



**December 31, 2016**  
**Management's Discussion and Analysis**

# NexgenRx Inc.

For the year ended December 31, 2016

---

## Table of Contents

President's Message .....	3
Business Overview .....	4
The Industry .....	4
NexgenRx Strategy.....	5
NexgenRx Advantage.....	5
Risks and Uncertainties .....	6
Results of Operations .....	9
Outstanding Share Data .....	12
Liquidity and Capital Resources .....	12
Financial Instruments and Other Instruments.....	12
Off Balance Sheet Arrangements.....	12
Critical Accounting Estimates .....	13
Significant accounting judgments and estimation uncertainties .....	13
Property and equipment – estimated useful lives.....	13
Valuation of stock based compensation and warrants issued.....	13
Additional information .....	13

# NexgenRx Inc.

For the year ended December 31, 2016

---

## President's Message

Dear Shareholders,

I am pleased to present our 2016 results. Our revenue growth of 11% in 2015 was followed up by 22.5% growth in revenues in 2016, reaching \$5,711,463. During 2016, the company was profitable validating our business strategy.

For the fiscal year ending December 31, 2016, the company earned \$587,804. Assets increased by 25% funded by profits and share equity. Our balance sheet and cash position continues to improve and will continue to be a focus into the future.

Our sales and profitability were a direct result of our sales efforts throughout the country. As we continue to build new client relationships we anticipate additional organic revenue growth as well. This will be accomplished through the hiring of additional experienced sales, marketing and client relationship staff.

### Product Development

We continue to invest and develop leading-edge technology. 2016 saw the completion and launch of our full mobile technology, further enhancing the plan member experience through **neXmobile®** our iPhone and Android mobile app. Released through Google Play and the iTunes Store, our App has been very positively received by our plan members who find accessing their benefits plan information and submitting claims in real-time for adjudication via their mobile devices, an added NexgenRx advantage in this technology driven environment. We continue to rapidly expand our technology reach by enrolling more targeted healthcare providers to submit claims via our proprietary secure web-portal, ***theclaimsXchange.com***

### Looking Forward

We continue to focus on new product development and our enhanced sales strategy, creating a pipeline of prospects that continues to grow with new opportunities. Our technology-driven offering is recognized as a differentiator for customers seeking more cost effective solutions for their drug, extended health and dental benefits programs. NexgenRx is the only independent full service claims adjudicator with full front end administration capability. This capability allows NexgenRx to provide solutions to segments of our defined market that need sophisticated health benefit technology applications, in a cost-effective manner. NexgenRx is committed to building partnerships with organizations looking to exceed the expectations of their clients and deliver superior administration and claims processing solutions at a competitive cost.

NexgenRx is well positioned to capitalize on the market's demand for an alternative to the traditional group benefits offerings and we look forward to the sustained growth of our business during 2017.

As always, thanks to our Customers, Staff, Board members and Shareholders for your continued loyalty, support and confidence in NexgenRx.

Sincerely,

Ronald C. Loucks  
President and CEO

# NexgenRx Inc.

For the year ended December 31, 2016

---

## Management's Discussion and Analysis

This Management's Discussion and Analysis ("MD&A") of NexgenRx Inc. (the "Company" or "NexgenRx") has been prepared by management as of March 31, 2017. The Company's financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") on a going-concern basis and do not include any adjustments to the amounts and classifications that might be necessary should the Company be unable to continue business.

This MD&A may contain forward-looking statements in respect of various matters, including upcoming events. The results or events predicted in these forward-looking statements may differ materially from actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or other factors.

The financial statements and related notes, and this MD&A have been reviewed by the Company's Audit Committee, and approved by the Company's Board of Directors.

## Business Overview

The Company earns revenue on the sale of its administration and health benefit claims adjudication services to various organizations who manage health benefit plans on behalf of a number of plan sponsors (employers, associations, etc.) and to a lesser extent directly to large Canadian plan sponsors who wish to provide an Administrative Services Only ("ASO") health benefit plan to their plan members. Health benefit claims include drug, dental, extended health and health care spending account claims. This service is sold on a fee-per-transaction basis, in addition to per member administration fees.

The Company's revenue from administration and transaction fees is directly linked to the number of plan members whose health claim benefits are adjudicated and paid by the Company. NexgenRx provides claims adjudication services covering three major benefit classes; drug, dental and extended health care, plus a healthcare spending account. A client may select any combination of these as part of their benefit plan.

Contracts with clients can extend over several years, and are reviewed by management prior to renewal. Plans sold directly to plan sponsors often renew annually and can be terminated after a specified notice period ranging from one to six months. The Company does not anticipate that it will experience any material bad debts on any termination, as it collects the funds required in advance of processing any claims for a particular plan sponsor. The Company has no obligation to pay any claim on behalf of a plan sponsor should it have insufficient funds on hand from that plan sponsor. All such funds received are held by the Company in a restricted use funds on deposit account. Funds are maintained in this account, until paid out on account for claims made under the relevant health benefit plan, fee revenue due to the Company or other authorized disbursements.

## The Industry

The Canadian group health benefit market is dominated by a relatively small number of mostly large federally incorporated and regulated insurance companies. These insurers are the only providers of certain insurance products (including life insurance, disability insurance, accidental death and dismemberment insurance and/or out of province travel medical emergency insurance) that comprise a significant portion of all health benefit plans. Over time, these companies have extended their product offering into the provision of drug, dental and extended health care benefits and the administration of health benefit plans on both an insured and an ASO basis.

# NexgenRx Inc.

**For the year ended December 31, 2016**

---

Although some insurers have the technology to enable them to receive and adjudicate both paper and electronic claims made under the health benefit plans, most insurers (including each of the five largest insurers in Canada) have outsourced the adjudication of electronic claims, or pay direct card claims, to third party electronic transaction companies.

Intermediaries such as employee benefit consultants and brokers are principally responsible for the design and placement of health benefit plan coverage. Due to their expert knowledge, plan sponsors value and, generally, follow their advice in respect of benefit matters. These intermediaries typically seek out price quotes for various benefit products on an annual basis and make recommendations to their plan sponsor clients.

Distribution to large Canadian groups (over 500 plan members) is dominated by major insurance and benefit consulting firms, most of which are subsidiaries of United States based firms where cost containment is the dominant theme. These firms tend to operate on a national basis with offices in most major Canadian cities and follow standards set by national practice leaders within each firm.

Management believes that small and medium sized employers (10 to 500 employees/members) are more likely to deal with independent brokers that sell across all insurance lines, including health benefits. These brokerages range from one-person shops to fairly significant regional operations. Certain insurance companies have sought to bypass the brokers and seek a direct relationship with plan sponsors.

A trend that started with union trustee plans and now extends to traditional employer plans is the role of a Third Party Administrator (“TPA”). By retaining a TPA, plan sponsors are able to control their own employee or member data independent of any one insurance company. This allows for the use of multiple carriers to provide a group benefits plan. An employer can utilize the best carrier for the life insurance component, for example, while utilizing a specialty carrier for other insurance coverage. Use of a TPA also enables the employer to find the best provider of health benefit administration services, such as NexgenRx, since the TPA handles all of the back office administration including enrolment data and premium allocation. TPAs give greater flexibility to employers in this consolidated carrier market and their use is well suited to the carve-out of health and dental coverage.

## **NexgenRx Strategy**

NexgenRx provides leading administration, claims adjudication and web based solutions to effectively manage benefit costs from plan sponsors and their members. The Company’s immediate and long-term objective is to capitalize on its scalable technology infrastructure by offering cost effective solutions. The Company’s software and hardware has excess capacity and is capable of handling significant volume increases. NexgenRx’s objective is to increase the number of plan members under administration and the volume of health care claims adjudicated by the Company through various distribution channels. Significant growth in volume can be achieved while maintaining a transactions fee price structure that provides a competitively priced offering and an adequate gross margin contribution.

## **NexgenRx Advantage**

Management believes that the Company has a number of significant competitive advantages that will help it to achieve its strategic goals. These advantages include:

# NexgenRx Inc.

For the year ended December 31, 2016

---

- (ii) *Technology* – The Company utilizes Adjudication Software which allows complex plan designs to be set up to automatically adjudicate drug, dental and extended health care claims on a single software platform. This is advantageous in the health benefits management industry where health benefit plan designs are becoming increasingly complex and manual adjudication is not uncommon. Most insurers in Canada use a different adjudication platform for health benefit claims received electronically than they do for health benefit claims received in paper form. The Company uses the same Adjudication Software for both types of health benefit claims and offers real-time services such as the electronic adjudication of health care claims made under an integrated health care spending account, cross benefit deductibles (where one deductible may apply to both drug and dental benefits) and yearly or per visit maximums. The service also includes the proactive intervention tools comprising the NexgenRx Intervention Suite;
- (iii) *Flexibility* – The Company is able to adapt to new business methods, different adjudication philosophies, and unique support requirements as a result of its rules-based adjudication engine and experienced and dedicated professional staff. Each client receives dedicated support from the conversion planning stage through to the renewal process, ensuring a personal experience that meets that client's particular business needs; and
- (iv) *Control* – The Company recognized the need in the marketplace to enable traditional group plan sponsors to have control of their own administration without having to disrupt their existing insured benefits relationship. NexAdmin® responds to that need, by allowing traditional plan sponsors to utilize our web-based application. The ability to offer self-administered enrolment, eligibility and billing changes to interface with a variety of group carriers for their insured benefits such as Life, AD&D, and LTD and still take advantage of the transaction based health and dental benefits administered by NexgenRx provides the best solution for many plan sponsors. This streamlines the process for dealing with employee eligibility, salary or dependent status changes in a cost effective manner, independent of the controls of any one insurer. The ability of a plan sponsor to control their own eligibility and billing data is the key to having the most competitive pricing and design opportunities at all times.
- (v) *Conversion Experience* – The Company is skilled in converting benefit plans and their eligible plan members from an existing carrier or Third Party Administrators' data bases to the the Company's platforms and systems. It is critical that changeovers have minimal impact upon plan members. Conversion utilities for eligibility and claims history have been built, template project plans have been written and testing methods and structure have been created;

## **Risks and Uncertainties**

### **Market Demand**

The Health Benefit Management industry is highly competitive and is characterized by changing technology in both products and delivery and by competitive pricing. The Company competes with a number of established companies which enjoy significant market share in segments of the Health Benefit Management market. In order to maintain and improve its position in the industry, the Company must continue to develop its software technology, enhance its current products and services, and develop or acquire new products and product extensions. The Company must also remain very nimble to meet customized needs of its customer base. Customer service, customization and responsiveness are necessary for the Company to compete with large established competitors.

# NexgenRx Inc.

For the year ended December 31, 2016

---

## Technology Development

The Company's success is dependent on the continued development and enhancement of the Adjudication Software and the Company's other proprietary software technologies. The Company primarily relies on a combination of trade secret, copyright and trademark laws, non-disclosure agreements and contractual provisions to establish and protect its proprietary rights to its products.

## Service Providers

The health care claims received and responded to by the Company electronically are transmitted over dedicated networks. Such transmission may be interrupted as a result of cable damage or other causes. Based upon management's experience and the service standards which the principal network provider strives to maintain, management anticipates that any such interruption will not often occur or last for any material length of time. However, there can be no assurance that this will be the case, or that any such interruptions, if frequent and prolonged, would not have a material adverse effect on the Company's business. The Company is similarly dependent upon third parties, known and unknown, for the maintenance of the interconnectivity of the Internet. A loss of Internet connectivity would adversely affect, or preclude, plan sponsor and TPA customers of the Company, plan members, health care providers and others from accessing the services which the Company intends to deliver to each of these persons through its website, and would interrupt the receipt and transmission of electronic mail, among other consequences. Management does not anticipate that any such loss of Internet connectivity would have a material adverse effect upon its business, but there can be no assurance that this would be the case.

## Cyber Security

Cyber security risk is a high priority area of the company given the core of the company's business involves sensitive personal information, such as medical records, that is electronically transmitted over dedicated networks, as noted above. By the nature of the company's business, personal medical and other information is maintained and subject to electronic data exchange. If the company's data were to be comprised the company could face serious reputational damage, loss of customer confidence and potentially impact future opportunities.

The Company recognizes that cybersecurity is an ever-changing environment and that constant monitoring and diligence is required to keep up with day-to-day threats and ever-changing technologies. The Company has contracted an outside cybersecurity firm to assist with protecting both systems and data from cybersecurity attacks. Using patented technology, constant scanning and monitoring of all servers and firewall traffic is done. This technology hardware/software alerts both the cyber security firm and the Company of any vulnerabilities or attacks along with action items and solutions.

The Company also recognizes that a significant risk for cybersecurity breach is that of Company employees. Email phishing, spam and pharming are the largest threats to the Company. The Company also recognizes other threats such as social engineering and malware/viruses or other cybersecurity attacks to be aware of. To mitigate any possible threat posed by Company employees, the Company is constantly training and informing employees about cybersecurity safe practices and conducting training and awareness meeting that employees must attend. Should there ever be a cybersecurity breach at the Company, a cybersecurity incident response plan has been developed. This plan is revised quarterly and all participants of the plan must attend quarterly walk-throughs.

To mitigate this risk, the company has a dedicated technical team that has implemented preventative measures and monitors cyber risks continuously. Testing against cyber risk is also carried out regularly to ensure the potential threat is as low as possible.

# NexgenRx Inc.

For the year ended December 31, 2016

---

## Revenue Concentration

The company's revenue concentration continues to decrease annually. For the year ended December 31, 2016, 67% of the company's revenue was derived from three clients (2015 - 79%). The loss of any one of these clients could have a significant impact on the company's future revenue. At the same time, it should be noted that the scalar nature of the infrastructure architecture and the organization design provide significant mitigation against this risk.

Market conditions are extremely competitive and every client is a potential target. Stop-loss experience is constantly under attack as more high cost drugs are coming to market and negatively affecting claims experience and the cost of insuring that risk. As we noted, the industry is dominated by large insurers that can quote very competitive package pricing. One of our larger customers has received such a quote, and while we remain the benefits provider, they have advised us that the offering is compelling. While there will be no impact on revenue in the current year, it is a risk in future years that we are working to mitigate by using our competitive strengths. Our competitive strengths, include, but is not limited to, responsiveness, dedicated customer relation staff, flexible structuring of offerings, ability to react and accommodate specific needs very quickly, customize our systems to meet client needs to name a few. As would be expected, we are making every effort to retain the business in the best interests of the Company and the client.

## Summary of Selected Quarterly Information

Prepared in accordance with IFRS

	Q4, 2016	Q3, 2016	Q2, 2016	Q1, 2016
	\$	\$	\$	\$
Total Revenue	1,379,476	1,397,440	1,565,891	1,411,929
Net income	421,941	28,657	89,363	47,843
Basic Income per common share	0.007	0.00	0.002	0.001
Total Assets *	8,185,283	8,301,531	8,082,699	7,681,593
Total Liabilities *	7,427,227	8,207,618	8,020,892	7,712,599
Shareholders' Equity / (Deficiency)	758,056	93,913	61,807	(31,006)

# NexgenRx Inc.

For the year ended December 31, 2016

---

	Q4, 2015	Q3, 2015	Q2, 2015	Q1, 2015
	\$	\$	\$	\$
Total Revenue	1,130,549	1,188,545	1,171,611	1,201,317
Net income / (loss)	(183,996)	(118,195)	109,306	4,560
Basic Income per common share	(0.003)	(0.002)	0.002	-
Total Assets *	7,244,862	6,999,529	7,003,086	6,541,520
Total Liabilities *	7,328,791	6,897,784	6,787,573	6,991,969
Shareholders' Equity / (Deficiency)	(83,929)	101,745	215,513	(450,449)

	Q4, 2014	Q3, 2014	Q2, 2014	Q1, 2014
	\$	\$	\$	\$
Total Revenue	1,092,089	1,015,336	1,074,973	1,034,006
Net income / (loss)	(132,075)	(172,510)	(114,531)	(58,500)
Basic Income per common share	(0.004)	(0.003)	(0.002)	(0.001)
Total Assets *	6,397,833	6,368,973	6,861,257	6,981,609
Total Liabilities *	6,862,383	6,710,990	7,042,385	7,059,843
Shareholders' Equity / (Deficiency)	(464,550)	(342,017)	(181,128)	(78,234)

\* restated for change in disclosure adoption in 2016 for Restricted Funds on deposit and client funds liabilities.

## **Total Assets / Liabilities**

During the year a policy decision was made to report the Restricted Funds on deposit and the related liability on the statement of financial position. The historical quarterly results, detailed above, reflect this policy decision. This decision is consistent with specific IFRS reports.

## **Results of Operations**

Profitability in 2016 was positively impacted by two main factors. Year over year revenue growth of 22.50% with relatively flat expenses was a direct contributor to the bottom line. Our revenue growth without significant additional resources provides validation as to the scalability of our technology. As a result of this profitability, we determined that a portion of our accumulated tax loss carryforwards should also be recognized as a tax asset. To this effect, \$175,000 was recorded as a deferred tax asset and corresponding deferred tax income in the fourth quarter of 2016.

# NexgenRx Inc.

For the year ended December 31, 2016

---

The impact of the above was a significant year over year improvement in profitability, before deferred taxes, which went from negative 4% of revenues in 2015 to a positive 7% of revenues in 2016.

Revenue consists primarily of fees per health benefit claim transaction adjudicated. Both electronic and paper-based health benefit claims are adjudicated, with fees set by contract with each plan sponsor or TPA. In addition, with the concurrence of its plan sponsor and TPA customers, the Company is entitled to retain the interest earned on the timing difference of funds deposited with the Company in advance of the payment of adjudicated claims to health care providers or to plan members.

<b>Revenues</b>	<b>2016</b>	<b>2015</b>	<b>Dollar Change</b>	<b>% change</b>
Transaction fees	4,179,390	3,497,384	682,006	19.50%
Administration fees	1,181,636	1,025,985	155,651	15.17%
Commission	128,924	72,974	55,950	76.67%
Consulting	221,513	66,085	155,428	235.19%
Other income	43,273	29,593	13,680	46.23%
	<u>5,754,736</u>	<u>4,692,022</u>	<u>1,062,714</u>	<u>22.65%</u>

Increased revenue of 22.65% overall, was the result of new sales and organic growth during the year.

Transaction revenue is recorded based on actual number of claims processed according to the rates specified in each customer agreement. Transaction fee revenue is recognized on the company's completion of the adjudication process when it is probable that the economic benefits associated with the transaction will flow to the company, the amount of revenue can be measured reliably, the stage of completion of the transaction at the end of the reporting period can be measured reliably and the transaction costs incurred to complete the transaction can be measured reliably. These criteria are generally met on completion of the adjudication process. The majority of the transaction fees are charged on all claims processed, regardless of the outcome of the adjudication process (i.e. whether the actual claim is approved or declined).

Administration and other fees are the fees charged to provide the initial enrolment, ongoing eligibility tracking, monthly billing services and contract windups. Administration revenue is recorded based on the actual number of members per month as at the first of the month according to the rates specified in each customer agreement.

Commissions are earned from the sale of third party insured products to customers. Consulting revenues are derived from contracted technological changes from our client base. The Company has the opportunity to grow its consulting and commission revenues as it brings on new customers. The company earned interest of \$22,427 (2015 - \$29,591) on its funds on deposit and is recorded in Other Income.

In line with revenue reporting standards we have further delineated in our financial statements this year the sources of revenue on a comparable basis with the prior year.

Cost of sales consist of communication costs for the delivery of electronic claims from the health care provider to the Company, the costs related to the off-site hosting of the Company's adjudication computer hardware and related technology support, the cost of adjudication and administration software development and maintenance and commissions related to revenue generation.

Cost of sales of \$1,110,899 for the year was \$128,887 higher compared with the prior year. The increase is a result of variable costs attributed to the revenue growth. As a percentage of revenue certain efficiencies reduced the cost of sale percentage to 19.3% vs. 20.9% the prior year.

# NexgenRx Inc.

For the year ended December 31, 2016

---

Expenses:

<b>Expenses</b>	<b>2016</b>	<b>2015</b>	<b>% of sales</b>	<b>Dollar Change</b>	<b>% change</b>
Compensation and external contractors	2,988,818	2,922,683	62.29%	66,135	2.26%
Rent	210,400	204,853	4.37%	5,547	2.71%
Professional fees	162,901	153,423	3.27%	9,478	6.18%
Office expenses	196,975	229,027	4.88%	(32,052)	-13.99%
Marketing	300,900	262,135	5.59%	38,765	14.79%
Insurance	132,278	124,414	2.65%	7,864	6.32%
Postage	45,259	37,263	0.79%	7,996	21.46%
Bank charges	80,274	72,092	1.54%	8,182	11.35%
Interest expense	23,833	10,268	0.22%	13,565	132.11%
Interest expense on convertible debentures	-	8,994	0.19%	(8,994)	-100.00%
Accretion of discount on convertible debentures	-	10,954	0.23%	(10,954)	-100.00%
Amortization of intangible assets	41,477	40,708	0.87%	769	1.89%
Depreciation of property and equipment	33,738	33,769	0.72%	(31)	-0.09%
Stock based compensation	14,181	18,946	0.40%	(4,765)	-25.15%
Gain on extinguishment of bank charges liability	-	(231,194)	-4.93%	231,194	-100.00%
	<u>4,231,034</u>	<u>3,898,335</u>	<u>83.08%</u>	<u>332,699</u>	<u>8.53%</u>

Overall expenses of \$4,231,034 increased by \$332,699 year over year. As a percentage of sales there was a significant drop to 73.5% from 83% as our existing infrastructure handled the increased sales.

The increase in Compensation is the result of additional human resources in 2016. The Marketing expense has increased in 2016 due to the continued efforts to grow the business. Marketing and sales costs will further increase in 2017 as we continue to execute on our sales and marketing strategies. The change in rent represents variability in operating costs. Professional fees included additional projects for the year such as obtaining our level 1 CSAE 3416 controls report and a related positive assessment. This report provides our clients control comfort. The report addresses our controls and processes to ensure risks are mitigated such as security issues and transaction processing.

Office supplies dropped as a result of cost control and office efficiencies. Insurance costs increased as a result of additional staff, inflation and growth in the business. Postage and bank fee increases were a function of increased business volumes and some inflation. As the convertible debentures have been repaid, there is no expense for 2016.

Amortization of computer software license and property and equipment consist of the amortization, on a straight-line basis, of computer equipment, furniture, leasehold improvements and software costs over their expected useful lives. Capital additions to computers, equipment and office slightly exceeded amortization as there were no major initiatives during the year. Work on the mobile application "nexmobile" resulted in a significant addition to the cost of intangibles which was recognized in the fourth quarter. The mobile app is complete and will be fully deployed to all plan sponsors by the second quarter of 2017. Additional capital projects have been identified which will increase both the cost of intangibles and amortization in 2017 and are expected to benefit future years.

The fair value of outstanding stock options and warrants is determined on their date of grant using the Black-Scholes option pricing model. The fair value is recorded as a compensation expense over the period that the options and warrants vest.

# NexgenRx Inc.

For the year ended December 31, 2016

---

Stock option expense of \$14,181 for the year ended December 31, 2016 and was \$18,946 the same period in 2015. The decrease is as a result of shorter remaining contractual life of options and the expiry / forfeiture of 2,620,000 options.

## **Transactions with Related Parties**

During the year ended December 31, 2016, the company entered into the following transactions with related parties:

a) During the year ended December 31, 2016, the company entered into a related party transaction whereby a shareholder of the company issued a loan to the company in the amount of \$60,000. The loan is unsecured and payable in ten equal payments of \$6,000 with interest payable at an annualized rate of 8%. Payments are due on the 15th of each month, ending October 30, 2017. The balance outstanding as at December 31, 2016 is \$60,224 (December 31, 2015 - \$80,798). This transaction was in the normal course of operations.

## **Outstanding Share Data**

As at December 31, 2016, the authorized share capital of the Company consisted of an unlimited number of common shares, an unlimited number of Class A preferred shares, an unlimited number of Class B preferred shares, an unlimited number of Class C preferred shares, an unlimited number of Class D preferred shares and an unlimited number of Class E preferred shares, of which 59,974,296 common shares were issued and outstanding at December 31, 2016. The Company had granted an aggregate of 850,000 options under the employee stock option plan, of which 850,000 were exercisable, but unexercised, as December 31, 2016.

## **Liquidity and Capital Resources**

The company generated positive cash flow in 2016 and raised an additional \$240,000 in share capital from the exercise of 1,200,000 share warrants. As we continue our push to increase sales, cash flow should continue to expand in future years. As such, based on normal operations, the company should not have a need to borrow or raise funds from other sources. However, should accelerated growth opportunities present itself the Company will evaluate such opportunities and evaluate its capital requirements at the time. To this effect, management has a demonstrated track record or raising capital when required.

## **Financial Instruments and Other Instruments**

As at December 31, 2016 all monies are held in cash.

## **Plan Sponsor Funds on Deposit Arrangements**

The company had \$6,662,594 in funds on deposit as at December 31, 2016 (2015 - \$5,876,616), which represented amounts received or receivable from customers to settle specific health-care claims and related costs, adjudicated on their behalf, which are payable to the providers of the health-care or other services with respect to these claims. Both the asset and an equal corresponding liability have been recorded on the balance sheet this year in recognition of increasing focus by customers and to provide greater transparency on the asset / liability flows of the Company

# NexgenRx Inc.

For the year ended December 31, 2016

---

## **Critical Accounting Estimates**

The compilation of financial results requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Significant areas that require the use of judgment are the valuation of common share purchase warrants, valuation of convertible debentures, valuation of notes payable to shareholders, valuation of stock compensation. Actual results could differ from these estimates. These estimates are reviewed periodically, and as adjustments become necessary, they are reported in earnings in the period in which they become known.

## **Significant accounting judgments and estimation uncertainties**

The Company makes estimates and assumptions concerning the future that will, by definition, seldom equal actual results. The following are estimates and judgments applied by management that most significantly impact the interim financial statements. These significant estimates and judgments have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities.

### **Property and equipment – estimated useful lives**

Management estimates the useful lives of property and equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for depreciation of property and equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's property and equipment in the future.

### **Valuation of stock based compensation and warrants issued**

Valuation of stock based compensation and warrants require management to make estimates regarding the inputs for option pricing models, such as expected share price volatility. Actual results could differ from these estimates. These estimates are considered for each new grant of stock options or warrants.

### **Additional information**

Additional information related to NexgenRx Inc., including material change reports, press releases and other information is available at [www.sedar.com](http://www.sedar.com).

*This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion other than statements of historical facts, that address future acquisitions and events or developments that the Company expects are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.*