



Management's Discussion & Analysis

For the fiscal years ended
December 31, 2017 and 2016

Vitalhub Corp.

(formerly Quinsam Opportunities I Inc.)

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GENERAL INFORMATION

The following Management's Discussion and Analysis of Financial Conditions and Results of Operations ("MD&A") prepared as of April 17, 2018 supplements, but does not form part of the consolidated financial statements and notes of Vitalhub Corp. ("Vitalhub", or the "Company") for the years ended December 31, 2017 and 2016.

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as set out in the Chartered Professional Accountants Canada Handbook ("CPA Canada Handbook"). All financial information contained in this MD&A and in the consolidated financial statements have been prepared in accordance with IFRS except for certain "Non-IFRS Measures" on page 18 of this MD&A.

All currency amounts in this MD&A are expressed in Canadian dollars, unless specified otherwise.

COMPANY PROFILE

Vitalhub and its subsidiaries develop and support web, mobile, electronic healthcare record solutions and blockchain technology to create disruptive SaaS (software as a service) based healthcare applications that solve industry-wide problems. Vitalhub's aim is to create high-value, secured solutions that enable broad interoperability among existing health data systems. Vitalhub is primarily focused on working with organizations in the Mental Health and Long-Term Care space, to further extend organization's applications across the continuum of care, powered by the security, efficiency, and trust of Blockchain technology.

The Company has a robust two-pronged growth strategy, targeting organic growth opportunities within its product suite, and pursuing an aggressive M&A plan.

Vitalhub's original technology was built at Mount Sinai Hospital in Toronto, with the goal of providing clinicians easy access to data from multiple disparate electronic medical records and other patient information systems that the hospital had invested a substantial amount into implementing. Vitalhub was a private company incorporated in 2010, when it received investment funding from MaRS Innovation as well as an angel investor. They continued to fund the Company, primarily through debt, through to April 2016. In May 2016, the Company was restructured and sold to 2514987 Ontario Inc., an arm's length corporation owned by Dan Matlow (CEO and President of Vitalhub) and Brian Goffenberg (CFO and EVP of Vitalhub). In November 2016, the new management took the Company public by completing a reverse takeover transaction with Vitalhub acquiring all the controlling interest in Quinsam Opportunities I Inc. ("QOP"). Upon completion of the transaction, QOP changed its name to Vitalhub Corp., and commenced trading on the TSXV Venture Exchange under the symbol "VHI" on December 2, 2016.

During 2017, the Company continued on its robust growth strategy plan and successfully completed its first acquisition on October 5, 2017 with the purchase all of the issued and outstanding securities of B Sharp Technologies Inc. (“BSharp”). Subsequent to the year end the Company completed two additional acquisitions by purchasing all of the issued and outstanding securities of H.I. Next Inc. (“HI Next”) and the purchase of select assets of Clarity Healthcare Solutions (“Clarity”) adding to its customer base and suite of products which now serve 200+ clients across North America.

In addition, the Company entered into the healthcare blockchain market to build solutions targeting the needs of its existing customers and address the interoperability of healthcare applications across the continuum of care. Blockchain solutions, hold the promise of unifying disparate processes, increasing data flow and liquidity, reducing costs and improving patient experience and outcomes.

COMPANY HIGHLIGHTS

- **On October 5, 2017, the Company acquired BSharp through the purchase of all the issued and outstanding securities.** BSharp develops and deploys client mental health case management and electronic documentation solutions for healthcare, social services, and community care organizations, and has a software development operation in Sri Lanka which provides access to skilled and cost-effective development personnel. The products of BSharp are used by over 40 customers in 70 locations across Canada. BSharp had total unaudited revenues from operations of over \$1.8 million for the year-ended December 31, 2016.
- **Revenue** for the three months ended December 31, 2017 was \$699,489, representing an increase of 471.8% over revenues of \$122,329 in the same period last year. Revenue for the year ended December 31, 2017 was \$1,146,391 representing an increase of 134.9% over revenues of \$488,135 from the previous year. This increase is primarily attributable to the inclusion of revenue as a result of the BSharp acquisition which amounted to \$533,516 for the period October 5, 2017 to December 31, 2017. BSharp had revenues of approximately \$1,331,318 for the period from January 1, 2017 to October 4, 2017.
- **BSharp has signed a strategic reseller agreement with TELUS Health to distribute a white-labelled version of its mental health software platform, B Care, across Canada.** TELUS Health and Vitalhub have a licensing deal in place that will generate approximately \$1 million in revenue upon the successful implementation of the B Care solution. This will help the company to advance its strategy to offer more innovative technology solutions to support the mental health community.
- **Trinity Village Care Centre is the first long-term care facility to purchase and implement the Company's newly created Forms & Task Management System ("VH Tasks").** The application was co-designed with Trinity Village Care Centre through the MaRS procurement challenge and is showing positive results: time savings of 23 minutes per personal support worker per 8-hour shift, time savings of 1.5 hours per registered practical nurse per 8-hour shift, 30% improvement in data quality, and improved work/life balance for frontline staff. Vitalhub and Trinity Village will continue to work together to implement the project and present the solution to other long-term care homes.
- **On October 17, 2017** Vitalhub appointed Mr. Mohan Plakkot to the Board of Directors. Mr. Plakkot is a Partner and Chief Strategist at Valsef Capital, a private investment company that focuses on investing in software companies in the public markets.
- **For the year ended December 31, 2017, the Company raised total gross proceeds of \$7,481,930 from various offerings.** One brokered private placement which closed on September 12, 2017, two non-brokered private placements which closed on October 24, 2017 and December 19, 2017, and the issuance of debentures which closed on December 7, 2017.

SUBSEQUENT EVENTS

Acquisition of HI Next

On January 10, 2018, the Company completed the acquisition of HI Next through the purchase of all of the issued and outstanding securities pursuant to an acquisition agreement dated December 21, 2017 with all of the shareholders of HI Next.

HI Next owns TREAT, a Web-based electronic health record and care coordination platform built for health care providers. TREAT's integrated solutions are tailored to many sectors of care, including Behavioral and Mental Health, Community. Currently more than 80 organizations across North America benefit from using TREAT's integrated health care solution.

HI Next has historical unaudited revenues of \$2,695 million, \$3,329 million and \$3,572 million for the previous three fiscal years (2015, 2016 and 2017), respectively with expenses for the corresponding periods of \$2,530 million, \$2,953 million and \$3,657 million. HI Next's fiscal year end is September 30th.

The purchase price for the Acquisition shall be up to \$6,612,512 satisfied by (i) a cash payment of \$550,000 paid on closing, (ii) the delivery of a total of 19,500,000 common shares of Vitalhub, at a deemed price of \$0.1275 per common share, to the shareholders of HI Next on closing, and (iii) subject to the exercise of an option by a customer of HI Next on or after closing of the acquisition, cash payments equal to certain fees actually paid by such customer to HI Next pursuant to an existing agreement between such customer and HI Next, the aggregate of such payments not to exceed \$2,784,817 (USD). The Company is still in the process of finalizing the closing purchase price and the fair value of the common shares issued.

Acquisition of Clarity

On January 19, 2018, the Company completed the purchase of select assets of Clarity Healthcare Solutions. ("Clarity"), pursuant to an acquisition agreement dated January 17, 2018.

Clarity is a Canadian Healthcare software and consulting services company specializing in patient centric solutions. Clarity Healthcare Solutions a web-based interface and data entry solution used by leading healthcare organizations to perform in-patient assessments, as it streamlines resident assessments and reporting for complex continuing and long-term care providers. Its applications include mental health, rehab and homecare assessment.

The purchase price for the acquisition is \$353,883, satisfied by the delivery on closing of 2,527,735 common shares of Vitalhub, at a deemed price of \$0.14 per common share (the "share purchase price"). The share purchase price is subject to escrow and is to be released in four (4) equal amounts over the period of twelve (12) months beginning

with the date that is three (3) months after the date of closing. The Company is still in the process of determining the fair value of the common shares issued for the purchase price.

Clarity had approximately \$200,000 in revenue in its last fiscal year.

These acquisitions will provide the Company with opportunities to integrate and create operational synergies by leveraging the software development operation in Sri Lanka, revenue growth through an expanded suite of products, increased recurring revenue base, cross-selling and adding to its customer base which now serves 200+ clients across North America.

Blockchain

Vitalhub has joined Hyperledger and an elite group of healthcare companies including Aetna, Change Healthcare, Eli Lilly & Company, and PwC, that are early adopters of Hyperledger technologies, and are building production deployments of Blockchain solutions across the healthcare sector. On February 7, 2018, the Company announced the introduction of WellLinc, a proprietary electronic health record interoperability solution powered by blockchain technology. WellLinc leverages blockchain technology to address multiple challenges associated with the exchange of health information across the continuum of care. The Company has chosen the mental health space as an initial area of focus, both due to the sheer size of the market opportunity and having identified serious gaps in mental health care delivery that result from inadequate access to available patient health information. Vitalhub believes that blockchain solutions such as WellLinc hold the potential to significantly improve many of the challenges healthcare providers are currently facing across the mental health landscape, and digital health more broadly. Working in partnership with the Hyperledger Foundation, Vitalhub is building WellLinc using the Hyperledger Fabric Platform.

SUMMARY OF OPERATING RESULTS

This report analyses the results for the three and twelve-months ended December 31, 2017, with comparisons to the same periods for the prior year. The consolidated financial statements for the year ended December 31, 2017 form an integral part of this Management's Discussion and Analysis. The consolidated financial statements can be found at www.sedar.com.

	Three months ended December 31, 2017 \$	Three months ended December 31, 2016 \$	% Change	For the year ended December 31, 2017 \$	For the year ended December 31, 2016 \$	% Change
Revenues	699,489	122,329	471.8%	1,146,391	488,135	134.9%
Cost of sales	296,537	-	100.0%	347,037	16,500	2003.3%
General and administrative expenses	706,257	621,042	12.1%	1,628,984	493,704	230.0%
Sales and marketing expenses	120,832	32,288	73.3%	289,451	53,954	436.5%
Research and development expenses	315,301	200,762	36.3%	934,478	524,228	78.3%
Acquisition costs	288,278	-	100.0%	288,278	-	100.0%
Listing fees	-	-	0.0%	-	579,563	(100.0%)
Foreign currency (loss) gain	(1,510)	-	100.0%	(338)	(1,403)	(75.9%)
Interest expense	(32,053)	(365)	98.9%	(32,817)	(231,626)	(85.8%)
Loss on debt extinguishment	(26,754)	-	100.0%	(26,754)	-	100.0%
Net loss	(1,064,804)	(732,128)	31.2%	(2,380,860)	(1,410,037)	68.9%

ANNUAL RESULTS

	For the year ended December 31, 2017 \$	For the year ended December 31, 2016 \$	% Change
Revenue	1,146,391	488,135	134.9%
Net loss	(2,380,860)	(1,410,037)	68.9%
Net loss per share basic and diluted	(0.05)	(0.09)	(45.7%)
Weighted average number of shares outstanding - basic and diluted	48,829,863	15,700,421	211.0%
Total assets	8,717,913	1,754,754	396.8%
Long term liabilities	1,846,942	295,573	524.9%
Deferred revenue	799,068	597,465	33.7%

Highlights for 2017 compared to 2016

Revenue

Revenue for the year ended December 31, 2017 was \$1,146,391 representing an increase of 134.9% over revenues of \$488,135 from the previous year. This increase is primarily attributable to the inclusion of revenue as a result of the BSharp acquisition which amounted to \$533,516.

Cost of sales

Cost of sales expense consists of amortization of intangible assets, commissions, hosting, royalties and employee salaries. Cost of sales for the year ended December 31, 2017 were \$347,037 versus cost of sales of \$16,500 for the previous year, representing an increase of 2003.3%. This increase is primarily attributable to the inclusion of BSharp's cost of sales which amounted to \$224,198.

General and administrative expenses

General and administrative expense consist of employee salaries related to finance and administration personnel, professional fees (legal, audit, tax and consultants), public company expenses (listing fees and related expenses), amortization of tangible assets, stock option compensation and overhead expenses associated with maintaining the Company's office and premises. For the year ended December 31, 2017 general and administrative expenses increased by 230.0% from \$493,704 in the previous year to \$1,628,984. This increase is due a number of factors; the number of stock options granted during the period and the related compensation expense, investor relation expenses and the addition of BSharp's general and administrative expenses.

Sales and marketing expenses

Sales and marketing expenses include the salaries, benefits, and travel costs of our direct sales team, and advertising and marketing costs. For the year ended December 31, 2017 sales and marketing expenses were \$289,451 compared to \$53,954 in the previous year, representing a 436.5% increase. This increase is primarily due to increased marketing efforts and additions to the sales team.

Research and development expenses

Research and development (“R&D”) expenses consist of the salaries, benefits, travel and training costs of our R&D team. For the year ended December 31, 2017 R&D expenses were \$934,478 representing a 78.3% increase over expenses of \$524,228 in the previous year. This increase is due to additional staff and the result of the inclusion of BSharp’s research and development costs.

Acquisition expenses

Acquisition expenses consist of professional fees incurred to acquire the businesses purchased. For the year ended December 31, 2017, \$288,278 was incurred on acquisitions (December 31, 2016 - \$nil). These costs include the acquisitions of BSharp, HI Next and Clarity.

Net loss

For the year ended December 31, 2017, a net loss of \$2,380,860 was incurred as compared to a net loss of \$1,410,037 in the prior year. This loss is due to costs associated with increasing marketing and investor relations efforts, increasing the sales and R&D teams to support organic and acquisition growth, costs associated with the multiple financings the company completed, increased stock option compensation expenses and acquisition costs incurred for the completed and subsequent acquisitions.

Total assets

Total assets consist of cash, accounts receivable, prepaid expenses, tangible and intangible assets and goodwill. As at December 31, 2017 total assets were \$8,717,913, representing an increase of 396.8% over total assets of \$1,754,754 in the prior year. This increase is due primarily to an increase in cash from the various financings during the year and the value of intangible assets and goodwill acquired on the acquisition of BSharp.

Long-term liabilities

Long-term liabilities consist of debentures and loan payable. As at December 31, 2017 long-term liabilities were \$1,846,942, compared to long term liabilities of \$295,573 in the prior year. This increase is due to debentures issued during the year.

Deferred revenue

Deferred revenue comprises cash received in advance for the remaining unamortized balance of sales contracts sold recognized rateably over the remaining contract term. As at December 31, 2017 deferred revenue was \$799,068, representing an increase of 33.7% over deferred revenue of \$597,465 in the prior year. This increase is a direct result of increased revenue due to the acquisition of BSharp.

Types of Revenue

The Company generates revenue from the sale of software perpetual licenses, annual renewable software licences, maintenance and consulting services. Certain agreements provide for the delivery of application software and continuing post-contract services (“PCS”), such as support and maintenance for the application software sold. Revenue is allocated to multiple elements using the relative fair value method.

For the year ended December 31, 2017, the Company generated total revenue of \$1,146,391, representing an increase of 134.9% over revenue of \$488,135 for the same period last year. This increase is a direct result of the BSharp acquisition and the inclusion of their revenues of \$533,516.

Vitalhub generates its revenue from four main sources:

Software perpetual licences:

Software perpetual licences are accounted for as sales of products, as the customer has a perpetual right to use the software freely and the Company has no remaining obligations to perform after delivery of the software. The revenue from these products is recognized when the Company has transferred to the customer the significant risks and rewards of ownership of the software, the Company does not retain continuing managerial involvement with or effective control over the software, the amount of revenue can be measured reliably, it is probable the economic benefits associated with the sale will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably. These conditions generally are met when the application software has been delivered.

Revenue from perpetual licences for the three and twelve months ended December 31, 2017 was \$11,387, an increase of 100.0% compared to no perpetual license revenue for the three and twelve months ended December 31, 2016.

Term software licenses:

Term or annual renewable software licences include the right to use the software for a year, technical support and maintenance services. These services are similar in substance to a subscription as the Company does not sell one-year licences without technical support and maintenance services. Revenue is recognized on a straight-line basis over the term of the agreement from the date the licence term commences.

Revenue from term or annual renewable software licences for the three months ended December 31, 2017 was \$53,746, an increase of 7.5% compared to revenue of \$50,000 for the three months ended December 31, 2016. For the year ended December 31, 2017 revenue from term or annual renewable software licences was \$210,996 representing a 6.3% increase from revenue of \$197,600 for the same period last year.

Post contract service maintenance and support services:

PCS maintenance and support services revenue are accounted for as services. As part of the sale of an annual renewable licence, a client can acquire, for a separate fee, maintenance and support services for the software. These maintenance and support services are renewable by the client on an annual basis as of the anniversary date of the software purchase. These arrangements include an indeterminable number of acts over a specified period of time with revenue recognized on a straight-line basis over the term of the arrangement.

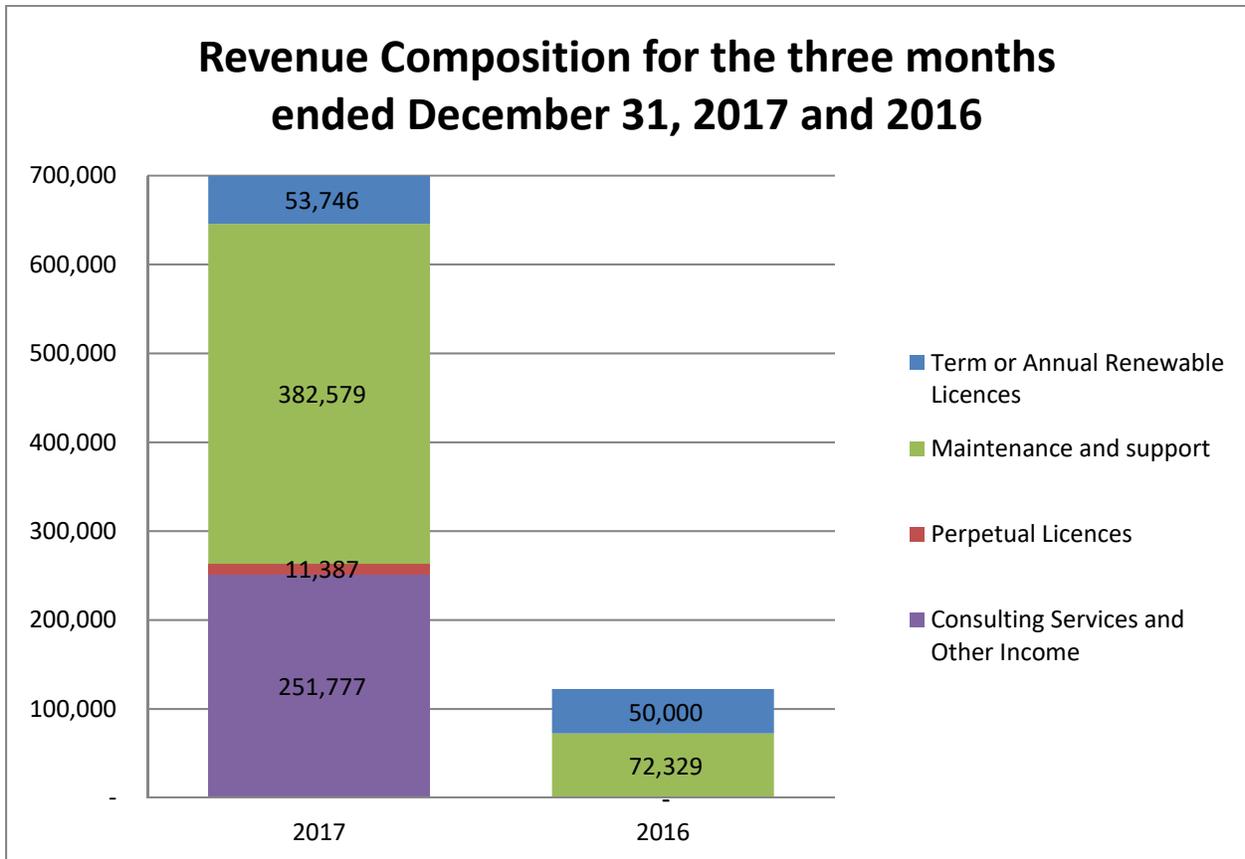
Revenue from PCS maintenance and support services for the three months ended December 31, 2017 was \$382,579 representing a 428.9% increase from revenue of \$72,329 for the three months ended December 31, 2016. For the year ended December 31, 2017 revenue from PCS maintenance and support services was \$602,732 representing a 57.3% increase from revenue of \$257,535 for the same period last year.

Consulting, professional services and other income:

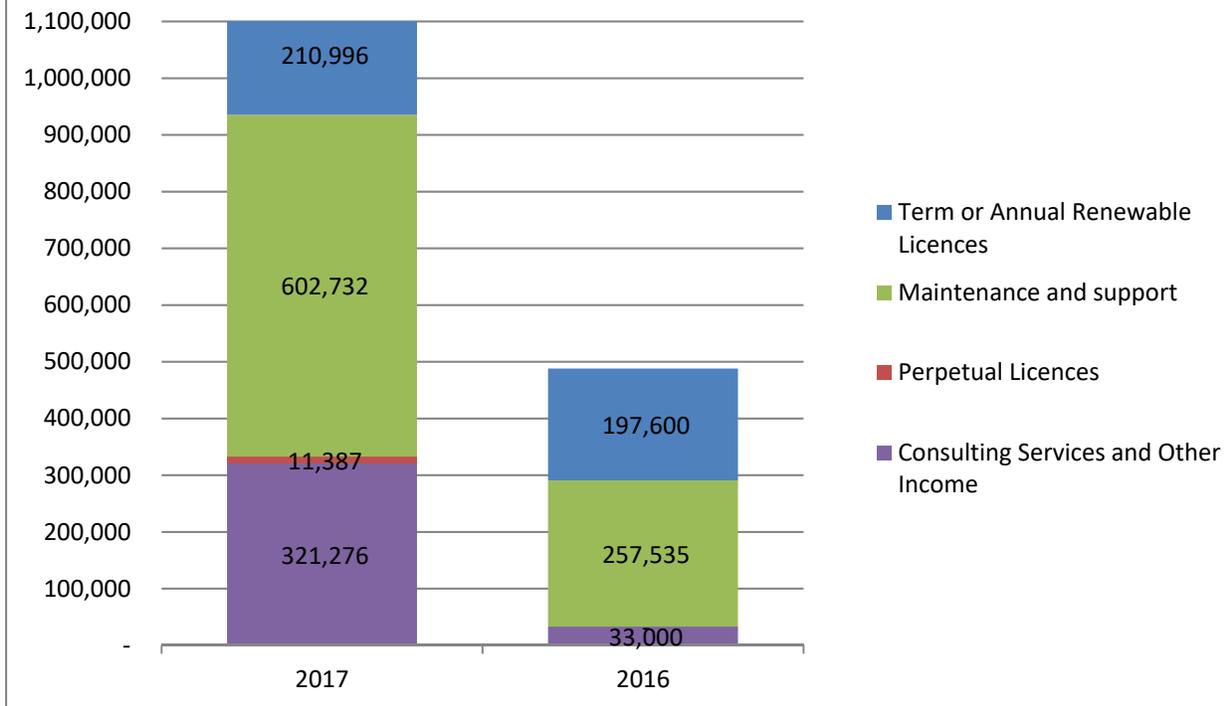
Consulting and professional services are accounted for as services. They include installation, implementation, training, and integration related to the software. They are charged on a time and materials basis. Other income represents miscellaneous revenue and is recognized when received.

Revenue from consulting, professional services and other for the three months ended December 31, 2017 was \$251,777, representing a 100.0% increase compared to \$nil revenue for the three months ended December 31, 2016. For the year ended December 31, 2017 revenue from consulting, professional services and other was \$321,276, compared to revenue of \$33,000 for the same period last year, an increase of 57.4%.

Revenue Composition



Revenue Composition for the year ended December 31, 2017 and 2016



Results of Operations

The following table highlights selected financial information for the eight consecutive quarters ended December 31, 2017:

	2017 Q4	2017 Q3	2017 Q2	2017 Q1	2016 Q4	2016 Q3	2016 Q2	2016 Q1
Revenues (\$)	699,489	182,374	135,875	128,653	122,329	135,206	107,600	123,000
Net (loss) income (\$)	(1,064,804)	(539,770)	(438,575)	(337,711)	(732,129)	3,388	(449,427)	(231,869)
EBITDA (\$)	(1,005,980)	(539,274)	(437,955)	(336,594)	(718,445)	4,677	(217,033)	(230,658)
Adjusted EBITDA (\$)	(792,439)	(536,935)	(435,617)	(284,006)	(718,445)	(110,672)	32,967	(230,658)
Net (loss) income per share - basic and diluted (\$)	(0.02)	(0.01)	(0.01)	(0.01)	(0.05)	0.00	(0.03)	(0.02)

- For the three months ended December 31, 2017, the Company had a net loss of \$1,064,804 on revenue of \$699,489 versus a net loss of \$732,129 on revenue of \$122,329 for the same period last year.
- EBITDA, defined as Earnings Before Interest, Taxation, Depreciation and Amortization, a non-IFRS measure, for the three months ended December 31, 2017 was (\$1,005,980) as compared to EBITDA of (\$718,445) for the same period last year. For the year ended December 31, 2017 EBITDA was (\$2,319,803) as compared to EBITDA of

(\$1,161,459) for the same period last year, as described in the Reconciliation and Definition of Non-IFRS Measures section of this MD&A.

- Adjusted EBITDA, defined as Earnings Before Interest, Taxation, Depreciation and Amortization and Share Based Compensation expense, a non-IFRS measure, for the three months ended December 31, 2017 was (\$792,439) as compared to (\$718,445) for the same period last year. For the year ended December 31, 2017 Adjusted EBITDA was (\$2,048,997) as compared to (\$1,026,808) for the same period last year, as described in the Reconciliation and Definition of Non-IFRS Measures section of this MD&A.

OVERVIEW OF FINANCIAL POSITION

A discussion of the significant changes in our statements of financial position:

	December 31, 2017	December 31, 2016	\$ Change
Cash	4,543,281	1,143,370	3,399,910
Trade and other receivables	376,895	591,256	(214,361)
Intangibles and goodwill	3,651,389	-	3,651,389
Accounts payable and accrued liabilities	961,933	531,678	430,255
Promissory note	-	46,021	(46,021)
Deferred revenue	799,068	597,465	201,603
Debentures	1,626,142	-	1,626,142
Loan payable	184,680	-	184,680

- Cash** was \$4,543,281 an increase of \$3,399,910 from December 31, 2016. Refer to Liquidity and Capital Resources for a discussion of the changes in cash.
- Intangibles and goodwill** are a direct result of the acquisition of BSharp and the fair value of acquired customer relationship, software platform and resulting goodwill.
- Accounts payable and accrued liabilities** were \$961,933, an increase of \$430,255, this is due primarily to advisory and professional fees related to the business acquisitions and the inclusion of BSharp's accounts payable and accrued liabilities.
- Deferred revenues** were \$799,068, representing an increase of \$597,465 from December 31, 2016 which is a direct result of the inclusion of the BSharp acquisition
- Debentures** resulted from an issuance in December 2017 and the **Loan payable** relates to a loan assumed upon the acquisition of BSharp.

OUTSTANDING SHARE DATA

SHARE CAPITAL STRUCTURE

The authorized capital of the Company consists of an unlimited number of common shares. As at December 31, 2017 the Company had 102,857,974 (December 31, 2016 - 34,424,445) common shares issued and outstanding. As at December 31, 2017 and December 31, 2016, there were 53,016,380 and 6,902,358 warrants outstanding which entitle the holder to purchase one common share of the Company. Stock options outstanding as of December 31, 2017 were 8,247,741 (December 31, 2016 – 1,857,741) which entitle the holder to purchase one common share of the Company. The number of exercisable stock options as at December 31, 2017 was 5,574,228 (December 31, 2016 – 1,857,741).

FINANCIAL CONDITION

Obligations and Commitments

COMMITMENTS

The Company's contractual obligations and commitments consist of its premise lease located in North York, ON. The lease provides for payment of utilities, property taxes and operating costs. In addition, the Company is committed under operating lease payments for various consulting services.

The future minimum payments are as follows:

Year	\$
2018	240,777
2019	47,128
2020	45,267
2021	7,649
Total	340,821

Liquidity and Capital Resources

CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES

	For the year ended December 31, 2017 \$	For the year ended December 31, 2016 \$	Change \$
Net loss	(2,380,860)	(1,410,037)	(970,823)
Items not affecting cash	336,236	962,349	(626,113)
Net change in non-cash working capital	670,207	(561,117)	1,231,324
Cash used in operating activities	(1,374,416)	(1,008,805)	(365,611)

- The Company has a net loss of \$2,380,860 for the year ended December 31, 2017 compared to a net loss of \$1,410,037 for the same period last year, as described in the Operating Results section of this MD&A.
- Changes in non-cash working capital increased by \$1,231,324 in comparison to the prior period. This is primarily due a increase in accounts receivables and accounts due to the inclusion of BSharp balances.

CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES

	For the year ended December 31, 2017 \$	For the year ended December 31, 2016 \$	Favourable (Unfavourable) \$
Cash used in investing activities	(1,985,880)	265,241	(2,251,121)

Cash used in investing activities relates to the acquisition of BSharp and other minor investments in computer equipment.

CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES

	For the year ended December 31, 2017 \$	For the year ended December 31, 2016 \$	Favourable (Unfavourable) \$
Cash provided by financing activities	6,761,990	1,833,997	4,927,993

Cash provided from financing activities was \$6,761,990 for the year ended December 31, 2017 and cash provided by financing activities was \$1,833,997 for the same period in the prior year. The amounts in the current period relate primarily to the net proceeds from the various offerings by the Company.

CREDIT FACILITIES

The Company has an agreement with the Royal Bank of Canada to provide a \$300,000, revolving demand facility, bearing interest at the Royal Bank prime rate plus 1%. The aggregate borrowings outstanding by way of letters of credit and letters of guarantee cannot exceed \$75,000 at any time. The facility is secured by a general security agreement with a first ranking security interest over all property of the Company and guarantees and postponements of claim from the Company and subsidiaries of the Company.

As at December 31, 2017, no amounts have been drawn on the credit facility

LOAN PAYABLE

The Company assumed a loan from the acquisition of BSharp with The Business Development Bank of Canada (“BDC”) in the amount of \$184,680. The loan bears interest at BDC’s floating base rate plus 3% and is due September 30, 2022. The loan is repayable in 1 monthly installment of principal of \$3,328 and 59 monthly installments of principal of \$3,240 plus interest, beginning October 31, 2017.

The loan is secured by a general security agreement with a second ranking security interest over all property of the Company, and guarantors by certain shareholders of the Company. The guarantees by certain shareholders were subsequently discharged on January 8, 2018.

CONTINGENT OFF-BALANCE SHEET AND OTHER ARRANGEMENTS

The Company has obligations with respect to licence, maintenance and support arrangements for any 12-month period. This obligation is reflected on the Company’s statement of financial position through its deferred revenue balance. Outside of deferred revenue, the Company has no material obligations or contingencies.

Critical Accounting Policies and Estimates

A description of the Company’s accounting estimates that are critical to determining the Company’s financial results and changes to accounting policies.

The Company’s Financial Statements are prepared in accordance with IFRS, which require the Company to make estimates and assumptions that affect the amounts reporting in its Financial Statements. It has identified several policies as critical to the business operations and essential for an understanding of the results of operations. The application of these and other accounting policies are described in Note 4 of the Company’s annual financial statements. There have been no significant changes in its critical accounting estimates from what was previously disclosed in its MD&A for the year ended December 31, 2016. These policies are incorporated herein by reference. Preparation of the Financial Statements requires the Company to make estimates and assumptions that affect the

reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the Financial Statements, and the reporting amounts of revenues and expenses during the reporting period. Actual results could vary significantly from those estimates. Significant areas requiring the Company to makes estimates include: the useful life of and value and assets, the valuation allowance of income tax accounts, the recognition of revenue and accrued liabilities.

Current Market Environment

INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes that are likely to affect or materially affect the internal control over the Company's financial reporting.

Reconciliation and Definition of Non-IFRS Measures

A description and calculation of certain measures used by management

RECURRING REVENUE

Recurring revenue is defined as annual renewable software licence fees and maintenance services.

The following chart reflects the Company's revenue composition as reported in the annual consolidated statements of operations and comprehensive loss:

Three months ended December 31, 2017	\$	Term or Annual Renewable (Licences and Other)	Maintenance and support	Consulting Services	Perpetual License	Ending Balance as per Financial Statements
Term licences, maintenance and support		210,996	602,732	-	-	813,728
Perpetual Licences					11,387	11,387
Services and other		-	-	321,276	-	321,276
Ending balance as per MD&A		210,996	602,732	321,276	11,387	1,146,391

Three months ended December 31, 2016	\$	Term or Annual Renewable (Licences and Other)	Maintenance and support	Consulting Services	Perpetual License	Ending Balance as per Financial Statements
Term licences, maintenance and support		197,600	257,535	-	-	455,135
Perpetual Licences		-	-	-	-	-
Services and other		-	-	33,000	-	33,000
Ending balance as per MD&A		197,600	257,535	33,000	-	488,135

For the year ended December 31, 2017	\$	Term or Annual Renewable (Licences and Other)	Maintenance and support	Consulting Services	Perpetual License	Ending Balance as per Financial Statements
Term licenses, maintenance and support		53,746	382,579	-	-	436,325
Perpetual Licences		-	-	-	11,387	11,387
Services and other		-	-	251,777	-	251,777
Ending balance as per MD&A		53,746	382,579	251,777	11,387	699,489

For the year ended December 31, 2016	\$	Term or Annual Renewable (Licences and Other)	Maintenance and support	Consulting Services	Perpetual License	Ending Balance as per Financial Statements
Term licenses, maintenance and support		50,000	72,329	-	-	122,329
Services and other		-	-	-	-	-
Ending balance as per MD&A		50,000	72,329	-	-	122,329

EARNINGS BEFORE INTEREST, TAXATION, DEPRECIATION AND AMORTIZATION (“EBITDA”)

EBITDA is a measure used by management to evaluate operational performance. It is also a common measure that is reported on and used by investors in determining a company’s ability to incur and service debt as well as a valuation methodology. Management believes EBITDA enhances the information provided in the Financial Statements. EBITDA is a non-IFRS measure and should not be considered an alternative to operating income or net income (loss) in measuring the Company’s performance. EBITDA should not be used as an exclusive measure of cash flows because it does not consider the impact of working capital growth, capital expenditures, debt principal reductions and other sources and uses of cash which are disclosed in the interim statements of cash flows.

The following chart reflects the Company’s calculation of EBITDA:

EBITDA	Three months ended December 31, 2017 \$	Three months ended December 31, 2016 \$	For the year ended December 31, 2017 \$	For the year ended December 31, 2016 \$
Net loss	(1,064,804)	(732,129)	(2,380,860)	(1,410,037)
Add: Interest	32,053	365	32,817	231,626
Add: Depreciation and amortization	46,981	13,318	48,450	16,952
Add: Tax expense (recovery)	(20,210)	-	(20,210)	-
EBITDA	(1,005,980)	(718,445)	(2,319,803)	(1,161,459)

ADJUSTED EBITDA

Adjusted EBITDA, defined as Earnings before Interest, Taxation, Depreciation, Amortization, and Share Based Compensation expense is an additional measure used by management to evaluate cash flows and the Company's ability to service debt. Adjusted EBITDA is a non-IFRS measure and should not be considered an alternative to operating income or net income (loss) in measuring the Company's performance.

The following chart reflects the Company's calculation of Adjusted EBITDA:

Adjusted EBITDA	Three months ended December 31, 2017 \$	Three months ended December 31, 2016 \$	For the year ended December 31, 2017 \$	For the year ended December 31, 2016 \$
EBITDA as above	(1,005,980)	(718,445)	(2,319,803)	(1,161,459)
Add: Stock based compensation expense	213,541	-	270,806	134,651
Adjusted EBITDA	(792,439)	(718,445)	(2,048,997)	(1,026,808)

Risks and Uncertainties

The Company operates in a dynamic environment that exposes it to a number of risks and uncertainties. The following section describes some, but not all, of the risks and uncertainties that may adversely impact Vitalhub business, financial condition, and/or results of operations. If any of these risks actually occur, the Company's business, financial condition and/or results of operations could be materially harmed.

The annual revenue and operating results of Vitalhub can be difficult to predict and can fluctuate substantially, which may harm or distort results of operations.

Vitalhub's revenue is difficult to forecast and is likely to fluctuate significantly from quarter to quarter. In addition, operating results may not follow any past trends. The factors affecting revenue and results, many of which are outside of Vitalhub's control, include:

- Competitive conditions in the industry, including new products, product announcements and special pricing offered by competitors
- Market acceptance of products
- Ability to hire, train and retain sufficient qualified sales and professional services staff
- Ability to complete service obligations related to product sales in a timely manner
- Varying size, timing and contractual terms of orders for products, which may delay the recognition of revenue

- Ability to maintain existing relationships and to create new relationships to assist with sales and marketing efforts
- The discretionary nature of hospital purchase and budget cycles and changes in their budgets for, and timing of, software and related purchases
- The length and variability of the sales cycles
- Strategic decisions by Vitalhub or competitors, such as acquisitions, divestitures, spin-offs, joint ventures, strategic investments or changes in business strategy
- General weakening of the economy resulting in a decrease in the overall demand for computer software and services
- Changes in Vitalhub pricing policies and the pricing policies of Vitalhub's competitors;
- Timing of product development and new product initiatives
- Changes in the mix of revenue attributable to substantially lower-margin service revenue as opposed to higher margin product license revenues
- Cancellation of recurring monthly software contracts

Because Vitalhub's annual revenue is dependent upon a relatively small number of transactions, even minor variations in the rate and timing of conversion of sales prospects into revenue could cause the plan or budget to be inaccurate, and those variations could adversely affect financial results. Delays, reductions in the amount, or cancellations of customers' purchases would adversely affect Vitalhub revenues, results of operations and financial condition.

Vitalhub may need additional financing in order to support its operations, make further investments, or take advantage of unanticipated opportunities.

The ability of Vitalhub to arrange financing in the future will depend in part upon prevailing capital market conditions, as well as its business success. There can be no assurance that Vitalhub will be successful in its efforts to arrange additional financing on satisfactory terms.

If additional financing is raised by the issuance of shares or other forms of convertible securities from treasury, control of Vitalhub may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, then Vitalhub may not be able to take advantage of opportunities, or otherwise respond to competitive pressures and remain in business.

Vitalhub may be unable to identify and complete acquisitions. Acquisitions could divert Management’s attention and financial resources, may negatively affect operating results and could cause significant dilution to shareholders.

Vitalhub has, and in the future may continue to, engage in selective acquisitions of complementary products or businesses. There is a risk that Vitalhub will not be able to identify suitable acquisition candidates available for sale at reasonable prices, complete any acquisition, or successfully integrate any acquired product or business into its operations. Vitalhub is likely to face competition for acquisition candidates from other parties including those that have substantially greater available resources. Acquisitions may involve a number of other risks, including:

- Diversion of management’s attention
- Disruption to ongoing business
- Failure to retain key acquired personnel
- Difficulties in integrating acquired operations, technologies, products or personnel
- Unanticipated expenses, events or circumstances
- Assumption of disclosed and undisclosed liabilities
- Inappropriate valuation of the acquired in-process research and development, or the entire acquired business

If Vitalhub does not successfully address these risks or any other problems encountered in connection with an acquisition, the acquisition could have a material adverse effect on the business, results of operations and financial condition. Problems with an acquired business could have a material adverse effect on the performance of the business as a whole. In addition, if Vitalhub proceeds with an acquisition, available cash may be used to complete the transaction, diminishing liquidity and capital resources, or shares may be issued which could cause significant dilution to existing shareholders.

The industry in which Vitalhub operates is highly competitive and competition could intensify, or any technological advantages held by Vitalhub may be reduced or lost, as a result of technological advances by its competitors. If Vitalhub does not compete effectively with these competitors, its revenue may not grow.

Vitalhub has experienced competition from a number of software companies, and expects it to continue in the future. Vitalhub’s competitors may announce new products, services or enhancements that better meet the needs of customers or changing industry standards. Increased competition may cause price reductions, reduced gross margins and reduced growth in sales, any of which could have a material adverse effect on the business, results of

operations and financial condition of Vitalhub. Vitalhub faces substantial competition from established competitors, many of which may have greater financial, engineering, manufacturing and marketing resources than it does. Many of these companies also have a larger installed base of users, have longer operating histories or have greater name recognition than Vitalhub does. There can be no assurance that Vitalhub will successfully differentiate its current and proposed products from the products of its competitors, or that the marketplace will consider the products of Vitalhub, to be superior to competing products.

To maintain Vitalhub's competitive position, it is believed that Vitalhub will be required to continue a high level of investment in engineering, research and development, marketing and customer service and support. There can be no assurance that Vitalhub will have sufficient resources to continue to make these investments, that it will be able to make the technological advances necessary to maintain its competitive position, or that its products will receive market acceptance. Vitalhub's competitors may be able to respond more quickly to changes in customer requirements and devote greater resources to the enhancement, promotion and sale of their products. Vitalhub may not be able to compete successfully in the future, and increased competition may result in price reductions, reduced profit margins, loss of market share and an inability to generate cash flows that are sufficient to maintain or expand its development of new products.

The success of the business of Vitalhub is dependent upon its ability to develop new products and enhance existing products.

To keep pace with technological developments, satisfy increasingly sophisticated customer requirements and achieve market acceptance, Vitalhub must enhance and improve existing products and must also continue to introduce new products and services. If Vitalhub is unable to successfully develop new products or enhance and improve existing products or it fails to position and/or price its products to meet market demand, the business and operating results of Vitalhub will be adversely affected. Accelerated product introductions and short product life cycles require high levels of expenditures for research and development that could adversely affect operating results. Further, any new products could require long development and testing periods and may not be introduced in a timely manner or may not achieve the broad market acceptance necessary to generate significant revenue.

If Vitalhub is required to change its pricing models to compete successfully, margins and operating results may be adversely affected.

The intensely competitive market in which Vitalhub operates may require that prices be reduced. If competitors offer deep discounts on certain products or services in an effort to recapture or gain market share or to sell other

software products, Vitalhub may be required to lower prices or offer other favourable terms to compete successfully. Any such changes would be likely to reduce margins and could adversely affect operating results. Some competitors may bundle software products that compete with Vitalhub products for promotional purposes or as a long-term pricing strategy or provide guarantees of prices and product implementations. These practices could, over time, limit the prices that Vitalhub can charge for its products. If Vitalhub cannot offset price reductions with a corresponding increase in the number of sales or with lower spending, then the reduced software license revenue resulting from lower prices would adversely affect margins and operating results.

Vitalhub may not be able to successfully develop and maintain strategic relationships to sell and implement its products.

Vitalhub has or is developing relationships with third-party systems integrators, software and hardware vendors. These third parties may provide Vitalhub with customer referrals, cooperate in marketing Vitalhub's products and provide its customers with systems implementation services or additional complementary products. However, Vitalhub does not have formal agreements governing ongoing relationships with certain of these third-party providers and the agreements in place generally do not include obligations with respect to generating sales opportunities or co-operating on future business. Should any of these third parties go out of business or choose not to work with Vitalhub, the company may be forced to increase the development of those capabilities internally, incurring significant expense and adversely affecting operating margins. These third-party providers may work with other companies which have products that compete with the Vitalhub products. Vitalhub could lose sales opportunities if it fails to work effectively with these parties or they choose not to work with Vitalhub.

The operations of Vitalhub could be negatively affected if it loses key executives or employees or is unable to attract and retain skilled executives and employees as needed.

The business and future operating results of Vitalhub depend in part upon its ability to attract and retain qualified management, technical, sales, marketing, and support personnel. This is crucial to the ability of Vitalhub to develop, market, and support its products and services. The loss of key personnel could negatively impact Vitalhub's business, results of operations, and financial condition. The success of Vitalhub is also highly dependent on its continuing ability to identify, hire, train, motivate and retain highly qualified management, technical, sales and marketing personnel. Competition for such personnel can be intense, and no assurance can be made that Vitalhub will be able to attract or retain highly qualified technical and managerial personnel in the future. The inability to attract and retain the necessary management, technical, sales and marketing personnel may adversely affect the future growth

and profitability of Vitalhub. It may be necessary to increase the level of compensation paid to existing or new employees to a degree that operating expenses could be materially increased.

Errors in Vitalhub products could result in significant costs to Vitalhub and could impair its ability to sell its products.

Vitalhub products are complex and, accordingly, they may contain errors, or “bugs”, that could be detected at any point in their product life cycle. The reputation of Vitalhub could be materially and adversely affected by errors in the products. These errors could result in significant costs to Vitalhub, delay planned release dates and impair the ability to sell products in the future. The costs incurred in correcting any product errors may be substantial and could adversely affect operating margins. While Vitalhub plans to continually test its products for errors and work with customers through maintenance support services to identify and correct bugs, errors in the products may be found in the future.

A successful product liability claim against Vitalhub could seriously harm the business.

The license agreements that Vitalhub enters into with its customers typically contain provisions designed to limit the exposure Vitalhub has to potential product liability claims. Despite this, it is possible that these limitations of liability provisions may not be effective as a result of existing or future laws or unfavourable judicial decisions. Vitalhub has not experienced any product liability claims to date. However, the sale and support of Vitalhub products may entail the risk of those claims, which are likely to be substantial in light of the use of the products in critical applications. A successful product liability claim could result in significant monetary liability and a serious disruption of the business.

Economic uncertainty and downturns in the software market may lead to decreases in the revenue and margins of Vitalhub.

The market for Vitalhub’s products depends on economic conditions affecting the broader software market. Downturns in the economy may cause hospitals to delay or cancel software projects, reduce their overall information technology budgets or reduce or cancel orders for Vitalhub products. This may lead to longer sales cycles, delays or failures in payment and collection, and price pressures, causing Vitalhub to realize lower revenue and margins.

Vitalhub may lose sales or sales may be delayed due to the long sales cycles for its products.

Hospitals typically invest substantial time, money and other resources researching their needs and available competitive alternatives before deciding to license software products. Typically, the larger the sale, the more time, money and other resources will be invested. As a result, it may take many months after Vitalhub first has contact with a potential customer before a sale can actually be completed. Vitalhub may invest significant sales and other resources in a potential customer that may not generate revenue for a substantial period of time, if at all. The time required for implementation of Vitalhub products varies among its customers and may last several months, depending on the customers' needs and the products deployed. During these long sales and implementation cycles, events may occur that affect the size or timing of the order or even cause it to be cancelled. For example:

- Purchasing decisions may be postponed, or large purchases reduced, during periods of economic uncertainty
- Vitalhub or its competitors may announce or introduce new products; or
- The customer's budget and purchasing priorities may change

If these events were to occur, sales of Vitalhub products or services may be cancelled or delayed, which would reduce future revenue.

Maintenance and service revenue produce substantially lower gross margins than license revenue, and an increase in service revenue relative to license revenue would harm Vitalhub's overall gross margins.

Maintenance and service revenue have substantially lower gross margins than license revenue. An increase in the percentage of net revenue represented by maintenance and service revenue could adversely affect overall gross margins percentage.

The volume and profitability of services can depend in large part upon:

- Competitive pricing pressure on the rates charged for professional services
- Billable utilization of services personnel
- The complexity of clients' IT environments; and
- The resources directed by customers to their implementation projects

Any erosion of margins for maintenance and service revenue, or any adverse changes in the mix of license versus maintenance and service revenue, could adversely affect operating results.

Vitalhub may license software from third parties. The loss of rights to use this software could increase operating expenses and could adversely affect the company's ability to compete.

Vitalhub may license certain technologies used in its products from third parties, generally on a non-exclusive basis. The termination of any of these licenses, or the failure of the licensors to adequately maintain or update their products, could delay Vitalhub's ability to ship its products, as Vitalhub may need to seek to implement alternative technology offered by other sources. This may require unplanned investments by Vitalhub. In addition, alternative technology may not be available on commercially reasonable terms. In the future, it may be necessary or desirable to obtain other third-party technology licenses relating to one or more products or relating to current or future technologies to enhance Vitalhub's product offerings. There is a risk that Vitalhub will not be able to obtain licensing rights to the needed technology on commercially reasonable terms, if at all.

Vitalhub is exposed to foreign currency risk by reason of collecting some of its revenues in US dollars and plans to sell into other foreign geographies as well as subsidiaries in foreign countries, a change in the foreign currency exchange rate could adversely affect the company's earnings.

For the year ended December 31, 2016, approximately 0% of Vitalhub's sales revenue originated from clients in the United States. It is possible that a greater percentage of Vitalhub's sales could emanate from the U.S., and other foreign countries. As such, a significant portion of Vitalhub's revenues are in U.S. dollars, or other foreign currencies which it then converts into Canadian dollars for reporting in its financial statements. Vitalhub's earnings could be adversely affected if the exchange rate between the U.S. and Canadian dollars, other foreign currencies and Canadian dollars continues to fluctuate.

FINANCIAL INSTRUMENTS

Financial instruments are classified into one of the following categories: financial assets and financial liabilities at fair value through profit and loss; loans and receivables; and other financial liabilities at amortized cost. The following table summarizes information regarding the carrying value of the Company's financial instruments:

	2017	2016
Loans and receivables (i)	4,920,176	1,734,626
Other financial liabilities (ii)	2,772,755	577,699

(i) Includes cash and accounts receivable

(ii) Includes accounts payable and accrued liabilities, loan payable, promissory note and debentures.

Fair values

The estimated fair values of the Company's financial instruments has been determined based on the Company's assessment of available market information and appropriate valuation methodologies. However, these estimates may not necessarily be indicative of the amounts that the Company could realize in a current market exchange. The Company's cash, accounts receivable, accounts payable and accrued liabilities and current portion of loan payable are considered financial instruments. The estimated fair values of these financial instruments approximate their carrying values because of their short-term nature. The carrying values of the non-current liabilities approximate their fair values given the difference between the discount rates used to recognize the liabilities in the consolidated statements of financial position and market rates of the interest is insignificant.

Fair value measurement recognized in the statements of financial position must be categorized in accordance with the following levels:

- i. Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities
- ii. Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); or
- iii. Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company's financial instruments carried at fair value consist of cash (Level 1) and loan payable and debentures (Level 2). The Company has no additional financial liabilities measured at fair value initially other than those recognized in connection with business combinations.

Credit risk

Credit risk arises from the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to credit risk from customers. At December 31, 2017, the Company's three largest customers accounted for 37% (2016 100%) of trade receivables. In order to minimize the risk of loss for trade receivables, the Company's extension of credit to customers involves a review and approval by senior management, as well as progress payments, as contracts are executed and, in some cases, irrevocable letters of credit. The majority of the Company's sales are invoiced with payment terms between due on receipt of invoice and 60 days. The Company's objective is to minimize its exposure to credit risk from customers in order to prevent losses on financial assets by performing regular monitoring of overdue balances and to provide an allowance for potentially uncollectible accounts receivable.

The Company's trade receivables have a carrying value of \$328,457 at December 31, 2017 (2016 \$56,500), representing the maximum exposure to credit risk of those financial assets. The aging of these receivables at December 31, 2017 was as follows

	2017	2016
Current	0%	0%
Less than 30 days past due	91%	0%
Less than 60 days past due, more than 30 days past due	5%	0%
More than 60 days past due	4%	100%
Total	100%	100%

The majority of the Company's cash is held with major Canadian based financial institutions. Management has assessed credit risk as low.

Foreign exchange risk

Foreign exchange risk arises when financial assets or financial liabilities are denominated in a currency that is not the Company's functional currency.

The Company operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar. Foreign exchange risk arises on recognized financial assets and financial liabilities, principally cash, trade receivables and accounts payable and accrued liabilities. The Company is not exposed to significant foreign exchange risk, as the majority of the Company's purchase and sale transaction are denominated in the Company's functional currency.

The Company is exposed to foreign exchange risk arising on its net investment in foreign operations. For the year ended December 31, 2017, the Company recognized a foreign currency exchange loss of \$1,783 (2016 - \$nil) within other comprehensive loss.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's revolving demand facility and loan payable have variable interest rates. Changes in the lending institutions prime lending rates can cause fluctuations in interest payments and cash flows. Interest rate risk on debentures is limited due to the fact that they are fixed rate of interest instruments.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach in managing liquidity is to ensure, to the extent possible, that it will have sufficient liquidity to meet its liabilities when due, by continuously monitoring actual and forecasted cash flows. The Company has a revolving demand facility with up to \$300,000 in place should it be required to meet temporary fluctuations in cash requirements. At December 31, 2017, the Company had cash of \$4,543,281 (2016 \$1,143,370) to settle current liabilities of \$1,790,171 (2016 \$879,591).

Management of capital

The company's objective of managing capital, comprising of shareholder's equity, is to ensure its continued ability to operate as a going concern. The company manages its capital structure and makes changes to it based on economic conditions. With approval from the board of directors, management will adjust its capital structure through the issue of new shares, debt or other activities deemed appropriate under the specific circumstances. Management and the board of directors review the company's capital management approach on an ongoing basis and believe this approach, given the relative size of the company, is reasonable. The company is not subject to externally imposed capital requirements. The company's capital management objectives, policies and processes have remained unchanged dur the year ended December 31, 2017.

FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budgets”, “estimates”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or “recurring”, or variations of such words and phrases or state certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including but not limited to: the ability of the issuer to obtain financing if required; the economy generally; consumer interest in the services and products of the Company; competition; and anticipated and unanticipated costs. While the Company anticipates that subsequent events and developments may cause its views to change, the Company specifically disclaims any obligation to update these forward-looking statements except as may be required by applicable securities legislation. These forward-looking statements should not be relied upon as representing the Company’s views as of any date subsequent to the date of this MD&A. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect the Company.