted) related to this private placement. The agent's warrants have a fair value equal to \$46,684 (see Note 17 (c) for further information on the fair value calculation). The value of the agent's warrants was recorded as a share issuance cost and as a credit to Reserves.
- On May 16, 2019, the Company closed the second tranche of a non-brokered private placement of 684,553 common shares for gross proceeds of \$444,960 (\$0.65 per common share). 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 \$1.00 until May 16, 2021.

17. SHARE CAPITAL (continued...)

b) Share Capital (continued...)

- On May 16, 2019, the Company issued 400,000 common shares at a deemed price of \$0.48 as part of the settlement agreement to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas (see Note 12 for further information on the Settlement Agreement).
- On July 17, 2019, the Company issued 3,432,384 common shares at a price of \$0.7269 for the business acquisition of two pharmacies based in Metro Vancouver, B.C. (Note 3)
- On July 26, 2019, the Company issued 75,000 common shares at a deemed price of \$0.48 as part of the settlement agreement to complete the full transfer of the Company's 99.9% ownership of Clinicas and the forgiveness of the convertible debenture held by the former CEO issued on the original purchase of 99.9% of Clinicas (see Note 12 for further information on the Settlement Agreement).
- On September 26, 2019, the Company issued 1,600,000 common shares at a price of \$0.25 through the exercise of options.
- On September 30, 2019, the Company closed a non-brokered private placement of 5,250,000 common shares for gross proceeds of \$2,100,000 (\$0.40 per common share). 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 \$0.65 until September 30, 2021.

In connection with this private placement, agents were paid cash commissions of \$136,000 and issued 340,000 agent's warrants. Each agent's warrant is exercisable into one additional common share at an exercise price of \$0.65 until September 30, 2021. The Company incurred \$136,000 in share issuance costs (excluding the fair value of agent warrants granted) related to this private placement. The agent's warrants have a fair value equal to \$62,566 (see Note 17 (c) for further information on the fair value calculation). The value of the agent's warrants was recorded as a share issuance cost and as a credit to Reserves.

During the year ended December 31, 2018:

- On July 25, 2018, the Company closed a non-brokered private placement of 14,220,000 common shares for gross proceeds of \$3,555,000 (\$0.25 per common share).
- On August 1, 2018, the Company issued 12,000,000 common shares at a price of \$0.25 for the business acquisition of HealthVue Ventures Ltd. (Note 3)
- On October 9, 2018, the Company issued 500,000 common shares for marketing and advertising expense valued at \$435,000 (\$0.87 per common share).

During the year ended December 31, 2017:

- On September 20, 2017, the Company issued 200,000 common shares at a price of \$1 per share for debt settlement of \$200,000 (US\$145,520). The debt settled was a portion of the interest accrued on the convertible note (Notes 9,10).
- On September 20, 2017, the Company issued 7,000 common shares at a price of \$1 per share to the CFO of the Company, for cash.

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17. SHARE CAPITAL (continued...)

c) Agent's Warrants

On April 26, 2019, 161,520 agent's warrants were issued in connection with a private placement. Each agent's warrant is exercisable into one additional common share at an exercise price of \$1.00 until April 26, 2021. The agent's warrants have a 2-year expiry date from the date of issue. The fair value of the agent's warrants at the issue date was \$46,684, of which \$46,684 was recorded as a share issuance cost and as a credit to Reserves in the period ended September 30, 2019.

The agent's warrant pricing model used an average risk-free rate of 1.57%, estimated life of 2 years, volatility of 100% and dividend yield of 0%.

On September 30, 2019, 340,000 agent's warrants were issued in connection with a private placement. Each agent's warrant is exercisable into one additional common share at an exercise price of \$0.65 until September 30, 2021. The agent's warrants have a 2-year expiry date from the date of issue. The fair value of the agent's warrants at the issue date was \$62,566, of which \$62,566 was recorded as a share issuance cost and as a credit to Reserves in the period ended September 30, 2019.

The agent's warrant pricing model used an average risk-free rate of 1.49%, estimated life of 2 years, volatility of 100% and dividend yield of 0%.

The following is a summary of agent's warrants activities during the year ended December 31, 2018 and period ending September 30, 2019:

	September 30, 2019		December 31, 2018	
	Number of Agent's Warrants	Weighted Average Exercise Price \$	Number of Agent's Warrants	Weighted Average Exercise Price \$
Balance outstanding beginning of year	-	-	-	-
Agent's warrants Issued	501,520	0.76	-	-
Agent's warrants Exercised	-	-	-	-
Balance outstanding end of period	501,520	\$ 0.76	-	-

During the 9-month period ending September 30, 2019, 501,520 agent's warrant were issued, and none were exercised.

As at September 30, 2019, the Company had the following agent's warrants outstanding, all of which are exercisable at September 30, 2019:

Outstanding	Exercise Price	Remaining Life (Years)	Expiry Date
161,520	\$1.00	1.57	April 26, 2021
340,000	\$0.65	2.00	September 30, 2021
501,520		1.79	

17. SHARE CAPITAL (continued...)

d) Shareholders' Warrants

On April 26, 2019, 1,525,067 shareholders' warrants were issued in connection with a private placement. Each shareholders' warrant is exercisable into one additional common share at an exercise price of \$1.00 until April 26, 2021.

On May 16, 2019, 342,277 shareholders' warrants were issued in connection with a private placement. Each shareholders' warrant is exercisable into one additional common share at an exercise price of \$1.00 until May 16, 2021.

On September 30, 2019, 2,625,000 shareholders' warrants were issued in connection with a private placement. Each shareholders' warrant is exercisable into one additional common share at an exercise price of \$0.65 until September 30, 2021.

The following is a summary of shareholders' warrants activities during the year ended December 31, 2018 and period ending September 30, 2019:

	September 30, 2019		December 31, 2018	
	Number of Shareholders' Warrants	Weighted Average Exercise Price \$	Number of Shareholders' Warrants	Weighted Average Exercise Price \$
Balance outstanding beginning of year	-	-	-	-
Shareholders' warrants Issued	4,492,344	0.80	-	-
Shareholders' warrants Exercised	-	-	-	-
Balance outstanding end of period	4,492,344	0.80	-	-

During the 9-month period ending September 30, 2019, 4,492,344 shareholders' warrants were issued, and none were exercised.

As at September 30, 2019, the Company had the following agent's warrants outstanding, all of which are exercisable at September 30, 2019:

Outstanding	Exercise Price	Remaining Life (Years)	Expiry Date
1,525,067	\$1.00	1.57	April 26, 2021
342,277	\$1.00	1.63	May 16, 2021
2,625,000	\$0.65	2.00	September 16, 2021
4,492,344	\$0.80	1.83	

e) Escrow shares

As at September 30, 2019, the Company has 12,606,068 common shares held in escrow.

Escrow shares will be released as follows:

- 1,800,000 shares on January 1, 2020, and the same amount released each six months thereafter until the last 1,800,000 are released on August 1, 2021.
- 1,973,684 shares on January 28, 2020.
- 686,477 shares on January 17, 2020, and the same amount released each four months thereafter until the last 686,477 are released on May 17, 2021.

17. SHARE CAPITAL (continued...)

f) Stock Options

The Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase common shares. Pursuant to the Option Plan, the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

The following grants were made during the 9-month period ended September 30, 2019:

On February 4, 2019, 300,000 options were granted to consultants of the Company, exercisable at \$0.76 per share. The options vest 4 months after the grant and have a five-year expiry date from the date of grant. The fair value of the options at grant date was \$181,116, of which \$181,116 was recorded in the period ended September 30, 2019 based on vesting conditions.

On February 4, 2019, 2,050,000 options were granted to employees of the Company, exercisable at \$0.76 per share. The options shall vest 25% every 6 months, commencing on August 4, 2019. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was \$1,237,623, of which \$748,431 was recorded in the period ended September 30, 2019 based on vesting conditions.

On July 17, 2019, 200,000 options were granted to employees of the Company, exercisable at \$0.32 per share. The options shall vest 25% every 6 months, commencing on January 16, 2020. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was \$47,736, of which \$10,134 was recorded in the period ended September 30, 2019 based on vesting conditions.

On August 20, 2019, 1,000,000 options, exercisable at \$0.50 per share, were cancelled. The fair value of the options at grant date was \$245,950, of which (\$245,950) (\$245,950 in the period ended December 31, 2018) was recorded in the period ended September 30, 2019.

On August 20, 2019, 2,400,000 options were granted to consultants of the Company, exercisable at \$0.25 per share. The options vested immediately. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was \$446,829, of which \$446,829 was recorded in the period ended September 30, 2019 based on vesting conditions.

The option pricing model used an average risk-free rate ranging from 1.27% and 1.8% with an average risk free rate of 1.50%, estimated life of 5 years, volatility of 100% and dividend yield of 0%.

The following grants were made during the year ended December 31, 2018:

On August 13, 2018, 3,200,000 options were granted to consultants and officers of the Company, exercisable at \$0.50 per share. The options vest 4 months after the grant and have a five-year expiry date from the date of grant. The fair value of the options at grant date was \$787,041, of which all was recorded in the period ended December 31, 2018 based on vesting conditions.

On August 13, 2018, 800,000 options were granted to employees of the Company, exercisable at \$0.50 per share. The options shall vest 25% every 6 months, commencing on February 13, 2019. The options have a five-year expiry date from the date of grant. The fair value of the options at grant date was \$196,760, of which \$85,281 (\$77,973 in the period ended December 31, 2018) was recorded in the period ended September 30, 2019 based on vesting conditions.

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17. SHARE CAPITAL (continued...)

f) Stock Options (continued...)

The option pricing model used an average risk-free rate of 2.19%, estimated life of 5 years, volatility of 100% and dividend yield of 0%.

The following is a summary of option activities during the year ended December 31, 2018 and period ending September 30, 2019:

	September 30, 2019		December 31, 2018	
	Number of Options	Weighted Average Exercise Price \$	Number of Options	Weighted Average Exercise Price \$
Balance outstanding beginning of year	4,000,000	0.50	-	-
Options Granted	4,950,000	0.49	4,000,000	0.50
Options Cancelled	(1,000,000)	0.50	-	-
Options Exercised	(600,000)	0.50	-	-
Options Exercised	(1,600,000)	0.25	-	-
Balance outstanding end of period	5,750,000	\$ 0.57	4,000,000	\$ 0.50

During the 9-month period ending September 30, 2019, 4,950,000 options were granted, 1,000,000 were cancelled, and 2,200,000 options were exercised. Subsequent to September 30, 2019, 300,000 options were granted to consultants of the Company at an exercise price of 0.40.

As at September 30, 2019, the Company had the following stock options outstanding and exercisable:

Outstanding	Exercisable	Exercise Price	Remaining Life (Years)	Expiry Date
2,400,000	2,000,000	\$0.50	3.87	August 12, 2023
2,350,000	812,500	\$0.76	4.35	February 3, 2024
200,000	-	\$0.32	4.80	July 16, 2024
800,000	800,000	\$0.25	4.89	August 19, 2024
5,750,000	3,612,500		4.24	

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18. LEASES

The Company leases various office, clinic, and pharmacy spaces for its operations. On adoption of IFRS 16 at January 1, 2019, the Company recognized \$15,751,388 in lease liability in relation to leases which had previously been classified as operating leases under the principles of IAS 17 Leases. Right of use assets were measured at an amount equal to the lease liability. The Company has elected not to recognize right of use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Management also used hindsight when determining the lease term if the contract contained an option to extend or terminate the lease. These assets and liabilities were measured at the present value of the remaining lease payments plus anticipated exercise of renewal options, discounted using the incremental borrowing rates as of January 1, 2019, which were estimated to be 4.15%.

Right-of-use assets

The Company's right-of-use assets as at September 30, 2019 and December 31, 2018 are as follows:

	\$	Total
Cost		
December 31, 2018		-
Balance as at January 1, 2019		401,498
Additions: Acquisition of Cloud Practice (<i>Note 3</i>)		370,633
Additions: Acquisition of Pharmacies (<i>Note 3</i>)		1,953,159
Balance at September 30, 2019		2,725,290
Accumulated Amortization		
December 31, 2018		-
Amortization		(222,129)
Balance at September 30, 2019		(222,129)
January 1, 2019	\$	2,725,290
September 30, 2019	\$	2,503,161

During the three and nine months ended September 30, 2019, the Company recognized \$122,933 and \$222,129 of depreciation expense related to right-of-use assets, respectively.

Lease liability

The Company's lease liability as at September 30, 2019 and December 31, 2018 are as follows:

	September 30, 2019	December 31, 2018
Lease Liability current	452,551	-
Lease Liability non-current	2,096,267	-
Total Lease Liability	\$ 2,548,818	-

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18. LEASES (continued...)

Lease liability interest expense recognized in profit and loss and lease payments recognized in the financing component of statement of cash flows are as follows:

	\$ Total
December 31, 2018	-
Balance as at January 1, 2019	384,788
Acquisition of Cloud Practice	366,349
Acquisition of Pharmacies	1,939,797
Interest Expense	31,811
(-) Lease cash payments	(173,927)
Balance at September 30, 2019	\$ 2,548,818

As at September 30, 2019, the discounted payments under lease liabilities are as follows:

	\$ Total
Less than one year	384,788
One to five years	366,349
More than five years	1,939,797
	\$ 2,548,818

19. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity (deficiency) as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the operation of the Company. To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through equity or debt financing. The Company is not subject to any externally imposed capital requirements. There were no changes to the Company's approach in its management of capital during the year.

20. FINANCIAL INSTRUMENTS

The Company's financial instrument consist of cash, accounts receivable, deposits on investments, accounts payable, amounts due from and to related parties, notes receivable, and convertible notes receivable.

The Company's cash and marketable securities are measured at fair value under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities. The Company's accounts receivable, accounts payable, amounts due and from related parties, notes receivable and convertible notes receivable have amortized costs that approximate their fair value due to their short terms to maturity. The net liabilities from discontinued operations are recorded at fair value due to their short-term to maturity. The Company's other financial instruments, being the convertible debenture, is measured at amortized cost.

The Company's risk exposures and the possible impact of these expenses on the Company's financial instruments are summarized below:

20. FINANCIAL INSTRUMENTS *(continued...)*

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. As of September 31, 2019, the Company is exposed to credit risk to the extent that its clients become unable to meet their payment obligations. Trade receivables include amounts receivables from the sale of services and GST receivables.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2019, the Company did have sufficient cash on hand to meet its current liabilities but continues to need to source different methods of financing.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is insignificant.

b) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company operates internationally, which gives rise to the risk that cash flows may be adversely impacted by exchange rate fluctuations. Amounts subject to currency risks are primarily cash, accounts receivable, accounts payable and loans that are held in foreign currency. The Company has not entered into any foreign exchange contracts to hedge this risk.

c) Price risk

The Company is exposed to price risk with respect to equity prices, since the Company possesses investments in publicly traded securities. The Company closely monitors those prices to determine the appropriate course of action to be taken. The maximum exposure to the Company is the fair value of its marketable securities, which have been recorded at \$1.

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21. SEGMENTED INFORMATION

The Company operates in one industry, the healthcare industry, which is located in Canada and the Dominican Republic. As at April 1, 2019, the Company only has operations in Canada. Segmented geographical information is as follows:

	Canada	Dominican Republic	Total
Assets			
As at September 30, 2019	\$ 18,959,140	\$ -	\$ 18,959,140
As at December 31, 2018	\$ 6,423,328	\$ -	\$ 6,423,328
Revenue for the period ended:			
September 30, 2019	\$ 4,327,116	\$ -	\$ 4,327,116
September 30, 2018	\$ 438,080	\$ 168,979	\$ 607,059
Net income (loss) for the period ended:			
September 30, 2019	\$ (3,243,520)	\$ -	\$ (3,243,520)
September 30, 2018	\$ (979,287)	\$ (68,345)	\$ (1,047,632)

22. SUBSEQUENT EVENTS

- During the month of October 2019, subscription receivable as at September 30, 2019, for a total amount of \$2,100,000 were received by the Company.
- On November 14, 2019, the Company signed a binding letter of intent to acquire all of the outstanding securities of Livecare Health Canada Inc. Livecare is a Canadian telehealth company founded and operated by physicians. They offer digital technologies that connect doctors and allied health care providers to their patients by secure, encrypted, face-to-face video and messaging. In addition to its telemedicine platform, Livecare offers kindredPHR -- a personalized health record used for storing, managing and sharing health information, thus enabling patients' access to manage their own care and share amongst their multiple health care providers.
Under the terms of the agreement, in consideration for the purchase of all of the outstanding Livecare securities, Premier will pay to the Livecare shareholders a total consideration of up to \$3-million as follows: (i) an aggregate of \$1.8-million payable in common shares of Premier at a deemed price per share of 40 cents and (ii) the assumption of up to a maximum of \$1.2-million in debt. In the event the debt is less than \$1.2 million, any difference will be allocated to the equity portion.
- On November 19, 2019, the Company announced the appointment of Dr. David Ostrow, MD as Chief Medical Officer and the addition of Mona Ellesseily to its newly formed advisory board as a Digital Marketing Strategist. The Company issued an aggregate of 510,000 common shares of the company in consideration for future services. The common shares were issued as a share-for-service transaction at a deemed price of \$0.35 per common share.