Nova Leap Health Corp.

Management Discussion & Analysis
For the three and nine months ended September 30, 2017

NOVA LEAP HEALTH CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2017

BACKGROUND

This Management's Discussion and Analysis ("MD&A") of Nova Leap Health Corp. ("Nova Leap" or "the Corporation") is dated November 23, 2017 and provides an analysis of the Corporation's operations for the three and nine months ended September 30, 2017 and October 31, 2016. This MD&A should be read in conjunction with the condensed interim consolidated financial statements and accompanying notes for the three and nine months ended September 30, 2017 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and the audited consolidated financial statements from November 15, 2015, the date of incorporation, to December 31, 2016. All amounts are in United States dollars ("USD") unless otherwise specified. The financial statements are available on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com under the Corporation's profile. The common shares of Nova Leap are traded on the TSX Venture Exchange under the symbol "NLH".

FORWARD-LOOKING INFORMATION

Certain statements in this MD&A are forward-looking statements or information (collectively – forward-looking statements). Nova Leap is hereby providing cautionary statements identifying important factors that could cause the actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors many of which are beyond the control of Nova Leap, that could influence actual results include, but are not limited to: lack of operating history; regulatory risks; substantial capital and liquidity requirements; financing risks and dilution to shareholders; competition; reliance on management and dependence on key personnel; conflicts of interest of management; exposure to potential litigation, and other factors beyond the control of Nova Leap.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, Nova Leap undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statements are made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of Nova Leap or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See "Risk and Uncertainties".

CORPORATION OVERVIEW

The Home Care Providers industry is becoming one of the fastest growing healthcare industries in Canada and the United States. Home care saves patients billions of dollars every year by treating them in their own homes instead of in hospitals. An aging population, the prevalence of chronic disease, growing physician acceptance of home care, medical advancements and a movement toward cost-efficient treatment options from public and private payers have all fostered industry growth. Nova Leap is focused on a highly fragmented market of small privately-held companies providing patients one on one care in their homes. Nova Leap's post acquisition organic growth strategy is to increase annual revenue per location through a combination of increased employee investment, including training, focused sales and marketing efforts, billing rate increases, expansion of geographical coverage, and improved referral sources. As of the date of this MD&A, Nova Leap has operations in Rhode Island, New Hampshire and Vermont. The Corporation intends to continue its growth strategy through acquisitions, while pursing organic growth opportunities and implementing operational efficiencies in existing operations.

Nova Leap was incorporated pursuant to the Canada Business Corporations Act ("CBCA") on November 16, 2015 and completed its initial public offering ("IPO") on April 26, 2016. From the date of the IPO until October 13, 2016, the principal business of the Corporation was the identification, evaluation and completion of a Qualifying Transaction ("QT") pursuant to Exchange Policy 2.4 – Capital Pool Companies. The Corporation spent this period investigating prospective acquisitions and devoted all its efforts to securing and establishing a new business. Accordingly, no operating revenue had been derived during the period from November 16, 2015, date of incorporation, to October 13, 2016.

On October 13, 2016, the Corporation completed its QT by acquiring the home care assets of Northern Family Home Care, Inc. ("NFHC") located in New Hampshire, USA for a total purchase price of $240,000. In relation to the completion of the QT, on October 25, 2016, the Corporation completed a non-brokered private placement by the issuance of convertible debentures for proceeds of $186,529 ($250,000 CAD). The debentures were all repaid in cash as of September 30, 2017.

Highlights for 2017 year to date

- Nova Leap completed three non-brokered private placements for aggregate gross proceeds of $2,121,144 ($2,742,500 CAD) through the issuance of 13,712,500 Units at a price of $0.20 CAD per unit. Each unit is comprised of one common share of the Corporation and a one-half common share purchase warrant. Two half warrants entitle the holder to acquire one common share of the Corporation for $0.35 CAD for a period of 24 months from the closing date. The common shares and warrants are subject to a 4 month hold period. The funds were used for the acquisitions described below as well as for working capital purposes.
- On September 22, 2017, the Corporation acquired the business assets of All About Home Care, LLC located in Rhode Island, USA through its subsidiary Nova Leap Health RI, Inc., for a total purchase price of $1.2 million. The acquisition was funded using $600,000 cash and a $600,000 demand loan from a Canadian Chartered Bank. The demand non-revolving loan bears interest at a rate of US Base Rate (currently 4.75%) plus 1.5%. The loan is repayable on demand and blended payments of principal and interest are paid monthly. The amortization period of the loan is 60 months from the date of drawdown, September 21, 2017. Export Development Canada provided a 75% guarantee for the loan for a fee of 2.35% per annum. The loan is also secured through a registered General Security Agreement and a Corporate Guarantee for the principal amount of the loan from Nova Leap Health Holdings, Inc. and Nova Leap Health RI, Inc.
- On October 6, 2017, the Corporation acquired the business assets of AME, LLC doing business as Armistead Senior Care ("Armistead") in South Burlington, Vermont and Lebanon, New Hampshire, for $1.0 million. The purchase was funded by a payment of $600,000 cash and $400,000 by issuing 2,509,600 shares of the Corporation at CAD$0.20 per share. The Nova Leap shares issued as consideration for the Acquisition are subject to a one (1) one year hold period from the date of closing. Nova Leap's subsidiary, Nova Leap Health NH, LLC acquired the business assets of Armistead, including customer contracts and intellectual property, and will continue to operate with the name doing business as Armistead Senior Care. The acquisition represents Nova Leap's third investment in New England and first in Vermont. Upon closing of the Armistead transaction, Northern Family Home Care was rebranded as Armistead Senior Care in order to implement operational efficiencies and to introduce brand consistency to the Vermont and New Hampshire markets.

OPERATIONS OVERVIEW

All About Home Care ("AAHC")

AAHC was acquired by the Corporation on September 22, 2017, and is in the business of providing nursing services, companionship and life enrichment, personal care and homemaking to families in Rhode Island. Services are private pay and are provided in private homes, assisted living communities, hospitals, nursing homes and rehabilitation centers. AAHC is headquartered at 438 East Main Road, Middletown, Rhode Island.

Armistead Senior Care ("Armistead")

Armistead was acquired by the Corporation on October 6, 2017 and is in the business of providing non-medical personal homecare serving families in New Hampshire. It offers companionship and life enrichment, personal care and homemaking services. Northern Family Home Care, Nova Leap's first acquisition, was merged with Armistead under one doing business name "Armistead Senior Care". Armistead is headquartered at 1 Kennedy Drive, South Burlington, Vermont and also has operations at both 127 Mascoma Street, Lebanon, New Hampshire and 41 Cottage Street, Littleton, New Hampshire. Management plans to organically grow Armistead by opening up to 6 new locations by the end of 2018.

NOVA LEAP'S STRATEGY

Nova Leap will continue with its strategy of acquiring home care companies in states and rural areas with less competition and is continually evaluating businesses for potential acquisition. Nova Leap plans to complete up to four acquisitions in 2018.

Post-acquisition, Nova Leap's strategy is to enhance all businesses through the following:

1) Enhancement of sales and marketing strategies;
2) Implementation of efficiencies around payroll, scheduling, billing and accounting and human capital;
3) Increased investment in staff and staff training;
4) Expansion of services, partnerships and existing geographical coverage;
5) In-State organic expansion by increased office location footprint; and
6) Implementation of risk management policies;

SELECTED ANNUAL INFORMATION

	From the date of incorporation, November 16, 2015, to December 31, 2016
	$
Revenue	39,991
Net loss	489,519
Net loss per share - **Basic and diluted**	0.04
Total assets	391,466
Long-term financial liabilities	178,280

RESULTS OF OPERATIONS

The condensed interim consolidated financial statements for the three and nine months ended September 30, 2017 and October 31, 2016 have been prepared in accordance with IAS 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board (''IASB'').

	For the three months ended		For the nine months ended	
	September 30, 2017	**October 31, 2016**	**September 30, 2017**	**October 31, 2016**
	$	**$**	**$**	**$**
Net service revenue	**88,682**	13,388	**168,649**	13,388
Cost of service revenue	**54,653**	8,944	**107,880**	8,944
Gross margin	**34,029**	4,444	**60,769**	4,444
Corporate and administrative expenses				
Advertising	**1,360**	-	**8,376**	-
Amortization	**795**	-	**1,809**	-
Bad debt expense	**70**	-	**402**	-
Conferences and subscriptions	**-**	-	**13,030**	2,673
Foreign exchange loss	**30,526**	(2,120)	**32,242**	(2,075)
Impairment loss	**2,505**	-	**3,891**	-
Information technology, software and support	**2,380**	72	**6,689**	72
Insurance	**4,497**	816	**10,623**	816
Investor relations and shareholder communications	**17,636**	25,343	**41,050**	27,382
License	**4,957**	-	**4,957**	-
Management and consulting	**90,420**	33,694	**244,448**	37,168
Office and other	**10,553**	7,801	**30,189**	8,117
Professional fees	**112,184**	109,356	**198,202**	171,857
Stock based compensation	**-**	-	**-**	94,314
Transfer agent, filing and listing fees	**10,711**	11,730	**33,418**	17,037
Travel and meals	**18,158**	5,834	**35,372**	11,501
	302,445	192,526	**664,698**	368,862
Loss from operating activities	**268,416**	188,082	**603,929**	364,418
Net finance expense				
Finance income	**(412)**	(208)	**(873)**	(794)
Finance expense	**-**	-	**4,421**	-
	(412)	(208)	**3,548**	(794)
Deferred income tax recovery	**-**	-	**(16,592)**	-
Net loss	**268,004**	187,874	**590,885**	363,624

Nova Leap generates home care revenues by providing services directly to clients. The Corporation receives payments for providing services from private individuals. Revenue is recognized at an hourly rate specified in client agreements and recognized as revenue at the time services are rendered. The Corporation earned $88,682 and $13,388 for the three months ended September 30, 2017 and October 31, 2016, respectively and $168,649 and $13,388 for the nine months ended September 30, 2017 and October 31, 2016, respectively. Nova Leap earned revenue from its operations in Littleton for the period from October 13, 2016 onward and from its operations in Rhode Island for the period from September 22, 2017 onward.

In the home care industry, cost of services is comprised of employee compensation which is generally variable where caregivers are paid on an hourly basis along with related payroll expenses and workers compensation expense. Cost of services for the Corporation was $54,653 and $8,944 for the three months ended September 30, 2017 and October 31, 2016, respectively and $107,880 and $8,944 for the nine months ended September 30, 2017 and October 31, 2016, respectively

The corporate and administrative expenses include professional fees, consulting fees and salary for officers and employees, regulatory and transfer agent fees related to costs associated with operating a public company along with costs related to the ongoing management of home care operations, acquisition costs for current acquisitions and costs related to the continued efforts for identification, evaluation and completion of the additional acquisitions.

SUMMARY OF QUARTERLY RESULTS

A summary of quarterly results is included in the table below. The financial information is extracted from or derived from the Corporation's unaudited interim financial statements and conform with IFRS. In 2016, the Board of Directors changed the Corporation's fiscal year end from October 31 to December 31 to facilitate efficiencies in the administration, accounting and production of the annual audited financial statements.

For details regarding the length and ending dates of the financial periods, including the comparative periods, of the interim and annual financial statements to be filed for the Corporation's transition year and its new financial year, reference is made to the Notice of Change of Fiscal Year End filed by the Company on SEDAR pursuant to National Instrument 51-102.

	Sep 30, 2017	**Jun 30, 2017**	**Mar 31, 2017**	**Dec 31, 2016**
	$	$	$	$
Revenue	88,682	39,836	40,131	26,603
Net loss	268,004	164,063	158,800	118,142
Net loss per share - **Basic and diluted**	0.01	0.01	0.01	0.01
	Oct 31, 2016	**Jul 31, 2016**	**Apr 30, 2016**	**Nov 16, 2015 to Jan 31, 2016**
	$	$	$	$
Revenue	13,388	-	-	-
Net loss	187,874	79,792	95,958	7,753
Net loss per share - **Basic and diluted**	0.01	0.01	0.01	0.00

The Corporation's QT closed in October 2016 and active operations began with the acquisition of Northern Family Home Care resulting in revenues recorded for the later part of October 2016 through December 31, 2016 and the three and nine months ended September 30, 2017. The Corporation also recorded revenues from AAHC for the period from acquisition date, September 22, 2017 to September 30, 2017. The net loss to date primarily relates to the ongoing Head Office expenses, acquisition expenses and expenses related to ongoing evaluation of opportunities.

CASH FLOWS, LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

The Corporation's cash used in operating activities was $399,690 for the nine months ended September 30, 2017 as compared to $183,313 for the nine months ended October 31, 2016. The operating activities for the nine months ended September 30, 2017 and October 31, 2016 were primarily corporate and administrative costs (professional fees, consulting fees and salary, regulatory and transfer agent fees, etc.) related to costs associated with operating a public company and acquisition expenses along with the ongoing management of home care operations the continued efforts for identification, evaluation and completion of the additional acquisitions.

Financing Activities

The Corporation's cash provided by financing activities for the nine months ended September 30, 2017 was $1,683,041. Financing activities for the period was the issuance of Units through private placements, for aggregate proceeds net of issue costs of $1,308,920, proceeds from a demand loan for proceeds net of transaction costs of $559,877 offset by repayment of convertible debentures of $185,756.

The Corporation's cash provided by financing activities for the nine months ended October 31, 2016 was $353,799 related to proceeds from the issuance of common shares of $167,270 and proceeds from the issuance of convertible debentures of $186,529.

Investing Activities

The Corporation's cash used in investing activities for the nine months ended September 30, 2017 was $1,200,000 related to its acquisition of AAHC. The Corporation's cash used in investing activities for the nine months ended October 31, 2016 was $240,000 related to its acquisition of NFHC.

Liquidity

The condensed interim consolidated financial statements have been prepared on the basis of International Financial Reporting Standards applicable to a going concern, which assumes the realization of assets and settlement of liabilities in the normal course of business. Continuing operations as intended are dependent on management's ability to raise required funding through future issuances of equity or debt, its ability to acquire targets or business interests and develop profitable operations or as combination thereof, which is not assured.

Working capital as of the date of the MD&A is approximately ($620,000) of which $560,000 is a demand loan that is classified as a current liability due to its demand feature. As at September 30, 2017, the Corporation had working capital of approximately ($512,000) of which $560,000 is a demand loan that is classified as a current liability due to its demand feature. The Corporation raised an additional $790,000 through a non-brokered private placement that closed in October 2017 which partially funded the acquisition of Armistead with the remainder used for working capital. Management intends to raise additional working capital in the immediate term which can be obtained from internal and external sources to meet the Corporation's liabilities and commitments.

Subsequent to September 30, 2017, the Corporation announced that it was undertaking a non-brokered private placement to raise up to CAD$1.0 million by the sale of Units of the Corporation at a price of CAD$0.20 per unit. Each unit is comprised of one common share of the Corporation and a one-half common share purchase warrant. Two half-warrants entitle the holder to acquire one common share of the Corporation for CAD$0.35 for a period of 24 months from the closing date of this private placement. The common shares and warrants are subject to a 4 month hold period.

In connection with the offering, a finder's fee may be paid consisting of a cash payment equal to up to 6% of the proceeds raised from this private placement and that number of non-transferable finder's fee warrants as is equal to up to 6% of the number of common shares issued pursuant to this private placement at closing. Each finder's fee warrant will be exercisable into one common share of the Corporation at CAD$0.35 per share for a period of 24 months from the closing date. The proceeds from the private placement will be used for working capital purposes.

The Corporation's expectations assume that the Corporation will realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. There can be no assurance that the Corporation will be able to obtain adequate financing in the future or, if available, that such financing will be on acceptable terms. If adequate financing is not available when required, the Corporation may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Corporation may seek such additional financing through debt or equity offerings. Any equity offering will result in dilution to the ownership interests of the Corporation's shareholders and may result in dilution to the value of such interests.

The Corporation’s future revenues are expected to be from home care based businesses.

Contractual Obligations

Payments Due by Period					
Contractual Obligations	**Total**	**Less than 1 year**	**1 – 3 years**	**4 – 5 years**	**After 5 years**
	$	$	$	$	$
Debt (principal & interest payments)	700,174	140,035	280,069	280,069	-
Operating Leases	37,639	27,168	10,471	-	-
Total	737,813	167,203	299,487	280,069	-

Capital Resources

The Corporation had 1,700,000 stock options and 4,381,250 warrants outstanding at September 30, 2017, which could, depending upon the Corporation’s share price, potentially bring in additional financing upon exercise. There is no certainty that the Corporation will receive these stock option or warrant proceeds over time as not all stock options or warrants may be exercised.

In October 2017, Nova Leap closed its previously announced private placement in two tranches for aggregate gross proceeds of $789,183 (CAD$990,000) through the issuance of 4,950,000 units at a price of CAD$0.20 per unit. Each unit is comprised of one common share of the Corporation and a one-half common share purchase warrant. Two half-warrants entitle the holder to acquire one common share of the Corporation for CAD$0.35 for a period of 24 months from the closing date of this private placement. The common shares and warrants are subject to a 4 month hold period.

TRANSACTIONS WITH RELATED PARTIES

Legal services were provided by a firm of which a shareholder of the Corporation is the sole lawyer practitioner. These transactions were in the normal course of operations and are measured at the exchange amount, which is the amount agreed to by the parties.

The cost of these services was as follows:

	Three months ended		**Nine months ended**	
	September 30, 2017	**October 31, 2016**	**September 30, 2017**	**October 31, 2016**
	$	$	$	$
Share issue costs	6,886	-	13,695	35,514
Professional fees	7,279	26,290	11,858	32,976
	14,165	26,290	25,553	68,490

During the three and nine months ended September 30, 2017, a company controlled by the CEO billed a total $4,729 and $13,606, respectively (nil – October 31, 2016) for the rental of office space.

Key management personnel

Key management personnel of the Group are members of the Board of Directors, as well as the Chief Executive Officer, the Chief Financial Officer and the Corporate Secretary. Key management personnel remuneration for the periods include the following expenses:

	Three months ended		Nine months ended	
	September 30, 2017	**October 31, 2016**	**September 30, 2017**	**October 31, 2016**
	$	$	$	$
Consulting fees and salary	49,718	-	145,606	-
Stock based compensation	-	-	-	94,314
	49,718	-	145,606	94,314

As at September 30, 2017, there was $17,093 included in Accounts payable and accrued liabilities for amounts owed to officers of the Corporation (December 31, 2016 – $27,144).

OFF BALANCE SHEET ITEMS

The Corporation has no off-balance sheet arrangements.

OUTSTANDING SHARE DATA

Authorized capital stock consists of an unlimited number of common shares without nominal or par value.

As at the date of the Management Discussion & Analysis, there were 27,212,500 common shares of the Corporation issued and outstanding of which 7,500,000 were held in escrow.

OUTSTANDING STOCK OPTIONS

The Board of Directors of the Corporation has adopted an incentive stock option plan ("Option Plan"). Under the Option Plan, the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements and applicable securities legislation, grant to directors, officers, employees, consultants and management or employees of the Corporation, non-transferable options to purchase Common Shares, exercisable for a period of up to 10 years from the date of grant. The number of Common Shares reserved for issuance under the Stock Option Plan will not exceed 10% of the issued and outstanding Common Shares of the Corporation. The number of Common Shares reserved for issuance to any one individual Director or Officer may not exceed 5% of the issued and outstanding Common Shares and the aggregate number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. Vesting terms are determined by the Board of Directors at the time of grant.

On April 26, 2016, the Corporation granted stock options to its directors and officers to acquire an aggregate of 1,350,000 common shares at a price of CAD $0.10 per share, exercisable until April 26, 2026. The options issued vest immediately upon granting and may be exercised until the greater of twelve months after the completion of the QT and ninety days following the date of termination of employment or holding office as a director or officer of the Corporation and, in the case of death, expire within one year thereafter.

Richardson GMP Limited (the "Agent") acted as agent for the Offering was granted a non-transferrable option ("Agent's Option") to purchase 350,000 common shares of the Corporation equal to 10% of the number of common shares sold through the Offering. The Agent's Option is exercisable for a period of 24 months at a price of CAD $0.10 per common share.

FUTURE ACCOUNTING STANDARDS ISSUED BUT NOT YET APPLIED

The Corporation has adopted the amendments to IAS 7, Statement of Cash Flows and IAS 12, Income Taxes. The adoption of the amendments did not have an impact on the consolidated financial statements.

Several new standards and amendments to standards and interpretations are effective for annual periods beginning on or after January 1, 2018 and have not been applied in preparing these consolidated financial statements. Accordingly, the Corporation expects to adopt these standards as set forth below.

IFRS 9, Financial Instruments

In July 2014, the IASB published IFRS 9 which replaces IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 introduces improvements which include a logical model for classification and measurement of financial assets, a single, forward-looking "expected loss" impairment model and a substantially-reformed approach to hedge accounting. IFRS 9 is effective for annual reporting periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Corporation is currently evaluating the impact of IFRS 9 on its consolidated financial statements and does not expect it to have a significant effect on the consolidated financial statements.

IFRS 15, Revenue from Contracts with Customers

IFRS 15 presents new requirements for the recognition of revenue, replacing IAS 18 'Revenue', IAS 11 'Construction Contracts', and several revenue-related Interpretations. The new standard establishes a control-based revenue recognition model and provides additional guidance in many areas not covered in detail under existing IFRSs, including how to account for arrangements with multiple performance obligations, variable pricing, customer refund rights, supplier repurchase options, and other common complexities. IFRS 15 is effective for annual reporting periods beginning on or after January 1, 2018. Management has started to assess the impact of IFRS 15 but is not yet in a position to provide quantified information.

IFRS 16, Leases

IFRS 16 was issued by the IASB in January 2016 and supersedes IAS 17, Leases. The new standard brings most leases on the balance sheet for lessees under a single model and eliminates the distinction between operating and finance leases. Lessor accounting remains largely unchanged. IFRS 16 becomes effective for annual periods beginning on or after January 1, 2019. The Corporation is currently evaluating the impact of IFRS 16 on its consolidated financial statements and does not expect it to have a significant effect on the consolidated financial statements.

RISKS AND UNCERTAINTIES

The following are certain factors relating to the business of the Corporation. These risks and uncertainties are not the only ones facing the Corporation. Additional risks and uncertainties not currently known to the Corporation, or that the Corporation currently deems immaterial, may also impair operations of the Corporation. If any such risks actually occur, the financial condition, liquidity and results of operations of the Corporation could be materially adversely affected and the ability of the Corporation to implement its plans could be adversely affected.

Lack of Operating History

The Corporation is a relatively new company with limited operating history. The Corporation was incorporated in November 2015 and completed its first home care business acquisition on October 13, 2016. It has yet to generate a profit from its activities. The Corporation will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Corporation anticipates that it may take several years to achieve positive cash flow from operations.

Substantial Capital Requirements

Substantial additional funds for the establishment of the Corporation's planned operations will be required. No assurances can be given that the Corporation will be able to raise the additional funding that may be required for such activities. To meet such funding requirements, the Corporation may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Corporation or at all. If the Corporation is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Financing Risks and Dilution to Shareholders

The Corporation has limited financial resources and is in early stages of operations. If the Corporation's business plan is successful, additional funds will be required. There can be no assurance that the Corporation will be able to obtain adequate financing in the future or that such financing will be available on favorable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Corporation's shareholders.

Price Volatility of Public Stock

In recent years, securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Corporation's shares will be subject to market trends generally and the value of the Corporation's shares on a stock exchange may be affected by such volatility.

Economic Conditions

Unfavorable economic conditions may negatively impact the Corporation's financial viability because of increased financing costs and limited access to capital markets.

Dependence on Management

The Corporation is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Corporation could result, and other persons would be required to manage and operate the Corporation.

Conflicts of Interest

The Corporation's directors and officers may serve as directors and officers, or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Corporation may participate, the directors and officers of the Corporation may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Corporation will follow the provisions of the Business Corporations Act, Nova Scotia ("Corporations Act") in dealing with conflicts of interest. These provisions state, where a director/officer has such a conflict, that the director/officer must at a meeting of the board, disclose his interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of Nova Scotia, the directors and officers of the Corporation are required to act honestly, in good faith and in the best interest of the Corporation.

Litigation

The Corporation and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Operations

Renewal of Home Care License

To operate a Home Care Service Provider agency in the States of New Hampshire and Rhode Island, a company is required to have a license that is in compliance with the applicable state rules. Such a license is subject to periodic renewal, and as a result there is no assurance or guarantee that the Resulting Issuer will pass any future license renewal processes. If the license is not renewed it will impact the ability to generate future profits. The Corporation currently operates under valid licenses.

Competition

The health care industry is intensely competitive. The Corporation competes with other companies that have greater financial resources. Competition could adversely affect the Corporation's ability to expand in the future.

FINANCIAL INSTRUMENTS

The Corporation has classified its financial instruments as follows:

- Cash and cash equivalents / sales tax recoverable – Loans and receivables
- Accounts receivable – Loans and receivables
- Accounts payable and accrued liabilities - other liabilities
- Demand loan – other liabilities
- Convertible debentures – other liabilities

Loans and receivables, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example by granting receivables to customers and placing deposits. The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognized at September 30, 2017, as summarized below:

Classes of financial assets – carrying amounts	September 30, 2017	December 31, 2016
Cash and cash equivalents	$231,626	$148,275
Accounts receivable	54,559	17,949
	$286,185	$166,224

In respect of trade account receivables, the Group is exposed to a certain level of credit risk as the amounts are uncollateralized. Credit risk for accounts receivable is the risk of loss associated with a client's inability to fulfil its payment obligations. The largest exposure to credit risk is in relation to receivables. The Group mitigates credit risk by actively monitoring the aging of accounts receivable and regularly follows up on overdue accounts. As at September 30, 2017, management believes that counterparty concentrations are in the normal course of business and are not unusual.

The credit risk for cash and cash equivalents is considered low as the Group maintains the majority of its cash with a Schedule I bank in Canada.

Liquidity risk

Liquidity risk is that the Group might be unable to meet its obligations. The Group's approach to managing liquidity risk is to closely monitor working capital balances as compared to budgeted upcoming expenses and expected due diligence and acquisition expenses. The Group raises funds, primarily through private placement or convertible debt if a shortfall is anticipated. As at September 30, 2017, the Group had a cash and cash equivalents of $231,626. The Group has a working capital shortfall at September 30, 2017 and the Group's ability to continue to meet its liabilities when due, beyond the current cash balance, is dependent on the growth of the home care business acquired as well as future support of shareholders through public or private equity offerings.

The following table shows the timing of cash outflows relating to accounts payable and accrued liabilities:

	< 1 year	1-2 years	3-5 years	> 5 years
	$	$	$	$
Account payable and accrued liabilities	261,335			
Demand loan	157,814	145,905	256,158	-

Market risk

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk, which result from both its operating and financing activities.

Foreign currency sensitivity

The Group’s operations are carried out in USD. Exposure to currency exchange rates arise from the fact that the Group’s equity offerings have been denominated in CAD and will be denominated in CAD for the foreseeable future as the Corporation’s shares are listed on a Canadian stock exchange. The Group’s exposure to CAD dollar currency risk was as follows:

	September 30, 2017	December 31, 2016
	$	$
	CAD	CAD
Cash and cash equivalents	161,426	180,059
Accounts payable & accrual liabilities	(114,324)	(78,214)
Convertible debentures	-	(240,092)
	47,102	(138,247)

Sensitivity to a plus or minus 1.0% change in the CAD dollar exchange rate would affect net loss and comprehensive loss and deficit by approximately $377.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning Nova Leap’s expenses are provided in the Corporation’s statement of loss and note disclosures contained in its financial statements for the three and six months ended September 30, 2017. These statements are available on Nova Leap’s SEDAR Page Site accessed through www.sedar.com.

Dividends

The Corporation has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for corporate development. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on the Corporation’s financial condition, results of operations, capital requirements and such other factors as the board of directors deem relevant.

Management’s Responsibility for Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers’ Annual and Interim Filings (“NI 52-109”), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (“DC&P”) and internal control over financial reporting (“ICFR”), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Corporation in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance IFRS.

The issuer’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Nature of the Securities

The purchase of the Corporation’s securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Corporation’s securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

Approval

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Corporation. The Board of Directors of the Corporation has approved the financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests its.

Dated: November 23, 2017