FILING STATEMENT

of

AIM4 VENTURES INC.

with respect to the

QUALIFYING TRANSACTION

involving

TRC MANAGEMENT HOLDINGS CORP.

November 27, 2020

Neither the TSX Venture Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the Qualifying Transaction described in this filing statement.

TABLE OF CONTENTS

FILING STATEMENT

Information Contained in this Filing Statement

No person is authorized to give any information or make any representation not contained in this Statement and, if given or made, such information or representation should not be relied upon as having been authorized or as being accurate. For certainty, to the extent that any information provided on AIM4's or TRC's website is inconsistent with this Statement, you should rely on the information provided in this Statement.

Information contained in this Statement (including the Schedules attached hereto) with respect to TRC, including without limitation information concerning its assets, has been provided by management of TRC. Management of AIM4 has relied upon TRC for the accuracy of such information without independent verification. Although AIM4 has no knowledge that would indicate that any of the information provided by TRC is untrue or incomplete, neither AIM4 nor any of its officers and directors assumes any responsibility for the accuracy or completeness of such information or any failure by TRC to disclose facts or events which may have occurred or may affect the completeness or accuracy of such information but which are unknown to AIM4.

All summaries of and references to the Arrangement Agreement and the Plan of Arrangement are qualified in their entirety by the complete text of the Arrangement Agreement. You are urged to read carefully and consider the full text of the Arrangement Agreement a copy of which is filed on AIM4's SEDAR profile at www.sedar.com and reference is made thereto for the full text thereof.

Information in this Statement is given as at November 27, 2020 unless otherwise indicated.

This Statement does not constitute an offer to sell or a solicitation of an offer to purchase any securities, or the solicitation of a proxy, by any person in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such an offer or solicitation of an offer or proxy solicitation. Neither delivery of this Statement nor any distribution of the securities referred to in this Statement will, under any circumstances, create an implication that there has been no change in the information set forth herein since the date of this Statement.

Readers should not construe the contents of this Statement as legal, tax or financial advice and should consult with their own legal, tax, financial or other professional advisors in considering the relevant legal, tax, financial or other matters contained in this Statement.

Defined Terms

This Statement contains defined terms. For a list of the defined terms used herein, see the "*Glossary*" in this Statement.

Cautionary Note Regarding Forward-Looking Information

This Statement includes "forward-looking information" and "forward-looking statements" within the meaning of Canadian securities laws and United States securities laws, respectively. All information, other than statements of historical facts, included in this Statement that address activities, events or developments that AIM4 or TRC expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of AIM4's and TRC's businesses, operations, plans and other such matters is forward-looking information. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes, but is not limited to, information regarding: expectations related to whether the Arrangement will be completed, including, that shareholder, regulatory and court approvals will be obtained, as applicable, and that the covenants, conditions and terms of the Arrangement Agreement will be satisfied in the requisite timing; expectations in respect of the effects and potential benefits of the Arrangement; expectations that the Arrangement will constitute a QT of AIM4 in compliance with Policy 2.4 of the TSXV Manual; expectations in respect of how the steps of the Arrangement will unfold, including but not limited to, the conversion of the TRC Class B Preferred Shares into TRC Common Shares, the Consolidation, the payment of consideration to Dissenting AIM4 Shareholders and Dissenting TRC Shareholders, the purchase and sale of the outstanding TRC Shares at the Effective Time, other than the Dissent

TRC Shares, in respect of which the Consideration (as defined in the Arrangement Agreement) will be issued, and the Amalgamation; the tax considerations and consequences relevant to TRC Shareholders in connection with the Arrangement; expectations in respect of the entitlements of Dissenting AIM4 Shareholders and Dissenting TRC Shareholders; expectations related to AIM4 fulfilling the requirements of the TSXV in connection with listing; expectations in relation to the TRC Private Placement; expectations in connection with a possible Pre-Acquisition Reorganization; expectations in respect of how the fees and expenses of the Arrangement will be paid; expectations communicated through any pro forma or future-oriented financial information in the Statement; the occurrence of and the particulars of matters to be addressed at the AIM4 Meeting and the TRC Meeting; the status of the proposed Arrangement as an arm's length transaction; Canaccord Genuity Corp.'s deliverance of the Confirmation to the TSXV; statements relating to the business and future activities of AIM4 and TRC after the date of this Statement; statements based on the audited financial statements of AIM4 or TRC; expectations for other economic, business, regulatory and/or competitive factors related to AIM4 or TRC; the expansion potential for the business and operations of AIM4 or TRC; expectations related to the Resulting Issuer, including but not limited to its sources of funding, the total amount of funds available to it, its anticipated uses of such funds, its capital structure, its business objectives and milestones, its anticipated key personnel, including officers and directors, and their compensation and its plans, goals, future development and the market's acceptance of its products; the existence of and mechanisms for addressing conflicts of interest in respect of certain directors, officers and promoters of the Resulting Issuer; the business objectives and milestones of the Resulting Issuer; the Resulting Issuer being a Tier 1 issuer on the TSXV; the application of the TSXV's escrow policies to Resulting Issuer Shares and other securities of the Resulting Issuer; the principal uses of available funds; and other events or conditions that may occur in the future.

Readers are cautioned that forward-looking information and statements are not based on historical facts but instead are based on reasonable assumptions and estimates of management of AIM4 and TRC at the time they were made and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Resulting Issuer to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Such factors include, among others, risks related to:

- the Arrangement not being completed;
- the Arrangement Agreement being terminated;
- the Resulting Issuer issuing additional equity securities after completing the Arrangement;
- increased price volatility;
- diversion of management attention because of the Arrangement;
- certain restrictions on AIM4 and TRC while the Arrangement is pending;
- the financial strain related to being a public reporting issuer;
- confidential personal and health information;
- software product and service defects;
- changes in technology and TRC's ability to enhance its products and develop new products;
- upgrading and maintaining information and technology systems;
- technology infrastructure;
- industry competition;
- TRC's client base;
- the regulatory environment in which TRC operates;
- failing to protect TRC's intellectual property;
- intellectual property infringement;
- reliance on key personnel and healthcare professionals;
- cybersecurity;
- the use of open source software;
- relying on third-party services;
- litigation;
- acquisitions and integration of new businesses;

- internal controls;
- TRC's ability to obtain satisfactory financing;
- TRC's history of losses;
- foreign currency and exchange;
- medical liability claims;
- technology integration;
- the quality of information and data provided to clients;
- weakening economic conditions and global financial conditions;
- the seasonal nature of TRC's revenue;
- the COVID-19 pandemic;
- compliance with laws;
- strategic alliances;
- compliance with Canada's anti-spam legislation;
- conflicts of interest;
- foreign investments and expansion;
- TRC's limited operating history;
- management of growth;
- credit and liquidity;
- TRC's dividend policy;
- customer acquisition and retention;
- suppliers and skilled labour;
- the HCP Acquisition not being completed;
- diversion of TRC management attention because of the HCP Acquisition;
- TRC failing to realize the exacted returns in connection with the HCP Acquisition; and
- healthcare regulation in Canada.

Risks involving the Arrangement and the Resulting Issuer that may affect results of operations, earnings and expected benefits of the Arrangement are further discussed under the heading "*Risk Factors*". Although AIM4 and TRC have attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such 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 information. Forward-looking information is made as of the date given and AIM4 and TRC do not undertake any obligation to revise or update any forward-looking information other than as required by applicable law.

Currency Presentation

AIM4 reports in Canadian dollars. Accordingly, unless otherwise indicated, all references to "**$**" in this Statement refer to Canadian dollars.

GLOSSARY

Unless the context otherwise requires or where otherwise provided, the following words and terms shall have the meanings set forth below when used in this Statement, including the schedules hereto.

"**2448430 Ontario Vendors**" has the meaning ascribed thereto under the heading "*The HCP Acquisition*".

"**2538393 Ontario Vendors**" has the meaning ascribed thereto under the heading "*The HCP Acquisition*".

"**2538606 Ontario Vendors**" has the meaning ascribed thereto under the heading "*The HCP Acquisition*".

"**affiliate**" means a company that is affiliated with another company as described below.

A company is an "affiliate" of another company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same person.

A company is "controlled" by a person if:

(a) voting securities of the company are held, other than by way of security only, by or for the benefit of that person, and

(b) the voting securities, if voted, entitle the person to elect a majority of the directors of the company.

A person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that person, or

(b) an affiliate of that person or an affiliate of any company controlled by that person.

"**Agency Agreement**" means the agency agreement dated November 13, 2020 between TRC, AIM4 and the Agents in connection with the TRC Private Placement.

"**Agency Fee**" has the meaning ascribed thereto under the heading "*The TRC Private Placement*".

"**Agents**" means, collectively, the Co-Lead Agents, National Bank Financial Inc., Echelon Wealth Partners Inc. and Beacon Securities Limited.

"**AIM4**" or the "**Corporation**" means AIM4 Ventures Inc., a corporation existing under the OBCA.

"**AIM4 Arrangement Resolution**" means the special resolution of the AIM4 Shareholders authorizing the Arrangement.

"**AIM4 Board**" means the board of directors of AIM4 as it may be constituted from time to time.

"**AIM4 Disclosure Letter**" means the disclosure letter dated as of the date of the Arrangement Agreement and delivered by AIM4 to TRC with the Arrangement Agreement.

"**AIM4 Meeting**" means the annual and special meeting of AIM4 Shareholders, including any adjournment or postponement thereof, to consider the re-appointment of the auditors of AIM4, the election of directors of AIM4, the AIM4 Arrangement Resolution, the LTI Plan Resolution and such other business as may properly come before such meeting or any adjournment or postponement thereof.

"**AIM4 Option Plan**" means the current stock option plan of AIM4.

"**AIM4 Options**" means the options to purchase AIM4 Shares issued under the AIM4 Option Plan.

"**AIM4 Resolutions"** means the AIM4 Arrangement Resolution and the LTI Plan Resolution.

"**AIM4 Shareholders**" means the holders of AIM4 Shares.

"**AIM4 Shares**" means the common shares in the capital of AIM4.

"**AIM4 Warrants**" means warrants to purchase AIM4 Shares, each exercisable until July 4, 2021 to acquire one AIM4 Share at a price of $0.10.

"**AirMed"** means AirMed Trials Inc., a wholly-owned subsidiary of TRC incorporated under the laws of the province of Ontario.

"**Amalgamation**" means the amalgamation of AIM4, TRC and HCP to be effected pursuant to the Plan of Arrangement.

"**Ariontech Vendors**" has the meaning ascribed thereto under the heading "*The HCP Acquisition*".

"**Arm's Length Transaction**" means a transaction which is not a Related Party Transaction.

"**Arrangement**" means an arrangement pursuant to section 182 of the OBCA on the terms and conditions set forth in the Plan of Arrangement, subject to any amendment or supplement to the Plan of Arrangement made in accordance with the terms of the Arrangement Agreement and the Plan of Arrangement or made at the direction of the Court either in the Interim Order or the Final Order with the consent of AIM4 and TRC, each acting reasonably, which arrangement, if completed, is intended to constitute the QT of AIM4 in compliance with Policy 2.4 of the TSXV Manual and following which securityholders of TRC will own the substantial majority of the Resulting Issuer Shares.

"**Arrangement Agreement**" means the arrangement agreement dated November 12, 2020, between AIM4 and TRC together with the schedules attached thereto, as the same may be amended, supplemented or otherwise modified from time to time in accordance with the terms thereof.

"**Articles of Arrangement**" means the articles of arrangement of the Corporation in respect of the Arrangement, required by the OBCA to be sent to the OBCA Director after the Final Order is made, which shall include the Plan of Arrangement and otherwise be in a form satisfactory to the AIM4 and TRC, each acting reasonably.

"**associate**" when used to indicate a relationship with a person, means:

(a) an issuer of which the person beneficially owns or controls, directly or indirectly, voting securities entitling him or her to more than 10% of the voting rights attached to outstanding securities of the issuer,

(b) any partner of the person,

(c) any trust or estate in which the person has a substantial beneficial interest or in respect of which a person serves as trustee or in a similar capacity,

(d) in the case of a person, who is an individual:

  (i) that person's spouse or child, or

  (ii) any relative of the person or of his or her spouse who has the same residence as that person.

"**Audit Committee**" has the meaning ascribed thereto under "Schedule "C" – Information Concerning the Resulting Issuer - Resulting Issuer Officers, Directors and Promoters - Committees".

"**Brokered Private Placement**" has the meaning ascribed thereto under the heading "*The TRC Private Placement*".

"**Business Day**" means any day other than a Saturday, a Sunday or a statutory holiday in Toronto, Ontario.

"**CDS**" means the Canadian Depository for Securities**.**

"**Certificate of Arrangement**" means the certificate of arrangement to be issued by the OBCA Director pursuant to subsection 183(2) of the OBCA in respect of the Articles of Arrangement.

"**CIMCC**" means Complete Immigration Medical Centre Corp., a corporation existing under the OBCA.

"**CIMCC Vendors**" has the meaning ascribed thereto under the heading "The HCP Acquisition".

"**Co-Lead Agents**" means Canaccord Genuity Corp. and Cormark Securities Inc.

"**Confirmation**" has the meaning ascribed thereto under the heading "*Sponsorship and Agent Relationship*".

"**Consolidation**" means the consolidation of the AIM4 Shares on the basis of up to 24.76125 pre-consolidation AIM4 Shares for every post-consolidation AIM4 Share, to be effected pursuant to the Plan of Arrangement.

"**Control Person**" has the meaning ascribed thereto in the TSXV Manual.

"**Court**" means the Ontario Superior Court of Justice.

"**CPC**" means a corporation: (a) that has been incorporated or organized in a jurisdiction in Canada; (b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities commissions in Canada in compliance with the Policy 2.4 of the TSXV Manual; and (c) in regard to which the Final Exchange Bulletin has not yet been issued.

"**Deferred Share Unit**" or "**DSU**" has the meaning ascribed thereto under the heading "*Summary of the LTI Plan*".

"**Dissent AIM4 Shares**" means the AIM4 Shares held by a Dissenting AIM4 Shareholder and in respect of which the Dissenting AIM4 Shareholder has validly exercised Dissent Rights.

"**Dissent Rights**" means the rights of dissent of AIM4 Shareholders or TRC Shareholders in respect of the AIM4 Arrangement Resolution or TRC Arrangement Resolution, respectively, as described in the Plan of Arrangement.

"**Dissent TRC Shares**" means the TRC Shares held by a Dissenting TRC Shareholder and in respect of which the Dissenting TRC Shareholder has validly exercised Dissent Rights.

"**Dissenting AIM4 Shareholders**" means any AIM4 Shareholder who exercises their right of dissent (as contemplated under the OBCA) in connection with the Arrangement at the AIM4 Meeting.

"**Dissenting TRC Shareholder**" means any TRC Shareholder who exercises their right of dissent (as contemplated under the OBCA) in connection with the Arrangement at a duly constituted meeting of the TRC Shareholders.

"**Effective Date**" means the date shown on the Certificate of Arrangement giving effect to the Arrangement.

"**Effective Time**" means the time the Certificate of Arrangement giving effect to the Arrangement is issued by the OBCA Director.

"**EHR**" means electronic health records.

"**EMR**" means electronic medical records.

"**Engagement Letter**" means the engagement letter dated September 17, 2020 between TRC and Canaccord Genuity Corp. in connection with, among other things, the TRC Private Placement.

"**Escrow Release Conditions**" means:

(a) the Arrangement Agreement shall have been entered into between AIM4 and TRC on terms acceptable to the Co-Lead Agents, acting reasonably;

(b) the completion, satisfaction or waiver of all conditions precedent to the HCP Acquisition to the satisfaction of the Co-Lead Agents, other than the payment of the consideration to be paid by TRC pursuant to the HCP Acquisition for which the Escrowed Funds are required;

(c) written confirmation from each of AIM4 and TRC that all conditions to the completion of the Arrangement in accordance with the terms of the Arrangement Agreement, without any material amendment, shall have been satisfied, other than the release of the Escrowed Funds, the completion of the HCP Acquisition and except for those conditions that have been waived by the Co-Lead Agents in their sole discretion;

(d) the TSXV Approval shall have been obtained, subject only to the satisfaction of customary listing conditions, and TRC the Co-Lead Agents being satisfied that all such conditions of the TSXV Approval have either been fulfilled or are capable of being fulfilled, each acting reasonably;

(e) the receipt of all regulatory, shareholder and third-party approvals, if any, required in connection with the Arrangement and the listing of the Resulting Issuer Shares;

(f) TRC and AIM4, as applicable, not being in breach or default of any of its covenants and obligations under the Subscription Receipt Agreement or the Agency Agreement, except (in the case of the Agency Agreement only) for those breaches or defaults that are not material or that have been waived by the Co-Lead Agents and all conditions set out in the Agency Agreement shall have been fulfilled in all material respects, which shall all be confirmed to be true in all respects in a certificate of a senior officer of each of TRC and AIM4, as applicable;

(g) TRC having obtained lock-up agreements in the form attached as Schedule B to the Agency Agreement from TRC Shareholders holding in aggregate, together with the executive officers and directors of TRC, at least 90% of the TRC Common Shares; and

(h) the delivery of the escrow release notice to TSX Trust Company, as Subscription Receipt Agent, in accordance with the terms of the Subscription Receipt Agreement.

"**Escrow Release Deadline**" has the meaning ascribed thereto under the heading "*The TRC Private Placement*".

"**Escrowed Funds**" has the meaning ascribed thereto under the heading "*The TRC Private Placement*".

"**Final Exchange Bulletin**" means the TSXV bulletin issued following closing of a QT and the submission of all required documentation and that evidences the final TSXV acceptance of a QT.

"**Final Order**" means the final order of the Court approving the Arrangement pursuant to subsection 182(5) of the OBCA, in a form acceptable to both AIM4 and TRC, each acting reasonably, as such order may be amended by the Court (with the consent of both AIM4 and TRC, each acting reasonably) at any time prior to the Effective Time or, if appealed, then, unless such appeal is withdrawn or denied, as affirmed or as amended (provided that any such amendment is acceptable to both AIM4 and TRC, each acting reasonably) on appeal.

"**GDPR**" means the *General Data Protection Regulation* (European Union).

"**Governmental Entity**" means any (a) international, multinational, national, federal, provincial, territory, state, regional, municipal, local or other government or any governmental or public department, central bank, court, tribunal, arbitral body, commission, board, bureau, ministry, agency or instrumentality, domestic or foreign, (b) any subdivision, agency, commission, board or authority of any of the foregoing, (c) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing, or (d) the TSXV.

"**HCP**" means 2775554 Ontario Inc., which, immediately prior to the HCP Acquisition, will be a 49% shareholder of 11419501 Canada Inc. and the sole shareholder of Ariontech Inc., 2538606 Ontario Inc., 2538393 Ontario Inc., CIMCC and 2448430 Ontario Inc.

"**HCP Acquisition**" means the acquisition by TRC of all of the issued and outstanding shares of HCP pursuant to a share purchase agreement dated October 18, 2020, between TRC and the shareholders of HCP.

"**HCP Share Purchase Agreement**" has the meaning ascribed thereto under the heading "*The HCP Acquisition*".

"**HealthCare Plus Group of Clinics**" has the meaning ascribed thereto under the heading "*The HCP Acquisition*".

"**HIPAA**" means the Health Insurance Portability and Accountability Act (United States).

"**Holder**" has the meaning ascribed thereto under the heading "*Tax Considerations – Canadian Federal Income Tax Considerations*".

"**IFRS**" means International Financial and Reporting Standards, as incorporated in the Handbook of the Chartered Professional Accountants of Canada at the relevant time applied on a consistent basis.

"**Initial Listing Requirements**" means the minimum financial, distribution and other standards that must be met by applicants seeking a listing on a particular tier of the TSXV.

"**Insider**" has the meaning ascribed thereto in the TSXV Manual.

"**Interim Order**" means the interim order of the Court concerning the Arrangement pursuant to the OBCA containing declarations and directions with respect to the Arrangement.

"**In-The-Money Amount**" in respect of a stock option at any time means the amount, if any, by which the aggregate fair market value at that time of the securities subject to the option exceeds the aggregate exercise price of the option.

"**Laws**" means all laws, by laws, statutes, rules, regulations, orders, common law, principles of law or equity, ordinances, protocols, codes, notices, directions, judgments or other requirements of any Governmental Entity having the force of law, and the terms and conditions of any grant of approval, permission, authority or license of any Governmental Entity or self regulatory authority, and the term "applicable" with respect to such Laws and in a context that refers to one or more Parties, means such Laws as are applicable to such Party or its business, undertaking, property or securities and emanate from a Person having jurisdiction over the Party or Parties or its or their business, undertaking, property or securities; and "Laws" includes Environmental Laws (as defined in the Arrangement Agreement).

"**Letter of Intent**" means the non-binding letter agreement dated October 14, 2020 between TRC and AIM4 pursuant to which the parties agreed in principle to the terms of the Arrangement.

"**LTI Plan Resolution**" means the ordinary resolution of AIM4 Shareholders approving the New LTI Plan.

"**Material Adverse Change**" or "**Material Adverse Effect**" has the meaning ascribed thereto in the Arrangement Agreement.

"**MI 61-101**" means Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions.

"**NEO**" means a named executive officer.

"**New LTI Plan**" means has the meaning ascribed thereto under the heading "Particulars of Matters To Be Acted Upon at the AIM4 Meeting – The LTI Resolution".

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees*.

"**Non-Arm's Length Transaction**" means a transaction which is a Related Party Transaction.

"**Non-Brokered Private Placement**" has the meaning ascribed thereto under the heading "*The TRC Private Placement*".

"OBCA" means the *Business Corporations Act* (Ontario), as amended.

"**OBCA Director**" means the director appointed pursuant to Section 278 of the OBCA.

"**Outside Date**" means January 31, 2021.

"**Participant**" has the meaning ascribed thereto under the heading "*Summary of the New LTI Plan*".

"**Parties**" means AIM4 and TRC, and "**Party**" means either AIM4 or TRC, as applicable.

"**Person**" includes an individual, firm, trust, partnership, association, corporation, joint venture, trustee, executor, administrator, legal representative or government (including any Governmental Entity).

"**Pharmacy Vendors**" has the meaning ascribed thereto under the heading "*The HCP Acquisition*".

"**PHIPA**" means the *Personal Health Information Protection Act*, 2004, S.O. 2004, c. 3, Sched. A.

"**PIPEDA**" means the Personal Information Protection and Electronic Documents Act, S.C. 2000, c. 5.

"**Plan of Arrangement**" means the plan of arrangement of AIM4 and TRC, subject to any amendments or variations to such plan made in accordance with the Arrangement Agreement and the Plan of Arrangement or made at the direction of the Court in the Final Order with the prior written consent of AIM4 and TRC, each acting reasonably.

"**Policy 5.4**" has the meaning ascribed thereto under the heading "Information Concerning the Resulting Issuer – Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer".

"**Pre-Acquisition Reorganization**" has the meaning ascribed thereto under the heading "*The Arrangement – The Arrangement Agreement – Pre-Acquisition Reorganization*".

"**Performance Share Unit**" or "**PSU**" has the meaning ascribed thereto under the heading "*Summary of the LTI Plan*".

"**Promoter**" has the meaning ascribed thereto in the TSXV Manual.

"**QT**" means a transaction where a CPC acquires Significant Assets, other than cash, by way of purchase, Arrangement, merger or arrangement with another company or by other means.

"**Related Party Transaction**" has the meaning ascribed to that term under MI 61-101, and includes a related party transaction that is determined by the TSXV to be a Related Party Transaction. The TSXV may deem a transaction to be a Related Party Transaction where the transaction involves non arms length parties, or where other circumstances exist which may compromise the independence of the issuer with respect to the transaction.

"**Replacement Options**" means the options issued in accordance with the Plan of Arrangement in exchange for the TRC Options.

"**Resulting Issuer**" means the amalgamated company resulting from the Amalgamation.

"**Resulting Issuer Board**" means the board of directors of the Resulting Issuer as the same is constituted from time to time.

"**Resulting Issuer Options**" means options to purchase Resulting Issuer Shares issuable under the LTI Plan following the Effective Time.

"**Resulting Issuer Shares**" means common shares in the capital of the Resulting Issuer.

"**Sciteline**" means Sciteline Inc.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval.

"**Significant Assets**" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the Initial Listing Requirements.

"**Statement**" means this filing statement, including all Schedules hereto.

"**Subscription Receipt Agent**" means TSX Trust Company, in its capacity as subscription receipt agent in connection with the TRC Private Placement.

"**Subscription Receipt Agreement**" means the subscription receipt agreement dated November 13, 2020 between TRC, AIM4, the Co-Lead Agents and the Subscription Receipt Agent.

"**Subscription Receipts**" means the subscription receipts of TRC to be issued pursuant to the TRC Private Placement, each of which will automatically convert into one TRC Share, without further action or payment on the part of the holders thereof, immediately prior to the HCP Acquisition.

"**Tax Act**" means the *Income Tax Act* (Canada) and the regulations thereunder.

"**Think Research EU**" means Think Research (EU) Corporation Ltd, a wholly-owned subsidiary of Think Research incorporated under the laws of Ireland.

"**TRC**" means TRC Management Holdings Corp., a corporation incorporated under the OBCA.

"**TRC Arrangement Resolution**" means the special resolution of TRC Shareholders in respect of the Arrangement to be considered at the TRC Meeting.

"**TRC Board**" means the board of directors of TRC.

"**TRC Class A Common Shares**" means the Class A common shares in the capital of TRC to be created and issued pursuant to the Pre-Acquisition Reorganization of TRC (as defined the Arrangement Agreement).

"**TRC Class A Preferred Shares**" means the Class A preferred shares in the capital of TRC.

"**TRC Class B Preferred Shares**" means the Class B preferred shares in the capital of TRC.

"**TRC Common Shares**" means the common shares in the capital of TRC.

"**TRC Disclosure Letter**" means the disclosure letter dated as of the date of the Arrangement Agreement and delivered by TRC to AIM4 with the Arrangement Agreement.

"**TRC Meeting**" mean the special meeting of TRC Shareholders, including any adjournment or postponement thereof in accordance with the terms of the Arrangement Agreement, to be convened as provided for in the Interim Order to consider and, if deemed advisable, approve the TRC Arrangement Resolution.

"**TRC Opco**" means Think Research Corporation, a corporation existing under the laws of Ontario and a wholly-owned subsidiary of TRC.

"**TRC Options**" means the currently issued and outstanding stock options to purchase TRC Common Shares under TRC's current stock option plan.

"**TRC Preferred Shares**" means, collectively, the TRC Class A Preferred Shares and the TRC Class B Preferred Shares.

"**TRC Private Placement**" has the meaning ascribed thereto under the heading "*The TRC Private Placement*".

"**TRC Shareholders**" means, collectively, the holders of TRC Common Shares, TRC Class A Common Shares, TRC Class A Preferred Shares and TRC Class B Preferred Shares as applicable from time to time.

"**TRC Shares**" means the TRC Common Shares and the TRC Class A Common Shares, collectively.

"**TRC Warrants**" means the currently issued and outstanding warrants to purchase TRC Common Shares.

"**TSX**" means the Toronto Stock Exchange.

"**TSX Trust**" means TSX Trust Company, the registrar and transfer agent for the AIM4 Shares.

"**TSXV**" means the TSX Venture Exchange.

"**TSXV Approval**" means the TSX having conditionally approved the listing of the Resulting Issuer Shares, subject only to the satisfaction of customary listing conditions.

"**TSXV Manual**" means the TSXV Corporate Finance Manual.

"**United States**" means the United States of America, its territories and possessions, any State of the United States and the District of Columbia.

"**U.S. Securities Act**" means the United States *Securities Act of 1933*.

SUMMARY

The following is a summary of information relating to AIM4, TRC and the Resulting Issuer (assuming completion of the matters contemplated in this Statement) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Statement. Readers are encouraged to read this Statement carefully and in its entirety. In this summary, dollar amounts are expressed in Canadian dollars unless otherwise stated. Capitalized words and terms in this summary have the same meanings as set forth in the Glossary and elsewhere in this Statement.

The Arrangement

On October 14, 2020, TRC and AIM4 entered into the Letter of Intent to combine their respective businesses. On November 12, 2020, TRC and AIM4 entered into the Arrangement Agreement, which superseded the Letter of Intent. The Arrangement will be completed by way of a plan of arrangement pursuant to the OBCA, the results of which will be, among other things, that AIM4, TRC and HCP will amalgamate and continue as an amalgamated corporation with the name "Think Research Corporation", that AIM4 Shareholders will ultimately be entitled to receive one Resulting Issuer Share for every 24.76125 pre-Consolidation AIM4 Shares held immediately prior to the Effective Time and that holders of TRC Shares and TRC Class B Preferred Shares will ultimately be entitled to receive one Resulting Issuer Share for each TRC Share or TRC Class B Preferred Share (as applicable) held immediately prior to the Effective Time.

In addition, as a result of the Arrangement, each TRC Option issued and outstanding immediately before the Effective Time will be exchanged for one Resulting Issue Option, having substantially the same terms and conditions as the TRC Option, and will entitle the holder thereof to acquire, upon exercise thereof, and for the consideration payable therefor, one Resulting Issuer Share. In accordance with the terms of the TRC Warrants, each holder of TRC Warrants issued and outstanding immediately before the Effective Time will be entitled to receive and will accept, upon exercise of such holder's TRC Warrants, the number of Resulting Issuer Shares that the holder of TRC Warrants would have been entitled to receive had such holder been the registered holder of the number of TRC Shares that such holder would have received if such holder's TRC Warrants had been exercised immediately prior to the Effective Time. In accordance with the terms of the AIM4 Options and the AIM4 Warrants, each holder of AIM4 Options or AIM4 Warrants (as applicable) issued and outstanding immediately before the Effective Time will be entitled to receive and will accept, upon exercise of such holder's AIM4 Options or AIM4 Warrants (as applicable), the number of Resulting Issuer Shares that the holder of AIM4 Options or AIM4 Warrants (as applicable) would have been entitled to receive had such holder been the registered holder of the number of AIM4 Shares that such holder would have received if such holder's AIM4 Options or AIM4 Warrants (as applicable) had been exercised immediately prior to the Effective Time.

If completed, the Arrangement is intended to constitute a QT of AIM4 in compliance with the Policy 2.4 of the TSXV Manual, and securityholders of TRC will own the substantial majority of the Resulting Issuer Shares.

Pursuant to the Arrangement Agreement, AIM4 has agreed to, among other things, call the AIM4 Meeting to seek approval of AIM4 Shareholders of the AIM4 Resolutions.

See "*The Plan of Arrangement*".

Steps of the Arrangement

Immediately prior to the completion of the HCP Acquisition, each Subscription Receipt will convert automatically into one TRC Common Share, without payment of additional consideration or further action on the part of the holder thereof. See "*The TRC Private Placement*".

At the Effective Time, the following events or transactions will occur and will be deemed to occur in the following sequence without any further authorization, act or formality:

(a) the TRC Class B Preferred Shares will be converted into TRC Common Shares in accordance with the articles of incorporation of TRC (as amended);

(b) the Consolidation will be completed, such that:

(i) AIM4 Shareholders will thereafter hold, in the aggregate, such number of AIM4 Shares as is equal to the quotient obtained by dividing (x) the number of issued and outstanding AIM4 Shares immediately prior to the Effective Time by (y) 24.76125, subject to the treatment of fractional shares pursuant to Section 4.2 of the Plan of Arrangement;

(ii) the terms of the outstanding AIM4 Options shall be adjusted, in accordance with their terms and terms of the AIM4 Option Plan, with respect to the exercise price and the number of AIM4 Shares issuable upon the proper exercise of such AIM4 Options to account for the Consolidation; and

(iii) the terms of the outstanding AIM4 Warrants shall be adjusted, in accordance with their terms, with respect to the exercise price and the number of AIM4 Shares issuable upon the proper exercise of such AIM4 Warrants to account for the Consolidation;

(c) each AIM4 Share held by a Dissenting AIM4 Shareholder entitled to be paid fair value for its Dissent AIM4 Shares will be deemed to be transferred by the holder thereof, without any further act or formality on its part, to AIM4 in consideration for a claim against AIM4 for an amount determined in accordance with Article 3 of the Plan of Arrangement and thereupon:

(i) each Dissenting AIM4 Shareholder will have only the rights set out in Article 3 of the Plan of Arrangement and will cease to be the holder of such Dissent AIM4 Shares;

(ii) such Dissenting AIM4 Shareholder's name will be removed from AIM4's register of AIM4 Shares; and

(iii) such AIM4 Shares shall be automatically cancelled as of the Effective Time;

(d) each TRC Share held by a Dissenting TRC Shareholder entitled to be paid fair value for its Dissent TRC Shares will be deemed to be transferred by the holder thereof, without any further act or formality on its part, to AIM4 in consideration for a claim against AIM4 for an amount determined in accordance with Article 3 of the Plan of Arrangement and thereupon:

(i) each Dissenting TRC Shareholder will have only the rights set out in Article 3 of the Plan of Arrangement and will cease to be the holder of such Dissent TRC Shares;

(ii) such Dissenting TRC Shareholder's name will be removed from TRC's register of TRC Shares; and

(iii) such TRC Shares shall be automatically cancelled as of the Effective Time;

(e) each TRC Share outstanding at the Effective Time, other than those Dissent TRC Shares cancelled pursuant to Section 2.4(d) of the Plan of Arrangement, will be transferred and assigned by the holder thereof to, and acquired by, AIM4, in exchange for one post-Consolidation AIM4 Share; and

(f) the Amalgamation will occur, and (among other things):

(i) each holder of an AIM4 Share (including former TRC Shareholders (other than Dissenting TRC Shareholders) and each AIM4 Shareholder (other than Dissenting AIM4 Shareholders)) will receive one fully paid and non-assessable Resulting Issuer Share for each AIM4 Share held immediately prior to the Amalgamation;

(ii) each TRC Option that as of the Effective Time is outstanding will cease to represent an option or other right to acquire TRC Shares and shall be exchanged for a Replacement Option to purchase from the Resulting Issuer the number of Resulting Issuer Shares (rounded down to the nearest whole number) equal to: (A) one, multiplied by (B) the number of TRC Shares subject to such TRC Option immediately prior to the Effective

Time, at an exercise price per Resulting Issuer Share (rounded up to the nearest whole cent) equal to (Y) the exercise price per TRC Share otherwise purchasable pursuant to such TRC Option immediately prior to the Effective Time, divided by (Z) one, provided that it is intended that the provisions of subsection 7(1.4) of the Tax Act (and any corresponding provision of provincial tax legislation) shall apply to such exchange of TRC Options for Replacement Options of the Resulting Issuer and, notwithstanding the foregoing, if, and to the extent, if any, determined by the Resulting Issuer to be necessary for such provision to apply, the exercise price of a Replacement Option (as otherwise determined) will be increased (and will be deemed always to have been increased) such that the In-The-Money Amount of the Replacement Option immediately after the exchange does not exceed the In-The-Money Amount of the TRC Option immediately before the exchange;

(iii) in accordance with the terms of the TRC Warrants, each holder of TRC Warrants shall be entitled to receive (and such holder shall accept) upon the exercise of such holder's TRC Warrant, in lieu of TRC Shares to which such holder was theretofore entitled upon such exercise, and for the same aggregate consideration payable therefor, the number of Resulting Issuer Shares which the holder would have been entitled to receive as a result of the transactions contemplated by the Arrangement if, immediately prior to the Effective Date, such holder had been the registered holder of the number of TRC Shares to which such holder would have been entitled if such holder had exercised such holder's TRC Warrants immediately prior to the Effective Time. Each TRC Warrant shall continue to be governed by and be subject to the terms of the applicable TRC Warrant certificate or indenture, subject to any supplemental exercise documents issued by the Resulting Issuer, acting reasonably, to holders of TRC Warrants to facilitate the exercise of the TRC Warrants and the payment of the corresponding portion of the exercise price associated with each of them. Upon any valid exercise of a TRC Warrant after the Effective Time, the Resulting Issuer shall issue the necessary number of Resulting Issuer Shares necessary to settle such exercise, provided that the Resulting Issuer has received the TRC Warrant exercise price;

(iv) in accordance with the terms of the AIM4 Options, each holder of AIM4 Options shall be entitled to receive (and such holder shall accept) upon the exercise of such holder's AIM4 Option, in lieu of AIM4 Shares to which such holder was theretofore entitled upon such exercise, and for the same aggregate consideration payable therefor, the number of Resulting Issuer Shares which the holder would have been entitled to receive as a result of the transactions contemplated by the Plan of Arrangement if, immediately prior to the Effective Date, such holder had been the registered holder of the number of AIM4 Shares to which such holder would have been entitled if such holder had exercised such holder's AIM4 Options immediately prior to the Effective Time. Each AIM4 Option shall continue to be governed by and be subject to the terms of the AIM4 Option Plan (as may be superseded by the New LTI Plan) and the applicable AIM4 Option certificate, subject to any supplemental exercise documents issued by the Resulting Issuer, acting reasonably, to holders of AIM4 Options to facilitate the exercise of the AIM4 Options and the payment of the corresponding portion of the exercise price associated with each of them. Upon any valid exercise of an AIM4 Option after the Effective Time, the Resulting Issuer shall issue the necessary number of Resulting Issuer Shares necessary to settle such exercise, provided that the Resulting Issuer has received the AIM4 Option exercise price; and

(v) in accordance with the terms of the AIM4 Warrants, each holder of AIM4 Warrants shall be entitled to receive (and such holder shall accept) upon the exercise of such holder's AIM4 Warrant, in lieu of AIM4 Shares to which such holder was theretofore entitled upon such exercise, and for the same aggregate consideration payable therefor, the number of Resulting Issuer Shares which the holder would have been entitled to receive as a result of the transactions contemplated by this Arrangement if, immediately prior to the Effective Date, such holder had been the registered holder of the number of AIM4 Shares to which such holder would have been entitled if such holder had exercised such holder's AIM4

Warrants immediately prior to the Effective Time. Each AIM4 Warrant shall continue to be governed by and be subject to the terms of the applicable AIM4 Warrant certificate or indenture, subject to any supplemental exercise documents issued by the Resulting Issuer, acting reasonably, to holders of AIM4 Warrants to facilitate the exercise of the AIM4 Warrants and the payment of the corresponding portion of the exercise price associated with each of them. Upon any valid exercise of an AIM4 Warrant after the Effective Time, the Resulting Issuer shall issue the necessary number of Resulting Issuer Shares necessary to settle such exercise, provided that the Resulting Issuer has received the AIM4 Warrant exercise price.

Completion of the Arrangement

Upon the satisfaction or waiver of the conditions to the completion of the Arrangement, including without limitation obtaining the requisite shareholder and regulatory approvals, AIM4 and TRC will jointly file the Articles of Arrangement with the OBCA Director.

Pursuant to the Arrangement, among other things, AIM4,TRC and HCP will amalgamate and continue as an amalgamated corporation with the name "Think Research Corporation", AIM4 Shareholders (other than Dissenting AIM4 Shareholders) will ultimately be entitled to receive one Resulting Issuer Share for every 24.76125 pre-Consolidation AIM4 Shares held immediately prior to the Effective Time, and holders of TRC Shares and TRC Class B Preferred Shares (other than Dissenting TRC Shareholders) will ultimately be entitled to receive one Resulting Issuer Share for the purchase of each TRC Share or TRC Class B Preferred Share (as applicable) held immediately prior to the Effective Time.

Upon completion of the Arrangement, the Resulting Issuer securities will be distributed as follows:

	AIM4 Security Holders	**TRC Security Holders**	**HCP Security Holders**	**Subscription Receipt Holders(1)**
Resulting Issuer Shares	430,107	31,304,212	2,532,221	6,480,550
Resulting Issuer Options	43,010	597,400	Nil.	Nil.

Note:

(1) TRC has received orders for an additional 615,852 Subscription Receipts which have not yet been issued under the TRC Private Placement, none of which are subscribed for by persons not at Arm's Length to the Resulting Issuer, except for 3,200 Subscription Receipts to Kirstine Stewart and 16,200 Subscription Receipts to Richard Wells, each a proposed director of the Resulting Issuer. Upon satisfaction of the Escrow Release Conditions and immediately prior to the completion of the HCP Acquisition, each Subscription Receipt will be automatically converted without any further consideration or action by the holder thereof into one TRC Common Share.

There are 20,192 AIM4 Warrants issued and outstanding and will entitle such holders to the number of Resulting Issuer Shares that the holders of AIM4 Warrants would have been entitled to receive had such holders been the registered holder of the number of AIM4 Shares that such holder would have received if such holder's AIM4 Warrants had been exercised immediately prior to the Effective Time.

There are 39,773 TRC Warrants issued and outstanding and will entitle such holders to the number of Resulting Issuer Shares that the holders of TRC Warrants would have been entitled to receive had such holders been the registered holder of the number of TRC Shares that such holder would have received if such holder's TRC Warrants had been exercised immediately prior to the Effective Time.

Since AIM4 and TRC are Ontario corporations, the rights of AIM4 Shareholders and TRC Shareholders are governed by the applicable law of the province of Ontario, including the OBCA, and by AIM4 and TRC's respective articles and by-laws.

The Arrangement will be completed and will become effective at the Effective Time. It is currently anticipated that the Effective Date will be on or about December 23, 2020.

AIM4 has applied to have the Resulting Issuer Shares listed on the TSXV. Listing is subject to the approval of the TSXV in accordance with its requirements. The TSXV has not conditionally approved the application and there is no assurance that the TSXV will approve the application. If the TSXV approves the listing, the Resulting Issuer Shares are expected to be listed on the TSXV following completion of the Arrangement.

Conditional Listing Approval

The TSXV has conditionally accepted the Arrangement subject to AIM4 fulfilling all of the requirements of the TSXV on or before February 26, 2021.

Following completion of the Arrangement, the Resulting Issuer Shares are expected to be listed on the TSXV under the trading symbol "THNK".

Information About AIM4

AIM4 is a corporation existing under the OBCA. The AIM4 Shares are listed for trading on the TSXV under the trading symbol "AIMD.P". The AIM4 Shares have been posted for trading on the TSXV since July 4, 2019.

The AIM4 Shares were halted from trading on October 14, 2020 pending the announcement of the Arrangement and remain halted as at the date hereof. The market price of the AIM4 Shares on the TSXV on October 13, 2020, the final day of trading immediately prior to the halt, was $0.135.

Period	**High**	**Low**	**Trading Volume**
July 4, 2019 – September 30, 2019	$0.17	$0.10	375,017
October 1, 2019 – December 31, 2019	$0.105	$0.095	70,000
January 1, 2020 – March 31, 2020	$0.105	$0.07	92,500
April 1, 2020 – June 30, 2020	$0.135	$0.065	347,000
July 2020	$Nil	$Nil	Nil
August 2020	$0.16	$0.13	250,000
September 2020	$0.125	$0.125	20,000
October 1, 2020 – October 13, 2020	$0.135	$0.125	10,000

AIM4 is a CPC, incorporated for the purposes of identifying and evaluating businesses or assets with a view to completing a QT in accordance with Policy 2.4 of the TSXV Manual. Until completion of a QT, AIM4 will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed QT.

See "Schedule "A"– *Information Concerning AIM4 – Corporate Structure*".

Selected Financial Information

The following table sets out certain selected financial information of AIM4 in summary form for the year ended December 31, 2019 and for the six-month period ended June 30, 2020 and the nine-month period ended September 30, 2020.

	Year ended December 31, 2019	**Six month period ended June 30, 2020**
Total expenses	$151,419	$22,360
Amounts deferred in connection with the Completion of the Arrangement (Other than amounts disclosed elsewhere in this Statement)	$Nil	$Nil

See "Schedule "A" – *Information Concerning AIM4– Selected Financial Information and Management Discussion and Analysis*".

Information about TRC

TRC is a corporation existing under the OBCA and was incorporated pursuant to a certificate of incorporation issued under the OBCA on March 7, 2014. There is no public market for the TRC Shares, TRC Class A Preferred Shares or TRC Class B Preferred Shares.

TRC is a leading Canadian healthcare technology company providing proprietary evidence-based clinical tools. It enables clinical standardization across the care continuum, spanning primary care, acute care, long-term and allied care. TRC currently serves 28,000 primary care, acute care and long-term care clinicians and more than 3,000,000 patients and residents in more than 2,000 healthcare facilities. TRC's clinical content can be executed at the point-of-care, in-person or through its proprietary VirtualCare™ application, using cloud-based, EMR-agnostic tools that improve care, reduce the risk of medical errors and save money. These solutions also enable structured health data capture into their network that can then be leveraged to derive meaningful and actionable clinical insights for frontline healthcare providers at the patient's bedside. TRC's EMR-agnostic, cloud based platform, which spans all healthcare sectors, is uniquely positioned to enhance the value of their clients' existing IT investments, while helping to improve patient and resident outcomes and enhancing financial performance for healthcare funders.

See "Schedule "B" – *Information Concerning TRC – Corporate Structure*".

Selected Financial Information

The following table sets out a summary of selected financial information of TRC for the financial years ended September 30, 2019 and 2018 and the nine months ended June 30, 2020:

	Year ended September 30, 2018 (in thousands)	**Year ended September 30, 2019 (in thousands)**	**Nine months ended June 30, 2020 (in thousands)**
Total revenues	$14,892	$17,306	$15,475
Income (loss) from continuing operations	($12,826)	($11,842)	($8,298)
Net income (loss)	($12,431)	($13,284)	($9,238)
Total assets	$9,525	$9,081	$15,108
Total long term financial liabilities	$5,712	$5,463	$6,725
Cash dividends declared	$746	$893	$814
Cash and cash equivalents	$5,049	$1,808	$1,629
Gross profit	$10,268	$9,953	$9,611

The following tables set out a summary of the selected financial information of the companies (or groups of companies) to be acquired by HCP prior to completion of the HCP Acquisition.

HealthCare Plus Group of Clinics

	Year ended December 31, 2018	**Year ended December 31, 2019**	**Six months ended June 30, 2020**
Total revenues	$1,342,200	$1,385,639	$411,635
Income before other expenses	$137,630	$230,987	$53,427
Net income (loss)	$20,994	$135,410	($2,582)
Total assets	$983,182	$874,185	$829,278
Total long term financial liabilities	$468,836	$456,495	$391,596
Cash dividends declared	$0	$0	$0
Cash	$217,537	$0	$0
Gross profit	$391,346	$556,497	$142,565

CIMCC

	Period from the date of incorporation to December 31, 2019	Six months ended June 30, 2020
Total revenues	$537,940	$901,942
Income from continuing operations	$223,124	$449,489
Net income (loss)	$141,136	$309,134
Total assets	$582,637	$912,524
Total long term financial liabilities	$86,597	$114,128
Cash dividends declared	$0	$0
Cash and cash equivalents	$122,006	$238,848
Gross profit	$424,269	$640,970

11419501 Canada Inc.

	Period from the date of incorporation to December 31, 2019	Six months ended June 30, 2020
Total revenues	$0	$118,971
Income (loss) from continuing operations	$0	($15,485)
Net income (loss)	($7,365)	($35,243)
Total assets	$100	$481,029
Total long term financial liabilities	$0	$356,024
Cash dividends declared	$0	$0
Cash and cash equivalents	$100	$1,656
Gross profit	$0	$40,494

See “Schedule "B" – *Information Concerning TRC – Selected Financial Information*” and the annual and interim financial statements of TRC, the HealthCare Plus Group of Clinics, CIMCC and 111419501 Canada Inc. and the related management’s discussion and analysis, which are included as Schedule "I" through Schedule "X" of this Statement.

Information about Resulting Issuer

Upon completion of the Arrangement, each holder of TRC Shares and TRC Class B Preferred Shares (other than Dissenting TRC Shareholders) will be entitled to receive one Resulting Issuer Share for the sale of each TRC Share or TRC Class B Preferred Share (as applicable) held immediately prior to the Effective Time; as part of the Arrangement, the AIM4 Shares will be consolidated on the basis of 24.76125 pre-Consolidation AIM4 Shares for one post-Consolidation AIM4 Shares, and thereafter each AIM4 Shareholder (other than Dissenting AIM4 Shareholders) will be entitled to receive one Resulting Issuer Share for each post-Consolidation AIM4 Share held immediately prior to the Effective Time. The Resulting Issuer will have the name “Think Research Corporation” or such other name as is acceptable to the regulators in connection with the Arrangement.

See “Schedule "C" – *Information Concerning the Resulting Issuer*” and the pro forma financial statements of the Resulting Issuer, which are included as Schedule "Y" to this Statement.

The following table sets out the estimated funds available to the Resulting Issuer after giving effect to the release of the Escrowed Funds and the Arrangement as at the dates indicated.

Source of Funds	Following Completion of the Arrangement and the release of the Escrowed Funds (excluding Agent upsize option)[(2)]	Following Completion of the Arrangement and the release of the Escrowed Funds (including Agent upsize option) [(3)]
Estimated TRC working capital as at October 31, 2020 after giving effect to the redemption of the TRC Class A Preferred Shares and the HCP Acquisition[(1)]	$(13,700,000)	$(13,700,000)
Net proceeds of the TRC Private Placement	$26,664,558	$29,528,269
Total available funds:	**$12,964,558**	**$15,828,269**

Notes:

(1) Estimated working capital of TRC as at October 31, 2020 includes C$2,850,000 for HCP Acquisition, and excludes deferred revenue of $7,645,318, Class A payments of $260,581. Immediately prior to the Effective Time, TRC will redeem the Class A Preferred Shares for an aggregate redemption price of $5,823,078. TRC will pay cash consideration for the HCP Acquisition of C$2,850,000 ($1,850,000, payable on closing the HCP Acquisition, and $1,000,000, payable six months following closing of the HCP Acquisition).

(2) After deducting the Agency Fee of approximately $1,770,000 and estimated expenses of the Arrangement, TRC Private Placement and HCP Acquisition of $1,700,000 and assuming no exercise of the Agents' upsize option or any additional non-brokered subscriptions.

(3) After deducting the Agency Fee of approximately $1,770,000 (but excluding any additional Agency Fee from the Agents' upsize option) and estimated expenses of the Arrangement, TRC Private Placement and HCP Acquisition of $1,700,000 but giving effect to the anticipated closing of the Agents' upsize option and all additional non-brokered subscriptions of 615,852 Subscription Receipts with expected proceeds of approximately $2,863,711, which as of the date of this Statement have not been issued but subscribers have submitted subscription agreements therefore.

The following table sets out the proposed use of the available funds by the Resulting Issuer after giving effect to the release of the Escrowed Funds and the Arrangement.

Principal Uses of Available Funds	Following Completion of the Arrangement and the release of the Escrowed Funds (excluding Agent upsize option) [(3)]	Following Completion of the Arrangement and the release of the Escrowed Funds (including Agent upsize option) [(4)]
Corporate and administrative expenses for 18 months[(1)]	$3,000,000	$3,000,000
Research & Development	$1,500,000	$1,500,000
Sales & Marketing	$1,500,000	$1,500,000
Acquisitions[(2)]	$2,000,000	$4,000,000
Unallocated or available for working capital	$4,964,558	$5,828,269
Total uses of funds:	**$12,964,558**	**$15,828,269**

Notes:

(1) The Company's estimated G&A expenses for the next 18 months are approximately $12,000,000. The Company is allocating $3,000,000 of the available funds for G&A expenses for this 18 month period. The remaining $9,000,000 of G&A expenses will be supported through the Company's annual revenue.

(2) The Company intends to allocate approximately $4,000,000 for acquisitions; however, the Company expects that acquisitions will be executed through a small percentage of cash and a larger percentage through the issuance of common shares.

(3) After deducting the Agency Fee of approximately $1,770,000 and estimated expenses of the Arrangement, TRC Private Placement and HCP Acquisition of $1,700,000 and assuming no exercise of the Agents' upsize option or any additional non-brokered subscriptions.

(4) After deducting the Agency Fee of approximately $1,770,000 (but excluding any additional Agency Fee from the Agents' upsize option) and estimated expenses of the Arrangement, TRC Private Placement and HCP Acquisition of $1,700,000 but giving effect to the anticipated closing of the Agents' upsize option and all additional non-brokered

subscriptions of 615,852 Subscription Receipts with expected proceeds of approximately $2,863,711, which as of the date of this Statement have not been issued but subscribers have submitted subscription agreements therefor.

Selected Pro Forma Financial Information

The following table sets out a summary of selected pro forma financial information for the year ended December 31, 2020 and the six months ended June 30, 2020:

	Year ended September 30, 2019 (in thousands)	**Six months ended June 30, 2020 (in thousands)**
Total revenues	$21,380	$11,900
Income (loss) from continuing operations	($11,367)	($2,812)
Net loss	($17,156)	($3,372)
Total assets	N/A	$52,173
Total long term financial liabilities	N/A	$3,850
Cash and cash equivalents	N/A	$22,108
Gross profit	$11,577	$6,845

See "Schedule "C" – *Information Concerning the Resulting Issuer*" and the pro forma financial statements of the Resulting Issuer, which are included as Schedule "Y" to this Statement.

The TRC Private Placement

Pursuant to the Agency Agreement, TRC engaged Canaccord Genuity Corp. and Cormark Securities Inc, as co-lead agents and co-lead bookrunners, to complete a private placement of 6,452,550 Subscription Receipts on a "best effort" agency basis at a price of $4.65 per Subscription Receipt. Concurrently, TRC issued 28,000 Subscription Receipts on a non-brokered basis at a price of $4.65 per Subscription Receipt for an aggregate offering size of 6,480,550 Subscription Receipts for gross proceeds of approximately $30,000,000. TRC has received orders for an additional 615,852 Subscription Receipts which have not yet been issued under the TRC Private Placement, none of which are subscribed for by persons not at Arm's Length to the Resulting Issuer, except for 3,200 Subscription Receipts to Kirstine Stewart and 16,200 Subscription Receipts to Richard Wells, each a proposed director of the Resulting Issuer. Upon satisfaction of the Escrow Release Conditions and immediately prior to the completion of the HCP Acquisition, each Subscription Receipt will be automatically converted without any further consideration or action by the holder thereof into one TRC Common Share.

The HCP Acquisition

TRC and the shareholders of HCP have entered into the HCP Share Purchase Agreement providing for the HCP Acquisition. Pursuant to the HCP Acquisition, TRC will acquire all of the issued and outstanding shares of HCP from the holders thereof in exchange for the (a) issuance to such holders of 2,532,221 TRC Common Shares and (b) cash payments to certain electing shareholders of HCP in the amounts of $1,850,000, payable on closing the HCP Acquisition, and $1,000,000, payable six months following closing of the HCP Acquisition.

Under the terms of the HCP Acquisition, prior to the acquisition of HCP by TRC, HCP will acquire: 100% of the shares of 2538606 Ontario Inc.; 100% of the shares of 2538393 Ontario Inc.; 100% of the shares of 2448430 Ontario Inc; 49% of the shares of 11419501 Canada Inc. (a licensed pharmacy); 100% of the shares of CIMCC; and 100% of the shares of Ariontech Inc.

The HCP Acquisition is an Arm's Length Transaction.

See "*The HCP Acquisition*".

Risk Factors

There are a number of risks associated with the Arrangement, the Resulting Issuer, the business of TRC, the AIM4 Shares and the Resulting Issuer Shares, all of which should be carefully considered by AIM4 Shareholders. See

"*Risk Factors – Risks Relating to the Arrangement*" and "*Risk Factors – Risks Relating to the Business to be Carried on by the Resulting Issuer*".

Conflicts of Interest

Certain directors, officers and promoters of the Resulting Issuer are associated with other reporting issuers or other corporations that may give rise to conflicts of interest. Please see "Schedule "C" – *Information Concerning the Resulting Issuer – Other Reporting Issuers*" below. In accordance with the OBCA, directors or officers of the Resulting Issuer who have a material interest in a material contract or a proposed material contract with the Resulting Issuer are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors are required to act honestly and in good faith with a view to the best interests of the Resulting Issuer.

Some of the directors and officers of the Resulting Issuer have or will have either other employment or other business or time restrictions placed on them and, accordingly, these directors and officers of the Resulting Issuer will only be able to devote part of their time to the affairs of the Resulting Issuer. See "*Risk Factors – Conflicts of Interest*".

Non Arm's Length Transactions

It is the collective view of AIM4 and TRC that the proposed Arrangement is a QT that is not a Non-Arm's Length Transaction.

Sponsorship and Agent Relationship

On November 13, 2020, TRC entered into the Agency Agreement with Canaccord Genuity Corp. and Cormark Securities Inc, as co-lead agents on behalf of a syndicate of Agents in respect of the TRC Private Placement. In addition, pursuant to the Agency Agreement, Canaccord Genuity Corp. agreed to deliver to the TSXV the Confirmation. The Resulting Issuer is relying on an exemption from the sponsorship requirements of the TSXV Policy 2.2 - *Sponsorship and Sponsorship Requirements*. As such, no sponsor has been engaged in connection with the proposed Arrangement.

Other than its share of the Agency Fee, no additional fees were paid or are payable to Canaccord Genuity Corp. in connection with the delivery of the Confirmation.

Interests of Management in the Arrangement

No Insider, promoter or Control Person of the Resulting Issuer and no associates and affiliates, before and after giving effect to the Arrangement, has any interest in the Arrangement and otherwise as set out in this Statement.

THE ARRANGEMENT

Pursuant to Arrangement Agreement, AIM4, and TRC have agreed to complete the Arrangement pursuant to which, among other things, upon completion of the Arrangement each holder of TRC Shares and TRC Class B Preferred Shares (other than Dissenting TRC Shareholders) will ultimately be entitled to receive one Resulting Issuer Share as consideration for the purchase of each TRC Share or TRC Class B Preferred Share (as applicable) held by such TRC Shareholder immediately prior to the Effective Time, and each AIM4 Shareholder (other than Dissenting AIM4 Shareholders) will be entitled to receive one Resulting Issuer Share for each 24.76125 AIM4 Shares held immediately prior to the Effective Time.

If completed, the Arrangement is intended to constitute a QT of AIM4 in compliance with Policy 2.4 of the TSXV Manual and securityholders of TRC will own the substantial majority of the shares of the Resulting Issuer.

As at the date of this Statement, there were 10,650,000 AIM4 Shares, 1,065,000 AIM4 Options and 500,000 AIM4 Warrants issued and outstanding, and 25,680,131 TRC Common Shares, 5,511,081 TRC Class A Preferred Shares, 113,000 TRC Class B Preferred Shares, TRC Options to acquire 597,400 TRC Common Shares, TRC Warrants to acquire 39,773 TRC Common Shares and 6,480,550 Subscription Receipts (convertible into 6,480,550 TRC Common Shares) issued and outstanding. TRC has received orders for an additional 615,852 Subscription Receipts which have not yet been issued under the TRC Private Placement, none of which are subscribed for by persons not at Arm's Length to the Resulting Issuer, except for 3,200 Subscription Receipts to Kirstine Stewart and 16,200 Subscription Receipts to Richard Wells, each a proposed director of the Resulting Issuer. Upon satisfaction of the Escrow Release Conditions and immediately prior to the completion of the HCP Acquisition, each Subscription Receipt will be automatically converted without any further consideration or action by the holder thereof into one TRC Common Share. In addition, pursuant to the HCP Share Purchase Agreement, HCP has agreed to issue 2,532,221 TRC Common Shares to the shareholders of HCP in exchange for all of the issued and outstanding shares of HCP.

Upon completion of the Arrangement, there will be approximately 35,236,009 Resulting Issuer Shares issued and outstanding of which 34,805,902 Resulting Issuer Shares will be held by former TRC Shareholders (including former holders of Subscription Receipts).

Upon completion of the Arrangement, the Resulting Issuer Shares will be owned as follows: (1) approximately 98.8% by former TRC Shareholders (including former holders of Subscription Receipts) and approximately 1.2% by former AIM4 Shareholders on an undiluted basis and (2) approximately 98.6% by former TRC Shareholders (including former holders of Subscription Receipts), former holders of TRC Options and former holders of TRC Warrants and approximately 1.4% by former AIM4 Shareholders, former holders of AIM4 Options and former holders of AIM4 Warrants on a fully diluted basis.

As a result of the Arrangement, 63,202 Resulting Issuer Shares will be reserved for issuance to former holders of AIM4 Options and AIM4 Warrants and 637,173 Resulting Issuer Shares will be reserved for issuance to former holders of TRC Options and TRC Warrants.

Following completion of the Arrangement, the Resulting Issuer Shares are expected to be listed on the TSXV under the trading symbol "THNK".

Implementation of the Arrangement is subject to receipt of all requisite regulatory and shareholder approvals, third party consents and other customary conditions.

Steps of the Arrangement

Immediately prior to the completion of the HCP Acquisition each Subscription Receipt will convert automatically into one TRC Common Share, without payment of additional consideration or further action on the part of the holder (see "*The TRC Private Placement*") and immediately prior to the Effective Time each Class A Preferred Share of TRC will be redeemed in accordance with the articles of TRC.

At the Effective Time, the following events or transactions will occur and will be deemed to occur in the following sequence without any further authorization, act or formality:

(a) the TRC Class B Preferred Shares will be converted into TRC Common Shares in accordance with the articles of TRC;

(b) the Consolidation will be completed, such that:

(i) AIM4 Shareholders will thereafter hold, in the aggregate, such number of AIM4 Shares as is equal to the quotient obtained by dividing (x) the number of issued and outstanding AIM4 Shares immediately prior to the Effective Time by (y) 24.76125, subject to the treatment of fractional shares pursuant to Section 4.2 of the Plan of Arrangement;

(ii) the terms of the outstanding AIM4 Options shall be adjusted, in accordance with their terms and terms of the AIM4 Option Plan, with respect to the exercise price and the number of AIM4 Shares issuable upon the proper exercise of such AIM4 Options to account for the Consolidation; and

(iii) the terms of the outstanding AIM4 Warrants shall be adjusted, in accordance with their terms, with respect to the exercise price and the number of AIM4 Shares issuable upon the proper exercise of such AIM4 Warrants to account for the Consolidation;

(c) each AIM4 Share held by a Dissenting AIM4 Shareholder entitled to be paid fair value for its Dissent AIM4 Shares will be deemed to be transferred by the holder thereof, without any further act or formality on its part, to AIM4 in consideration for a claim against AIM4 for an amount determined in accordance with Article 3 of the Plan of Arrangement and thereupon:

(i) each Dissenting AIM4 Shareholder will have only the rights set out in Article 3 of the Plan of Arrangement and will cease to be the holder of such Dissent AIM4 Shares;

(ii) such Dissenting AIM4 Shareholder's name will be removed from AIM4's register of AIM4 Shares; and

(iii) such AIM4 Shares shall be automatically cancelled as of the Effective Time;

(d) each TRC Share held by a Dissenting TRC Shareholder entitled to be paid fair value for its Dissent TRC Shares will be deemed to be transferred by the holder thereof, without any further act or formality on its part, to AIM4 in consideration for a claim against AIM4 for an amount determined in accordance with Article 3 of the Plan of Arrangement and thereupon:

(i) each Dissenting TRC Shareholder will have only the rights set out in Article 3 of the Plan of Arrangement and will cease to be the holder of such Dissent TRC Shares;

(ii) such Dissenting TRC Shareholder's name will be removed from TRC's register of TRC Shares; and

(iii) such TRC Shares shall be automatically cancelled as of the Effective Time;

(e) each TRC Share outstanding at the Effective Time, other than those Dissent TRC Shares cancelled pursuant to Section 2.4(d) of the Plan of Arrangement, will be transferred and assigned by the holder thereof to, and acquired by, AIM4, in exchange for one post-Consolidation AIM4 Share; and

(f) the Amalgamation will occur, and (among other things):

(i) each AIM4 Shareholder (including former holders of TRC Shares but other than Dissenting TRC Shareholders and Dissenting AIM4 Shareholders) will receive one fully paid and non-assessable Resulting Issuer Share for each AIM4 Share held immediately prior to the Amalgamation;

(ii) each TRC Option that as of the Effective Time is outstanding will cease to represent an option or other right to acquire TRC Shares and shall be exchanged for a Replacement

Option to purchase from the Resulting Issuer the number of Resulting Issuer Shares (rounded down to the nearest whole number) equal to: (A) one, multiplied by (B) the number of TRC Shares subject to such TRC Option immediately prior to the Effective Time, at an exercise price per Resulting Issuer Share (rounded up to the nearest whole cent) equal to (Y) the exercise price per TRC Share otherwise purchasable pursuant to such TRC Option immediately prior to the Effective Time, divided by (Z) one;

(iii) in accordance with the terms of the TRC Warrants, each holder of TRC Warrants shall be entitled to receive (and such holder shall accept) upon the exercise of such holder's TRC Warrant, in lieu of TRC Shares to which such holder was theretofore entitled upon such exercise, and for the same aggregate consideration payable therefor, the number of Resulting Issuer Shares which the holder would have been entitled to receive as a result of the transactions contemplated by the Arrangement if, immediately prior to the Effective Date, such holder had been the registered holder of the number of TRC Shares to which such holder would have been entitled if such holder had exercised such holder's TRC Warrants immediately prior to the Effective Time. Each TRC Warrant shall continue to be governed by and be subject to the terms of the applicable TRC Warrant certificate or indenture, subject to any supplemental exercise documents issued by the Resulting Issuer, acting reasonably, to holders of TRC Warrants to facilitate the exercise of the TRC Warrants and the payment of the corresponding portion of the exercise price associated with each of them. Upon any valid exercise of a TRC Warrant after the Effective Time, the Resulting Issuer shall issue the necessary number of Resulting Issuer Shares necessary to settle such exercise, provided that the Resulting Issuer has received the TRC Warrant exercise price;

(iv) in accordance with the terms of the AIM4 Options, each holder of AIM4 Options shall be entitled to receive (and such holder shall accept) upon the exercise of such holder's AIM4 Option, in lieu of AIM4 Shares to which such holder was theretofore entitled upon such exercise, and for the same aggregate consideration payable therefor, the number of Resulting Issuer Shares which the holder would have been entitled to receive as a result of the transactions contemplated by the Plan of Arrangement if, immediately prior to the Effective Date, such holder had been the registered holder of the number of AIM4 Shares to which such holder would have been entitled if such holder had exercised such holder's AIM4 Options immediately prior to the Effective Time. Each AIM4 Option shall continue to be governed by and be subject to the terms of the AIM4 Option Plan (as may be superseded by the New LTI Plan) and the applicable AIM4 Option certificate, subject to any supplemental exercise documents issued by the Resulting Issuer, acting reasonably, to holders of AIM4 Options to facilitate the exercise of the AIM4 Options and the payment of the corresponding portion of the exercise price associated with each of them. Upon any valid exercise of an AIM4 Option after the Effective Time, the Resulting Issuer shall issue the necessary number of Resulting Issuer Shares necessary to settle such exercise, provided that the Resulting Issuer has received the AIM4 Option exercise price; and

(v) in accordance with the terms of the AIM4 Warrants, each holder of AIM4 Warrants shall be entitled to receive (and such holder shall accept) upon the exercise of such holder's AIM4 Warrant, in lieu of AIM4 Shares to which such holder was theretofore entitled upon such exercise, and for the same aggregate consideration payable therefor, the number of Resulting Issuer Shares which the holder would have been entitled to receive as a result of the transactions contemplated by this Arrangement if, immediately prior to the Effective Date, such holder had been the registered holder of the number of AIM4 Shares to which such holder would have been entitled if such holder had exercised such holder's AIM4 Warrants immediately prior to the Effective Time. Each AIM4 Warrant shall continue to be governed by and be subject to the terms of the applicable AIM4 Warrant certificate or indenture, subject to any supplemental exercise documents issued by the Resulting Issuer, acting reasonably, to holders of AIM4 Warrants to facilitate the exercise of the AIM4 Warrants and the payment of the corresponding portion of the exercise price associated with each of them. Upon any valid exercise of an AIM4 Warrant after the Effective Time, the Resulting Issuer shall issue the necessary number of Resulting Issuer Shares necessary to settle such exercise, provided that the Resulting Issuer has received the AIM4 Warrant exercise price.

The name of the Resulting Issuer will be "Think Research Corporation" and, upon completion of the Arrangement, the Resulting Issuer Board will consist of seven directors, namely Cindy Gray, Sam Ifergan, Barry Reiter, Richard Wells, Kirstine Stewart, Abe Schwartz and Sachin Aggarwal.

The Arrangement Agreement

The Arrangement is being effected pursuant to the Arrangement Agreement. The Arrangement Agreement contains covenants, representations and warranties of and from each of AIM4 and TRC and various conditions precedent, both mutual and with respect to each Party.

The following is a summary of material provisions of the Arrangement Agreement, which is qualified in its entirety by the full text of the Arrangement Agreement, a copy of which is filed on AIM4's SEDAR profile at www.sedar.com and reference is made thereto for the full text thereof. Readers are urged to read the Arrangement Agreement, including the Plan of Arrangement, in its entirety.

Covenants

General

Pursuant to the Arrangement Agreement, each of AIM4 and TRC has covenanted, among other things, to use all commercially reasonable efforts to, and cause their respective subsidiaries to use all commercially reasonable efforts to, satisfy (or cause the satisfaction of) the conditions precedent to its obligations under the Arrangement Agreement to the extent the same is within its influence or control and to take, or cause to be taken, all other action and to do, or cause to be done, all other things necessary, proper or advisable under all applicable Laws to complete the Arrangement. The Arrangement Agreement also contains covenants of each of AIM4 and TRC pertaining to, among other things: (a) the conduct of business of each of AIM4 and TRC, including with respect to dispositions and acquisitions and compensation arrangements and (b) obtaining the TSXV Approval.

In addition, the Arrangement Agreement contains covenants of AIM4 pertaining to, subject to certain exceptions and conditions, providing such cooperation to TRC as TRC may reasonably request in connection with the TRC Private Placement.

Mutual Covenants Regarding Non-Solicitation

Under the Arrangement Agreement, each of AIM4 and TRC has agreed to certain non-solicitation covenants as follows:

(a) Neither AIM4 nor TRC shall, directly or indirectly, through any Representative (as defined in the Arrangement Agreement) or otherwise:

(i) make, solicit, assist, initiate or otherwise facilitate (including by way of furnishing non-public information, permitting any visit to any facilities of such Party, or entering into any form of written or oral agreement, arrangement or understanding) any inquiries, proposals or offers regarding any Acquisition Proposal (as defined in the Arrangement Agreement);

(ii) engage in any discussions or negotiations with any Person (other than the parties to the Arrangement Agreement and their respective Representatives) regarding, or provide any information with respect to, or otherwise cooperate in any way with, or assist or participate in, knowingly encourage or otherwise facilitate any effort or attempt by any other Person to make or complete any Acquisition Proposal;

(iii) release any Person from, terminate, waive, amend, modify any provision of or otherwise forbear the enforcement of, any confidentiality or standstill agreement with such person that would facilitate the making or implementation of any Acquisition Proposal, provided that any automatic release or deemed waiver from the standstill provisions of any such agreement in accordance with its terms without further agreement or action by a Party shall not constitute a breach of this covenant; and

(iv) accept, approve, endorse, recommend or enter into, or publicly propose to accept, endorse or enter into, any letter of intent, agreement in principle, agreement, arrangement or undertaking providing for any Acquisition Proposal;

(b) each of AIM4 and TRC and their respective Representatives shall immediately cease and cause to be terminated any existing solicitation, discussion, encouragement, negotiation or process with or involving any Person (other than the parties to the Arrangement Agreement and their respective Representatives) conducted prior to the execution of the Arrangement Agreement by AIM4 or TRC (as applicable) with respect to or which could reasonably be expected to lead to an actual or potential Acquisition Proposal, whether or not initiated by such Party or their respective Representatives and, in connection therewith, AIM4 and TRC shall discontinue access to any third party to any data room (virtual or otherwise) made available by and under the control of such Party or their respective Representatives (and not establish or allow access to any other data rooms, virtual or otherwise, or otherwise furnish information);

(c) each of AIM4 and TRC and their respective Representatives shall immediately request, to the extent permitted under the applicable agreement (and exercise all rights it has to require) the return or destruction of all information provided to any third parties who have entered into an agreement with such Party or their respective Representatives relating to any potential Acquisition Proposal and shall use its commercially reasonable efforts to ensure that such requests are honoured in accordance with the terms of such confidentiality and standstill agreements. Each of AIM4 and TRC and their respective Representatives shall enforce the confidentiality and/or standstill provisions of any agreement to which it is a party, including by seeking injunctions to prevent any such breaches and to enforce specifically the terms and provisions thereof; and

(d) each of AIM4 and TRC and their respective Representatives shall promptly (and in any event on the next business day (as defined in the Arrangement Agreement) following receipt of any proposal, inquiry, offer or request) notify the other Party, at first orally and then in writing, of any proposal, inquiry, offer or request (or any amendment thereto) that could reasonably be expected to lead to or constitute an Acquisition Proposal or any amendment thereof, or any request for discussions or negotiations that could reasonably be expected to lead to an Acquisition Proposal, and/or any request for non-public information with respect to any Acquisition Proposal relating to a Party or for access to properties, books and records or a list of any securityholders, as applicable, of which such Party or their respective Representatives becomes aware, or any amendments to the foregoing. Such notice shall include a description of the terms and conditions of any proposal, inquiry, offer or request, (including any amendment thereto) to the extent known and shall include copies of any such proposal, inquiry, correspondence, offer or request or any amendment to any of the foregoing, if in writing or electronic form, and if not in writing or electronic form a description of the terms of such correspondence, sent to such Party or their respective Representatives by or on behalf of the person making such Acquisition Proposal. Such Party or their respective Representatives shall thereafter provide such other details of the proposal, inquiry, offer or request, or any amendment to the foregoing, as the other Party may reasonably request (other than the identity of the persons making such proposal, offer, inquiry, correspondence, offer or request). Each Party or their respective Representatives shall keep the Party informed on a prompt basis of the status, including any change to the price offered or any other material terms, of any such proposal, inquiry, offer or request, or any amendment to the foregoing, and will respond promptly to all inquiries by the other Party with respect thereto.

Representations and Warranties

The Arrangement Agreement contains certain representations and warranties of each of AIM4 and TRC to the other Party. These representations and warranties relate to, among other things, organization and corporate capacity and authority, qualification to do business, subsidiaries, capitalization, dissolution, absence of conflict, approvals and consents, restrictions on the Arrangement, financial statements, auditors, internal controls, non-arm's length transactions, no guarantees, off balance sheet arrangements, insurance, taxes, compliance with laws, employment matters, assets and properties, contracts, fees and commissions, lawful uses, intellectual property and books and records.

In addition, the Arrangement Agreement contains certain representations and warranties made by AIM4 to TRC relating to, among other things, liabilities, net cash on hand, the conduct of AIM4's business; securities laws matters, reports; and no "collateral benefit".

The Arrangement Agreement also contains certain representations and warranties made by TRC to AIM4 relating to, among other things, intellectual property matters and environmental matters.

Conditions to the Arrangement

Mutual Conditions

The respective obligations of the Parties to consummate the transactions contemplated by the Arrangement Agreement, and in particular the Arrangement, are subject to the satisfaction, on or before the Effective Date or such other time specified, of the following conditions, any of which may be waived by the mutual consent of such Parties without prejudice to their right to rely on any other of such conditions:

(a) the Interim Order and the Final Order shall have each been obtained on terms consistent with the Arrangement Agreement, and shall not have been set aside or modified in a manner unacceptable to either AIM4 or TRC, each acting reasonably, on appeal or otherwise;

(b) the TRC Arrangement Resolution shall have been passed by the TRC Shareholders at the TRC Meeting in accordance with the Interim Order;

(c) the AIM4 Resolutions shall have been passed by the AIM4 Shareholders at the AIM4 Meeting and, in the case of the AIM4 Arrangement Resolution, in accordance with the Interim Order;

(d) the Articles of Arrangement to be filed with the OBCA Director in accordance with the Arrangement Agreement shall be in form and substance satisfactory to each of the Parties, acting reasonably;

(e) the TSXV Approval shall have been obtained;

(f) TRC shall have completed the TRC Private Placement, the HCP Acquisition and the Class A Preferred Share Redemption (as defined in the Arrangement Agreement);

(g) all necessary exemptions, consents, approvals and authorizations as are required to be obtained by it under all applicable Laws in connection with the Arrangement shall have been obtained; and

(h) no act, action, suit, proceeding, objection, opposition, order or injunction shall have been taken, commenced, entered or promulgated by any Governmental Entity or by any elected or appointed public official in Canada or elsewhere, whether or not having the force of Law, and no Law, regulation, policy, judgment, decision, order, agreement between the Parties and a Governmental Entity to refrain from consummating the transactions contemplated by this Agreement, ruling or directive (whether or not having the force of Law) shall have been enacted, promulgated, amended or applied, which prevents, prohibits or makes the consummation of the Arrangement illegal or otherwise prohibits or enjoins TRC or AIM4 from consummating the transactions contemplated by the Arrangement Agreement.

AIM4 Conditions

The obligation of AIM4 to consummate the transactions contemplated by the Arrangement Agreement, and in particular the Arrangement, is subject to the satisfaction, on or before the Effective Date or such other time specified, of the following conditions:

(a) the representations and warranties made by TRC in the Arrangement Agreement that are qualified by "materiality" or by the expression "Material Adverse Effect" shall be true and correct as of the Effective Date as if made on and as of such date (except to the extent that such representations and warranties made by TRC as of an earlier date, in which event such representations and warranties shall be true and correct as of such earlier date), and all other representations and warranties made by TRC in the Arrangement Agreement that are not so qualified shall be true and correct in all material respects as of the Effective Date as if made on and as of such date (except to the extent that such representations and warranties made by TRC as of an earlier date, in which event such representations and warranties shall be true and correct as of such earlier date), in either case, except where any failures or breaches of representations and warranties would not either, individually or in the aggregate, in the reasonable judgment of AIM4, have a Material Adverse Effect on TRC, and TRC shall have provided to AIM4 a certificate of an executive officer of TRC (on behalf of TRC and without personal liability) certifying the foregoing on the Effective Date. No representation or warranty made by TRC in the Arrangement Agreement shall be deemed not to be true and correct if the facts or circumstances that make such representation or warranty untrue or incorrect are disclosed or referred to in the TRC Disclosure Letter, or provided for or stated to be exceptions under the Arrangement Agreement;

(b) TRC shall have complied in all material respects with its covenants in the Arrangement Agreement to be complied with by it on or prior to the Effective Time; and TRC shall have provided to AIM4 a certificate of an executive officer of TRC (on behalf of TRC and without personal liability) certifying compliance with such covenants on the Effective Date;

(c) all necessary waivers, consents and approvals required to be obtained from TRC to loan agreements, leases and other contracts in connection with the Arrangement shall have been obtained; and

(d) no Material Adverse Change in respect of TRC shall have occurred after the date of the Arrangement Agreement and prior to the Effective Date.

The foregoing conditions are for the exclusive benefit of AIM4 and may be asserted by AIM4 regardless of the circumstances or may be waived in writing by AIM4 in its sole discretion, in whole or in part, at any time and from time to time without prejudice to any other rights which AIM4 may have.

TRC Conditions

The obligation of TRC to consummate the transactions contemplated by the Arrangement Agreement, and in particular the Arrangement, is subject to the satisfaction, on or before the Effective Date or such other time specified, of the following conditions:

(a) the representations and warranties made by AIM4 in the Arrangement Agreement that are qualified by "materiality" or by the expression "Material Adverse Effect" shall be true and correct as of the Effective Date as if made on and as of such date (except to the extent that such representations and warranties made by AIM4 as of an earlier date, in which event such representations and warranties shall be true and correct as of such earlier date), and all other representations and warranties made by AIM4 in the Arrangement Agreement that are not so qualified shall be true and correct in all material respects as of the Effective Date as if made on and as of such date (except to the extent that such representations and warranties made by AIM4 as of an earlier date, in which event such representations and warranties shall be true and correct as of such earlier date), in either case, except where any failures or breaches of representations and warranties would not either, individually or in the aggregate, in the reasonable judgment of TRC, have a Material Adverse Effect on AIM4, and AIM4 shall have provided to TRC a certificate of an executive officer of AIM4 (on behalf of AIM4 and without personal liability) certifying the foregoing on the Effective Date. No representation or warranty made by AIM4 in the Arrangement Agreement shall be deemed not to be true and correct if the facts or circumstances that make such representation or warranty untrue or incorrect are disclosed or referred to in the AIM4 Disclosure Letter, or provided for or stated to be exceptions under the Arrangement Agreement

(b) AIM4 shall have complied in all material respects with its covenants in the Arrangement Agreement to be complied with by it on or prior to the Effective Time; and AIM4 shall have provided to TRC a certificate of an executive officer of AIM4 (on behalf of AIM4 and without personal liability) certifying compliance with such covenants on the Effective Date;

(c) all necessary waivers, consents and approvals required to be obtained from AIM4 to loan agreements, leases and other contracts in connection with the Arrangement shall have been obtained;

(d) each of the directors and officers of AIM4 shall have tendered their resignations and provided mutual releases in form and substance acceptable to TRC, acting reasonably, and the board of directors of AIM4, subject to the approval of the TSXV, shall have been reconstituted to consist of the nominees of TRC to be effective as of the Effective Date;

(e) no Material Adverse Change in respect of AIM4 shall have occurred after the date of the Arrangement Agreement and prior to the Effective Date; and

(f) holders of not greater than 10% of AIM4 Shares shall have validly exercised Dissent Rights that have not been withdrawn as of the Effective Date.

Termination

AIM4 and TRC have agreed that the Arrangement Agreement may be terminated at any time prior to the Effective Date:

(a) by mutual written consent of TRC and AIM4;

(b) by either TRC or AIM4 if the TRC Arrangement Resolution shall have failed to receive the requisite votes of the TRC Shareholders at the TRC Meeting (including any adjournments or postponements thereof);

(c) by either TRC or AIM4 if the AIM4 Resolutions shall have failed to receive the requisite vote of the AIM4 Shareholders at the AIM4 Meeting (including any adjournments or postponements thereof);

(d) by either TRC or AIM4 if the Effective Time shall not have occurred on or prior to the Outside Date, except that the right to terminate the Arrangement Agreement under this paragraph (d) shall not be available to any Party whose failure to fulfill any of its obligations has been the cause of, or resulted in, the failure of the Effective Time to occur by such date; and

(e) by (i) AIM4 if any condition set forth under the headings "*– Conditions to the Arrangement – Mutual Conditions*" and "*– Conditions to the Arrangement – AIM4 Conditions*" above or (ii) TRC if any condition set forth under the headings "*– Conditions to the* Arrangement *– Mutual Conditions*" and "*– Conditions to the Arrangement – TRC Conditions*" above has not been satisfied or waived by the Outside Date or such condition is incapable of being satisfied by the Outside Date; provided that the Party seeking termination is in compliance with certain obligations set forth in the Arrangement Agreement, if applicable, and not then in breach of the Arrangement Agreement so as to cause any of the conditions set forth under the headings "*– Conditions to the Arrangement – Mutual Conditions*", "*– Conditions to the Arrangement* – AIM4 *Conditions*" and "*– Conditions to the Arrangement* – TRC *Conditions*" above, as applicable, not to be satisfied.

Under the provisions of the Arrangement Agreement, in the event of the termination of the Arrangement Agreement in the circumstances set out in the paragraphs immediately above, the Arrangement Agreement shall forthwith become void and neither Party shall have any liability or further obligation to the other Party under the Arrangement Agreement, except with respect to certain obligations set forth in the Arrangement Agreement, where applicable. For greater certainty, and notwithstanding anything in the Arrangement Agreement to the contrary, nothing contained in this paragraph or otherwise in the Arrangement Agreement shall relieve any Party from liability (including damages for loss of economic benefits (including lost synergies), as applicable) for fraud. No termination of the Arrangement Agreement shall affect the obligations of the Parties pursuant to the Confidentiality Agreement, except to the extent specified therein.

Pre-Acquisition Reorganization

AIM4 has agreed that, upon request of TRC, it will consent, subject to certain exceptions and conditions set out in the Arrangement Agreement, to TRC using commercially reasonable efforts to perform such reorganizations of its corporate structure, capital structure, business, operations and assets or such other transactions as TRC may request, acting reasonably (each, a "**Pre-Acquisition Reorganization**"), and AIM4 has agreed to cooperate with TRC and its advisors to obtain consents or waivers which might be required in connection with any Pre-Acquisition Reorganization, if applicable.

Under the Arrangement Agreement, TRC must provide written notice to AIM4 of any proposed Pre-Acquisition Reorganization at least 15 Business Days prior to the Effective Date. Upon receipt of such notice, TRC and AIM4 shall work cooperatively and use their commercially reasonable efforts to prepare prior to the Effective Time all documentation necessary and do such other acts and things as are necessary to give effect to such Pre-Acquisition Reorganization. If the Arrangement is not completed, other than due to a breach by AIM4 of the terms and conditions of the Arrangement Agreement, TRC is obliged to reimburse AIM4 for all reasonable out-of-pocket costs and expenses incurred in connection with any proposed Pre-Acquisition Reorganization. The indemnification obligations contained in respect of the Pre-Acquisition Reorganization survive indefinitely notwithstanding the termination of the Arrangement Agreement.

Fees and Expenses

Except as otherwise provided in the Arrangement Agreement, each Party shall pay all fees, costs and expenses incurred by such Party in connection with the Arrangement Agreement and the transactions contemplated by the Arrangement Agreement, except that TRC shall be responsible for all costs and charges incurred by AIM4 with respect to (a) the issuance of press releases, (b) SEDAR filing fees and TSXV filing and administrative fees provided that each such cost or charge relates to the Arrangement or matters ancillary thereto.

Procedure for the Arrangement Becoming Effective

The Arrangement is proposed to be carried out pursuant to Section 182 of the OBCA. The following procedural steps must be taken for the Arrangement to become effective:

(a) the AIM4 Arrangement Resolution must be approved by the AIM4 Shareholders at the AIM4 Meeting present in person or represented by proxy in the manner required by the Interim Order;

(b) the TRC Arrangement Resolution must be approved by the TRC Shareholders at the TRC Meeting present in person or represented by proxy in the manner required by the Interim Order;

(c) the Arrangement must be approved by the Court pursuant to the Final Order;

(d) all conditions precedent to the Arrangement set forth in the Arrangement Agreement must be satisfied or, where permitted, waived by the appropriate Party; and

(e) the Final Order, Articles of Arrangement and related documents, in the form prescribed by the OBCA, must be filed with the Director.

Approval of AIM4 Shareholders Required for the Arrangement

Pursuant to the Interim Order, the AIM4 Arrangement Resolution must, subject to the further order of the Court, be approved by not less than two-thirds (66⅔%) of the votes cast on the AIM4 Arrangement Resolution by AIM4 Shareholders present or by proxy at the AIM4 Meeting (such that each AIM4 Shareholder is entitled to one vote for each AIM4 Share held) and, if required under Canadian securities laws, by a majority of the votes cast on the AIM4 Arrangement Resolution by AIM4 Shareholders present in person or by proxy at the AIM4 Meeting after excluding the votes of those Persons whose votes are required to be excluded under MI 61-101. If the AIM4 Arrangement Resolution is not approved by the AIM4 Shareholders, the Arrangement cannot be completed.

Approval of TRC Shareholders Required for the Arrangement

Pursuant to the Interim Order, the TRC Arrangement Resolution must, subject to the further order of the Court, be approved by at least two-thirds (66⅔%) of the votes cast on the TRC Arrangement Resolution by holders of TRC Common Shares, holders of TRC Class A Preferred Shares and TRC Class B Preferred Shares, voting together, present in person or represented by proxy at the TRC Meeting. Each holder of TRC Common Shares. TRC Class A Preferred Shares and TRC Class B Preferred Shares is entitled to one vote for each TRC Common Share, TRC Class A Preferred Share and TRC Class B Preferred Share (as applicable) held. If the TRC Arrangement Resolution is not approved by the holders of TRC Common Shares, TRC Class A Preferred Shares and TRC Class B Preferred Shares, voting together, the Arrangement cannot be completed.

Court Approvals

Interim Order

On November 18, 2020, the Court granted the Interim Order facilitating the calling of the AIM4 Meeting, the TRC Meeting and prescribing the conduct of the AIM4 Meeting and the TRC Meeting, respectively, and other matters.

Final Order

The OBCA provides that an arrangement requires Court approval. Subject to the terms of the Arrangement Agreement, and if the AIM4 Arrangement Resolution is approved by AIM4 Shareholders at the AIM4 Meeting in the manner required by the Interim Order, and the TRC Arrangement Resolution is approved by the TRC Shareholders at the TRC Meeting in the manner required by the Interim Order, AIM4 and TRC will apply to the Court for the Final Order.

The application for the Final Order approving the Arrangement is scheduled for December 18, 2020 at 10:00 a.m. (Toronto time), or as soon thereafter as counsel may be heard, before the Ontario Superior Court (Commercial List) by judicial video conference via Zoom.

Each of the Resulting Issuer Shares to be issued pursuant to the Arrangement and issued in exchange for AIM4 Shares and TRC Shares will be issued in reliance upon the exemption from registration under the U.S. Securities Act provided by Section 3(a)(10) thereof. The Court has been advised that if the terms and conditions of the Arrangement and such issuance of Resulting Issuer Shares are approved by the Court, AIM4 and TRC intend to use the Final Order of the Court approving the Arrangement and such issuance of Resulting Issuer Shares as a basis for the exemption from registration under the U.S. Securities Act of the Resulting Issuer Shares to be issued pursuant to the Arrangement pursuant to Section 3(a)(10) of the U.S. Securities Act. Therefore, subject to the additional requirements of Section 3(a)(10) of the U.S. Securities Act, should the Court make a Final Order approving the Arrangement and such issuance of Resulting Issuer Shares, such issuance of Resulting Issuer Shares will be exempt from registration under the U.S. Securities Act pursuant to Section 3(a)(10) thereof.

AIM4 and TRC have been advised by their respective counsel that the Court has broad discretion under the OBCA when making orders with respect to the Arrangement and that the Court, in hearing the application for the Final Order, will consider, among other things, the fairness and reasonableness of the Arrangement and any other interested party as the Court determines appropriate, both from a substantive and a procedural point of view. The Court may approve the Arrangement as proposed or as amended, in any manner the Court may direct, subject to compliance with such terms and conditions, if any, as the Court thinks fit. Depending upon the nature of any required amendments, AIM4 and TRC may determine not to proceed with the Arrangement.

Timing

If the AIM4 Meeting and the TRC Meeting are held as scheduled and are not adjourned and/or postponed and the other necessary conditions at that point in time are satisfied or waived, AIM4 and TRC will jointly apply for the Final Order approving the Arrangement on December 18, 2020. If the Final Order is obtained in a form and substance satisfactory to AIM4 and TRC, and all other conditions set forth in the Arrangement Agreement are satisfied or waived by the applicable Party, AIM4 and TRC expect the Effective Date to occur in December of 2020. However, it is not possible at this time to state with certainty when the Effective Date will occur.

The Arrangement will become effective as of the Effective Time on the Effective Date, which is expected to be the date of the filing with the Director of the Articles of Arrangement and a copy of the Final Order, together with such other materials as may be required by the Director.

The Effective Date could be delayed, however, for a number of reasons, including an objection before the Court at the hearing of the application for the Final Order or the failure to satisfy closing conditions on acceptable terms and conditions in a timely manner.

Subject to certain limitations, either Party may terminate the Arrangement Agreement if the Arrangement is not consummated by the Outside Date.

Completion of the Arrangement

Upon the satisfaction or waiver of the conditions to the completion of the Arrangement, including without limitation, obtaining the requisite shareholder and regulatory approvals, AIM4 and TRC will jointly file the Articles of Arrangement with the OBCA Director.

Pursuant to the Arrangement, among other things, AIM4, TRC and HCP will amalgamate and continue as an amalgamated corporation with the name "Think Research Corporation", AIM4 Shareholders (other than Dissenting AIM4 Shareholders) will ultimately be entitled to receive one Resulting Issuer Share for every 24.76125 pre-Consolidation AIM4 Shares held immediately prior to the Effective Time, and holders of TRC Shares and TRC Class B Preferred Shares (other than Dissenting TRC Shareholders) will ultimately be entitled to receive one Resulting Issuer Share for each TRC Share or TRC Class B Preferred Share (as applicable) held immediately prior to the Effective Time. Since the Resulting Issuer will be an Ontario corporation, the rights of the holders of Resulting Issuer Shares will be governed by the applicable law of the province of Ontario, including the OBCA and by the Resulting Issuer's articles and by-laws.

The Arrangement will be completed and will become effective at the Effective Time. It is currently anticipated that the Effective Date will be on or about December 23, 2020.

Conditional Listing Approval

The TSXV has conditionally accepted the Arrangement subject to AIM4 fulfilling all of the requirements of the TSXV on or before February 26, 2021.

Following completion of the Arrangement, the Resulting Issuer Shares are expected to be listed on the TSXV under the trading symbol "THNK".

THE TRC PRIVATE PLACEMENT

Pursuant to the Agency Agreement, TRC engaged Canaccord Genuity Corp. and Cormark Securities Inc, as co-lead agents and co-lead bookrunners, to complete a private placement of 6,452,550 Subscription Receipts on a "best effort" agency basis at a price of $4.65 per Subscription Receipt (the "**Brokered Private Placement**"). Concurrently, TRC issued 28,000 Subscription Receipts on a non-brokered basis at a price of $4.65 per Subscription Receipt (the "**Non-Brokered Private Placement**" together with the Brokered Private Placement, the "**TRC Private Placement**") for an aggregate offering size of 6,480,550 Subscription Receipts for gross proceeds of approximately $30,000,000. TRC has received executed subscription agreements for an additional 615,852 Subscription Receipts which have not yet been issued under the Brokered Private Placement, none of which are subscribed for by persons not at Arm's Length to the Resulting Issuer, except for 3,200 Subscription Receipts to Kirstine Stewart and 16,200 Subscription Receipts to Richard Wells, each a proposed director of the Resulting Issuer. Upon satisfaction of the Escrow Release Conditions and immediately prior to the completion of the HCP Acquisition, each Subscription Receipt will be automatically converted without any further consideration or action by the holder thereof into one TRC Common Share. Upon satisfaction of the Escrow Release Conditions and prior to the completion of the HCP Acquisition, each Subscription Receipt will be automatically converted without any further consideration or action by the holder thereof into one TRC Common Share. If the Agents exercise their option to sell an additional 15% of the number of initial Subscription Receipts, there will be 7,448,432 Subscription Receipts outstanding, convertible into TRC Common Shares on a one-for-one basis immediately prior to the completion of the HCP Acquisition.

The gross proceeds of the TRC Private Placement less (a) the expenses of the Agents incurred in connection with the TRC Private Placement and (b) 50% of the Agency Fee are being held in escrow by the Subscription Receipt Agent. The funds held in escrow by the Subscription Receipt Agent, together with all interest and other income earned thereon, are referred to herein as the "**Escrowed Funds**". Provided that the Escrow Release Conditions are satisfied on or prior to March 13, 2021 (the "**Escrow Release Deadline**"), the Escrowed Funds will be released from escrow by the Subscription Receipt Agent to: (a) the Agents, in an amount equal to the Agents' commission; and (b) TRC, in an amount equal to the Escrowed Funds, less the foregoing deductions.

If the Escrow Release Conditions have not been satisfied on or prior to the Escrow Release Deadline, the Escrowed Funds, together with any interest accrued thereon, shall be returned to the holders of the Subscription Receipts on a pro rata basis, less any withholding tax, if any, and the Subscription Receipts shall thereafter be cancelled. TRC has agreed that it shall be responsible and liable to the holders of the Subscription Receipts for any shortfall between the aggregate Subscription Receipt price paid by the original purchasers of the Subscription Receipts and the amount of the Escrowed Funds.

In connection with the TRC Private Placement, TRC agreed to pay a cash fee to the Agents (the "**Agency Fee**") equal to the sum of (a) 3% of the gross proceeds of up to $1,000,000 raised from the sale of Subscription Receipts to investors on the president's list and (b) 6% of the gross proceeds raised from the sale of the Subscription Receipts pursuant to the TRC Private Placement to other investors. In accordance with the terms of the Agency Agreement, 50% of the Agency Fee was delivered to the Agents on closing of the TRC Private Placement, and the remaining 50% of the Agency Fee will be delivered to the Agents upon satisfaction of the Escrow Release Conditions.

THE HCP ACQUISITION

TRC and the shareholders of HCP have entered into a share purchase agreement dated October 18, 2020 (the "**HCP Share Purchase Agreement**") providing for the HCP Acquisition. Pursuant to the HCP Acquisition, TRC will acquire all of the issued and outstanding shares of HCP from the holders thereof in exchange for (a) the issuance to such holders of 2,532,221 TRC Common Shares and (b) cash payments to certain electing shareholders of HCP in the amounts of $1,850,000, payable on closing the HCP Acquisition, and $1,000,000, payable six months following closing of the HCP Acquisition. Under the terms of the HCP Acquisition, prior to the acquisition of HCP by TRC, HCP will acquire: 100% of the shares of 2538606 Ontario Inc.; 100% of the shares of 2538393 Ontario Inc.; 100% of the shares of 2448430 Ontario Inc (2448430 Ontario Inc., 2538393 Ontario Inc. and 2538606 Ontario Inc., collectively, the "**HealthCare Plus Group of Clinics**"); 49% of the shares of 11419501 Canada Inc. (a licensed pharmacy); 100% of the shares of CIMCC; and 100% of the shares of Ariontech Inc.

The acquisition by HCP of all of the issued and outstanding shares of CIMCC will be effected pursuant to a share purchase agreement dated October 18, 2020 between HCP and the sole shareholder of Complete Immigration Medical Centre Corp. (the "**CIMCC Vendor**"), whereby the purchase price shall be paid to the CIMCC Vendor by the issuance of shares in HCP having an aggregate fair market value equal to $1,500,000.

The acquisition by HCP of forty-nine percent (49%) of the issued and outstanding shares of 11419501 Canada Inc. will be effected pursuant to a share purchase agreement dated October 18, 2020 between HCP and the shareholders of 11419501 Canada Inc. (the "**Pharmacy Vendors**"), whereby the purchase price shall be paid to the Pharmacy Vendors by the issuance of shares in HCP having an aggregate fair market value equal to $600,000.

The acquisition by HCP of all of the issued and outstanding shares of 2448430 Ontario Inc. will be effected pursuant to a share purchase agreement dated October 18, 2020 between HCP and the shareholders of 2448430 Ontario Inc. (the "**2448430 Ontario Vendors**"), whereby the purchase price shall be paid to the 244 Vendors by the issuance of shares in HCP having an aggregate fair market value equal to $5,029,084.

The acquisition by HCP of all of the issued and outstanding shares of 2538606 Ontario Inc. will be effected pursuant to a share purchase agreement dated October 18, 2020 between HCP and the shareholders of 2538606 Ontario

Inc. (the "**2538606 Ontario Vendors**"), whereby the purchase price shall be paid to the 2538606 Vendors by the issuance of shares in 2775554 Ontario Inc., having an aggregate fair market value equal to $566,667.

The acquisition by HCP of all of the issued and outstanding shares of 2538393 Ontario Inc. will be effected pursuant to a share purchase agreement dated October 18, 2020 between HCP and the shareholders of 2538393 Ontario Inc. (the "**2538393 Ontario Vendors**"), whereby the purchase price shall be paid to the 2538393 Vendors by the issuance of shares in HCP having an aggregate fair market value equal to $4,829,084.

The acquisition by HCP of all of the issued and outstanding shares of Ariontech Inc. will be effected pursuant to a share purchase agreement dated October 18, 2020 between 2775554 Ontario Inc. and the shareholders of Ariontech Inc. (the "**Ariontech Vendors**"), whereby the purchase price shall be paid to the Ariontech Vendors by the issuance of shares in HCP having an aggregate fair market value equal to $2,000,000.

RISK FACTORS

In evaluating the Arrangement, AIM4 Shareholders should carefully consider the following risk factors relating to the Arrangement, as well as the risk factors relating to the business of TRC, HCP and the proposed business of the Resulting Issuer set out under the headings "Risk Factors" in Schedule "B" and Schedule "C". These risk factors are not a definitive list of all risk factors associated with the Arrangement. Additional risks and uncertainties, including those currently unknown or considered immaterial by AIM4 and TRC, may also adversely affect the AIM4 Shares, Resulting Issuer Shares and/or the business of the Resulting Issuer following completion of the Arrangement. AIM4 Shareholders should carefully consider the following risk factors and those set out under the headings "Risk Factors" in Schedule "B" and Schedule "C" before making a decision regarding approving the AIM4 Arrangement Resolution.

Risks Relating to the Arrangement

There can be no certainty that the Arrangement will be completed

Completion of the Arrangement is subject to a number of conditions, certain of which may be outside the control of both AIM4 and TRC, including, without limitation, the requisite approvals of the AIM4 Shareholders and the TRC Shareholders. There can be no assurance, nor can AIM4 or TRC provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied or that the Arrangement will be completed as currently contemplated or at all. The requirement to take certain actions or to agree to certain conditions to satisfy such requirements or obtain any such approvals may have a Material Adverse Effect on the business and affairs of the Resulting Issuer or the trading price of the Resulting Issuer Shares.

If the Arrangement is not completed, the market price of the AIM4 Shares may decline to the extent that the current market price reflects a market assumption that the Arrangement will be completed. In addition, AIM4 and TRC will each remain liable for significant consulting, accounting, legal and financial advisory and other costs relating to the Arrangement and will not realize anticipated benefits of the Arrangement. If the Arrangement is not completed and the AIM4 Board decides to seek another merger or business combination, there can be no assurance that it will be able to find a party that will agree to equivalent or more attractive terms than those of the Arrangement Agreement.

Possible termination of the Arrangement Agreement

Each of AIM4 and TRC has the right to terminate the Arrangement Agreement in certain circumstances. Accordingly, there is no certainty, nor can the parties provide any assurance, that the Plan of Arrangement will not be terminated by either AIM4 or TRC before the completion of the Arrangement. See "*The Arrangement – The Arrangement Agreement – Termination*".

Certain costs related to the Arrangement, such as consulting, accounting, legal, financial advisory and other fees must be paid by each of AIM4 and TRC even if the Arrangement is not completed.

Following the completion of the Arrangement, the Resulting Issuer may issue additional equity securities

Following the completion of the Arrangement, the Resulting Issuer may issue equity securities to finance its activities. If the Resulting Issuer were to issue additional equity securities, the ownership interest of existing Resulting Issuer shareholders may be diluted and some or all of the Resulting Issuer's financial measures on a per share basis could be reduced. Moreover, as the Resulting Issuer's intention to issue additional equity securities becomes publicly known, the Resulting Issuer's share price may be materially adversely affected.

Being a public company may increase price volatility

In the event the Arrangement is completed, the Resulting Issuer's status as a reporting issuer may increase price volatility due to various factors, including the ability to buy or sell Resulting Issuer Shares, different market conditions in different capital markets and different trading volumes. In addition, low trading volume may increase the price volatility of the Resulting Issuer Shares. The increased price volatility could adversely affect the results of operations or financial condition of the Resulting Issuer.

The pending Arrangement may divert the attention of AIM4's and TRC's management

The pendency of the Arrangement could cause the attention of AIM4's and TRC's management to be diverted from the day-to-day operations. These disruptions could be exacerbated by a delay in the completion of the Arrangement and could have an adverse effect on the business, operating results or prospects of AIM4 or TRC regardless of whether the Arrangement is ultimately completed, or of the Resulting Issuer if the Arrangement is completed.

While the Arrangement is pending, AIM4 and TRC are restricted from taking certain actions

The Arrangement Agreement restricts AIM4 and TRC from taking specified actions until the Arrangement is completed without the consent of the other party, which may adversely affect the ability of each to execute certain business strategies, including, but not limited to, the ability in certain cases to enter into or amend contracts, acquire or dispose of assets, incur indebtedness or incur capital expenditures. These restrictions may prevent AIM4 and TRC from pursing attractive business opportunities that may arise prior to the completion of the Arrangement which may further have an adverse effect on the Resulting Issuer.

The requirements of being a public reporting issuer may strain the Resulting Issuer's resources

In the event the Arrangement is completed, the Resulting Issuer will continue TRC's current business activities. As a reporting issuer, the Resulting Issuer, and its business activities, will be subject to the reporting requirements of applicable securities legislation of the jurisdictions in which it is a reporting issuer, the listing requirements of the exchange on which it is listed and other applicable securities rules and regulations. Compliance with those rules and regulations will increase the Resulting Issuer's legal and financial costs as compared to TRC's current activities, making some activities more difficult, time-consuming or costly and increasing demand on its systems and resources.

Risks Relating to the Business to be Carried on by the Resulting Issuer

The business carried on the by the Resulting Issuer will be the business of TRC, after giving effect to the HCP Acquisition. See "*Risk Factors*" in "Schedule "B" – *Information Concerning TRC*".

SUMMARY OF NEW LTI PLAN

The following is a description of the key terms of the New LTI Plan, which is qualified in its entirety by the full text of the New LTI Plan at Schedule "D". Capitalized terms used in this section and not otherwise defined have the meaning attributed to them in the New LTI Plan.

Key Terms of the New LTI Plan

Eligible Person. Any employee, officer or director of, or consultant to, the Resulting Issuer or any other Participating Company is an "Eligible Person" and considered eligible to receive an Award under the New LTI Plan.

Award Types. The New LTI Plan permits a variety of Awards, including Deferred Share Units, Resulting Issuer Options, Performance Share Units, Restricted Share Units and Restricted Shares.

Size of the New LTI Plan. The maximum number of Resulting Issuer Shares that may be issued under the New LTI Plan and any Security Based Compensation Arrangements may not exceed 10% of the Resulting Issuer Shares issued and outstanding from time to time, provided that, and subject to the foregoing, the maximum number of Resulting Issuer Shares issuable under the New LTI Plan pursuant to Awards that are not Options may not exceed the number that is equal to 10% of the number of issued and outstanding Resulting Issuer Shares on the date that the New LTI Plan becomes effective (expected to be 3,523,600 Resulting Issuer Shares).

Evergreen Nature. The New LTI Plan is considered to be an "evergreen" plan as the Resulting Issuer Shares covered by Awards that are exercised or settled or that expire or are forfeited, surrendered, cancelled or otherwise terminated or lapse for any reason without having been exercised or settled for Resulting Issuer Shares treasury will be available for subsequent grant under the New LTI Plan, and the number of Resulting Issuer Shares available for issuance will not be reduced. Also, the number of Resulting Issuer Shares available for issuance will increase if the number of Resulting Issuer Shares outstanding increases.

Additional Limits on Plan Size. The New LTI Plan includes the following additional limitations on Resulting Issuer Shares issuable under it: (i) the maximum number of Resulting Issuer Shares issuable under the New LTI Plan and any other Security Based Compensation Arrangement to Insiders (as defined in the New LTI Plan) at any time may not exceed in the aggregate 10% of the Resulting Issuer Shares issued and outstanding from time to time and (ii) the maximum number of Resulting Issuer Shares issued under the New LTI Plan and any other Security Based Compensation Arrangement to Insiders (as defined in the New LTI Plan) within any one-year period may not exceed in the aggregate 10% of the Resulting Issuer Shares issued and outstanding from time to time. In addition, for so long as the Resulting Issuer Shares are listed on the TSXV: (i) the aggregate number of Resulting Issuer Shares issuable pursuant to Awards granted to any Participant (and companies wholly owned by such Participant) in a 12-month period must not exceed 5% of the Resulting Issuer Shares issued and outstanding from time to time, (ii) the aggregate number of Resulting Issuer Shares issuable pursuant to Awards granted to any one Consultant in a 12-month period must not exceed 2% of the Resulting Issuer Shares issued and outstanding from time to time; and (iii) the aggregate number of Resulting Issuer Shares issuable pursuant to Awards granted to all Participants retained to provide Investor Relations Activities must not exceed 2% of the Resulting Issuer Shares issued and outstanding from time to time in a 12-month period, in each case calculated as of the Date of Grant to the relevant Participant.

Plan Administration. The New LTI Plan will be administered by the Resulting Issuer Board, which has the sole and absolute discretion to administer and interpret the New LTI Plan, subject to any mandatory requirements of an Exchange. The Resulting Issuer Board may delegate its authority to a committee of the Resulting Issuer Board. As part of its authority, the Resulting Issuer Board may (a) determine the Eligible Persons who will receive Awards (an Eligible Person who receives an Award, is a "**Participant**"), and (b) grant Awards and determine their terms, including (i) the number of Awards to be granted, (ii) the timing of grants, including the Date of Grant, (iii) the Option Exercise Price, (iv) the Performance Goals, Performance Measures, Performance Periods and Performance Vesting Conditions, (v) restrictions on transfer, (vi) any other vesting schedule, terms, limitations, restrictions and conditions applicable to Awards, (vii) approving the form of any Award Agreement (not inconsistent with the New LTI Plan) to evidence an Award and (viii) the waiver or amendment of any terms of Awards, including accelerating the vesting of any Awards, changing the Performance Vesting Conditions or, subject to the approval of an Exchange where required, substituting other property on the payment or settlement of any Awards.

Description of Awards

1. <u>Resulting Issuer Options and Stock Appreciation Rights</u>

Each Resulting Issuer Option entitles a Participant to acquire one Resulting Issuer Share from treasury at an exercise price set at the time of grant. The Resulting Issuer Board will determine the term of each Resulting Issuer Option, which may not exceed five years, and the vesting period. During such time as the Resulting Issuer Shares are listed on the TSXV, any grant of Resulting Issuer Options to a Participant who provides services that are Investor Relations Activities to the Resulting Issuer shall vest over a period of at least 12 months, with no more than 25% of such Resulting Issuer Options vesting in any three-month period. The exercise price of each Resulting Issuer Option may not be less than the Fair Market Value of the Resulting Issuer Shares as of the Date of Grant.

The Resulting Issuer Board may also grant Stock Appreciation Rights in tandem with Resulting Issuer Options. SARs entitle the holder to surrender the associated Resulting Issuer Option in exchange for a cash payment for each SAR being surrendered equal to the amount by which the Fair Market Value of the Resulting Issuer Shares exceeds the Option Exercise Price. The Resulting Issuer, in its discretion, may deliver Resulting Issuer Shares as an alternative to the cash payment.

If the Option Expiry Date would fall within a Blackout Period, the Option Expiry Date will automatically be extended to the date that is 10 Business Days (as defined in the New LTI Plan) after the date when the Blackout Period ends.

2. Performance Share Units

A performance share unit ("**Performance Share Unit**" or "**PSU**") is an Award that entitles the Participant to receive, in the discretion of the Resulting Issuer Board, one Resulting Issuer Share or the equivalent value in cash or a combination of Resulting Issuer Shares (which may be newly issued Resulting Issuer Shares from treasury or Resulting Issuer Shares acquired in the market) and cash for each PSU granted. PSUs are subject to Performance Vesting Conditions, which are Performance Goals established by the Resulting Issuer Board as conditions to the vesting of PSUs. Performance Goals are based on Performance Measures, which take into account financial or operational matters, shareholder returns and individual performance criteria.

3. Restricted Share Units and Restricted Shares

A RSU is an Award that entitles the Participant to receive, in the discretion of the Resulting Issuer Board, one Resulting Issuer Share or the equivalent value in cash or a combination of Resulting Issuer Shares (which may be newly issued Resulting Issuer Shares from treasury or Resulting Issuer Shares acquired in the market) and cash. It is generally conditional on continuous employment over a period of time. The vesting period will not be more than three years unless specified otherwise in the terms under which the RSUs are granted.

A Restricted Share is a newly issued Resulting Issuer Share that is generally subject to a restriction on transfer, which may not be more than three years unless specified otherwise.

4. Deferred Share Units

A deferred share unit ("**Deferred Share Unit**" or "**DSU**") is an Award attributable to a Participant's duties as a non-executive director of a Participating Company who is not otherwise an employee of a Participating Company that, on settlement, entitles the Participant to receive one Resulting Issuer Share for each DSU or the cash equivalent or a combination of Resulting Issuer Shares (which may be newly issued Resulting Issuer from treasury or Resulting Issuer Shares acquired in the market) and cash.

DSUs vest at the time of grant unless specified otherwise and are settled after termination of the director's services with the Resulting Issuer. Participants must elect annually to take at least 50% and may take up to 100% of their annual base compensation in DSUs. The number of DSUs to which each director is entitled is determined by the Fair Market Value of the Resulting Issuer Shares. Fair Market Value is (i) if the Resulting Issuer Shares are listed on an Exchange, the volume-weighted average trading price of the Resulting Issuer Shares on the Exchange with the greatest volume of trading over the applicable period, for the five trading days immediately preceding the grant date or if there is no reported sale price at which the Resulting Issuer Shares traded on an Exchange during such period, the average of the closing bid and ask prices (on the Exchange with the narrowest such bid-ask spread) for the trading day immediately preceding the grant date; or (ii) if the Resulting Issuer Shares are not listed on an Exchange, the value as determined by the Resulting Issuer Board in good faith. Following a Participant's DSU Termination Date, it may elect to settle DSUs by giving notice to the Resulting Issuer at any time up to December 15 of the year after the year that includes the Participant's DSU Termination Date, and the Resulting Issuer will settle the DSUs within 30 days after receipt of the notice.

5. Other Awards

Under the New LTI Plan, the Resulting Issuer Board has the discretion to grant other types of Awards that may derive their value from the Resulting Issuer Shares or a business unit or division of the Resulting Issuer or one of its subsidiaries. The granting of these types of Awards is subject to Exchange approval.

Dividends. Subject to approval of the Resulting Issuer Board, if the Resulting Issuer pays a dividend on the Resulting Issuer Shares, holders of DSUs, PSUs and RSUs will be credited with additional DSUs, PSUs or RSUs, respectively, equal to the amount of the dividend based on the Fair Market Value of the Resulting Issuer Shares at the time the dividend is paid. The additional DSUs, PSUs and RSUs will be subject to the same vesting conditions as apply to the related DSUs, PSUs and RSUs, respectively.

Effect of Termination on Awards

1. Termination of Employment for Cause

Any unvested Awards and vested Resulting Issuer Options will terminate and the Participant will cease to have any rights in relation to those Awards.

2. Termination of Employment Without Cause

Any unvested Awards will terminate and the Participant will cease to have any rights in relation to those Awards. In the case of vested Resulting Issuer Options, the Participant will have the lesser of (i) 60 days after termination and (ii) the remaining term of the Resulting Issuer Options to exercise those Options.

3. Voluntary Resignation

Any unvested Awards will terminate and the Participant will cease to have any rights in relation to those Awards. In the case of vested Resulting Issuer Options, the Participant will have the lesser of (i) 60 days after resignation and (ii) the remaining term of the Resulting Issuer Options in which to exercise those Options.

4. Retirement

Any unvested Awards (other than Resulting Issuer Options) will terminate and the Participant will cease to have any rights in relation to those Awards. In the case of Options, (i) any unvested Resulting Issuer Options will automatically vest on Retirement and (ii) the Option Expiry Date of vested Resulting Issuer Options (including those vested under clause (i)) will be the earlier of (1) the date specified in the applicable Option Agreement and (2) one year after Retirement.

5. Death or Disability

Any unvested Awards (other than Resulting Issuer Options) will vest on a proportionate basis based on the date of death or Disability. In the case of Resulting Issuer Options, (i) any unvested Options will automatically vest on death or Disability and (ii) the Option Expiry Date of vested Options (including those vested under clause (i)) will be the earlier of (1) the date specified in the applicable Option Agreement and (2) one year after death or Disability.

Change of Control. The Resulting Issuer Board has broad powers in the case of a prospective Change of Control to protect Participants by terminating the New LTI Plan and accelerating the vesting of Awards or modifying the terms of Awards to permit Participants to participate in the Change of Control transaction.

Transfers of Awards. The New LTI Plan limits the ability of Participants to transfer their Awards.

Amendments and Termination. The Resulting Issuer Board may amend, suspend or terminate the New LTI Plan and any Award Agreement and outstanding Awards, or any part of the New LTI Plan or any Award Agreement or Award, at any time and for any purpose, without notice to or approval of any person, including the shareholders of the Resulting, except where required by law, including the rules, regulations and policies of an Exchange.

Without limiting the foregoing, the Board may make the following types of changes or amendments to the New LTI Plan or any Award Agreement or Award without seeking shareholder approval:

(a) amendments of a "housekeeping" or administrative nature, including any amendment to cure any ambiguity, error or omission in the New LTI Plan or any Award Agreement or to correct or supplement any provision of the New LTI Plan or any Award Agreement that is inconsistent with any other provision of the New LTI Plan or other Award Agreement;

(b) amendments necessary to comply with applicable laws or regulations, including the rules, regulations and policies of an Exchange;

(c) amendments necessary for the New LTI Plan or any Awards to comply with or to qualify for favourable treatment under applicable tax laws or regulations;

(d) amendments to, or waivers of, the vesting provisions or other conditions of the New LTI Plan or any Award;

(e) amendments to the termination or early termination provisions of any Award (including any Award held by an Insider (as defined in the New LTI Plan)) that does not entail an extension beyond the original expiry date of that Award;

(f) amendments to change any restrictions on the entitlement to or eligibility for Awards;

(g) amendments or changes to the process by which any Participant is entitled to exercise any Award, including to the form of notice of exercise of any Award, and the place where those notices are to be delivered; and

(h) amendments necessary to suspend or terminate the New LTI Plan or any Award Agreement or Award.

Shareholder approval will be required for the following amendments:

(a) amendments to the number of Resulting Issuer Shares issuable under the New LTI Plan, including an increase to a fixed maximum percentage of Resulting Issuer Shares or a change from a fixed maximum percentage of Resulting Issuer Shares to a fixed maximum number of Resulting Issuer Shares;

(b) amendments to remove or increase the insider participation limits in section 3.5 of the New LTI Plan;

(c) amendments to remove or increase the participation limits in section 3.4(3) of the New LTI Plan while the Resulting Issuer Shares are listed on the TSXV;

(d) amendments to extend the term of an Award held by an Insider (as defined in the New LTI Plan) beyond the original expiry date, except as provided in subsection 6.3(2) of the New LTI Plan;

(e) amendments to the transferability of assignability of an Award pursuant to subsection 3.6(1) of the New LTI Plan;

(f) amendments to the amendment provisions in subsection 15.1(3) of the New LTI Plan; and

(g) amendments required to be approved by shareholders under applicable law or regulations, including the rules, regulations and policies of an Exchange.

In addition, disinterested shareholder approval is required under the New LTI Plan for any reduction of the Option Exercise Price of a Resulting Issuer Option, other than under section 16.1 of the New LTI Plan, if the Participant holding such Resulting Issuer Option is an Insider (as defined in the New LTI Plan) at the time of the proposed amendment.

Clawback. The Resulting Issuer Board has the power to require reimbursement of any of any amount paid to a Participant in respect of an Award, to reduce the value of any unvested Award or to terminate an outstanding Award in various circumstances, including where the Participant has breached a confidentiality, non-competition or non-solicitation obligation or has engaged in conduct that causes material financial or reputational harm to the Resulting Issuer.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts about AIM4, TRC, the Resulting Issuer or the Arrangement that are not otherwise disclosed in this Statement.

SPONSORSHIP AND AGENT RELATIONSHIP

On September 17, 2020, TRC entered into the Engagement Letter with Canaccord Genuity Corp., as lead agent, on behalf of a syndicate of Agents in connection with the TRC Private Placement. In addition, Canaccord Genuity Corp. agreed to deliver to the TSXV a written confirmation (the "**Confirmation**") that it has completed appropriate due diligence on both the Arrangement and this Statement in lieu of sponsorship.

Other than its share of the Agency Fee, no additional fees were paid or are payable to Canaccord Genuity Corp. in connection with the delivery of the Confirmation.

INTEREST OF EXPERTS

Interest of Experts

MNP LLP are the auditors of AIM4 and have performed the audit in respect of the audited financial statements of AIM4 for the period from the date of incorporation (November 29, 2018) to September 30, 2020. MNP LLP are independent of AIM4 in accordance with the applicable rules of professional conduct.

MNP LLP are the auditors of TRC and have performed an audit in respect of the audited financial statements of TRC for the financial year ended September 30, 2020. MNP LLP are independent of TRC within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

LEGAL MATTERS

Certain legal matters in connection with the Arrangement will be passed upon by Blake, Cassels & Graydon LLP on behalf of TRC and by Dentons Canada LLP on behalf of AIM4. As of the date hereof, the partners and associates of Blake, Cassels & Graydon LLP and Dentons Canada LLP, in each case as a group, beneficially owned, directly or indirectly, less than 1% of the outstanding TRC Shares and AIM4 Shares.

ADDITIONAL INFORMATION

The AIM4 Board approved this Statement.

The information contained in this Statement is given as of November 27, 2020, except as otherwise indicated.

SCHEDULE "A"
INFORMATION CONCERNING AIM4

Terms not otherwise defined in this Schedule have the meanings ascribed to them in the Statement under the heading "*Glossary*".

Corporate Structure

Name, Address and Incorporation

AIM4 was incorporated on November 29, 2018 by certificate of incorporation issued pursuant to the provisions of the OBCA under the name "AIM4 Ventures Inc.". The head office and registered office of AIM4 are located at 77 King Street West, Suite 400, Toronto, Ontario, M5K 0A1.

General Development of the Business

AIM4 is a CPC and completed its initial public offering on July 4, 2019, by way of a prospectus dated May 7, 2019. AIM4 sold 5,000,000 AIM4 Shares at a price of $0.10 per AIM4 Share pursuant to such prospectus, raising gross proceeds of $500,000.

On October 14, 2020, AIM4 and TRC entered into the Letter of Intent. On November 12, 2020, AIM4 entered into the Arrangement Agreement which set out the terms of the Arrangement. For further information on the proposed Arrangement, see "*The Arrangement*".

The outstanding AIM4 Shares are listed on the TSXV under the trading symbol "AIMD.P".

AIM4's principal business is to identify and evaluate opportunities for the acquisition of an interest in assets or businesses with a view to completing a QT and, once identified and evaluated, to negotiate an acquisition or participation in such assets or businesses. The Arrangement will be the Corporation's QT.

Selected Financial Information and Management's Discussion and Analysis

The following table sets out certain selected financial information of AIM4 in summary form for the year ended December 31, 2019 and for the six month period ended June 30, 2020:

	November 29, 2018 to December 31, 2018	**Year ended December 31, 2019**	**Six month period ended June 30, 2020**
Total expenses	$Nil	$151,419	$22,360
Amounts deferred in connection with the Completion of the Arrangement (Other than amounts disclosed elsewhere in this Statement)	$Nil	$Nil	$Nil

Management's Discussion and Analysis

Financial information relating to AIM4, including its audited financial statements as at and for the year ended December 31, 2019 and for the period from the date of incorporation (November 29, 2018) to December 31, 2018 and unaudited financial statements for the nine month period ended September 30, 2020 and its related management's discussion and analysis are attached hereto as Schedule "E" through Schedule "H". Certain information included in such management's discussion and analysis is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Cautionary Note Regarding Forward-Looking Information.*"

Description of Securities

AIM4 is authorized to issue an unlimited number of AIM4 Shares, of which 10,650,000 AIM4 Shares are issued and outstanding as fully paid and non-assessable as at the date hereof.

AIM4 Shares

The holders of AIM4 Shares are entitled to receive notice of and attend all meetings of the AIM4 Shareholders and are entitled to one vote in respect of each AIM4 Share held at such meetings. AIM4 Shareholders are entitled to receive dividends if, as and when declared by the AIM4 Board. In the event of liquidation, dissolution or winding-up of AIM4, AIM4 Shareholders are entitled to share rateably in any distribution of the property or assets of AIM4, subject to the rights of holders of any other class of securities of AIM4 entitled to receive assets or property of AIM4 upon such distribution in priority or rateably with the AIM4 Shareholders.

Stock Option Plan and Options Granted

AIM4 maintains the AIM4 Option Plan, which was established on April 12, 2019, for directors, officers, employees and consultants of the Corporation and its subsidiaries.

The purpose of the AIM4 Option Plan is to incentivize the participants and to provide consideration for effective services of full and part-time employees, full and part-time officers and directors of AIM4, and persons performing special technical or other services to AIM4 and its subsidiaries.

The number of AIM4 Shares, the exercise price per AIM4 Share, the vesting period and any other terms and conditions of options granted pursuant to the AIM4 Option Plan, from time to time, are determined by the AIM4 Board at the time of the grant, subject to the defined parameters of the AIM4 Option Plan.

The AIM4 Option Plan is administered by the AIM4 Board. Participation is limited to directors, full and part-time officers, full and part-time employees and consultants providing services to AIM4. The exercise price of any option cannot be less than the discounted market price of the AIM4 Shares at the time the option is granted. Market price is deemed to be the closing price as reported on the principal stock exchange or over-the-counter market on which the AIM4 Shares are listed or quoted, on the last trading day immediately preceding the day upon which the option is granted. The exercise period cannot exceed ten years. Options will terminate on the date of expiration specified, 90 days after a participant ceases to be eligible (or 30 days if the recipient is involved in investor relations activities), or one year after the date of death.

The AIM4 Option Plan allows for the issuance of stock options on a "rolling" basis whereby up to a maximum of 10% of the issued and outstanding AIM4 Shares may be reserved for granting under the AIM4 Option Plan with no vesting provisions. The maximum number of AIM4 Shares reserved for issuance to any individual officer or director shall not exceed 5% of the issued and outstanding AIM4 Shares and to any consultant or person providing investor relation activities shall not exceed 2% of the issued and outstanding AIM4 Shares, in each case subject to adjustment of such number pursuant to the provisions contained in the AIM4 Option Plan related to share capital readjustments.

Prior Sales

Since the date of incorporation, 10,650,000 AIM4 Shares have been issued as follows:

Date	Number of AIM4 Shares	Issue Price per AIM4 Share ($)	Aggregate Issue Price ($)	Nature of Consideration Received
November 29, 2018	2,000,000 (1)	0.05	$100,000	Cash
March 20, 2019	3,650,000 (2)	0.10	$365,000	Cash
July 4, 2019	5,000,000	0.10	$500,000	Cash
Total	**10,650,000**	-	**$965,000**	-

Notes:
(1) Purchased by Non-Arm's Length Parties of AIM4 (as such term is defined in the TSXV Manual).
(2) 800,000 of these AIM4 Shares were purchased by Non-Arm's Length Parties of AIM4 (as such term is defined in the TSXV Manual).

TSXV Price

The AIM4 Shares have been posted for trading on the TSXV since July 4, 2019 under the trading symbol "AIMD.P". The AIM4 Shares were halted from trading on October 14, 2020, concurrently with the announcement of the Letter of Intent. The market price of the AIM4 Shares on the TSXV on October 13, 2020, the final day of trading immediately prior to the halt, was $0.135.

Period	High	Low	Trading Volume
July 4, 2019 – September 30, 2019	$0.17	$0.10	375,017
October 1, 2019 – December 31, 2019	$0.105	$0.095	70,000
January 1, 2020 – March 31, 2020	$0.105	$0.07	92,500
April 1, 2020 – June 30, 2020	$0.135	$0.065	347,000
July 2020	$Nil	$Nil	Nil
August 2020	$0.16	$0.13	250,000
September 2020	$0.125	$0.125	20,000
October 1, 2020 – October 13, 2020	$0.135	$0.125	10,000

Non Arm's Length Transactions

It is the collective view of AIM4 and TRC that the proposed Arrangement is a QT that is not a Non-Arm's Length Transaction.

Legal Proceedings

AIM4 has not been, and is not presently involved in, any legal proceedings nor, to AIM4's knowledge, are any such proceedings contemplated.

Auditor, Transfer Agents and Registrars

Auditor

The auditors of AIM4 are MNP LLP, Chartered Professional Accountants located at Suite 300, 111 Richmond Street West, Toronto, ON M5H 2G4.

Transfer Agent and Registrar

AIM4's transfer agent and registrar is TSX Trust Company at its principal office in Toronto, Ontario at 301 – 100 Adelaide Street West, Toronto ON M5H 4H1.

Material Contracts

Other than the Arrangement Agreement and the Form 2F CPC Escrow Agreement dated May 7th, 2019 (as amended), AIM4 has not entered into any material contracts.

Copies of the foregoing agreement will be available for inspection at the registered offices of AIM4, 77 King Street West, Suite 400, Toronto, Ontario M5K 0A1, during ordinary business hours, until the completion of the Arrangement and for a period of 30 days thereafter. The Arrangement Agreement is also available under AIM4's profile on SEDAR at www.sedar.com.

SCHEDULE "B"
INFORMATION CONCERNING TRC

General Development of the Business

History of the Business

Founded by a practicing critical care physician, TRC was incorporated in Ontario in 2006 as Open Source Order Sets Ltd. The goal of Open Source Order Sets Ltd. was to bridge a clear gap in evidence-based healthcare delivery in Ontario by building a library of evidence-based order sets, or clinical checklists, that could be shared between hospitals. Evidence-based order sets enable clinicians to provide up-to-date best practice medicine, reduce repetition of work and share local best practices across organizations.

In 2010, the company transitioned from Open Source Order Sets Ltd. to PatientOrderSets.com, with an evolved goal of enabling hospitals to share and execute order sets through a cloud-based system in an integrated manner, regardless of their existing IT infrastructure. This transition to a cloud-based deployment was in direct response to market needs of eliminating paper-based processes and transitioning to a digital care delivery model.

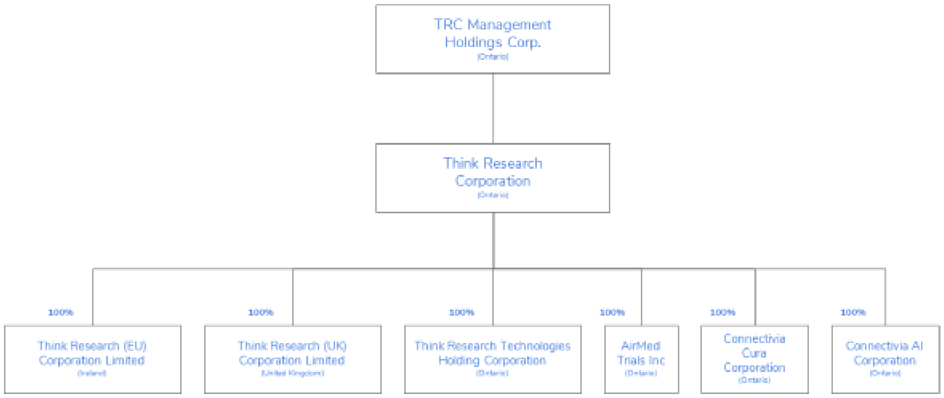
In 2014, as demand for clinical, knowledge-based solutions grew beyond order sets, PatientOrderSets.com rebranded to TRC. TRC's offering evolved beyond a single solution cloud-based system into a multi-product platform – deploying knowledge-based solutions, including evidence based clinical documentation and medications management, applications through a single environment. TRC increased its focus on forming meaningful health systems relationships across Canada, securing opportunities to impact national health system performance, including provincial clinical standardization programs in Ontario, Newfoundland and Saskatchewan.

In 2015, Think Research (EU), a wholly-owned Irish subsidiary of TRC, opened a European office at the Digital Hub in Dublin. The Think Research EU team is locally staffed with business, clinical, and technical leads who have successfully secured and deployed numerous projects in the public acute sector. TRC's longest standing project at the University Hospital Galway has become an eHealth Ireland case study and was nominated for two IMSTA awards and one HSE Excellence award.

Between 2016 and 2019, TRC expanded its reach across the healthcare sectors through the launch of several new products and services in long-term care, primary care and community care, as follows:

- 2016 - TRC partnered with the Ontario Long-Term Care Association and the Ministry of Long-Term Care to develop and deploy standardized, evidence-based assessments across 628 long-term care homes.
- 2017 - TRC was awarded a ten-year, multi-region electronic referrals contract to connect primary care providers and specialists using digital, data driven and evidence-based referral models.
- 2018 - TRC was awarded Vendor of Record status in Ontario as one of three virtual care providers and began implementing and scaling its solution across the province.
- 2020 - TRC launched the next version of the evidence-based clinical documentation solution leveraging the same content authoring technology as its Order Sets product to create a harmonized content development and data architecture.

TRC Management Holdings Corp. exists under the OBCA and its head and registered office is located at 351 King St. E. #500, Toronto, Ontario. The following chart sets out the jurisdiction of incorporation of each of TRC's subsidiaries and their respective jurisdictions of incorporation.



International Expansion

Between 2016 and 2019, TRC also began international expansion into the United States, Iceland, United Arab Emirates, Saudi Arabia, and Australia. Further details of such expansion is as follows:

- United States – TRC's solutions are deployed in over 1,000 skilled nursing facilities, retirement communities, hospices, and rehabilitation centres in order to standardize and streamline the complex, time-consuming and error prone admission process.
- Iceland – TRC is collaborating with the government of Iceland to deploy its clinical decision support solutions nationwide across all levels of care in Iceland, including eight sites. The national clinical standardization project will begin with obstetrics and chronic obstructive pulmonary disease.
- United Arab Emirates – TRC has partnered with both Al Zahra Hospital Dubai and Saudi German Hospital, UAE to deliver cutting-edge, evidence-based care at the bedside using its Order Sets solution.
- Saudi Arabia – TRC has launched multiple pilot and full-scale deployments of its clinical decision support solutions in both public and private hospitals in the Saudi Arabia. TRC's clinical standardization initiatives support pediatric and maternity hospitals which see over 1,200 emergency room patients per week.
- Australia – TRC was invited by the Central Adelaide Local Health Network of South Australia to conduct a deep-dive analysis of their clinical dashboard strategy. As part of a detailed analysis, TRC provided recommendations and a detailed clinical standardization strategy to support the broader goal of reducing long-length of stay and supporting region-wide analysis of clinical practice.

2020 - Acquisitions, Joint Ventures and Partnerships

In 2020, TRC acquired AirMed, a healthcare information technology company focusing specifically on clinical trials and workflow optimization, founded by a Canadian physician. AirMed is dedicated to solving problems and providing systems that make the research process more efficient and profitable.

TRC also partnered with Toronto-based start-up, Sciteline, on a new application to support researchers in offering virtual clinical trials. The new Sciteline application decentralizes clinical trials, reducing barriers for participants and lowering the cost of clinical research. Where geography and time constraints have traditionally prevented participants from joining clinical trials, Sciteline brings eConsent and monitoring right to the participant's smartphone, meeting them where they are.

In the clinical trials space, Covidtrials.ca is a not-for-profit initiative of TRC and AirMed that crowdsources patient recruitment for COVID-19 clinical trials in Canada. Covidtrials.ca is the first Canadian patient portal to match those who are seeking to participate in a research project with the physicians and investigators who are working on these trials, allowing them to join a trial quickly and efficiently.

TRC owns a 30% stake in a Latin American joint venture in which its solutions are resold and distributed to the Latin American market. This joint venture consists of three parties, TRC (30%), Canada-LATAM Ventures Inc (40%) and Indexlab S.A. Base De C.V. (30%).

With the rapid growth of the product portfolio and service offering, TRC undertook a product focus and rationalization initiative to organize its products and offerings into the three following distinct categories, each focusing on optimizing in its domain while operating as an integrated service:

- stratification of the suite of solutions: content, connectivity and analytics;
- expansion of the content offering into clinical pathways and dynamic clinical decision support for advanced EMR systems; and
- sunset of MyTeam.

Description of the Business

TRC is a leading Canadian healthcare technology company providing proprietary evidence-based clinical tools. It enables clinical standardization across the care continuum, spanning primary care, acute care, long-term and allied care. Too often, the care people receive differs based on their postal code or the personal network of a specific care provider. TRC's focused mission is to organize the world's health knowledge so that everyone gets the best care. Medical knowledge doubles every two months, making it impossible for care providers to keep up to date and apply new best practices effectively. This knowledge gap is a major contributor to the global waste in healthcare, estimated to account for 20% of global healthcare spending.

TRC's clinical content can be executed at the point-of-care, in-person or through their proprietary VirtualCare™ application, using cloud-based, EMR-agnostic tools that improve care, reduce the risk of medical errors and save money. These solutions also enable structured health data capture into their network that can then be leveraged to derive meaningful and actionable clinical insights for frontline healthcare providers at the patient's bedside. TRC's EMR-agnostic, cloud based platform, which spans all healthcare sectors, is uniquely positioned to enhance the value of their clients' existing IT investments, while helping to improve patient and resident outcomes and enhancing financial performance for healthcare funders.

TRC currently serves 28,000 primary care, acute care and long-term care clinicians and more than 3,000,000 patients and residents in more than 2,000 healthcare facilities. TRC intends to pursue additional product and pipeline opportunities in the clinical decision support market, through targeted business development and partnership efforts with EHR and EMR companies in the acute, primary, long-term and retirement sectors. TRC's management team has a proven track record of successfully developing and commercializing solutions at scale to support health system improvements throughout North America and beyond, including in Latin America, Europe, the Middle East and Australia.

Principal Product or Services

TRC's solution offering spans three domains of clinical decision support: Clinical Knowledge, Clinical Connectivity, and Data-Driven Insights. It creates value through the ongoing access and deployment of structured knowledge-based solutions and data-driven decision making. It then provides value-added, white-glove professional services that optimize its software as a service ("**SaaS**") solutions, helping ensure maximum utilization, care provider and payer buy-in, and continuous product improvement.

Clinical Knowledge:

TRC's clinical knowledge tools make it easier for clinicians across the continuum of care to provide better care by sharing clinical knowledge on its collaborative platform. These knowledge-based tools enable organizations to dramatically lower their costs of developing and maintaining content. The following TRC clinical knowledge products span acute care, primary and community care, as well as long-term care:

A. Order Sets:

The volume of medical knowledge and evidence-based best practice is increasing at an exponential rate - making it incredibly challenging for clinicians and health systems to keep up. Order Sets are sophisticated medical order checklists and clinical support tools offering evidence-based treatment options for providers at the point of care, both in hospitals and long-term care homes. Order Sets are clinically localized to each site and can be deployed through the cloud platform, EntryPoint, or directly into a client's electronic health records system where functionality permits. Acute care Order Sets are deployed across Canada, Iceland, United Arab Emirates and the Saudi Arabia, and a deployment in South Australia is underway. Clinical support tools for long-term care are deployed in more than 400 homes in Ontario.

B. Clinical Pathways:

Clinical Pathways are a new evolution of Order Sets, allowing for more dynamic, automated, and standardized decision support throughout a patient encounter. Deeply embedded into EHRs using new industry standards, Clinical Pathways consist of multiple clinical content types in the form of triggering events, data-driven conditions, and computed interventions & actions. An Order Set can be implemented as a point-in-time intervention as part of a Clinical Pathway. This product is being beta-tested with two EHR partners in the Middle East and will be beta-tested with select Canadian clients in 2021.

C. Progress Notes:

Traditional documentation methods, such as in an EHR, often result in fragmented patient stories with inconsistent levels of detail and varied styles across providers. Progress Notes is a collaborative documentation tool with an embedded library of condition-based modules that save clinicians' valuable time, support the best quality of care, and improve billing accuracy. Progress Notes is currently deployed at three hospitals in Ireland, and a deployment across all cardiac centres in Newfoundland is currently underway.

D. Treatment Connect:

Treatment Connect is an online platform where clients can view and share their localized content, such as Order Sets, as part of a network library. TRC's platform offers healthcare organizations the ability to leverage its client network of thousands of frontline healthcare providers, working in world-class hospitals and seniors care centres, in order to dramatically reduce their costs of developing and maintaining clinical content. Treatment Connect is typically sold as a bundle with Order Sets.

Clinical Connectivity

TRC's clinical connectivity tools provide mechanisms for patients and providers to connect digitally while also enabling the myriad of disconnected healthcare IT systems to communicate seamlessly. These digital collaborative solutions enable patients and providers to engage seamlessly with one another and enable health system payers to address critical gaps in continuity of care as patients move from one provider to another through an episode of care. The following TRC clinical connectivity products span acute care, primary and community care, as well as long-term care:

A. Hubly:

Hubly is a Fast Healthcare Interoperability Resources based messaging broker that enables EMRs, point of service and referral management platforms across a health system to communicate through a secure, integrated infrastructure. Its largest deployment is in Ontario as part of the provincial System Coordinated Access Program, which established an extensive eReferral network in order to reduce wait times and unnecessary procedures through clinically standardized referrals. Hubly lowers the cost of building an integrated network through standards, toolsets, and processes that eliminate the need for expensive point-to-point integrations while enabling clinicians to leverage existing workflows within their EMRs.

B. Remote Care:

The Remote Care platform is designed to support a variety of clinical workflows to enhance decision support, quality and efficiency of care. Example workflows include virtual visits, triage, bookings, roster management, and patient self-assessments, and sharing clinical forms and other resources with patients. As a Vendor of Record with Ontario Telemedicine Network for the eVisits Primary Care Program, TRC's platform is one of two solutions that allows physicians to bill for messaging-based visits. It is also the only virtual care solution integrated into PointClickCare, the dominant EMR in Ontario long-term care homes. Used by more than 1000 providers, Remote Care won the 2019 Canadian Health Informatics Award for Patient Care Innovation. It is actively being deployed across El Salvador and the State of Mexico.

C. eForms:

eForms replace paper-based patient consent and information capture processes with a simple, streamlined, and pixel-perfect digital solution. It improves paperwork compliance through signature tracking and enables forms to be sent directly to caregivers via email and signed remotely. Used by over 500 skilled nursing facilities across 38 states in the United States, these data-rich documents facilitate real-time dashboards and reporting.

D. HealthCare Plus Kleo EMR for Medical Clinics and Virtual Pharmacies:

Kleo is a revolutionary new EMR designed explicitly for primary care and pharmacy workflows. It provides administrative support and automation that allow doctors to focus on their patients. Kleo is currently used for virtual visits and virtual pharmacy services and will be deployed across all HealthCare Plus clinics.

E. HealthCare Plus Virtual Pharmacy Logistics & Technology:

HealthCare Plus offers online pharmacy logistical services to provide patients with virtual medication renewals and delivery. In partnership with over 200 retail pharmacies, HealthCare Plus further offers urgent/on-call medication renewal services. HealthCare Plus also offers technology to help clinical delivery services coordinate and automate their deliveries.

Data-Driven Insights

TRC aggregates structured health data from multiple sources to provide comprehensive and meaningful insights back to clients and stakeholders in order to drive quality, efficiency, and financial outcomes at all levels of the health system. These insights are further used to inform ongoing updates to clinical content, thereby closing the continuous knowledge feedback loop. Same day appointments, home visits, virtual visits, and a virtual pharmacy, all connected through their digital-first strategy, are transforming how Canadians receive healthcare.

A. Spotlight:

Spotlight is TRC's advanced analytics and data visualization solution and is a part of all TRC product offerings. Spotlight provides administrators and clinicians with a comprehensive view of healthcare operations to power improved decision-making. Operational and clinical objectives are easily monitored and tracked as aggregate clinical data is translated into key insights that drive continuous care improvement. Spotlight helps healthcare leaders identify emerging error patterns, service gaps, and inefficiencies while stopping deviation from best practice.

B. Data Platform:

The engine behind TRC's analytics and data products is their data platform, a centralized platform for the collection, management, and dissemination of data. A set of standard connectors is used to rapidly import data, after which strong security and management tools help monitor, provision, and share data for secondary use including machine learning, business intelligence, and integrated data products. The data platform democratizes access to data and information by reducing the burden to manage, secure and share data.

HealthCare Plus Clinic Services

At HealthCare Plus, the clinics have always embraced a digital approach to healthcare, pioneering a walk-in model where patients can book appointments online to save time and keep healthy by avoiding long stays in a waiting room. With 24/7 virtual clinics, TRC's team of experienced medical doctors also provide remote care when and where clients need it, on any device.

Services offered across its clinics: family practice, walk-in clinics, diagnostic imaging & ultrasound, specialists (mental health/psychiatry, pediatrics, obstetrics/gynecology & family planning, cardiology, dermatology) and allied health (physiotherapy, chiropractic, acupuncture, naturopath, massage therapy).

Products or Services

Methods of distribution

TRC provides three different distribution models for its clinical content and connectivity solutions: (a) content discovery; (b) EMR embedded execution; and (c) cloud execution. The three models cover the various environments and capabilities of its client base and enable TRC to address the needs of the complete market regardless where on the technology maturity curve a particular client or target customer may be.

Content Discovery

Treatment Connect is a web-based collaborative network that serves as an enterprise content management system where TRC's library of clinical knowledge and workflow documents such as Order Sets, Clinical Pathways, Seniors Care Tools, Referral Pathways and Patient Assessments are managed. Treatment Connect enables its community of clients to access TRC's authored documents, known as reference content, as well as discover how its clients have adapted the reference documents to meet their local needs, regulations and policies.

EMR Embedded Execution

TRC's clinical content can be utilized to deliver maximum value through an integrated, executable distribution model where clinicians leverage the latest evidence based best practices as part of their day-to-day patient care regime. This model is ideal for clients that utilize advanced EMR systems enabled with integrated ordering and orders management referred to as Computerized Physician Order Entry. TRC's suite of clinical content is seamlessly embedded directly into advanced EMRs to support the full range of clinical-care delivery services. In all instances, TRC captures content utilization data to help close the feedback loop and provide clients with a holistic view of how clinical content is enabling better clinical outcomes.

Cloud Execution

TRC provides a suite of clinical connectivity solutions all deployed in the cloud. The following connectivity solutions span the healthcare continuum and enable clients to leverage TRC's clinical content as part of a multidisciplinary clinical workflow:

- **EMR extended content execution and documentation (EntryPoint)**: The EntryPoint platform is a secure, privacy compliant, interoperable, cloud-based technology that supports a suite of healthcare applications including TRC's Order Sets, Progress Notes and eForms. EntryPoint enables clients in the early stages of their EMR maturity journey to extend their capabilities and implement executable clinical knowledge for both ordering and documentation.

- **Remote care and patient reported outcomes**: The VirtualCare platform offers a virtualized and patient-centric approach to patient care, with secure audio, video, and messaging. The VirtualCare solution facilitates better communication between the patient and their circle of care, including physicians, nurses, allied health services, and other care providers, increasing levels of engagement while reducing time needed for assessment or triage. To facilitate and streamline virtual visits, VirtualCare supports a wide range of assessment, triage, and workflow functions, including clinical documentation, prescriptions, requisitions, and billing. VirtualCare is delivered to care providers through an interoperable, cloud-based platform that can easily integrate with existing clinical workflows and health IT infrastructure, such as EMR, and is available to users as a web and mobile solution.

- **Electronic referrals management and network connectivity**: TRC's digital referral platform connects patients requiring specialized care with the right specialist at the right time by streamlining and automating clinical referral pathways. Physicians can send referrals via a map-based, searchable directory launched directly from their primary care EMRs, including Oscar, Accuro, and Telus PS Suite. Patients are kept informed throughout the entire process via a patient portal that enables self-management of appointments, care providers, and community-based services and resources. Standardized digital referral forms are designed to bring evidence-based best practice to the point of referral, improving clinical appropriateness of referrals at the start. At a system level, TRC's eReferrals solution drives coordination of care, while reducing wait times for patients.

Principal Markets

TRC is a provider to large healthcare payer networks and organizations, spanning the spectrum of care from primary to acute to senior's care. Its products provide actionable, evidence-based guidance to clinicians in each sector, as follows:

- Acute care – Order Sets, Clinical Pathways, clinical documentation;
- Primary care – eReferrals, VirtualCare;
- Long-term care – Clinical Support Tools (seniors care pathways);
- Community care – eReferrals, VirtualCare; and
- Allied care – VirtualCare.

Key Clients & Programs Overview

System Coordinated Access, eHealth Center of Excellence

Since 2016, Think Research has led a multi-year, multi-vendor eReferral consortium that has implemented, developed and integrated eReferrals solutions for over 50% of Ontario. The System Coordinated Access program, funded by Ontario Health and managed by the eHealth Center of Excellence, is one of the largest health system transformation projects in TRC's book of business and has expanded year over year funding expansion.

TRC is responsible for managing a multi-vendor eReferrals network that enables physicians to seamlessly send and receive referrals for a variety of clinical services ranging from MRIs to home care to surgical specialists. TRC provides a technical and implementation foundation enabling this program to address several health systems' greatest challenges: inappropriate services and wait time for critical healthcare services. This program, and the related solutions, have continually kept pace with changes in government as well as changes in the healthcare system.

In Ontario, TRC anticipates continued expansion of the eReferral network to additional geographies and technology partners. It also expects growth of the networked healthcare solution across Canada. In addition to the existing partners on the eReferral network, TRC actively engages with additional critical partners and prospects across Canada and anticipates expansion of these networks imminently.

Enhanced Access to Primary Care, Ontario Telemedicine Network

In 2017, TRC, through a novel, innovative procurement, was selected to co-design, develop, and implement its VirtualCare solution to primary care clinicians across Waterloo Wellington, a diverse region of Ontario. The VirtualCare solution enables patients and providers to conveniently connect over a secure, online communication system via chat messaging, phone or video, and provide an opportunity to create practice efficiencies and improve access to primary care in Ontario.

Reduction of inappropriate emergency departments is a key performance indicator of the Enhanced Access to Primary Care program. In Ontario, two in five residents (42%) aged 16 and older reported that their emergency department visit was for a condition that could have been managed by their primary care provider, if such provider had been available. Patient experience survey results indicate that access to VirtualCare in primary care settings avoid visits to the emergency department 11% of the time. The projected productivity gained from VirtualCare adoption across Ontario is $5.1 million after the first year of expansion and $39 million over a 3-year period.

VirtualCare for Long Term Care Homes, University Health Network

In response to the COVID-19 pandemic and the critical challenges experienced by long-term care homes, TRC was selected by University Health Network and Ontario Health to deploy a VirtualCare solution to long-term care homes and their physicians across Ontario. The program provides long-term care homes with the ability to access virtual medical assessments/consults with their existing physicians, during the COVID-19 pandemic through an integrated VirtualCare platform.

The outbreak of COVID-19 has placed significant strain on the long-term care sector as well as congregate living. Residents at long-term homes are among the most vulnerable Canadians to the ongoing pandemic. TRC's VirtualCare solution, deployed across the long-term care sector, expands system capacity while limiting the amount of in-person interactions in long-term care homes (and retirement homes) across Ontario.

While this program's initial deployment was to primary care physicians, the integrated platform and related documentation functionality has created demand from other clinician types ranging from specialists to dieticians. Expansion of the program and related use-case is expected.

Provincial Clinical Standardization, eHealth Saskatchewan

In 2017, the 12 Regional Health Authorities of Saskatchewan amalgamated into a single provincial entity, eHealth Saskatchewan. TRC has been working with eHealth Saskatchewan to create and implement evidence-based Order Sets in over 58 hospitals across the province, with the goal to disseminate, standardize, and measure adoption of clinical best practices.

National Covid-19 Decision Support, Ministry of Health, Saudi Arabia

To support appropriate and timely responses to the COVID-19 pandemic in Saudi Arabia, TRC has provided a localized COVID-19 clinical content library to all Ministry of Health funded COVID-19 treating hospitals in Saudi Arabia. This library is currently being piloted at Imam Abdulrahman Al Faisal Hospital, with expectations to roll out the clinical content to all other participating hospitals later this calendar year. Importantly, the deployment of COVID-19 clinical content has been accompanied by rich data analytics on every submission. These have been made available to all participating hospitals and the Minister of Health via aggregated, customized dashboards.

National Clinical Order Sets, Iceland

In 2019, TRC secured a contract with the Directorate of Health, Iceland to deploy clinical decision support solutions, including evidence-based order sets, nationwide across all acuities of care, including two acute hospitals, six regional clinics, and the national primary care centre. The initial scope of this 4-year clinical standardization initiative has focused on obstetrics and chronic obstructive pulmonary disease clinical content, with expectations to increase the scope of the clinical content offered based on project maturity and client feedback.

Multi-province long-term care pharmacy incident reporting, Centric Health

In February of 2018, TRC entered a partnership with Centric Health, Canada's leading integrated health care services company, to provide pharmacists, nursing staff and administrators of long-term care homes with a more efficient, secure, and accurate clinical tool to conduct medication reviews, audits, incident reporting, and drug utilization reporting. TRC is currently automating operational processes involved in the provision of pharmaceutical care at long-term care homes and retirement communities within the Centric Health network. TRC has launched its cloud-based platform, EntryPoint, and digital eForms solution in all 16 Centric Health pharmacies across Canada.

Operations of TRC

Iterative content development model

TRC lies at the intersection of healthcare and technology. While most companies in this space are either primarily an IT or health company, TRC is a genuine hybrid. Clinical and technological research and development are both complementary and inseparable with a team of 74 clinicians working alongside more than 80 members of the software development/IT/product management teams. It also maintains a network of over 100 leading medical experts as consultants who can be leveraged to support development and review of specialized libraries of clinical decision support tools. TRC regularly facilitates clinical working group sessions where it gathers clinical subject matter experts from across Canada and the United States to review and validate its content before its release to clients.

The TRC library of sophisticated reference clinical decision support tools is developed through an experienced knowledge translation methodology that integrates current best practices with subject matter expertise and contextualization for local practice realities. Reference clinical decision support tools are developed by the Clinical Research and Development Department, in partnership with leading expert groups and clinical associations, and are regularly updated to ensure alignment with the latest evidence and recommendations. It then works with each client and health care facility to contextualize clinical content for local clinical practice realities, such as formulary, services and workflows. Every aspect of TRC's design methodology is intended to enhance ease of use, legibility, transfer of information, and safety of its clinical decision support tools.

TRC's entire knowledge translation process is documented in detail to maintain the integrity of the original evidence. All documents adhere to best practices in clinical document development, such as Institution for Safe Medication Practices guidelines, dose designations, error prone abbreviations, etc. As new evidence, regulations, and legislation emerge, TRC updates its existing guidelines with the new information so that clinicians are always practicing in adherence with the most up-to-date knowledge. Client review and approval is always required to ensure clients are aware and consulted in changes.

The validation process involves internal and external clinical collaboration to ensure the highest quality clinical content is produced, including consultation, review, and refinement with clinical expert associations and organizations, as well as each of its partners.

Order Set Development

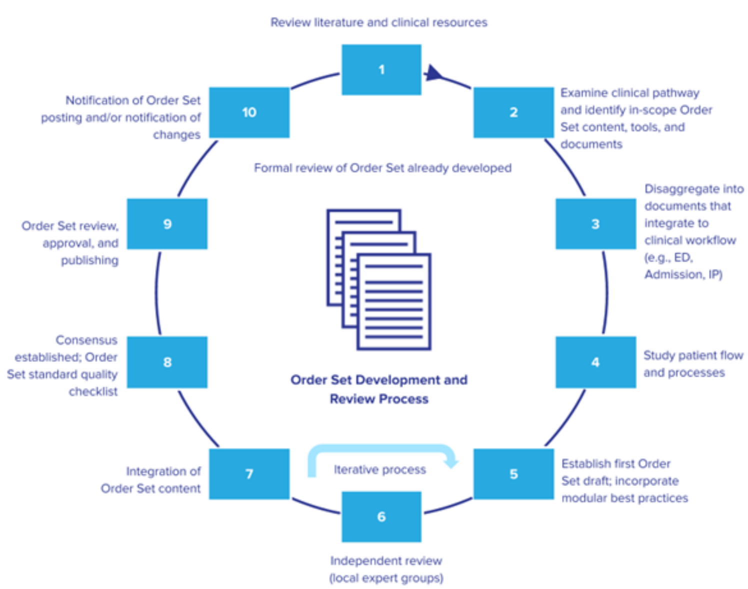


Figure: TRC's collaborative and iterative clinical content development process that is applied to the development of each piece of reference content.

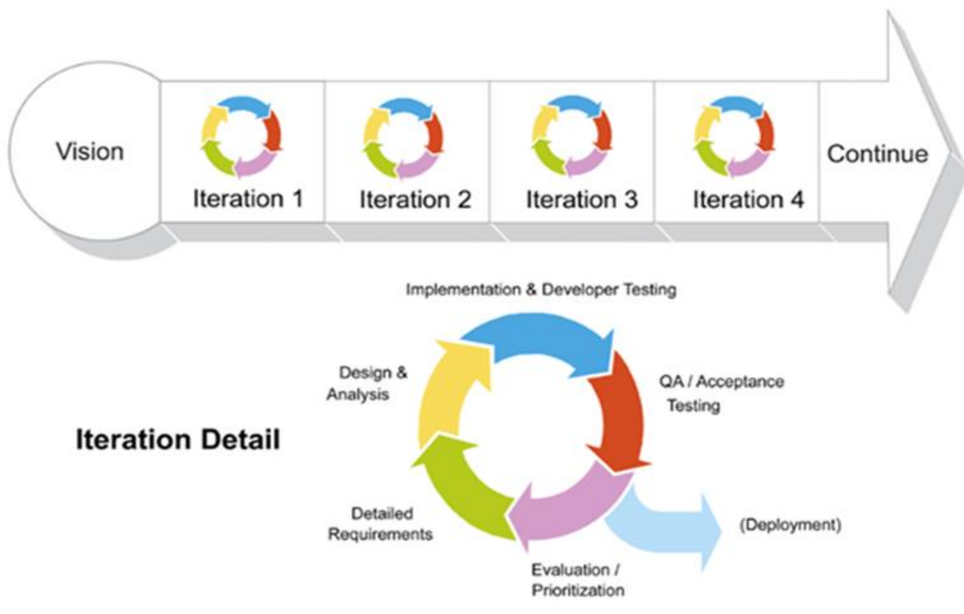
Agile software development methodology

TRC's engineering team uses the agile software development methodology to ensure ongoing or new solution requirements are based on user feedback and continue to evolve over time with client/user needs. TRC embraces an agile methodology because it:

- incorporates stakeholder feedback on an ongoing basis;
- increases stakeholder confidence through an evolutionary development process;
- facilitates ongoing improvements and a staged delivery process;
- quickly and responsively allows adjustments for project changes and shifting priorities;
- supports constant, sustainable development; and
- maximizes development efficiency by testing and addressing issues as they arise.

TRC provides regular, bi-weekly software updates. These incremental releases allow it to continually collect client feedback to guide application enhancements and upgrades. The cross-functional development teams work in two-week sprints with clear, structured objectives and designated team leadership. Each sprint regularly incorporates new feature developments, feature fixes, and feature enhancements based on stakeholder feedback.

After a sprint is completed, updates are deployed to a client's sandbox environment (a distinct, temporary, isolated environment used to test software prior to full release into the live usage environment) on a bi-weekly basis, and remain in the test environment for two weeks prior to being deployed to the live environment. These software updates typically contain new features, enhancements, and bug fixes to drive usability. Upon upgrading the test environment, formal release notes are distributed. These release notes contain detailed information on the features/upgrades. Collectively these practices enable clients to verify changes prior to deploying to the live environment.

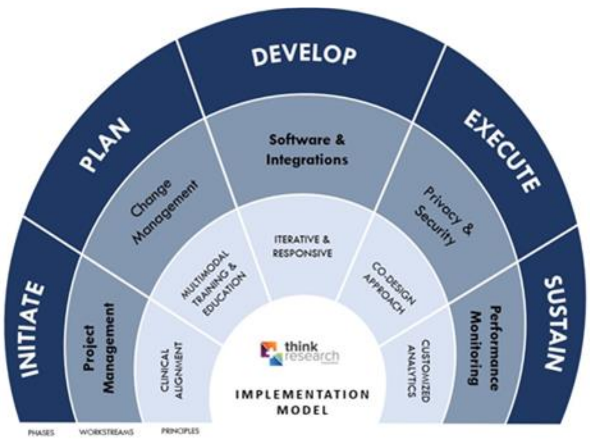


In order to deliver cloud-based solutions in the healthcare space, the TRC engineering team has adapted and evolved the agile software development model to better need the complex needs of the industry. A key consideration of clinical software is patient safety. Since its solutions are designed to enhance patient care through clinical knowledge, they must ensure that they do not introduce any clinical or technical risk to the system that may result in patient harm. Furthermore, by nature, healthcare data is highly sensitive - not only due to its personal nature, but also as it is highly sought after by malicious attackers. As such, the engineering and IT operational practices take a privacy and security by default approach helping ensure that patient data is kept confidential and the infrastructure is architected to protect against the most sophisticated of internal and external threats.

Service delivery model

The TRC approach to program management and implementation closely aligns to the Project Management Body of Knowledge principles and practice, while also maintaining agility and accountability to ensure effective design, development, and execution for a given technological solution. This approach to implementation has guided the systematic and standardized roll-out of numerous, large-scale programs and has been refined over time. TRC's numerous health care partners can attest to its professionalism and expertise in supporting broad organizational visions through meticulous project planning and execution.

The TRC Implementation Model outlines the foundational approach to TRC's large, multi-stakeholder IT implementations. Upon any project initiation, this structured approach is tailored to suit the specific needs of a given program in collaboration with key project stakeholders. This ensures that unique project realities, business requirements, and future state are understood so that the project is delivered on schedule, on budget, and to the complete satisfaction of the client.



The TRC model consists of five standard project **phases** across five central **workstreams**, and as guided by five cross-cutting **principles**. The main phases that guide this process are defined as:

PHASES	DESCRIPTION
INITIATE	Identify key stakeholders, establish project structure, governance, and resources with foundational processes in place.
PLAN	Creation of key project documentation and collaboration with stakeholders to collect and define requirements.
DEVELOP	Development and user testing of the solution based on information and insights gathered on design and business requirements.
EXECUTE	Implementation of the solution with appropriate communications, training, and technical supports in place.
SUSTAIN	Foster user adoption, provide ongoing support, and collect feedback from end-user and project sponsors to refine solution, pathways, and implementation.

Project workstreams serve to guide the main activities required for a successful implementation and are customized for unique program needs. Typically, these workstreams fall under the following work packages:

WORKSTREAMS	DESCRIPTION
PROJECT MANAGEMENT	Coordinating and guiding the successful delivery of activities across workstreams and ensuring accountable and transparent stakeholder communications.
CHANGE MANAGEMENT	Assessing current and future states to identify transitional needs across the implementation delivery.
SOFTWARE AND INTEGRATIONS	Delivery of a user-friendly solution that meets functional and business requirements with agnostic and interoperable systems architecture.

WORKSTREAMS	DESCRIPTION
PRIVACY AND SECURITY	Thorough evaluation of solution design, delivery, and flow to ensure privacy and security impacts are assessed and risks mitigated.
PERFORMANCE MONITORING	Provision of real-time data analytics to derive insights on adoption and inform continuous improvement efforts.

As there is no "one size fits all" implementation model, TRC upholds a set of principles that remain constant throughout implementation design and delivery, regardless of the scope, size, or structure. These principles include:

PRINCIPLES	DESCRIPTION
CLINICAL ALIGNMENT	Ensure every product and service offered by TRC is clinically informed and vetted to ensure clinical best practices are leveraged and workflows are consistent with clinical realities.
MULTIMODAL TRAINING AND EDUCATION	A variety of educational multimedia modalities, approaches, and tools are employed to reach diverse end-users with specific educational needs.
ITERATIVE AND RESPONSIVE	Apply an agile approach to both implementation and software design to allow for iterative learnings and feedback to guide and improve delivery and sustainability.
CO-DESIGN APPROACH	All implementation activities are collaborative in nature and that input is collected from a variety of impacted stakeholder groups and incorporated at the point of design.
CUSTOMIZED ANALYTICS	Allow access to highly customizable dashboards to promote the real-time access to data to guide and inform clinical decision making, program optimization, and operational performance.

Change management is a crucial part of the implementation of any initiative. TRC has significant experience guiding and supporting health care organizations through large, digital health implementations and the significant change component associated with them. Specifically, the risk of project failure, sustainability of change, and organizational resistance are highly likely without the appropriate change management plan in place. Therefore, each tool, process, and technique is designed to **support** and help facilitate changes in behaviour and attitude to promote a successful implementation.

TRC's approach to change management has been thoroughly tested and refined over the course of large, multi-year technology change initiatives. It has built upon change management leading practices and adapted them for the unique needs and health care interests of clients. Its change management approach encompasses strategies for governance, stakeholder engagement, workflow analysis, training, and communications.

Data delivery model

TRC has extensive experience designing dashboards in collaboration with diverse health care organizations to provide unique insights to inform quality improvement and service enhancement.

TRC recognizes the importance of data gathering and reporting in driving clinical, operational, performance, and management improvements. Through many of TRC's existing partnerships with health systems and provinces, it supports regular and iterative metric framing, aggregating, and reporting. Through these measures, it helps partners recognize opportunities for improvement, as well as allowing itself to be adaptive and responsive to evolving organizational priorities, clinical practice realities and healthcare trends.

TRC's goal is to provide easily accessible, multi-stakeholder dashboards that enable:

- Physicians to manage their practice and provide the best care;
- Administrators to maintain optimal services levels for patients;
- Regional health authorities to manage health care resources and initiatives;
- Provincial/system-level ministries to shape strategic priorities and broader care/funding models;
- Clinical Expert Associations to measure the adoption of their best practices at the point of care;
- Clients to monitor, evaluate, and evolve their programs over time; and
- TRC to iteratively enhance its solutions based on usage and outcomes.

Hundreds of TRC clients receive access to dashboards through the data analytics and visualization engine, Spotlight. Spotlight provides real-time metrics on health care data and trends in charts and graphs that are interactive and dynamic, allowing users to filter and drill-down into the data sets to derive real-time insights. Data is collected from solutions and integrated IT systems, such as EMRs or health information systems, to create robust data sets to generate insights that empower improved health care.

HealthCare Plus has been building a brand for higher quality, integrated care over the past three years through its digital first approach to primary care delivery. HealthCare Plus provides patients with the highest quality of care by putting them in the driver's seat of their health journey while supporting clinicians with a digitally optimized and integrated care delivery model. HealthCare Plus owns and operates seven integrated health clinics, including specialists and allied health, and a pharmacy serving the Greater Toronto Area, as well as manages an additional 16 health facilities, including diagnostic imaging and ultrasound. HealthCare Plus offers both urgent care and continued care (seniors care and long-term care) services to ensure patients receive the best care in a timely manner. HealthCare Plus clinicians act as the care coordinator for their patients offering both digital and in-person services and are empowered with the latest health solutions, including 24/7 virtual care, electronic referrals and a proprietary EMR system to streamline clinical workflows and optimize billing.

Product production

TRC develops most products and services in-house. Approximately 80% of its products are proprietary and 20% are commercial off-the-shelf solutions that are adapted to meet its specific needs. TRC maintains a network of over 100 leading medical experts as subcontractor consultants who can be leveraged to support the development and review of specialized libraries of clinical decision support tools. The use of subcontractors for the purposes of software product development is rare and restricted to situations where gaps in healthcare industry knowledge are not large and access to sensitive data is not a concern. This is not the case for HealthCare Plus where both solutions are done through an outsourcing arrangement. TRC intends to bring all software development in house and to leverage subcontractors for select services only.

Locations of existing property, plant and equipment

TRC is headquartered in downtown Toronto, Ontario. Think Research EU opened a European office at the Digital Hub in Dublin. Seven HealthCare Plus clinics are located throughout the Greater Toronto Area.

Payment terms of leases

TRC's leased properties are all leased from third parties on terms and conditions that are customary in commercial leases of this nature. Leases for certain of the TRC's premises include monthly rent payments payable in advance and additional rent and tenant allowance clauses. Each of TRC's material leased properties is listed below:

Location	Commencement	Expiry	Option to Renew	Good Standing	Arm's Length Landlord
25 Ontario St., Toronto, Canada	December 1, 2022	November 30, 2034	N	Y	Y
351 King St. E. #500, Toronto, Canada	December 1, 2019	December 1, 2022	Y	Y	Y

Specialized skill and knowledge requirements

Specialized clinical and technological skills are required to develop TRC products. Such skills and knowledge are made available to TRC through the use of the following specialists:

Specialists	Qualifications
Clinical Knowledge Translation Specialists are responsible for translating clinical best practices into executable content to be deployed electronically via cloud-based software for front-line clinicians.	Minimum 5 years of clinical experience as a Registered Nurse/Nurse Practitioner/Medical Doctor/Pharmacist in the community or acute care settings, and a postgraduate clinical degree (Masters, PhD, etc.). Demonstrated experience with designing and implementing clinical quality improvement initiatives.
Clinical Research Specialists provide research support to Clinical Knowledge Translation Specialists in maintaining a library of evidence-based order sets, protocols, clinical pathways, and other clinical decision support documents.	Postgraduate degree in nursing, health sciences, or biomedical sciences with a demonstrated research component.
Pharmacy Specialists provide advice on medication safety, best practices, and quality control, and align recommendations with hospital workflow and accreditation standards.	Minimum 5 years' experience as a clinical pharmacist in a hospital setting.
Clinical Implementation Specialists support providers (departments, HSPs, local health integration networks) in customizing order sets, care plans, clinical protocols, and decision support tools for local workflows, resources, and quality standards, and help facilitate client discussion towards consensus on clinical standards and workflow.	Minimum 5 years' clinical experience as a Registered Nurse/Nurse Practitioner/Medical Doctor/Pharmacist in the community or acute care settings. Proven experience with clinical change management and quality improvement.
Senior Software Development Engineers create web applications using TRC's suite of development tools and implement web interfaces by working closely with product and design teams to define feature specifications as well as IT operations and infrastructure teams to build and scale back-end services.	Minimum of 5 years' experience with Software Development; minimum of 2 years' experience with modern frontend development frameworks; minimum of 2+ years' relational DB experience; experience building and containerizing services; experience deploying, monitoring, and scaling services; and, experience designing and documenting Application Programming Interfaces (API).
Data Engineers / Scientists design and develop data platforms to support data science activities for machine learning and predictive analytics; implement data management frameworks; and are responsible for designing, developing, testing, and tuning of the data pipeline within the data platform infrastructure.	University degree in a S.T.E.M. program or equivalent work experience; 5 years' professional experience in a data engineering or big data development role; strong technical understanding of relational database, noSQL database, data warehousing, and big data; experience in designing and developing an end-to-end big data architecture; experience in data processing pipeline, batch processing and stream processing, and related tools.
Cloud and Infrastructure Engineers Accountable for developing, maintaining and monitoring production 24 * 7 * 365 infrastructure and ensure all systems are correctly configured, optimized for performance, scalable and secure.	5+ years' experience with design, implementation and management of highly available (HA) system architectures; 5 + years experience administering and troubleshooting Linux systems; Hands on experience with cloud infrastructure; Understanding of scripting languages with a focus on automation; and experience managing large-scale infrastructure using automation for provisioning, software deployment and configuration management.
Product Designers drive the evolution of TRC product suite across multiple devices with patient-safety always at the forefront. They work through the end-to-end	3+ years of product design experience shipping B2B and/or B2C products for web and mobile; strong understanding of critical thinking, design process and

Specialists	Qualifications
design process and translate complex user needs into intuitive experiences.	principles as demonstrated in a portfolio of live projects; and proficiency with current design tools.
Quality Assurance Analysts and Engineers Collaborate with owners and designers to develop, execute, and maintain test strategies, plans and automated scripts.	Minimum 3-5 years experience working in a development environment; BA/BSc in Computer Science, Information Technology or related technical field; and, strong understanding of testing methodologies.

Reputation and Competitive Position

For over a decade, TRC has driven health care innovation and efficiency by streamlining clinical practices, improving patient outcomes and building a reputation as a trusted health system partner. In healthcare, that level of trust in content being used to deliver care to patients is crucial and can be a barrier to entry for competitors in the market.

Data Protection and Protection of Privacy

In an environment where TRC's products are the connective tissue that enable better coordination of patients, clinicians, and health data across the continuum of care, privacy and security is crucial. As a trusted health system partner, TRC takes a diligent, multi-pronged approach to ensure that all personal health information ("**PHI**") and personal information is secure within its network by implementing technical, operational, and administrative safeguards to meet and exceed legislative, regulatory, policy, and contractual obligations.

Due to the nature of the products and services that it provides, TRC handles sensitive, confidential, and personal information in compliance with Canadian privacy legislation, such as PHIPA and the PIPEDA, as well as HIPAA and GDPR for its American and European clients, respectively. Protecting the integrity and confidentiality of the data is integral to the functions of the organization and the development and design of all products and services.

Key components of TRC's privacy program includes:

- A suite of privacy policies and procedures that support the effective management and operationalization of privacy by TRC;
- A comprehensive and role-based employee training and awareness program;
- Up-to-date and accurate privacy assessments of TRC's systems and services that involve PHI;
- Privacy risk management activities throughout the full lifecycle of TRC's systems and services that involve PHI; and
- Employment agreements that enforce privacy as a responsibility of every employee in the organization.

To ensure that practices and procedures in place provide protection and compliance is upheld and up-to-date, TRC completes quality assurance activities, which may include, but are not limited to:

- Conducting a privacy impact assessment and threat and risk assessment on the product/service to identify any perceived risks and implement a remediation plan for those identified risks, validating that the system and associated procedures meet privacy and security requirements.
- Having clearly defined roles and responsibilities for establishing accountability within the organization. For example, the Privacy Officer manages the privacy program, while the IT Operations team manages security operations functions, which may also include technical help desk support.
- Identifying checkpoints throughout phases of development to ensure privacy and security are assessed and managed accordingly. All proposed product features are viewed through a privacy and security lens.

Extent to which TRC's business is cyclical or seasonal

As a healthcare system transformation partner, TRC has been historically closely tied to local or federal fiscal cycles for contracting and payments. As it enters new markets and its EMR channel partnership function becomes more robust, TRC is able to sequence the timing of funding decisions to be well spread out over the calendar year.

Description of any aspect of TRC's business that may be affected in the 12-months following the date of this Statement

The current EMR landscape in Canada is changing to one where integrated ordering is an embedded part of the clinical systems. Major EMR players that were not historically present in Canada have started to reduce their prices by offering a clustered model where groups of hospitals can share a single EMR instance. This transition from a largely paper-based care model to a more digital model will occur over a period of several years for clients. Over the next 12 months, there are three clients that will be in a position to transition to their new EMR systems which would be considered at risk for renewal; these three clients represent approximately $700K in annual contract value.

Strategic initiatives and have already been initiated to reduce the risk of churn for these and all clients that are undergoing the EMR transitions. These initiatives include but are not limited to:

- expanding out clinical content connectivity offering to deploy content directly into these advance EMRs thus maintaining clinical content footprint in Canada;
- expanding clinical content solutions offering to meet complex care needs through clinical pathways; and
- introducing new clinical content products that enhance other aspects of the clinical workflow such as evidence-based documentation.

Number of employees, as at the most recent financial year end or as an average of that year

As of December 31, 2019, TRC had 163 employees, Arion had eight employees and the other entities to be acquired pursuant to the HCP acquisition had six employees.

Environmental regulations or controls on ownership or profit repatriation, or economic or political conditions that may materially affect TRC's operations

Due to the location and nature of its operations, TRC is not exposed to environmental or political risks to any material degree.

Any risks associated with foreign operations of TRC and any dependence of the segments upon the foreign operations

As TRC expands into foreign markets, two new risks are introduced into its operating model. While large scale EMRs, such as EPIC and Cerner, are present in these new markets, there is a larger, local EMR vendor community with an existing footprint. These vendors have a local monopoly across a large section of the healthcare market, especially in acute care. In order to capitalize on the market opportunity, TRC will need to streamline how it works and integrates with these local vendors including, but not limited to, revenue share, clinical content development and maintenance approach, implementation model, clinical and technical support, data and analytics, and up-sell opportunities. Furthermore, as is the case in the local markets where content execution is integrated into the EMR control over the clinical content, intellectual property will be key to protecting TRC's assets. There is a risk of providing its content to third-party vendors and it being shared without TRC's knowledge and/or financial compensation.

In order to address these risks, TRC is developing standard models, practices and legal structures to govern its partnership approach with third-party vendors. These standards will help speed market entry efforts and create legal safeguards for oversight of its content. In addition to business and legal models, TRC is, as part of the expansion of its clinical content deployment model, adding additional technical safeguards, such as API only content access, access audit logging and encrypted digital signature tracking.

Market for the Products

Market segment and specific geographical area

TRC's products and services operate across the healthcare continuum through its suite of knowledge based and clinical connectivity solutions. Its solutions are currently deployed in the following healthcare sectors:

- Acute care;
- Long-term care;
- Primary care;
- Community care; and
- Allied care.

While TRC's solutions are deployed at a local clinical setting, such as a hospital or healthcare clinic, the true value is unlocked at a broader system level, such as a province/state or national deployment. The three pillars of TRC's technology offerings (clinical standardization, clinical connectivity and clinical insights) help support larger, single-payer public health systems to ensure that care across the entire system is coordinated, evidence based and optimized. As such, TRC's geographical expansion strategy targets health systems similar to that of Canada's, including the European Union, United Kingdom, United Arab Emirates, Saudi Arabia, Qatar, Oman, Kuwait, Bahrain and Australia.

While TRC's core clinical knowledge services provide a strong value proposition to single-payer healthcare systems, its technology solutions are well suited for a multi-payer private healthcare model, such as that of the United States. TRC's cloud based, privacy compliant electronic forms solution is currently deployed at over 500 long-term care and retirement homes to optimize various administrative processes such as admissions.

Material industry trends that may impact ability to meet objectives

The shift to advance digital EMR capabilities, specifically Computerized Physician Order Entry requires a new model for clinical content, specifically in the areas of integrated content development processes, integrated content deployment technologies and integrated content execution data and reporting services. The demand for clinical decision support ("**CDS**") across the healthcare continuum requires an evolution of TRC's clinical standardization solution offering which was focused on point in time CDS through Order Sets, to CDS over a period/continuum through advanced clinical pathways.

Health System Challenges

Global healthcare spending will increase at an annual rate of 5.4% to approximately 15.30 Trillion by 2030 (2018 Global Health Care Outlook, Deloitte LLP; TRC assumptions). Not all of this spending is as evidenced by waste and medical errors. The information and data explosion is a major contributor to the global waste in healthcare, estimated to account for 20% of global healthcare expenditure, or US$1.74 trillion (Tackling Wasteful Spending on Health, OECD). More than 10% of hospital expenditure (~$230 Billion) is allocated to correcting preventable medical mistakes that occur within the hospital (Tackling Wasteful Spending on Health, OECD; TRC assumptions). As the problem continues to spiral, it will bankrupt companies and countries, and quality care will be out of reach for most of the world's population.

Healthcare Knowledge Challenge

It is impossible for individual clinicians to keep pace with the exponential growth of medical knowledge. It is estimated that the doubling time of medical knowledge in 1950 was 50 years; in 1980, 7 years; and in 2010, 3.5 years. In 2020 it is projected to be 0.2 years—just 73 days (Challenges and Opportunities Facing Medical Education, NCBI). This rapid expansion is making it impossible for TRC's care providers to assimilate and apply new clinical knowledge and best practices effectively. Technology is democratizing information and data access and flooding the healthcare system with both relevant and irrelevant data.

Implications of medical growth: over a million medical research papers published annually. Patient data is growing at a rate of 153 exabytes annually (Health Data Volumes Skyrocket, Legacy Data Archives On The Rise, Health Data Archiver). Traditional methods of knowledge translation, such as teaching and training, are incapable of coping with the explosion of data. Client care providers are faced with information and data overload which leads to patients suffering the consequences.

Evidence of market acceptance

The evidence of market acceptance of TRC's products include the shift towards evidence-based care, the need to improve care and deliver better patient outcomes and the need to support the continuum of care to align with consistency. The method used to determine whether market acceptance for such products exists include current revenues, diversity of revenue across sectors, length of contracts, the number of clients in the pipeline and dollar value of pipeline, and the number and size of partnerships entered into.

Obsolescence is a factor in the industry

While obsolescence is a factor in TRC's industry, it typically occurs over a long period of time. While healthcare is very fast-paced, the industry is slow at adopting change. Incumbents resist change and risks of early adoption exist as a critical market entry barrier. TRC is able to maintain its competitive position in this industry by addressing the more difficult challenges to product adoption, including adoption of generalized clinical content to local hospital or regional requirements and integration into clinical workflows so end-users are not required to switch between systems or perform redundant data entry. TRC is also able to provide a clear, measurable and reportable return on investment from clinical workflow optimization, reduction in healthcare spending, and improvements in patient outcomes.

Material market controls or regulations that may affect the marketing of the products

Material marketing controls that affect the marketing of TRC products include HIPAA, GDPR and PHIPA in the privacy and security space. Regarding payer models, Patient-Driven Payment Model in the United States is an example where there was a shift in buyer priority due to change in case-mix regulation for the skilled nursing facility market. Additionally, bundled payments and National Pharmacare affect TRC's marketing of products.

Effect of any seasonal variation

Healthcare decisions and spending are usually governed by a government's fiscal year. Federally in Canada, most health care decisions are made around March 31 each year. As a result, this creates seasonal variation in the portion of TRC's revenue that is tied to government spending in healthcare.

Marketing Plans and Strategies

TRC's business strategy is to acquire a diversified portfolio of customers in the North American and international markets by developing a broad range of solutions across the continuum of patient care that address health-system level challenges, such as clinical standardization. TRC plans to grow aggressively over the next 12 months through a focus on direct sales and revenue sharing opportunities via channel partnerships through building on international contracts awarded in Europe, the Middle East, and Australia. Its direct sales efforts are uniquely focused on enterprise sales of clinical content, content execution, and analytics solutions to hospitals, long-term care and retirement homes, health systems and private payers. Its partnership efforts center around clinical content and commercializing revenue share opportunities with EHRs, clinical associations, hospital affiliates and healthcare IT resellers.

TRC offers both SaaS and fee-for-service based offerings for clients and its products are licensed using a SaaS-based subscription model. Its value-added services (e.g. workflow analysis, clinical content localization, change management and governance, training, ongoing consultation) are available using a fee-for-service model. These services ensure solution utilization, end-user buy-in and continuous solution improvement.

Competitive Conditions

The Canadian and international healthcare IT industry is highly competitive and subject to rapid and significant technological change. TRC's competitors range from large multinational business information and medical publishing and analytics corporations, to small, single product companies that may limit activities to a particular solution for a single clinical service or region or territory. TRC has intentionally executed a strategy to develop a broad range of content and solutions relevant to an entire health system. As a result, TRC has and will continue to encounter competitors that have greater financial resources and marketing capabilities invested into a particular domain than TRC.

TRC's competitors in Canada and abroad are numerous and include, among others, major clinical decision support, clinical productivity software, and virtual care companies. Most competitors, however, are single purpose organizations exclusively focusing on a particular silo. While such organizations offer competition in any given category, there are very few, if any, competitors offering a complete suite of clinical knowledge, connectivity and digital care services aimed at system level transformation.

TRC Competitors

TRC competitors in the clinical decisions support space include, but are not limited to, the following:

- Zynx Order Sets
- Elsevier Clinical Path
- AgileMD
- Applied Pathways' Curion Platform

TRC competitor products in the clinical productivity space include, but are not limited to, the following:

- Provation
- Up to date

TRC competitors in the virtual care space include, but are not limited to, the following:

- Maple
- OnCall
- Novari Health
- Reacts
- InTouch Health
- Livecare
- TeleDoc (US only)
- Babylon

With respect to TRC's channel partnership strategy, its management expects to compete principally with other clinical decision support and clinical productivity software companies that seek to partner with mature EHR companies as part of their growth strategy.

Future Developments

Investment in Clinical Content

A portion of the net proceeds of the TRC Private Placement will be used to invest in evolving TRC's Clinical Content solutions across the continuum of care. This includes products in active development such as CDS-as-a-Service, developing new clinical pathways where content is localized to priority markets, and tools to accelerate and automate clinical content development and deployment. An immediate opportunity exists to deploy TRC's pharmacy specific CDS solution to HealthCare Plus' network of primary care clinics to enable a new era of clinical decision support, and also their network of pharmacies as a means to support an expanded scope of practice which enables pharmacists to provide, and bill for, an increasing number of services.

Proprietary Protection

TRC's proprietary protection is enabled through multiple patents and legal agreements including a Master Services Agreement, last updated on January 30, 2020, that applies to all clients.

Currently, TRC owns four unique patents, has received notice of approval for one, and is actively working on filing another four in the coming months. TRC's patent portfolio includes the following:

(1) Methods, software and devices for improving visibility of user-filled data in electronic form

- Jurisdiction: United States of America
- Date Granted: April 17, 2016
- Description: TRC's form filling solution applies a unique technique to grey out unselected text when submitting electronic documents. In the case of our Order Set product, the resulting document highlights all orders that have been selected and greyed out all orders that have not been selected. This allows for human interpretability in a fast and efficient manner.

(2) & (3) Automated generation of structured electronic representations of user-fillable forms

- Jurisdiction: Canada and United States
- Date grated: December 12, 2015 (US), April 7, 2020 (CAN)
- Description: TRC's DataBridge solution automated the creation of user-fillable forms, specifically order sets, based on fillable PDF documents by applying clinical heuristics and meta-data coding to create structured HTML forms that can be completed by users using a web-browser.

(4) System and methods for adding functionality to web-based applications having no extensibility features

- Jurisdiction: United States
- Date grated: June 10, 2018
- Description: In order to extend functionality of existing web-based applications and enable enhanced integration with third party systems, TRC has developed a privacy compliant method of adding functionality and data sources through a web browser based extension.

Selected Financial Information

The following table sets out a summary of selected financial information of TRC for the financial years ended September 30, 2019 and 2018 and the nine months ended June 30, 2020:

	Year ended September 30, 2018 (in thousands)	**Year ended September 30, 2019 (in thousands)**	**Nine months ended June 30, 2020 (in thousands)**
Total revenues	$14,892	$17,306	$15,475
Income (loss) from continuing operations	($12,826)	($11,842)	($8,298)
Net income (loss)	($12,431)	($13,284)	($9,238)
Total assets	$9,525	$9,081	$15,108
Total long term financial liabilities	$5,712	$5,463	$6,725
Cash dividends declared	$746	$893	$814
Cash and cash equivalents	$5,049	$1,808	$1,629
Gross profit	$10,268	$9,953	$9,611

The following tables set out a summary of the selected financial information of the companies (or groups of companies) to be acquired by HCP prior to completion of the HCP Acquisition.

HealthCare Plus Group of Clinics

	Year ended December 31, 2018	Year ended December 31, 2019	Six months ended June 30, 2020
Total revenues	$1,342,200	$1,385,639	$411,635
Income from continuing operations	$137,630	$230,987	$53,427
Net income (loss)	$20,994	$135,410	($2,582)
Total assets	$983,182	$874,185	$829,278
Total long term financial liabilities	$468,836	$456,495	$391,596
Cash dividends declared	$0	$0	$0
Cash	$217,537	$0	$0
Gross profit	$391,346	$556,497	$142,565

CIMCC

	Period from the date of incorporation to December 31, 2019	Six months ended June 30, 2020
Total revenues	$537,940	$901,942
Income from continuing operations	$223,124	$449,489
Net income	$141,136	$309,134
Total assets	$582,637	$912,524
Total long term financial liabilities	$86,597	$114,128
Cash dividends declared	$0	$0
Cash and cash equivalents	$122,006	$238,848
Gross profit	$424,269	$640,970

11419501 Canada Inc.

	Period from the date of incorporation to December 31, 2019	Six months ended June 30, 2020
Total revenues	$0	$118,971
Income (loss) from continuing operations	$0	($15,485)
Net income (loss)	($7,365)	($35,243)
Total assets	$100	$481,029
Total long term financial liabilities	$0	$356,024
Cash dividends declared	$0	$0
Cash and cash equivalents	$100	$1,656
Gross profit	$0	$40,494

See the interim and annual financial statements of TRC, the HealthCare Plus Group of Clinics, CIMCC and 111419501 Canada Inc. and the related management's discussion and analysis, which are included as Schedule "I" through Schedule "X" of this Statement.

Description of Securities

The authorized share capital of TRC consists of an unlimited number of TRC Common Shares, 7,500,000 TRC Class A Preferred Shares, and an unlimited number of TRC Class B Preferred Shares. As at the date of this Statement, there are 25,680,131 TRC Common Shares, 5,511,081 TRC Class A Preferred Shares, 113,000 TRC Class B Preferred Shares, 597,400 TRC Options, 39,773 TRC Warrants issued and outstanding.

As a result of the TRC Private Placement, there are 6,480,550 Subscription Receipts outstanding, convertible into TRC Common Shares on a one-for-one basis immediately prior to the filing of the Articles of Arrangement. If the Agents exercise their option to sell an additional 15% of the number of initial Subscription Receipts, there will be

7,448,432 Subscription Receipts outstanding, convertible into TRC Common Shares on a one-for-one basis immediately prior to the completion of the HCP Acquisition. TRC has received orders for an additional 615,852 Subscription Receipts which have not yet been issued under the TRC Private Placement, none of which are subscribed for by persons not at Arm's Length to the Resulting Issuer, except for 3,200 Subscription Receipts to Kirstine Stewart and 16,200 Subscription Receipts to Richard Wells, each a proposed director of the Resulting Issuer. Upon satisfaction of the Escrow Release Conditions and immediately prior to the completion of the HCP Acquisition, each Subscription Receipt will be automatically converted without any further consideration or action by the holder thereof into one TRC Common Share. All outstanding TRC Class A Preferred Shares will redeemed using a portion of the proceeds of the TRC Private Placement and there will be no Class A Preferred Shares issued and outstanding immediately prior to completion of the filing of the Articles of Arrangement. As a step in the Plan of Arrangement, the TRC Class B Preferred Shares will be converted into TRC Common Shares on a one-for-one basis and, assuming there are no Dissenting TRC Shareholders and that the Agents do not exercise their option to sell an additional 15% of the number of initial Subscription Receipts, there will be 34,692,903 TRC Common Shares issued and outstanding immediately prior to the filing of the Articles of Arrangement.

TRC Common Shares

Holders of TRC Common Shares shall be entitled to vote at all meetings of shareholders of TRC except meetings at which only the holders of the TRC Class A Preferred Shares as a class are entitled to vote, and shall be entitled to one vote at all such meetings in respect of each TRC Common Share held. After payment to the holders of the TRC Class A Preferred Shares of the amount or amounts to which they may be entitled, the holders of the TRC Common Shares shall be entitled to receive dividends declared by the board of directors of TRC and to receive the remaining property of TRC upon dissolution.

TRC Class A Preferred Shares

Holders of TRC Class A Preferred Shares shall not be entitled to vote at any meetings of shareholders of TRC except meetings at which only the holders of the TRC Class A Preferred Shares as a class are entitled to vote, and shall be entitled to one vote at all such meetings in respect of each TRC Class A Preferred Share held. The holders of the TRC Preferred Shares shall have the right at all times to appoint one member to the TRC Board and the board of directors of TRC Opco. The holders of TRC Class A Preferred Shares shall be entitled to vote separately as a call with respect to certain events in respect of TRC and TRC Opco (including the issuance of shares ranking ahead of the TRC Class A Preferred Shares with respect to dividends, the approval of liquidation or dissolution, and certain material matters out of the ordinary course of business).

TRC's articles provide that, from March 25, 2016: (a) TRC shall declare and pay to the holders of TRC Class A Preferred Shares a fixed cumulative monthly dividend totaling eight percent of the redemption price of all outstanding TRC Class A Preferred Shares in each case to be paid by TRC to the holders of TRC Class A Preferred Shares on a *pro rata* basis (the "**Monthly Dividend**"); and (b) TRC shall redeem on a monthly basis the number of TRC Class A Preferred Shares as set out in TRC's articles to be redeemed on such date by the payment in cash to the holders of such TRC Class A Preferred Shares of the applicable amount (the "**Redemption Payment**"). TRC may redeem all or from any part of the outstanding TRC Class A Preferred Shares without the consent of the holders of the TRC Class A Preferred Shares, on not more than 60 days' and not less than two days' prior notice, by the payment of an amount in cash for each such share so redeemed of $1 per share, provided that each redemption shall be for a minimum number of 25,000 TRC Class A Preferred Shares.

Upon the occurrence of certain events (including any fraud or willful misconduct by or on behalf of TRC and TRC Opco, the unremedied failure by TRC to pay any Monthly Dividend, Redemption Payment or Final Redemption Payment (as defined below), the institution of insolvency or bankruptcy proceedings and dissolution), TRC shall redeem the TRC Class A Preferred Shares and pay to the holders of the TRC Class A Preferred Shares (a) all Redemption Payments that have not yet been paid and (b) any accrued and unpaid Monthly Dividends which shall be paid in full to the holders of TRC Class A Preferred Shares (the "**Final Redemption Payment**"), prior to any amounts being paid or any property or assets of TRC being distributed to the holders of the TRC Common Shares or to the holders of any other shares of the TRC. Upon the earlier of (a) the date that is fifteen years following the original issuance of TRC Class A Preferred Shares and (b) the occurrence of a change of control, TRC shall redeem all of the then outstanding TRC Class A Preferred Shares by the payment to the holders of such TRC Class A Preferred Shares of the Final Redemption Payment.

TRC may make distributions or pay dividends on the TRC Common Shares and/or on any other class of shares of TRC in an aggregate amount of up to $1,000,000 per calendar year for all such shares, provided that any such dividends may only be paid to the extent that prior thereto TRC has redeemed TRC Class A Preferred Shares for an aggregate Redemption Payment of at least $1,000,000 in such calendar year. In the event of the dissolution, liquidation or winding-up of TRC, the holders of the TRC Class A Preferred Shares shall be entitled to receive an amount equal to the then-outstanding Redemption Payment (and no more) before any amount shall be paid or any property or assets of the TRC is distributed to holders of TRC Class B Preferred Shares or TRC Common Shares.

TRC Class B Preferred Shares

Holders of TRC Class B Preferred Shares shall not be entitled to vote at any meetings of shareholders of TRC except meetings at which only the holders of the TRC Class B Preferred Shares as a class are entitled to vote, and shall be entitled to one vote at all such meetings in respect of each TRC Class B Preferred Share held. After payment to the holders of the TRC Class A Preferred Shares of the amount or amounts to which they may be entitled, the holders of the TRC Class B Preferred Shares shall be entitled to receive non-cumulative dividends declared by the board of directors of TRC. Upon dissolution of TRC, if any amount of declared non-cumulative dividends or any amount payable on any such distribution of assets constituting a return of capital in respect of the TRC Class B Preferred Shares is not paid in full, the TRC Class B Preferred Shares shall participate ratably with the TRC Common Shares in respect of all such dividends and amounts.

TRC or any holder of TRC Class B Preferred Shares shall have the right at any time to convert any of the TRC Class B Preferred Shares held by such holder to fully paid and non-assessable TRC Common Shares on a one-for-one basis upon execution of a conversion notice in writing. All, and not less than all, of the TRC Class B Preferred Shares held by a shareholder shall automatically convert into fully paid and non-assessable TRC Common Shares on a one-for-one basis immediately upon the termination of the holder's employment by TRC Opco.

Consolidated Capitalization

The table below summarizes TRC's consolidated capitalization as at September 30, 2019 and as at November 18, 2020. The table below should be read in conjunction with the financial statements of TRC, including the notes thereto and the management's discussion and analysis thereon, which are included in Schedule "I" through Schedule "L" to this Statement.

Description	Number Authorized	Outstanding as at September 30, 2019	Outstanding as at November 18, 2020
TRC Common Shares	Unlimited	23,523,442	25,680,131
TRC Class A Preferred Shares	7,500,000	6,015,603	5,511,081
TRC Class B Preferred Shares	Unlimited	97,000	113,000
TRC Options[(1)]	N/A	430,139	597,400
Subscription Receipts	N/A	0	6,480,550
TRC Warrants	N/A	56,142	39,773

Notes:

(1) Each of the outstanding 597,400 TRC Options entitles the holder thereof to purchase one TRC Common Share at an exercise price of $0.01 per TRC Common Share. See "*Information Concerning the Resulting Issuer – Options to Purchase Securities*" for the expiry dates of the outstanding TRC Options.

(2) As at June 30, 2020, TRC had a deficit of $78,863,589.

Prior Sales

There is no public market for the TRC Shares, TRC Class A Preferred Shares or TRC Class B Preferred Shares. During the 12-month period prior to the date of this Statement, TRC securities have been issued as follows:

Date	Number and Type of Securities	Issue/Exercise Price Per Security	Aggregate Issue Price
November 13, 2020	6,480,550 Subscription Receipts	$4.65	$30,134,557.50
September 23, 2020	12,500 TRC Common Shares	$0.01	$125.00
June 30, 2020	34,000 TRC Common Shares	$0.01	$340.00

Date	Number and Type of Securities	Issue/Exercise Price Per Security	Aggregate Issue Price
June 3, 2020	1,500 TRC Common Shares	$0.01	$15.00
June 1, 2020	39,500 TRC Common Shares	$0.01	$395.00
May 1, 2020	10,625 TRC Common Shares	$0.01	$106.25
February 28, 2020	53,000 TRC Common Shares	$6.60	$349,800.00
February 12, 2020	1,500 TRC Common Shares	$0.01	$15.00
February 1, 2020	375 TRC Common Shares	$0.01	$3.75
January 17, 2020	274,250 TRC Common Shares	$0.01	$2,742.50
December 1, 2019	59,500 TRC Common Shares	$0.01	$595.00
November 29, 2019	20,000 TRC Common Shares	$0.01	$200.00
November 20, 2019	9,000 TRC Common Shares	$0.01	$90.00
October 1, 2020	23,094 TRC Common Shares	$0.01	$230.94
March 16, 2020	55,512 TRC Warrants	$0.01	$555.12
March 16, 2020	16,000 TRC Class B Preferred Shares	$0.01	$160.00
October 1, 2020	49,850 TRC Options	$0.01	N/A
May 11, 2020	1,500 TRC Options	$0.01	N/A
March 30, 2020	4,000 TRC Options	$0.01	N/A
February 21, 2020	2,500 TRC Options	$0.01	N/A
December 12, 2019	15,000 TRC Options	$0.01	N/A

Directors and Executive Officers

The table below sets out certain information regarding the executive officers of TRC as of the date of this Statement.

Name and Province or State and Country of Residence, and Position(s) with TRC	Principal Occupation	Periods during Which Director or Executive Officer has Served	Number and Percentage of TRC Common Shares Owned, or Controlled or Directed
Sachin Aggarwal Ontario, Canada Director and Chief Executive Officer	Director and Chief Executive Officer of TRC	Director since March 28, 2014. Chief Executive Officer since May 1, 2014; previously, Chief Operating Officer from September 17, 2010 to April 30, 2014.	4,220,619 TRC Common Shares(1) (16.43%)
Mark Sakamoto Ontario, Canada Director and Executive Vice President	Director and Executive Vice President of TRC	Director since March 28, 2014. Executive Vice President of TRC since May 1, 2014; previously, Vice President Business Development from February 25, 2012 to April 30, 2014.	1,542,414 TRC Common Shares(2) (6.00%)
Joanna Carroll Ontario, Canada Chief Operating Officer	Chief Operating Officer of TRC	Chief Operating Officer since October 7, 2016. Previously, Chief Talent Officer and Vice President of Legal from February 25, 2012 to October 7, 2016.	629,066 TRC Common Shares(3) (2.44%)
Saurabh Mukhi Ontario, Canada Chief Technology Officer	Chief Technology Officer of TRC	Chief Technology Officer since November 20, 2014.	499,200 TRC Common Shares(4) (1.94%)
Alex Dvorkin	Interim Chief	Interim Chief Financial	0 (0%)

Name and Province or State and Country of Residence, and Position(s) with TRC	Principal Occupation	Periods during Which Director or Executive Officer has Served	Number and Percentage of TRC Common Shares Owned, or Controlled or Directed
Ontario, Canada Interim Chief Financial Officer and Vice President, Finance	Financial Officer and Vice President, Finance	Officer and Vice President, Finance since October 1, 2020.	

Notes:

(1) Sachin Aggarwal is the registered and beneficial owner of 2,331,380 TRC Common Shares, and, as chief executive officer of TRC, Mr. Aggarwal serves as a trustee of the TRC employee voting trust and in such capacity exercises direction over 1,889,239 TRC Common Shares (including 291,000 TRC Common Shares of which he is the beneficial owner) held in the TRC employee voting trust. The TRC employee voting trust will terminate in connection with the Arrangement.

(2) Mark Sakamoto is the registered and beneficial owner of 1,319,414 TRC Common Shares and is the beneficial owner of 223,000 TRC Common Shares held in the employee voting trust. The TRC employee voting trust will terminate in connection with the Arrangement.

(3) Joanna Carroll is the registered and beneficial owner of 451,400 TRC Common Shares and is the beneficial owner of 177,666 TRC Common Shares held in the employee voting trust. The TRC employee voting trust will terminate in connection with the Arrangement.

(4) Saurabh Mukhi is the registered and beneficial owner of 193,200 TRC Common Shares and the beneficial owner of 306,000 TRC Common Shares held in the employee voting trust. The TRC employee voting trust will terminate in connection with the Arrangement.

Employment Agreements

Mr. Sachin Aggarwal (CEO) commenced employment with TRC on, or about, September 15, 2010. Following several changes to his role and position in TRC, Mr. Aggarwal entered into an employment agreement with TRC on May 11, 2015. Mr. Aggarwal earns a base salary of $375,000, is entitled to four weeks' vacation, and is eligible for a discretionary cash bonus of up to 100% of his annual base salary based upon achievement of personal goals and company performance. In addition to his base salary, Mr. Aggarwal is entitled to participate in TRC's employee stock option plan (the "**ESOP**") and, upon completion of the Arrangement, will be entitled to participate in the New LTI Plan upon meeting established goals and objectives. In addition to the fully funded health benefits plan, TRC reimburses Mr. Aggarwal for expenses incurred relating to his membership with the Law Society of Upper Canada and membership and expenses related to the Young Presidents Association. In accordance with his employment agreement, upon termination of his employment on a without cause basis, Mr. Aggarwal is entitled to twelve months' notice of termination, or compensation in lieu of notice, plus an additional one month's notice, or compensation in lieu of notice, in respect of each year, or partial year of service, for which he has been employed, to a maximum of 18 months' notice. In light of his tenure with TRC, Mr. Aggarwal has maximized his entitlement to this benefit on termination. In addition, Mr. Aggarwal's employment agreement entitles him to a maximum of 18 months' notice, or compensation in lieu of notice, in the event of an uncured and material change to his duties or responsibilities without consent, and 18 months' notice, or compensation of notice, in the event of a change in control. For the purposes of his employment agreement, a "change in control" is deemed to occur when following a transaction, or series of transactions, the shareholders of TRC hold less than 50% of the voting shares of TRC or where a transaction, or series of transactions, results in the majority of the directors of TRC being removed, or resigning, from office. Mr. Aggarwal is subject to restrictive covenants including confidentiality, ownership of work, non solicitation of both clients and employees of TRC for a period of 12 months following the termination or resignation of his employment with TRC. Except as set out above, Mr. Aggarwal does not benefit from any additional bonus, commissions, or variable compensation.

Mr. Saurabh Mukhi (CTO) commenced employment with TRC on May 13, 2013. Following several changes to his role and position, Mr. Mukhi entered into an employment agreement with TRC on May 11, 2015. Mr. Mukhi earns a base salary of $250,000, is entitled to four weeks' vacation, and is eligible for a discretionary cash bonus of up to 100% of his annual base salary based upon achievement of personal goals and company performance. In addition to his base salary, Mr. Mukhi is entitled to participate in the ESOP and will, upon completion of the Arrangement, be entitled to participate in the New LTI Plan upon meeting established goals and objectives. In accordance with his employment agreement, upon termination of his employment on a without cause basis, Mr. Mukhi is entitled to 12 months' notice of termination, or compensation in lieu of notice, plus an additional one month's notice, or compensation in lieu of notice, in respect of each year, or partial year of service, for which he has been employed, to a maximum of 18 months' notice. In addition, Mr. Mukhi's employment agreement entitles him to a maximum of 18 months' notice, or compensation in lieu of notice, in the event of an uncured and material change to his duties or responsibilities without consent, and 18 months' notice, or compensation of notice, in the event of a change in control. For the purposes of his employment agreement, a "change in control" is deemed to occur when following a transaction, or series of transactions, the shareholders of TRC hold less than 50% of the voting shares of TRC or where a transaction, or series of transactions, results in the majority of the directors of TRC being removed, or resigning, from office. Mr. Mukhi is subject to restrictive covenants including confidentiality, ownership of work, non solicitation of both clients and employees of TRC for a period of 12 months following the termination or resignation of his employment with TRC. Except as set out above, Mr. Mukhi does not benefit from any additional bonus, commissions, or variable compensation.

Ms. Joanna Carroll (CAO) commenced employment with TRC on, or about, February 25, 2012. Following several changes to her role and position in TRC, Ms. Carroll entered into an employment agreement with TRC on May 11, 2015. Ms. Carroll earns a base salary of $250,000, is entitled to four weeks' vacation, and is eligible for a discretionary cash bonus of up to 100% of her annual base salary based upon achievement of personal goals and company performance. In addition to her base salary Ms. Carroll is entitled to participate in the ESOP and will, upon completion of the Arrangement, be entitled to participate in the New LTI Plan upon meeting established goals and objectives. In addition to the fully funded health benefits plan, TRC reimburses Ms. Carroll for expenses incurred relating to her membership with the Law Society of Upper Canada and fees associated with her professional indemnity insurance LAWPro. In accordance with her employment agreement, upon termination of her employment on a without cause basis, Ms. Carroll is entitled to 12 months' notice, or compensation in lieu of notice, plus an additional one month's notice, or compensation in lieu of notice, in respect of each year, or partial year of service, for which she has been employed, to a maximum of 18 months' notice. In light of her tenure with TRC, Ms. Carroll has maximized her entitlement to this benefit on termination. In addition, Ms. Carroll's employment agreement entitles her to a maximum of 18 months' notice, or compensation in lieu of notice, in the event of an uncured and material change to her duties or responsibilities without consent, and 18 months' notice, or compensation of notice, in the event of a change in control. For the purposes of her employment agreement, a "change in control" is deemed to occur when following a transaction, or series of transactions, the shareholders of TRC hold less than 50% of the voting shares of TRC or where a transaction, or series of transactions, results in the majority of the directors of TRC being removed, or resigning, from office. Ms. Carroll is subject to restrictive covenants including confidentiality, ownership of work, non-solicitation of both clients and employees of TRC for a period of 12 months following the termination or resignation of her employment with TRC. Except as set out above, Ms. Carroll does not benefit from any additional bonus, commissions, or variable compensation.

Mr. Parminder Singh (Managing Director, Clinical Services) entered into an employment agreement with TRC on October 18, 2020. Mr. Singh earns a base salary of $250,000, is entitled to four weeks' vacation, and is eligible for a discretionary cash bonus of up to 100% of his annual base salary based upon achievement of personal goals and company performance. In addition to his base salary Mr. Singh is entitled to participate in the ESOP and will, upon completion of the Arrangement, be entitled to participate in the New LTI Plan upon meeting established goals and objectives. In accordance with his employment agreement, upon termination of his employment on a without cause basis, Mr. Singh is entitled to 28 weeks' notice, or compensation in lieu of notice, plus an additional four weeks' notice, or compensation in lieu of notice, in respect of each year, or partial year of service, for which he has been employed, to a maximum of 52 weeks' notice. In addition, Mr. Singh's employment agreement entitles him to a maximum of 15 months' notice, or compensation of notice, in the event of a change in control. For the purposes of his employment agreement, a change in control is deemed to occur when following a transaction, or series of transactions, the shareholders of TRC hold less than 50% of the voting shares of TRC or where a transaction, or series of transactions, results in the majority of the directors of TRC being removed, or resigning, from office. Mr. Singh is subject to restrictive covenants including confidentiality, ownership of work, non solicitation of both clients and employees of TRC for a period of 12 months following the termination or resignation of his employment with TRC. Except as set out above, Mr. Singh does not benefit in any additional bonus, commissions, or variable compensation.

Mr. Alex Dvorkin (Interim CFO & VP Finance) entered into an employment agreement with TRC on February 20, 2020. Mr. Dvorkin earns a base salary of $145,000, is entitled to four weeks' vacation, is entitled to participate in the ESOP and will, upon completion of the Arrangement, be entitled to participate in the New LTI Plan upon meeting established goals and objectives. In accordance with his employment agreement, upon termination of his employment on a without cause basis, Mr. Dvorkin is entitled to two weeks' notice of termination, or compensation in lieu of notice, plus an additional one month's notice, or compensation in lieu of notice, in respect of each year, or partial year of service, for which he has been employed, to a maximum of 52 weeks' notice. Mr. Dvorkin is subject to restrictive covenants including confidentiality, ownership of work, non solicitation of both clients and employees of TRC for a period of 12 months following the termination or resignation of his employment with TRC. Except as set out above, Mr. Dvorkin does not benefit in any additional bonus, commissions, or variable compensation.

Risk Factors

Shareholders should carefully consider the following risk factors relating to the business of TRC and HCP, as well as the risk factors set out in the body of the Statement under the heading "Risk Factors".

Risks Related to the Business of TRC

Risks related to confidential personal and health information

TRC has access, due to the nature of the products and services provided, to confidential and personal health information. There can be no assurance that TRC's existing policies, procedures and systems will be sufficient to address the privacy concerns of existing and future clients. TRC's products are used to transmit, receive and store a large volume of data, including personal information, personal health information and other confidential information. TRC's clinical services division, through HCP, also manages large volumes of data, including personal information, personal health information and other confidential information. In addition to utilizing technologies provided directly by TRC, HCP also leverages third party tools to provide patient care services. These tools are a combination of locally installed and cloud-based applications which may be subject to similar risks of unauthorized access to personal information. TRC does not regularly monitor or review 100% of the content that its customers upload and store and, therefore, does not control the substance of some content on its servers, which may include personal information or personal health information in unmonitored and unprotected sections of the technology. TRC may experience successful attempts by third parties to obtain unauthorized access to the personal information of its customers. This information could also be otherwise exposed through human error or malfeasance. The unauthorized access or compromise of this personal information could have an adverse effect on TRC's business, reputation, financial condition and results of operations.

TRC is also subject to various laws regarding privacy, health privacy and protection of data. Some jurisdictions have enacted laws requiring companies to notify individuals and local government representatives and offices, such as a Privacy Commissioner, of data security breaches involving certain types of personal data, and agreements with certain customers may require TRC to notify them in the event of a security incident.

TRC currently maintains a robust privacy program, which includes: (i) a suite of privacy policies and procedures that support effective privacy management; (ii) a comprehensive and role-based employee training and awareness program; (iii) up-to-date and accurate privacy assessments of TRC's systems and services that involve personal health information; (iv) privacy risk management activities, such as vulnerability scanning and penetration testing, throughout the full lifecycle of TRC's systems and services that involve personal health information; and (v) employment agreements that are designed to enforce privacy as a responsibility of every employee in the organization; however, TRC cannot guarantee that such protocols and procedures will be sufficient to prevent data breaches.

In addition, the interpretation of data protection laws in Canada, the United States and elsewhere, and their application to online platforms, including virtual care, are in a state of flux. There is a risk that these laws may be interpreted and applied in conflicting ways from jurisdiction to jurisdiction, and in a manner that is not consistent with TRC's current data protection practices. Changes to such data protection laws may impose more stringent requirements for compliance and impose significant penalties for non-compliance. Any such new laws or regulations, or changing interpretations of existing laws and regulations, may cause TRC to incur significant costs and effort to ensure compliance.

TRC's failure to comply with laws related to privacy and the protection of data, as applicable, could lead to significant fines and penalties imposed by regulators, as well as claims by its customers and their customers. These proceedings or violations could force TRC to spend money in defence or settlement of such proceedings, result in the imposition of monetary liability, divert management's time and attention, increase TRC's costs of doing business, and adversely affect TRC’s reputation and the demand for its products. In addition, if TRC’s security measures fail to adequately protect personal information, TRC could be liable to both its customers and their customers for their losses. As a result, TRC could be subject to fines and face regulatory action, and its customers could end their relationships with TRC. There can be no assurances that the limitations of liability in TRC’s contracts would be enforceable or adequate or would otherwise protect TRC from any such liabilities or damages with respect to any particular claim. TRC also cannot be sure that its existing general liability insurance coverage and coverage for errors and omissions will continue to be available on acceptable terms or at all, or will be available in sufficient amounts to cover one or more large claims, or that its insurers will not deny coverage as to any future claim. The successful assertion of one or more large claims against TRC that exceeds its available insurance coverage, or changes in its insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have an adverse effect on its business, financial condition and results of operations.

Risks related to possible software product and service defects

TRC’s software products and services are highly complex and sophisticated and, from time to time, may contain design defects, software errors, hardware failures or other computer system failures that are difficult to detect and correct. If these defects are discovered, TRC may not be able to successfully correct such errors in a timely manner.

In addition, despite the extensive tests TRC conducts on all its software products and services, TRC may not be able to fully simulate the environment in which its products or services will operate and, as a result, TRC may be unable to adequately detect design defects or software or hardware errors which may become apparent only after the product is installed in an end-user's network, and users have transitioned to TRC’s services. The occurrence of errors and failures in TRC’s software products or services could result in the delay or the denial of market acceptance of its product. More importantly, since TRC products are used to provide patient care, such errors may result in care delivery errors resulting in patient safety risks. Alleviating such errors and failures may require TRC to make significant expenditure of its resources. Customers often use TRC’s services and solutions for critical business processes and as a result, any defect or disruption in TRC’s solutions may cause customers to reconsider using the software.

The harm to TRC’s reputation resulting from product or service errors may be materially damaging. Since TRC regularly provides a warranty with its software product, the financial impact of fulfilling warranty obligations may be significant. TRC’s agreements with its strategic partners and end-users typically contain provisions designed to limit its exposure to claims. However, such provisions may not effectively protect TRC against claims and the attendant liabilities and costs associated with such claims. Any claims for actual or alleged losses of TRC’s customers may require TRC to spend significant time and money in litigation or arbitration or to pay significant settlements or damages. Defending a lawsuit, regardless of merit, can be costly and would divert management's attention and resources. Although TRC maintains insurance coverage, such coverage may not be adequate to cover all such claims. Accordingly, any such claim could negatively affect its business, financial position, results of operations or cashflows.

Risks related to changes in technology and TRC’s ability to enhance its products and develop new products

TRC operates in a competitive industry characterized by rapid technological change and evolving industry standards. TRC’s ability to attract new customers, retain existing customers and increase revenue from existing customers will depend largely on its ability to anticipate industry standards and trends, respond to technological advances in its industry, and to continue to enhance existing products or to design and introduce new products on a timely basis to keep pace with technological developments and its customers’ increasingly sophisticated needs. The success of any enhancement or new product depends on several factors, including the timely completion and market acceptance of the enhancement or new product. Any new product TRC develops or acquires might not be introduced in a timely or cost-effective manner and might not achieve the broad market acceptance necessary to generate significant revenue.

If any of TRC’s competitors implements new technologies before TRC is able to implement them, those competitors may be able to provide more effective products than TRC at lower prices. Any delay or failure in the introduction of new or enhanced products could harm TRC’s business, results of operations and financial condition.

TRC’s ability to design, develop and commercially launch new products depends on a number of factors, including, but not limited to, its ability to design and implement solutions and services at an acceptable cost and quality, the availability of critical components from third parties and its ability to successfully complete the development of products in a timely manner. There is no guarantee that TRC will be able to respond to market demands. If TRC is unable to effectively respond to technological changes, or fails or delays to develop products in a timely and cost-effective manner, its products and services may become obsolete, and TRC may be unable to recover its research and development expenses which could negatively impact sales, profitability and the continued viability of its business.

Risks related to upgrading and maintaining information and technology systems

TRC relies on various information technology systems to manage its operations. There are inherent costs and risks associated with maintaining, modifying and/or changing these systems and implementing new systems, including potential disruption of TRC's internal control structure, substantial capital expenditures, additional administration and operating expenses, retention of sufficiently skilled personnel to implement and operate its systems, demands on management time and other risks and costs of delays or difficulties in transitioning to new systems or of integrating new systems into TRC's current systems. In addition, TRC's information technology system implementations may not result in productivity improvements at a level that outweigh the costs of implementation. The implementation of new information technology systems may also cause disruptions in TRC's business operations that may result in an adverse effect on its financial position, results of operations or cashflows.

Risks related to technology infrastructure

TRC's continued growth depends, in part, on the ability of its existing and potential customers to access its platform 24 hours a day, seven days a week, without interruption or degradation of performance. TRC may experience disruptions, data loss, outages and other performance problems with its infrastructure due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, capacity constraints, denial-of-service attacks, or other security related incidents.

In some instances, TRC may not be able to identify the cause or causes of these performance problems immediately or in short order. TRC may not be able to maintain the level of service uptime and performance required by its customers, especially during peak usage times and as its products become more complex and its user traffic increases.

If TRC's platform is unavailable or if TRC's customers are unable to access its products or deploy them within a reasonable amount of time, or at all, TRC's business would be harmed. Since TRC's products are considered essential to TRC's customers and customers rely on TRC's service to access and complete their work, any outage on TRC's platform would impair the ability of its customers to perform their work, which would negatively impact TRC's brand, reputation, customer satisfaction, and result in financial penalties payable by TRC.

Risks related to industry competition

The industry in which TRC operates is highly competitive, evolving and is characterized by technological change. Current or future competitors may have longer operating histories, larger customer bases, greater brand recognition and more extensive commercial relationships in certain jurisdictions, and greater financial, technical, marketing and other resources than TRC. As a result, TRC's competitors may be able to develop products and services better received by customers or may be able to respond more quickly and effectively than TRC can to new or changing opportunities, technologies, regulations or customer requirements.

In addition, larger competitors may be able to leverage a larger installed customer base and distribution network to adopt more aggressive pricing policies and offer more attractive sales terms, which could cause TRC to lose potential sales or to sell its solutions at lower prices.

Competition may intensify as TRC's competitors enter into business combinations or alliances or raise additional capital, or as established companies in other market segments or geographic markets expand into TRC's market segments or geographic markets. TRC may also face additional competition from new entrants into the industry. If TRC cannot compete against existing and future competitors, its business, results of operations and financial condition could be materially and adversely affected.

TRC's success will be dependent on its ability to market its products and services. There is no guarantee that TRC's products and services will remain competitive. Unforeseen competition, and the inability of TRC to effectively develop and expand the market for its products and services, could have a significant adverse effect on the growth potential of TRC. TRC cannot assure that it will be able to compete effectively against existing and future competitors. In addition, competition or other competitive pressures may result in price reductions, reduced margins or loss of market share, any of which could have a material adverse effect on TRC's business, financial condition or results of operations.

Risks related to client base

TRC relies on a limited number of clients for a substantial portion of its total revenue, and many of these clients are government-related entities. The loss of any of TRC's key contracts with these clients or a failure of some of them to renew or expand their relationships with TRC could have a material and adverse effect on TRC's financial condition or results or operations and have a significant impact on the growth rate of TRC's revenue, reputation and ability to obtain new clients.

Regulatory risks

Healthcare service providers are subject to various governmental regulation and licensing requirements and, as a result, TRC's business operates in an environment in which government regulations and funding play a key role. The level of government funding directly reflects government policy related to healthcare spending, and decisions can be made regarding such funding that are largely beyond TRC's control. Any change in governmental regulation, delisting of services, and licensing requirements relating to healthcare services, or their interpretation and application, could adversely affect the business, financial condition and results of operations of the business. In addition, TRC could incur significant costs in the course of complying with any changes in the regulatory regime applicable to its business. Non-compliance with any existing or proposed laws or regulations could result in audits, civil or regulatory proceedings, fines, penalties, injunctions, recalls or seizures, any of which could adversely affect the reputation, operations or financial performance of TRC.

TRC operates offices in Canada and Ireland and offers its products and services in the European Union, Canada, the United States, Gulf Cooperation Council (GCC), Australia and other countries. As a result, it is and will be subject to a variety of laws in these regions, including laws regarding consumer protection, privacy, data residency, intellectual property, taxation, content suitability, distribution and antitrust, that are continuously evolving and developing. The scope, enforcement and interpretation of the laws that are or may be applicable to TRC and its subsidiaries are often uncertain and may be conflicting. It is also likely that as TRC's business grows and expands into a greater number of countries, it will become subject to laws and regulations in additional jurisdictions. Compliance with applicable laws or regulations could be very difficult or liability could arise under these laws or regulations due to amendments to or evolving interpretation and enforcement of such laws and regulations. As a result, TRC could be directly harmed and may be forced to implement new measures to reduce its exposure to this liability. This may require substantial resources to be expended or a modification of its product and services, which would harm the business, financial condition and results of operations of TRC.

Risks related to failing to protect TRC's intellectual property

TRC is highly dependent on its ability to protect its proprietary technology and libraries of clinical content. It relies on a combination of trade secret laws, copyright protection, as well as non-disclosure agreements and other contractual provisions to establish and maintain its proprietary rights. TRC intends to protect its intellectual property rights vigorously; however, there can be no assurance that these measures will, in all cases, be successful. Software piracy has been, and is expected to be, a persistent problem for the software industry and piracy of TRC's software product may represent a loss of revenue to TRC. Despite the precautions that TRC has taken, unauthorized third parties, including its competitors, may be able to copy certain portions of TRC's software product or reverse-engineer or obtain and use information that TRC regards as proprietary.

Furthermore, TRC's competitors could independently develop technologies that are perceived to be substantially equivalent or superior to TRC's technologies, and TRC's competitive position may be adversely affected by its possible inability to effectively protect its intellectual property.

Risks related to intellectual property infringement

Claims of infringement are becoming increasingly common as the software industry develops and as related legal protections, including patents, are applied to software products. Although TRC does not believe that its products infringe on the rights of third parties, third parties may assert infringement claims against it in the future.

While most of TRC's technology is proprietary in nature, TRC may include certain third-party and/or open source software in its software product. In the case of third-party software, TRC believes this software is licensed from the entity holding the intellectual property rights; however, third parties may assert infringement claims against TRC in the future. Any such assertion, regardless of merit, may result in litigation or may require TRC to obtain a licence for the intellectual property rights of third parties. Such licences may not be available or they may not be available on commercially reasonable terms.

In addition, as TRC continues to develop software product functionality and expand its portfolio using new technology and innovation, its exposure to threats of infringement may increase. Any infringement claims and related litigation could be time-consuming, disruptive to TRC's ability to generate revenues or enter into new market opportunities and may result in significantly increased costs as a result of TRC's defence against those claims or its attempt to license the intellectual property rights or rework TRC's product to avoid infringement of third-party rights. Typically, TRC's agreements with its partners and customers contain provisions which require TRC to indemnify them for damages sustained by them as a result of any infringement claims involving TRC's product. Any of the foregoing infringement claims and related litigation could have a significant adverse impact on TRC's business and operating results as well as TRC's ability to generate future revenues and profits.

Risks related to reliance on key personnel and healthcare professionals

TRC's success depends largely on the continued services of its executive officers and other key employees. TRC relies on its leadership team and key personnel in the areas of research and development, operations, security, marketing, sales, customer support, general and administrative functions, and on individual contributors in its research and development and operations. From time to time, there may be changes in TRC's executive management team and/or key personnel resulting from the hiring or departure of executives or other individuals, which could disrupt and harm TRC's ability to implement its business plan. The loss of one or more of TRC's executive officers or key employees could harm TRC's business. In addition, to execute its growth plan, TRC must attract and retain highly qualified personnel. Competition for these personnel is intense and there can be no assurances that TRC will be able to continue to attract and retain the personnel necessary for the development and operation of TRC's business. If TRC fails to attract new personnel or fails to retain and motivate current personnel, its business and future growth prospects could be harmed.

TRC also relies heavily on physicians and medical experts to assist in the development and review of specialized libraries of clinical decision support tools. If these healthcare professionals were unable or unwilling to provide these services in the future, this would cause interruptions in TRC's business until mitigated accordingly. As such, vacancies in respect of TRC's current healthcare professionals may cause interruptions to TRC's business and result in lower revenues. In addition, as TRC expands its operations, it may encounter difficulty in securing the necessary professional medical staff to support its expanding operations. There is currently a shortage of certain medical physicians in Canada, and this may affect TRC's ability to hire physicians and other healthcare practitioners in adequate numbers to support its growth plans, which may adversely affect its business, financial condition and results of operations.

Risks related to cybersecurity

TRC relies on digital, cloud-based and internet technologies to conduct and expand its operations, including reliance on information technology to process, transmit and store sensitive and confidential data, including protected health information, personally identifiable information, and proprietary and confidential business performance data. As a result, TRC and/or its clients are exposed to risks related to cybersecurity. Such risks may include unauthorized access, use, or disclosure of sensitive information (including confidential health records), corruption or destruction of data, or operational disruption resulting from system impairment (e.g., malware or ransomware attacks).

Third parties to whom TRC outsources certain functions, or with whom their systems interface, are also subject to the risks outlined above and may not have or use appropriate controls to protect confidential information. A breach or attack affecting a third-party service provider or partner could harm TRC's business even if TRC does not control the service that is attacked. TRC's operations depend, in part, on how well it protects networks, equipment, information technology systems and software against damage from a number of threats, including, but not limited to, damage to hardware, computer viruses, hacking and theft. TRC's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, information technology systems and software, as well as pre-emptive expenses to mitigate the risks of failures. A compromise of TRC's information technology or confidential information, or that of TRC's clients or third parties with whom TRC interacts, may result in negative consequences, including system outages with respect to TRC's key platforms and potential liability under privacy, security, consumer protection or other applicable laws, regulatory penalties and additional regulatory scrutiny, any of which could have a material adverse effect on TRC's business, financial position or results of operations.

In addition, a network or security breach could damage TRC's relationships with its existing clients, resulting in the loss of business, and have a negative impact on its ability to attract and retain new clients. These breaches, or any perceived breach, of TRC's network, its clients' networks, or other networks, whether or not any such breach is due to a vulnerability in TRC's products, may also undermine confidence in its products and result in damage to its reputation, negative publicity, loss of customers and sales, increased costs to remedy any problem and costly litigation. Third parties may attempt to fraudulently induce employees or customers into disclosing sensitive information such as user names, passwords or other information, or otherwise compromise the security of TRC's internal networks, electronic systems and/or physical facilities in order to gain access to its data or its customers' data, which could result in significant legal and financial exposure, loss of confidence in the security of its products, interruptions or malfunctions in its operations, and, ultimately, harm to its future business prospects and revenue.

As TRC has access to sensitive and confidential information, including personal information and personal health information, and since TRC may be vulnerable to material security breaches, theft, misplaced, lost or corrupted data, programming errors, employee errors and/or malfeasance (including misappropriation by departing employees), there is a risk that sensitive and confidential information, including personal information and personal health information, may be disclosed through improper use of TRC's systems, software solutions or networks or that there may be unauthorized access, use, disclosure, modification or destruction of such information. TRC's ongoing risk and exposure to these matters is partially attributable to the evolving nature of these threats. As a result, cybersecurity and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage, malfunction, human error, technological error or unauthorized access is a priority. As cyber threats continue to evolve and ransomware attacks continue to rise, TRC may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Risks related to the use of open source software

TRC's operations depend, in part, on how it makes use of certain open source software products, such as Ruby on Rails, ReactJS, Docker and many other supporting software libraries that enable it to create and deploy its solutions. These open source software products are developed by third parties over whom TRC has no control. TRC has conducted no independent investigation to determine whether the sources of the open source software have the rights necessary to permit TRC to use this software free of claims of infringement by third parties. TRC could be exposed to infringement claims and liability in connection with the use of these open source software components, and TRC may be forced to replace these components with internally developed software or software obtained from another supplier, which may increase its expenses. TRC has conducted no independent investigation to determine whether the sources of the open source software have the rights necessary to permit TRC to use this software free of claims of infringement by third parties. The developer of the open source software may be under no obligation to maintain or update that software, and TRC may be forced to maintain or update such software itself or replace such software with internally developed software or software obtained from another supplier, which may increase its expenses. Making such replacements could also delay enhancements to TRC's services.

Certain open source software licences provide that the licensed software may be freely used, modified and distributed to others provided that any modifications made to such software, including the source code to such modification, are also made available under the same terms and conditions. As a result, any modifications TRC makes to such software may be made available to all downstream users of the software, including its competitors. Open source software licences may require TRC to make source code for the derivative works available to the public. In the event that TRC inadvertently uses open source software without the correct licence form, or a copyright holder of any open source software were to successfully establish in court that TRC had not complied with the terms of a licence for a particular work, TRC could be required to release the source code of that work to the public. TRC could also incur costs associated with litigation or other regulatory penalties as a result.

Risks related to relying on third-party services

TRC relies heavily on third parties such as Google, OpenText and Cadence to provide some of its goods and services. If these third parties were unable or unwilling to provide these goods and services in the future due to COVID-19 or other events that cause an anomalous in supply or demand of such goods and services, TRC would need to obtain such goods or services from other providers if they are available. This could cause TRC to incur additional costs or cause material interruptions to its business until these goods and services are replaced if possible.

Risks related to litigation

TRC may become party to litigation, mediation and/or arbitration from time to time in the ordinary course of business which could adversely affect its business. Monitoring and defending against legal actions, whether or not meritorious, can be time-consuming, divert management's attention and resources and cause TRC to incur significant expenses. In addition, legal fees and costs incurred in connection with such activities may be significant and TRC could, in the future, be subject to judgments or enter into settlements of claims for significant monetary damages. Substantial litigation costs or an adverse result in any litigation may adversely impact TRC's business, operating results or financial condition.

Risks related to the acquisitions and integration of new businesses

As part of TRC's business strategy, it seeks various business opportunities, and TRC may acquire additional businesses. TRC's growth strategy may involve a number of risks related to financing of acquisitions, the realization of synergies and overall integration of acquired businesses into TRC's operations including, but not limited to, human resources, company culture, information technology, data integrity, information systems, business processes and financial management. TRC cannot provide assurance that it can complete any acquisition or business arrangement that it pursues or is pursuing, on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit TRC. If a strategy of growth through acquisition is pursued, the failure of TRC to successfully manage this strategy could have a material adverse effect on TRC's business, results of operations and financial condition. Furthermore, if acquired businesses and assets are not successfully integrated, TRC may not achieve the anticipated benefits or growth opportunities.

Risks related to internal controls

Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. However, internal controls over financial reporting are not guaranteed to provide absolute assurance with regard to the reliability of financial reporting and financial statements. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation could harm TRC's results of operations or cause TRC to fail to meet its reporting obligations and may result in a restatement of its financial statements for prior periods. Ineffective disclosure controls and procedures and internal controls over financial reporting could also cause investors to lose confidence in TRC's reported financial and other information, which would likely have a negative effect on the price of the TRC Shares.

Risks related to TRC's ability to obtain satisfactory financing

In order to execute its anticipated growth strategy, TRC may require additional equity and/or debt financing to support ongoing operations, undertake capital expenditures, or undertake business combination transactions or other initiatives. There can be no assurance that additional financing will be available to TRC when needed or on terms which are acceptable, and the failure to obtain such financing could result in the delay or postponement of current or future business objectives or TRC going out of business. TRC's inability to raise additional financing could limit TRC's growth and may have a material adverse effect on its business, operations, results, financial condition or prospects. If additional funds are raised through further issuances of equity or securities convertible into equity, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of the existing shareholders. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for TRC to obtain additional capital and to pursue business opportunities.

Risks related to TRC's history of losses

TRC has a history of losses and may never achieve or sustain profitability. TRC has incurred substantial losses since its inception, and it may not achieve profitability in the foreseeable future, if at all. TRC expects to incur net losses and negative cash flows due in part to increasing research and development expenses, marketing expenses and hiring additional personnel, and such negative cash flow may restrict TRC's ability to pursue its business objectives. As a result, TRC will need to generate additional revenues in order to achieve and maintain profitability. TRC may not be able to generate these revenues or achieve profitability in the future. Even if TRC does achieve profitability, it may not be able to sustain or increase profitability.

Risk related to foreign currency and exchange

TRC does, and it is expected that the Resulting Issuer will, report its results in the Canadian dollar. Fluctuations in the exchange rates between the European Euro, United States Dollar, Canadian Dollar and various other currencies used in the jurisdictions in which TRC does business may have a material adverse effect on the business, financial condition and operating results of TRC or the Resulting Issuer, as applicable.

Risks related to medical liability claims

TRC's business, in particular following completion of the HCP Acquisition, entails the risk of medical liability claims. Although TRC carries insurance covering medical malpractice claims in amounts that TRC believes are appropriate in light of the risks attendant to the business, successful medical liability claims could result in substantial damage awards that exceed the limits of TRC's insurance coverage. Professional liability insurance is expensive and insurance premiums may increase significantly in the future, particularly as TRC expands. As a result, adequate professional liability insurance may not be available to TRC in the future at acceptable costs or at all.

Any claims made against TRC that are not fully covered by insurance could be costly to defend against, result in substantial damage awards and divert the attention of management from operations, which could have a material adverse effect on the business, financial condition and results of operations.

Risks related to technology integration

TRC relies in part on broad interoperability with a range of diverse devices, operating systems, and third-party applications. TRC is dependent on the accessibility of its products and services across these third-party operating systems and applications that TRC does not control. Third-party services and products are constantly evolving, and TRC may not be able to modify its products and services to assure its compatibility with that of other third parties following development changes. Should the interoperability of TRC's products and services across devices, operating systems and third-party applications decrease, or if clients are unable to easily and seamlessly access TRC's products or information stored in TRC's platform, the business, financial condition and results of operations of TRC could be harmed.

Risks related to the quality of information and data provided to clients

TRC aggregates, processes, and analyzes healthcare-related data and information for use by its clients, including data contained in order sets. Data in the healthcare industry may be fragmented in origin, inconsistent in format or incomplete. In addition, healthcare-related data and information is rapidly advancing, changing and developing. As such, the degree or amount of data which is knowingly or unknowingly absent or omitted can be material. If the analytical data and healthcare-related information that TRC provides to clients is based on incorrect or incomplete data, or if mistakes are made in the capture, input, or analysis of such data, TRC's reputation may suffer, TRC's ability to attract and retain clients may be materially harmed, and TRC may be subject to contractual penalties or claims by counterparties, which could in turn harm the business, financial condition, and results of operations.

Risks relating to weakening economic conditions and global financial conditions

TRC's overall performance depends in part on worldwide economic conditions. Certain economies have experienced periods of downturn as a result of a multitude of factors, including, but not limited to, turmoil in the credit and financial markets, concerns regarding the stability and viability of major financial institutions, declines in gross domestic product, increases in unemployment and volatility in commodity prices and worldwide stock markets, and excessive government debt. Global financial conditions could suddenly and rapidly destabilize in response to future events, as government authorities may have limited resources to respond to future crises. The severity and length of time that a downturn in economic and/or financial conditions may persist, as well as the timing, strength and sustainability of any recovery, are unknown and are beyond TRC's control. During such downturns, clients may delay or reduce technology purchases. Contract negotiations may become more protracted or conditions could result in reductions in the use of TRC's products and other services, longer sales cycles, pressure on TRC's margins, difficulties in collection of accounts receivable or delayed payments, increased default risks associated with TRC's accounts receivables, slower adoption of new technologies and increased price competition. Any of these events could have a material adverse effect on TRC's business, results of operations and financial condition.

Global capital markets have continued to display increased volatility in response to global events. Future crises may be precipitated by any number of causes, including natural disasters, pandemics, geopolitical instability, changes to energy prices or sovereign defaults. Any sudden or rapid destabilization of global economic conditions could negatively impact the ability of TRC, or the ability of the operators of the companies in which TRC will hold interests, to obtain equity or debt financing or make other suitable arrangements to finance their projects. If increased levels of volatility continue or in the event of a rapid destabilization of global economic conditions, it may result in a material adverse effect on TRC and the price of TRC's securities could be adversely affected.

Risks related to the seasonal nature of TRC's revenue

TRC may experience seasonal variation in its revenue. This variation is due, in part, to the fact that healthcare-related decisions and spending typically track the government's fiscal year. Federally, in Canada, most healthcare-related decisions are made in March. In light of this structure, a curtailment in government spending or a change in the timeframe for healthcare-related decisions could have a material adverse effect on TRC's business, results of operations and financial condition.

Risks related to the COVID-19 pandemic

TRC's business has been and will continue to be impacted by the COVID-19 pandemic, which has created, and continues to create, significant societal and economic disruptions. The COVID-19 pandemic has had, and will continue to have, a broad impact across industries and the economy, including by affecting: consumer confidence, global financial markets (with global equity markets having experienced significant volatility and weakness), regional and international travel, supply chain distribution of various products for many industries, government and private-sector operations, the price of consumer goods and numerous other aspects of daily life and commerce. Additionally, the COVID-19 pandemic has led, and may continue to lead, governments around the world to enact measures to combat the spread of the COVID-19 virus, including, but not limited to, the implementation of travel bans, border closings, mandated closure of non-essential services, self-imposed quarantine periods and social and physical distancing policies, which have contributed to the material disruption of businesses globally, resulting in a sudden economic slowdown. The ever-changing and rapidly-evolving effects of COVID-19, the duration, extent and severity of which are currently unknown, on investors, businesses, the economy, society and the financial markets could, among other things, add volatility to the global stock markets, change interest rate environments and increase delinquencies and defaults.

In addition, the continued spread of COVID-19 could affect TRC's ability to provide healthcare-related information technology services, and its business may be adversely affected or disrupted as a result of changing patient intake patterns and needs as well as reduced availability of physicians and/or support staff. The COVID-19 pandemic could result in adverse effects on the business and operations due to the prioritization of resources toward the pandemic or, if quarantines and restrictions impede physician, staff or patient movement, the interruption of healthcare services.

The immediate, continued and uncertain needs of healthcare systems to address COVID-19-related matters for healthcare institutions may result in significant delays in core strategic priorities of TRC creating revenue growth and revenue retention risks for TRC's business. As TRC generates a substantial portion of its revenues from health system transformation projects, COVID-19 has caused a shift in short-term buyer priority that creates downstream challenges in long-term revenue growth for TRC.

Compliance with Laws

TRC's operations are subject to various laws, regulations and guidelines. TRC endeavours to comply with all relevant laws, regulations and guidelines. However, there is a risk that TRC's interpretation of laws, regulations and guidelines may differ from those of others, and TRC's operations may not be in compliance with such laws, regulations and guidelines. In addition, achievement of TRC's business objectives is contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and, where necessary, obtaining regulatory approvals. The impact of regulatory compliance regimes, any delays in obtaining, or failure to obtain regulatory approvals required by TRC may significantly delay or impact the development of TRC's business and operations, and could have a material adverse effect on the business, results of operations and financial condition of TRC. Any potential non-compliance could cause the business, financial condition and results of the operations of TRC to be adversely affected. Further, any amendment to applicable rules and regulations governing the activities of TRC may cause adverse effects to TRC's operations.

TRC will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with applicable laws and regulations may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures or remedial actions. Parties may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws or regulations, may have a material adverse impact on TRC.

The introduction of new tax laws, regulations or rules, or changes to, or differing interpretation of, or application of, existing tax laws, regulations or rules in any of the countries in which TRC may operate could result in an increase in TRC's taxes, or other governmental charges, duties or impositions. No assurance can be given that new tax laws, regulations or rules will not be enacted or that existing tax laws, regulations or rules will not be changed, interpreted or applied in a manner which could result in TRC's profits being subject to additional taxation or which could otherwise have a material adverse effect on TRC.

Risks inherent in strategic alliances

TRC may enter into further, strategic alliances with third parties that it believes will complement or augment its existing business. TRC's ability to complete strategic alliances is dependent upon, and may be limited by, the availability of suitable candidates and capital. In addition, strategic alliances could present unforeseen integration obstacles or costs, may not enhance TRC's business, and may involve risks that could adversely affect TRC, including significant amounts of management time that may be diverted from operations to pursue and complete such transactions or maintain such strategic alliances. Future strategic alliances could result in the incurrence of additional debt, costs and contingent liabilities, and there can be no assurance that future strategic alliances will achieve the expected benefits to TRC's business or that TRC will be able to consummate future strategic alliances on satisfactory terms, or at all.

Risks related to compliance with Canada's Anti-Spam Legislation

TRC may be subject to anti-spam laws, regulations and policies, including Canada's Anti-Spam Legislation ("**CASL**"). CASL regulates if, when and how commercial electronic messages may be sent. In addition, CASL also prohibits the installation of programs on third-party computers without consent. In Canada, the regulatory authority responsible for enforcement of CASL has issued a bulletin that signals broad potential liability for electronic intermediaries (such as hosting providers and SaaS providers) for failing to take sufficient steps to stop third parties from using intermediary services and facilities to violate CASL, including prohibitions on sending electronic marketing messages. Corporations that are found in violation of CASL may be required to pay fines of up to $10 million. While TRC has in place a compliance program with respect to CASL, including electronic communications guidelines to minimize risk of non-compliance, a finding that TRC is not in compliance with CASL or any other anti-spam laws, regulations or policies could damage the reputation of TRC or bring about litigation, which may result in a material adverse effect on TRC's business, financial position, results of operations or cashflows.

Conflicts of interest

TRC may be subject to various potential conflicts of interest because of the fact that some of its officers, directors and consultants may be engaged in a range of business activities. TRC's executive officers, directors and consultants may devote time to their outside business interests, so long as such activities do not materially or adversely interfere with their duties to TRC. In some cases, TRC's executive officers, directors and consultants may have fiduciary obligations associated with these business interests that interfere with their ability to devote time to TRC's business and affairs and that could adversely affect TRC's operations. These business interests could require significant time and attention of TRC's executive officers, directors and consultants.

In addition, TRC may also become involved in other transactions which conflict with the interests of its directors, officers and consultants who may from time to time deal with persons, firms, institutions or corporations with which TRC may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of TRC. Conflicts of interest, if any, will be subject to the procedures and remedies provided under applicable laws. In particular, in the event that such a conflict of interest arises at a meeting of TRC's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with applicable laws, the directors of TRC are required to act honestly, in good faith and in the best interests of TRC.

Foreign investments/expansion

TRC may face new or unexpected risks or significantly increased exposure to one or more existing risk factors, including economic instability, changes in laws and regulations, and the effects of competition as a result of expansion into jurisdictions where it does not currently operate. In addition, expansion into other geographic areas could increase operational, regulatory, compliance, reputational and foreign exchange rate risks. Future international expansion could require TRC to incur a number of up-front expenses, including those associated with obtaining regulatory approvals, as well as additional ongoing expenses, including those associated with infrastructure, data residency, staff and regulatory compliance. These factors may limit the ability of TRC to successfully expand operations into such jurisdictions and may have a material adverse effect on the business, financial condition and results of operations of TRC.

TRC's officers and directors may rely on local legal counsel and consultants in order to keep abreast of material legal, regulatory and governmental developments as they pertain to and affect potential business operations, and to assist with governmental relations. TRC may rely, to some extent, on those members of management and the board of directors who have previous experience working and conducting business in these countries, if any, in order to enhance its understanding of and appreciation for the local business culture and practices. TRC may also need to rely on the advice of local experts and professionals in connection with current and new regulations that develop in respect banking, financing, labour, litigation and tax matters in these jurisdictions. Any developments or changes in such legal, regulatory or governmental requirements or in local business practices are beyond TRC's control and the impact of any such changes may adversely affect the business, financial condition and operations of TRC.

Limited operating history

TRC has a limited history of operations and is in the early stage of development as it attempts to create an infrastructure to capitalize on the opportunity for value creation. TRC is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. The limited operating history may also make it difficult for investors to evaluate TRC's prospects for success. There is no assurance that TRC will be successful and the likelihood of success must be considered in light of its early stage of operations.

TRC may not be able to achieve or maintain profitability and may incur losses in the future. In addition, TRC is expected to increase its capital investments as it implements initiatives to grow its business. If TRC's revenues do not increase to offset these expected increases, TRC may not generate positive cash flow. There is no assurance that future revenues will be sufficient to generate the funds required to continue operations without external funding.

Management of growth

TRC may be subject to growth-related risks. The ability of TRC to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of TRC to deal with this growth may have a material adverse effect on TRC's business, financial condition, results of operations and growth prospects.

Credit and liquidity risk

TRC will be exposed to counterparty risks and liquidity risks including, but not limited to: (i) through financial institutions that may hold TRC's cash and cash equivalents; (ii) through companies that will have payables to TRC; (iii) through TRC's insurance providers; and (iv) through TRC's lenders, if any. TRC will also be exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of TRC to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to TRC. If these risks materialize, TRC's operations could be adversely impacted and the price of the Resulting Issuer Shares could be adversely affected.

Dividend policy

The declaration, timing, amount and payment of dividends are at the discretion of the TRC Board and will depend upon TRC's future earnings, cash flows, acquisition capital requirements and financial condition, and other relevant factors. There can be no assurance that TRC will declare a dividend on a quarterly, annual or other basis.

Customer acquisitions

TRC's success depends, in part, on its ability to attract and retain customers. There are many factors which could impact TRC's ability to attract and retain customers, including but not limited to the ability to continually produce desirable and effective products, the successful implementation of customer-acquisition plans and the continued growth in the aggregate number of customers. The failure to acquire and retain customers would have a material adverse effect on TRC's business, operating results and financial condition, which could have a materially adverse effect.

Dependence on suppliers and skilled labour

The ability of TRC to compete and grow will be dependent upon having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that TRC will be successful in maintaining its required supply of skilled labour, equipment, parts and components. It is also possible that the final costs of the major equipment contemplated by capital expenditure programs may be significantly greater than anticipated or available, in which circumstance there could be a materially adverse effect on the financial results of TRC.

Risks Related to the HCP Acquisition

There is no certainty that the HCP Acquisition will be completed

While TRC has signed the HCP Acquisition Agreement, the completion of the HCP Acquisition remains subject a number of conditions, and there can be no certainty, nor can TRC provide any assurance, that all conditions precedents to the closing of the HCP Acquisition will be satisfied or waived. If any of the conditions precedent are not satisfied or waived, the HCP Acquisition will not be completed and the Escrow Release Conditions will not be satisfied, the TRC Common Shares will not be issued and the Subscription Receipts will be cancelled and the Subscription Receipt Agent and TRC must repay to holders of Subscription Receipts an amount equal to the subscription price thereof plus a pro rata share of the interest earned on the escrowed funds.

The pending HCP Acquisition may divert the attention of TRC's management

The pendency of the ACP Acquisition Agreement could cause the attention of TRC's management to be diverted from the day-to-day operations. These disruptions could be exacerbated by a delay in the completion of the HCP Acquisition or the Arrangement and could have an adverse effect on the business, operating results or prospects of TRC regardless of whether the HCP Acquisition and the Arrangement are ultimately completed, or of the Resulting Issuer if the Arrangement is completed.

Risk that TRC may fail to realize the expected returns on the HCP Acquisition

Acquisitions involve risks that could materially and adversely affect TRC's business plan, including the failure of the HCP Acquisition to realize the results that TRC expects. If the HCP Acquisition fails to realize the results that TRC expects, such a transaction could materially and adversely affect TRC's business plan and could have a material adverse effect on TRC and its financial results.

Healthcare regulation in Canada

If the HCP Acquisition and the Arrangement are completed, the business of the Resulting Issuer will also include the current business of HCP. Healthcare service providers in Canada are subject to various governmental regulations and licensing requirements and, as a result, HCP's business operates in an environment in which government regulations and funding play a key role. The level of government funding directly reflects government policy related to healthcare spending, and decisions can be made regarding such funding that are and will be largely beyond HCP's or the Resulting Issuer's control. Any change in government regulation, delisting of services, and licensing requirements relating to healthcare services, or their interpretation and application, could adversely affect the business, financial conditions and results of operations of the Resulting Issuer's businesses. In addition, the Resulting Issuer could incur significant costs in the course of complying with any changes in the regulatory regime. Non-compliance with any existing or proposed laws or regulations could result in audits, civil or regulatory proceedings, fines, penalties, injunctions, recalls or seizures, any of which could adversely affect the reputation, operations or financial performance of the Resulting Issuer.

Competitive Strengths

TRC's key business strengths include the following:

(a) **Superior, in-house clinical expertise informs solution design and deployment:** TRC is an industry leader in developing and deploying evidence-based, actionable clinical decision support solutions. TRC's best-in-class solutions are developed by an in-house team of 30 clinicians working side by side with developers to consolidate the latest evidence-based research and clinical best practices into actionable insights and integrate into existing clinical workflows. TRC's solutions are built in partnership with clinical expert groups and medical associations to ensure that the solutions meet local needs.

(b) **EMR-agnostic, multi-tenant technology platform:** TRC leverages a proprietary, cloud-based platform to deploy their clinical content, content execution and analytics solutions. The platform, EntryPoint, is configurable to interface with other health IT systems, including EHRs, to deliver an integrated clinician experience. EntryPoint can further serve as an EHR-lite solution in markets where clients do not have an EHR that can execute TRC's clinical content.

(c) **Real-time access to structured analytics and reporting for the end-user**: TRC's sophisticated, cloud-based analytics tools aggregate content from all products, including content deployed in client EHRs, to bring clinical practice data to the forefront where it can be used to drive meaningful process optimization. Its tools provide detailed insights into clinical variation, program improvement opportunities, and health care trends with real-time data insights.

(d) **Solutions that span the continuum of care:** TRC has developed a suite of solutions that are deployed across acute care, primary care, as well as long-term care and retirement. Structured data is captured from each solution, enabling the company to report on meaningful analytics at a health system level. TRC's competitors generally focus on specific clinical settings or areas and are unable to match TRC's breadth of clinical content, deployment options and system-level analytics.

(e) **Iterative solution improvement:** The cloud-based deployment of TRC solutions allows for iterative improvement of the solutions based on software upgrades, client feedback and execution of its product roadmap. These enhancements can be launched to TRC's client base quickly, effectively, and at scale.

(f) **Pricing:** TRC's pricing model is largely SaaS-based, is inclusive of IT infrastructure and results in a lower up-front cost for the buyer. TRC's management expects that, where and when appropriate, TRC will make competitively sound and typically modest pricing adjustments to maintain product viability and competitiveness.

(g) **Proven experience leading health-system level clinical quality initiatives:** TRC has extensive expertise implementing large-scale health care programs across Canada, including province-wide deployments in Ontario, Newfoundland & Labrador, Prince Edward Island and Saskatchewan. These include multi-year, multi-stakeholder, technology integration projects across the continuum of care.

(h) **Partnerships with leading service providers:** While retaining strategic direction and direct oversight, the management of TRC has and intends to continue to enter into outsourcing relationships with leading service providers, including EHRs and healthcare IT reseller services. These outsourcing relationships provide TRC with scalability, enhanced market share and flexibility to adapt to market conditions in a cost-effective manner.

(i) **Ironclad privacy & security embedded in all solutions:** TRC management and employees recognize the importance of maintaining the privacy and security of healthcare data at all times, as this is a core value of the company and a key business driver. As a result, privacy and security are embedded by default into each TRC solution, and into the organization as a whole. TRC meets the highest privacy security standards at a global scale, compliant with privacy and security legislation in Canada, the United States and the European Union.

Future Growth

TRC's growth strategy is to be a leading digital knowledge-based organization and aggregator of healthcare clinics.

In the first few months of the COVID-19 pandemic, TRC observed a significant rise in the number of providers licensing VirtualCare. Growth was pronounced across primary care, mental health and long-term care use cases as COVID-19 accelerated both the need for and the acceptance of virtual services. Provider onboarding and usage continued to grow over the summer, and TRC expects further growth through expansion into additional use cases and geographies to support clinical trials, community care, population health and patient-reported outcomes in Canada and Latin America. TRC's offering is differentiating by its ability to deploy clinical content within the VirtualCare application, TRC's robust privacy and security standards and TRC's vendor of record status in Ontario.

HCP's clinics experienced a similar increase in demand for virtual services, with approximately 50% of patient visits conducted virtually between March 15 and June 30, 2020. As Ontario moved through stage 2 and stage 3 of its reopening plan in the summer of 2020, in-person traffic to the HCP clinics has increased, virtual visits to HCP clinics remained strong, with support from a mature virtual pharmacy service. In the coming quarters, TRC expects to integrate the virtual pharmacy logistics with its proprietary VirtualCare platform.

Ontario's reopening plan has also resulted in a rebound in volumes for TRC's eReferral network, with additional growth from new senders and receivers joining the network to boost their service volumes and operational efficiencies. TRC expects continued growth of the eReferral network through continuing development of acute care HER-integrated tools that will enable hospitals to join the network as both senders and receivers.

During 2020, TRC has focused on growing its clinical content footprint internationally. As global health systems continue to reach increasing levels of technological maturity, TRC's existing and prospective client bases will demand clinical decision support tools that span the continuum of care and can be executed from clients' existing EMR infrastructure. Accordingly, TRC has begun to grow and adapt its clinical content business to extend well beyond order sets. Over the next 24 months, TRC expects to evolve its clinical content offering to include, among other things: clinical pathways, clinical authoring and collaboration tools, and a content management platform. TRC also expects to continue to drive growth of the clinical content business by partnering with EMRs that have meaningful or strategic value in target geographies. These EMRs range from smaller local and international companies, to larger, global enterprises.

In order to create shareholder value, TRC aims to achieve the following milestones with regards to its clinical content and clinical connectivity focus over the next 24 months:

Targeted Milestones

In order to create shareholder value, TRC aims to achieve the following milestones with regards to its clinical content and clinical connectivity focus over the next 24 months:

- Expansion of TRC's clinical content library and content as a service offering to include both static and dynamic clinical decision support;
- Entry into new international market through direct sales and channel partnerships;
- Expansion and increased utilization of the VirtualCare telehealth solution and program to both HCP and non-HCP network of care clinics;
- Development of new clinical knowledge and connectivity solutions based on market insights and demand; and
- Inorganic growth through acquisition of complimentary content and connectivity technology solutions/vendors.

The HCP Acquisition is expected to be TRC's first step in its care-clinic acquisition strategy, which will focus on:

- Clinics that have a digital first approach to patient care delivery;
- Clinics looking to integrate into local, regional or provincial referral networks;
- Clinics and clinicians that are ready to embrace the augmentation of clinical decision support as part of their clinical practice model; and
- Clinics that are enabled to adopt a shared services model in order to optimize costs and/or operational efficiencies.

TRC has a strong pipeline of potential clinic and technology acquisition targets to drive inorganic growth of its clinical connectivity and clinical services strategies. TRC continues to take a disciplined and gradual approach to its capital allocation for the purpose of acquisitions.

Think Research has a strong pipeline of potential acquisition targets to drive inorganic growth in the following areas:

- Primary care clinical practices, which can expand Think Research's physical footprint across Canada and provide a growing user base for Think Research products and services, including the Kleo EMR;
- Related clinical content libraries that are technology-enabled and can be deployed across TRC's existing client network on TRC's content collaboration platform;
- Digital health related application providers to drive cross-selling opportunities; and
- EMR service providers that can contribute to TRC's recent acquisition of the Kleo EMR.

Non-Arm's Length Party Transactions

In the five years preceding the date of this Statement, TRC had the following non-arm's length transactions:

- earned license fee revenues from Sciteline. Certain current and former directors and officers of TRC and proposed officers or directors of the Resulting Issuer, or their respective associates or affiliates, own approximately 60.7% of the outstanding common shares of Sciteline;
- incurred consulting fee expenses for services provided by iGan Partners Inc. ("**iGan Partners**") and Torgan Partners Inc., companies controlled by Mr. Sam Ifergan, a proposed director of the Resulting Issuer; and

- received and repaid loans in an aggregate principal amount of $310,000 from Sachin Aggarwal, Joanna Carroll and Saurabh Mukhi, each of whom was a director and/or executive officer of TRC. Such loans bore interest at a rate of 8% per annum and were repaid during the financial year ended September 30, 2019.

See note 19 to the financial statements of TRC for the year ended September 30, 2019 and September 30, 2018 that are attached as Schedule "I".

Material Contracts

Other than the Arrangement Agreement, the Agency Agreement, the Subscription Receipt Agreement and the HCP Share Purchase Agreement, TRC has not entered into any material agreements in the two years preceding the date of this Statement.

Copies of the foregoing agreements will be available for inspection at the registered office of TRC (which will be the registered office of the Resulting Issuer), 351 King St. E. #500, Toronto, Ontario, during ordinary business hours, until the completion of the Arrangement and for a period of 30 days thereafter. The Arrangement Agreement, the Agency Agreement and the Subscription Receipt Agreement will also be available under the Resulting Issuer's profile on SEDAR at www.sedar.com.

SCHEDULE "C"
INFORMATION CONCERNING THE RESULTING ISSUER

Name and Incorporation

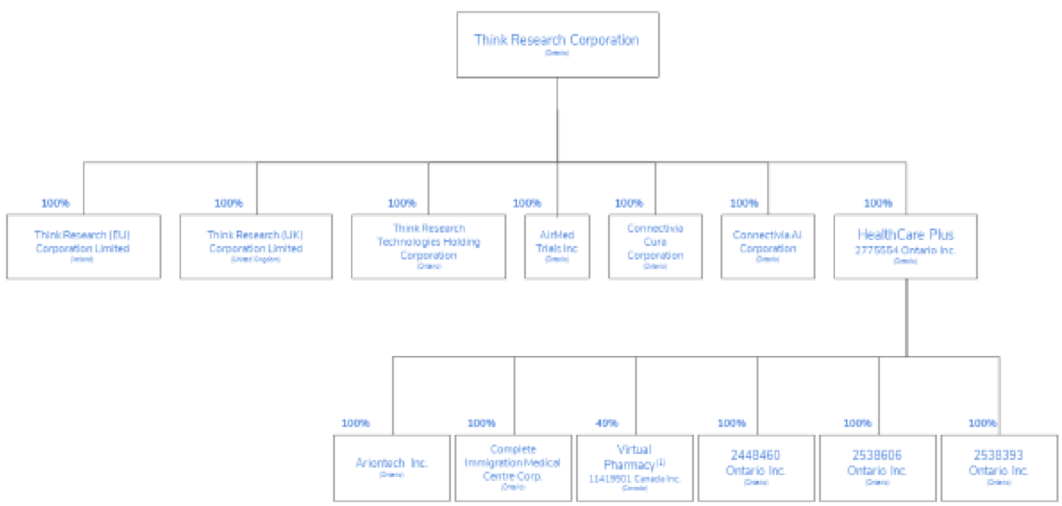
Pursuant to the Arrangement, each holder of TRC Shares and TRC Class B Preferred Shares (other than Dissenting TRC Holders) will ultimately be entitled to receive Resulting Issuer Shares on the basis of one Resulting Issuer Share for each TRC Share or TRC Class B Preferred Share (as applicable) held immediately prior to the Effective Time, and each AIM4 Shareholder (other than Dissenting AIM4 Shareholders) will ultimately be entitled to receive one Resulting Issuer Share for each 24.76125 pre-Consolidation AIM4 Shares held immediately prior to the Effective Time.

Following completion of the Arrangement, the Resulting Issuer will carry on the business of TRC. The name of the Resulting Issuer will be “Think Research Corporation”. If the AIM4 Arrangement Resolution is approved by the AIM4 Shareholders at the AIM4 Meeting and the TRC Arrangement Resolution is approved by the TRC Shareholders and the other conditions to the Arrangement are satisfied or, if applicable, waived, TRC and AIM4 will file Articles of Arrangement effecting the Arrangement.

Following completion of the Arrangement, the Resulting Issuer’s head office will be located at 351 King St. E. #500, Toronto, Ontario.

Intercorporate Relationships

Below is the intended corporate structure of the Resulting Issuer immediately following completion of the Arrangement:



Narrative Description of the Business

The Resulting Issuer will carry on the business currently carried on by TRC. See “Schedule "B" – *Information Concerning TRC – General Development of the Business*”.

Business Objectives of the Resulting Issuer

The primary objective of the Resulting Issuer will be to aim to be Canada’s largest end-to-end integrated healthcare technology provider by streamlining the healthcare journey for both patients and clinicians by completing the loop and connecting primary, hospital and seniors care in a single, secure network with shared data & clinical decision support tools.

Pillars of the Resulting Issuer's success will include:

- Expanding current clinical content offering to account for advanced Clinical Decision Support models;
- Testing and iterating the Resulting Issuer's products in "bricks-and-mortar" clinics – thereby enhancing the Resulting Issuer's ability to meet market needs at scale;
- Entering new jurisdictions with its enhanced product suite by leveraging successes in Canadian health system to target markets with similar payers and objectives;
- Expanding and deepening partnerships with EMR vendors, content providers, delivery partners, and complementary technology vendors that accelerates our growth in Canadian and global markets; and
- Acquiring organizations that will enhance the Resulting Issuer's technology portfolio, clinical content offering and care clinics to expand its footprint.

Upon completion of the Arrangement, the Resulting Issuer Board will adopt such board committee charters, codes and policies as it deems necessary in accordance with good corporate governance practices given the stage of the Resulting Issuer, including an investment policy as detailed below.

Description of Resulting Issuer Securities

The authorized share capital of the Resulting Issuer following completion of the Arrangement shall consist of an unlimited number of Resulting Issuer Shares.

Pro Forma Consolidated Capitalization

The following table sets forth the pro forma share capital of the Resulting Issuer, on a consolidated basis, after giving effect to the Arrangement:

Designation of Security	Number Authorized or to be Authorized	Number Outstanding Upon Completion of the Arrangement
Resulting Issuer Shares	Unlimited	35,236,009

This selected financial information has been derived from and should be read in conjunction with the pro forma financial statements for the period ended June 30, 2020, which are attached to this Statement as Schedule "Y".

Fully Diluted Share Capital

Set out below is a table indicating the approximate number of Resulting Issuer securities expected to be outstanding on a fully-diluted basis after giving effect to the Arrangement and the TRC Private Placement and the percentage of the fully-diluted shares which each category represents.

Resulting Issuer Pro Forma Shareholdings	Resulting Issuer Shares(1)(2)(3)	Resulting Issuer Shares(1)(2)(4)
Resulting Issuer Shares held by existing AIM4 Shareholders:	430,107 (1.20%)	430,107 (1.18%)
Resulting Issuer Shares to be issued in exchange for TRC Common Shares and TRC Class B Preferred Shares outstanding as of November 18, 2020:	25,793,131 (71.77%)	25,793,131 (70.57%)
Resulting Issuer Shares to be issued in exchange for TRC Common Shares issued in connection with the HCP Acquisition:	2,532,221 (7.05%)	2,532,221 (6.93%)
Resulting Issuer Shares to be exchanged for TRC Common Shares issued upon conversion of the Subscription Receipts:	6,480,550(3) (18.03%)	7,096,402(4) (19.41%)
Total non-diluted share capital of the Resulting Issuer:	**35,236,009**	**35,851,861**
Resulting Issuer Shares Issuable to Holders of		
Replacement Options:	597,400 (1.66%)	597,400 (1.63%)
TRC Warrants:	39,773 (0.11%)	39,773 (0.11%)
AIM4 Options:	43,010 (0.12%)	43,010 (0.12%)

Resulting Issuer Pro Forma Shareholdings	Resulting Issuer Shares(1)(2)(3)	Resulting Issuer Shares(1)(2)(4)
AIM4 Warrants:	20,192 (0.06%)	20,192 (0.06%)
Total fully diluted capital of the Resulting Issuer:	**35,936,384**	**36,552,236**

Notes:

(1) All percentages are on a fully-diluted basis.
(2) All numbers are presented on a post-Arrangement basis.
(3) Assumes no exercise of the Agents' upsize option or any additional non-brokered subscriptions.
(4) Assumes giving effect to the anticipated closing of the Agents' upsize option and all additional non-brokered subscriptions of 615,852 Subscription Receipts, which as of the date of this Statement have not been issued but subscribers have submitted subscription agreements therefore.

Resulting Issuer Available Funds and Principal Purposes

The following table sets out the estimated funds available to the Resulting Issuer after giving effect to the release of the Escrowed Funds and the Arrangement as at the dates indicated.

Source of Funds	Following Completion of the Arrangement and the release of the Escrowed Funds (excluding Agent upsize option) (2)	Following Completion of the Arrangement and the release of the Escrowed Funds (including Agent upsize option) (3)
Estimated TRC working capital as at October 31, 2020 after giving effect to the redemption of the TRC Class A Preferred Shares and the HCP Acquisition(1)	$(13,700,000)	$(13,700,000)
Net proceeds of the TRC Private Placement	$26,664,558	$29,528,269
Total available funds:	**$12,964,558**	**$15,828,269**

Notes:

(1) Estimated working capital of TRC as at October 31, 2020 includes C$2,850,000 for HCP Acquisition, and excludes deferred revenue of $7,645,318, Class A payments of $260,581. Immediately prior to the Effective Time, TRC will redeem the Class A Preferred Shares for an aggregate redemption price of $5,823,078. TRC will pay cash consideration for the HCP Acquisition of C$2,850,000 ($1,850,000, payable on closing the HCP Acquisition, and $1,000,000, payable six months following closing of the HCP Acquisition).
(2) After deducting the Agency Fee of approximately $1,770,000 and estimated expenses of the Arrangement, TRC Private Placement and HCP Acquisition of $1,700,000 and assuming no exercise of the Agents' upsize option or any additional non-brokered subscriptions.
(3) After deducting the Agency Fee of approximately $1,770,000 (but excluding any additional Agency Fee from the Agents' upsize option) and estimated expenses of the Arrangement, TRC Private Placement and HCP Acquisition of $1,700,000 but giving effect to the anticipated closing of the Agents' upsize option and all additional non-brokered subscriptions of 615,852 Subscription Receipts with expected proceeds of approximately $2,863,711, which as of the date of this Statement have not been issued but subscribers have submitted subscription agreements therefore.

The following table sets out the proposed use of the available funds by the Resulting Issuer after giving effect to the release of the Escrowed Funds and the Arrangement.

Principal Uses of Available Funds	Following Completion of the Arrangement and the release of the Escrowed Funds (excluding Agent upsize option) (3)	Following Completion of the Arrangement and the release of the Escrowed Funds (including Agent upsize option) (4)
Corporate and administrative expenses for 18 months(1)	$3,000,000	$3,000,000
Research & Development	$1,500,000	$1,500,000
Sales & Marketing	$1,500,000	$1,500,000
Acquisitions(2)	$2,000,000	$4,000,000
Unallocated or available for working capital	$4,964,558	$5,828,269
Total uses of funds:	**$12,964,558**	**$15,828,269**

Notes:

(1) The Resulting Issuer's estimated G&A expenses for the next 18 months are approximately $12,000,000. The Resulting Issuer is allocating $3,000,000 of the available funds for G&A expenses for this 18 month period. The remaining $9,000,000 of G&A expenses will be supported through the Resulting Issuer 's annual revenue.
(2) The Resulting Issuer intends to allocate approximately $4,000,000 for acquisitions; however, TRC expects that acquisitions will be executed through a small percentage of cash and a larger percentage through the issuance of Resulting Issuer Shares.
(3) After deducting the Agency Fee of approximately $1,770,000 and estimated expenses of the Arrangement, TRC Private Placement and HCP Acquisition of $1,700,000 and assuming no exercise of the Agents' upsize option or any additional non-brokered subscriptions.
(4) After deducting the Agency Fee of approximately $1,770,000 (but excluding any additional Agency Fee from the Agents' upsize option) and estimated expenses of the Arrangement, TRC Private Placement and HCP Acquisition of $1,700,000 but giving effect to the anticipated closing of the Agents' upsize option and all additional non-brokered subscriptions of 615,852 Subscription Receipts with expected proceeds of approximately $2,863,711, which as of the date of this Statement have not been issued but subscribers have submitted subscription agreements therefor.

Selected Pro Forma Financial Information

The following table sets out a summary of selected pro forma financial information for year ended September 30, 2019 and the nine month period ended June 30, 2020:

	Year ended September 30, 2019 (in thousands)	**Six months ended June 30, 2020 (in thousands)**
Total revenues	$21,380	$11,900
Income (loss) from continuing operations	$(11,367)	$(2,812)
Net loss	$(17,156)	$(3,372)
Total assets	N/A	$52,173
Total long term financial liabilities	N/A	$3,850
Cash and cash equivalents	N/A	$22,108
Gross profit	$11,577	$6,845

See the pro forma financial statements of the Resulting Issuer included as Schedule "Y" to this Statement.

Dividend Policy

There will be no restrictions in the Resulting Issuer's articles or other constating documents that could prevent the Resulting Issuer from paying dividends. However, it is not currently contemplated that any dividends will be paid on any Resulting Issuer Shares in the immediate future. The Resulting Issuer Board will determine if, and when, dividends will be declared and paid in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the time. All Resulting Issuer Shares will be entitled to an equal share in any dividends declared and paid.

Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer

TRC and AIM4 has received a waiver of the escrow requirements of TSXV Policy 5.4 – *Escrow, Vendor Consideration and Resale Restrictions* ("**Policy 5.4**").

In addition, the executive officers and certain current and former senior employees of the Resulting Issuer have entered into lock-up agreements with the Agents pursuant to which such individuals have agreed, subject to certain customary carve-outs and exceptions, to certain restrictions on the resale of their securities of the Resulting Issuer for a period of 365 days following closing of the Arrangement. In addition, certain non-executive directors and of the Resulting Issuer and current shareholders of TRC have entered into lock-up agreements with the Agents pursuant to which such persons have agreed, subject to certain customary carve-outs and exceptions, to certain restrictions on the resale of their securities of the Resulting Issuer for a period of 180 days following closing of the Arrangement. The lock-up agreement entered into by Mr. Sam Ifergan, who is a proposed director of the Resulting Issuer, includes an additional release in respect of registration rights to be set out in a registration rights agreement to be entered into with the Resulting Issuer. The lock-up agreement for funds managed by Fidelity Investments Canada ULC and/or its affiliates includes a proportionate release mechanism if other locked-up persons are released by the Agents.

The following table sets out a summary of the type and number of securities subject to the 365-day lock up and 180-day lock up:

Lock-up Period	Resulting Issuer Shares Subject to lock-up agreements	Resulting Issuer Options Subject to lock-up agreements	Total
365 days	6,862,860	121,600	6,984,460
180 days	8,491,362	46,250	8,537,612

Resulting Issuer Principal Securityholders

To the knowledge of management of AIM4 and TRC, no securityholder is anticipated to own of record or beneficially, directly or indirectly, or exercise control or direction over more than 10% of any class of voting securities of the Resulting Issuer after giving effect to the Arrangement and the TRC Private Placement other than as set out below:

Insider, Promoter or Control Person (including Associates and Affiliates)	Position	Number and Percentage of TRC Shares prior to the Arrangement(1)	Number and Percentage of Resulting Issuer Shares upon completion of the Arrangement(1)
Fidelity Investments Canada ULC and/or its affiliates	Shareholder	2,138,998 (8.32%)	4,738,998 (13.44%)

Note:
(1) All numbers are provided on an undiluted basis.

Resulting Issuer Officers, Directors and Promoters

Name, Address, Occupation and Resulting Issuer Security Holdings

The following table sets out (a) the name and municipality of each person proposed as a director or officer of the Resulting Issuer, or a promoter of the Resulting Issuer, (b) all positions and offices in the Resulting Issuer to be held by such person, (c) the principal occupation(s) during the preceding five years, (d) the period during which such person has served as a director or officer of TRC or AIM4, and (e) the number and percentage of Resulting Issuer Shares to be beneficially owned by such person, directly or indirectly, or over which control or direction will be exercised, as of the date of the Arrangement.

Name and Municipality of Residence	Principal Occupations for the Previous Five Years	Positions and Offices with the Resulting Issuer	Director/ Officer of TRC Since	Number (and Percentage) of Resulting Issuer Shares Owned or Controlled
Sachin Aggarwal Toronto, Ontario	CEO of TRC since 2014; previously, Chief Operating Officer since 2010	Chief Executive Officer and Director	2010	2,662,780 (7.55%)
Abe Schwartz Toronto, Ontario	President, Schwartz Technologies Corporation	Director	2010	1,500,000 (4.25%)
Barry Reiter Toronto, Ontario	Partner, Bennett Jones LLP	Director	N/A	0 (0%)
Cindy Gray Calgary, Alberta	Managing Director, CEO and the founder of 5 Quarters Investor Relations, Inc., an independent investor relations firm	Director	N/A	0 (0%)

Name and Municipality of Residence	Principal Occupations for the Previous Five Years	Positions and Offices with the Resulting Issuer	Director/ Officer of TRC Since	Number (and Percentage) of Resulting Issuer Shares Owned or Controlled
Kirstine Stewart Los Angeles, California	Managing Director, CEO and the founder of 5 Quarters Investor Relations, Inc., an independent investor relations firm	Director	N/A	0 (0%)(1)
Richard Wells Markham, Ontario	Chief Financial Officer of Waterton Global Resource Management, Inc.	Director	N/A	0 (0%)(2)
Sam Ifergan Toronto, Ontario	Founder, iGan Partners	Director	2015	3,153,836(3) (8.95%)
Saurabh Mukhi Mississauga, Ontario	Chief Technology Officer at TRC	Chief Technology Officer	November 19, 2014	514,200 (1.45%)
Joanna Carroll Toronto, Ontario	Chief Operating Officer of TRC since October 2016; previously, Chief Talent Officer and VP of Legal since February 2012	Chief Operating Officer	February 25, 2012	644,066 (1.82%)
Alex Dvorkin Toronto, Ontario	Director/VP Finance at TRC since March 2020; previously, Controller at Fanxchange Limited from September 2016 to November 2019 and Accounting Manager at Monte-Lisi & Smith, Cas from January 2014 - August 2016	Interim Chief Financial Officer and Vice President Finance	2020	0 (0%)
Dr. Parminder Singh Toronto, Ontario	Health Executive	Managing Director, Clinical Services	N/A	877,222 (2.48%)
Michael G. Stewart Ottawa, Ontario	General Counsel and Corporate Secretary of Saba Software (formerly Halogen Software) since 2014	General Counsel and Corporate Secretary	N/A	0 (0%)
Chris Collenette Dublin, Ireland	Director of Think Research (EU)	Director of Think Research (EU)	N/A	3,300 (0.009%)
Armarpreet Singh Brampton, Ontario	Head of Pharmacy Operations of Lifeline Pharmacy Management Consultants	Director of 11419501 Canada Inc.	N/A	3,584 (0.01%)

Note:

(1) Kirstine Stewart has submitted an order to purchase 3,200 Subscription Receipts in connection with the Agent upsize option, which would represent approximately 0.01% of the Resulting Issuer Shares.

(2) Richard Wells has submitted an order to purchase 16,200 Subscription Receipts in connection with the Agent upsize option, which would represent approximately 0.04% of the Resulting Issuer Shares.

(3) Includes shares held by entities controlled by Mr. Sam Ifergan.

For particulars of the occupations of the directors and officers see "*Biographical Information*" below.

The TRC employee voting trust will terminate in connection with the Arrangement.

All directors of the Resulting Issuer will hold office until the next annual general meeting of the Resulting Issuer unless they resign prior thereto or are removed by the shareholders of the Resulting Issuer in accordance with applicable law.

The directors and officers of the Resulting Issuer as a group will own, directly or indirectly, or exercise control or direction over, 9,352,104 Resulting Issuer Shares (representing approximately 26.54% of the issued and outstanding Resulting Issuer Shares).

Senior Management

The following table sets out (a) the age of individuals who are members of senior management, (b) the percent of time the individual intends to devote to the Resulting Issuer, (c) whether the individual has entered into a non-competition agreement and (d) whether the individual has entered into a non-disclosure agreement.

Member of the Senior Management Team	**Age**	**Percent of Time Devotion to the Resulting Issuer**	**If the individual has entered into a non-competition agreement (Y/N)**	**If the individual has entered into a non-disclosure agreement (Y/N)**
Sachin Aggarwal	40	100%	N	Y
Abe Schwartz	63	100% of the time required, subject to receipt of notice and availability	N	Y
Barry Reiter	72	100% of the time required, subject to receipt of notice and availability	N	Y
Cindy Gray	48	100% of the time required, subject to receipt of notice and availability	N	Y
Kirstine Stewart	53	100% of the time required, subject to receipt of notice and availability	N	Y
Richard Wells	44	100% of the time required, subject to receipt of notice and availability	N	Y
Sam Ifergan	54	100% of the time required, subject to receipt of notice and availability	N	Y
Saurabh Mukhi	40	100%	N	Y
Joanna Carroll	48	100%	N	Y
Alex Dvorkin	33	100%	N	Y
Dr. Parminder Singh	40	100%	N	Y
Michael G. Stewart	54	100%	N	Y
Chris Collenette	42	100%	N	Y
Armarpreet Singh	48	100%	N	Y

Biographical Information

The following is a brief description of each of the proposed directors and officers of the Resulting Issuer (including details with regard to their principal occupations for the last five years).

Sachin Aggarwal – *proposed Director and Chief Executive Officer*

Sachin Aggarwal has served as the Chief Executive Officer of TRC since 2014 and served as the Chief Operating Officer between 2010 and 2014. Under his leadership, TRC has become a leading provider of evidence-based clinical decision support tools with a focused mission: to organize the world's health knowledge so everyone receives the best care. TRC is now a leader in the global health data economy, allowing TRC to standardize care at scale, aggregate knowledge across health systems and improve the quality of care for patients.

Prior to his role at TRC he served as the Deputy Chief of Staff for the Office of the Leader of the Opposition. Previous to that, he was an associate with a leading Canadian law firm.

A recipient of Canada's Top 40 Under 40 Award in 2017, Sachin also sits on the Board of the Council of Canadian Innovators. He is currently a Senior Fellow in Public Policy at the Munk School of Global Affairs and Public Policy and has served as an advisor to numerous start-up and scale-up companies in the innovation sector. He was called to the Bar in Ontario and New York and holds an MBA from the Rotman School of Management.

Abe Schwartz, *proposed Director*

Abe Schwartz is the president of Schwartz Technologies Corporation which since 1986, has actively developed and funded emerging companies engaged in healthcare and information technologies.

Abe has 45 years experience with research and development, new product launches, technology licensing, international distribution agreements, company turnarounds, venture capital financing, and negotiating mergers and acquisitions.

Abe's first start-up was Polaris Technology Corporation, a computer software firm founded in 1975 and sold in 1982 to Crown Life Insurance Company. Abe was president of The Workflow Automation Corporation which was sold in 2000 to Silicon Valley-based BEA Systems Inc. which was subsequently acquired by Oracle Corporation. In 2002, Abe became CEO of Cedara Software Inc., a medical imaging technology company. Under Abe's leadership, Cedara's stock, listed on NASDAQ and the Toronto Stock Exchange, went from $0.30 to $30 in three years. It amalgamated with Merge Healthcare in 2005.

Abe has served as an advisor and board member of numerous public and private companies currently including: Think Research Corporation, Covalon Technologies Inc., RedHill Biopharma Ltd., Datex Inc. and Pentavere Research Group Inc.

Abe has served on the Board of Governors of Brock University and has been involved with numerous philanthropic initiatives.

Barry Reiter – *proposed Director*

Barry J. Reiter is Chair of the Bennett Jones LLP's Technology, Media & Entertainment (TME) Group and Chair of the firm's Corporate Governance & Director Protection Group. His practice focuses on corporate finance, development and governance.

Barry represents start-up, growth and mature companies, private equity and other financing sources. He works with clients on strategies for corporate growth, employment and compensation matters, distribution and other commercial arrangements, strategic alliances, partnerships and joint ventures, licensing, domestic and international corporate structuring, private and public financings, stock exchange listings, mergers and acquisitions, restructurings and the protection of intellectual property rights.

He is an experienced director and has chaired boards and a variety of standing and special board committees. Current board roles include: Baylin Wireless Technologies and StarTech.com Ltd. (Advisory Board).

Barry's prior board experience includes Alliance Atlantis Communications Inc. (Chair, Corporate Governance Committee), MOSAID Technologies Incorporated (Chair, Corporate Governance Committee), 724 Solutions Inc. (Chair, Corporate Governance Committee), Syncapse Corp., Craig Wireless Systems Ltd., Telepanel Systems Inc. (Chair, Corporate Governance Committee), Battery Technologies Inc. (Chair of the Board) and Algorithmics Incorporated (Chair of the Board).

Formerly a law professor at the Faculty of Law, University of Toronto (1974-1982), Barry has written books and articles on corporate governance, joint ventures, contracts, real estate and the legal process. His most recent book, *Directors' Duties in Canada*, 6th Edition, was published by LexisNexis in April of 2016 (7th edition to be published early in 2021).

Cindy Gray – *proposed Director*

Cindy Gray, MBA, is the Managing Director, CEO and the founder of 5 Quarters Investor Relations, Inc. ("**5Q**"), an independent investor relations consulting firm operating out of Calgary, Alberta since 2013. 5Q provides strategic counsel on financial communications, continuous disclosure compliance and proactive corporate outreach programs for public and private companies. Cindy is a financial communications practitioner with 20+ years of experience in investor relations and capital markets.

Cindy has held senior and executive positions at a number of public companies and led the global business development group for one of the TSX and TSX Venture Exchange sector practices. She has been involved in the design and execution of tactical and strategic communications programs across multiple industries, including technology, natural resources, real estate, financial services and biotechnology, for North American and Australian-listed issuers.

Cindy holds an MBA from the University of Calgary's Haskayne School of Business and recently concluded two terms on the Board of Directors of Discovery House, a Calgary-based non-profit organization that offers integrated residential and community services for women and children fleeing domestic violence.

Kirstine Stewart – *proposed Director*

Kirstine is the author of a bestselling leadership book published by Random House "Our Turn".

Kirstine Stewart is also the Head of Shaping the Future of Media and a Member of the Executive Committee at the World Economic Forum where she leads a team working with the CEOs, Chairs and other C-suite executives from more than 30 major global media companies including Google, Facebook, Tencent, NBCU, Bytedance and more. The team works with these media leaders to keep the industry on the leading edge in a disrupted marketplace.

Kirstine first worked at the intersection of tech and media when she led the Media and Content Teams as VP North America for Twitter, transitioning after she built the fastest-growing Twitter ad sales office in the world, located in Canada. As VP Media in New York, Kirstine led teams driving content creation and business partnerships in News and Government, Entertainment, Music and Sports.

Before moving to Twitter, Kirstine was the Head of Canada's national broadcaster, the CBC. She is credited with reviving the public broadcaster by introducing such hit shows as Dragons' Den, Murdoch Mysteries, Heartland and more, expanding CBC's reach across TV and Radio and taking CBC through a major digital transformation marked by the 2014 Olympics.

Over her career Kirstine held a series of executive positions in Canada and the US including leading Canada's HGTV and Food Network and managing and programming 37 international channels for Hallmark with offices in Denver, Hong Kong, New York and LA.

Prior to her work at the World Economic Forum, Kirstine held C-suite positions at two successful tech startups, the most recent being digital transformation company TribalScale working with John Hancock and Emirates among other international Fortune 1000 companies. She has served on a number of public, private and nonprofit boards and advisories including TheScore, WOW (Creators of Castlevania), PSP Investments and Ryerson University's DMZ.

Richard Wells – *proposed Director*

Richard J. Wells has served as the Chief Financial Officer of Waterton Global Resource Management, Inc. ("**Waterton**") a $2 billion private equity firm focused on the precious metals sector for the past ten years. Richard is responsible for all financial aspects of Waterton's corporate office and operating subsidiaries including accounting, reporting, taxation, investor relations and administrative matters.

At Waterton he provides financial oversight as a board member for various operating companies, and has previously served as the audit committee chair for public mining companies listed on the TSXV.

Prior to co-founding Waterton, Richard was the Chief Financial Officer of a global family office which conducted investments across a variety of sectors, including real estate, healthcare and technology. Earlier in his career he was a Manager of Financial Reporting at a Canadian automotive company, Magna International, Inc.

He was awarded the Canadian Chartered Accountant designation (Ontario Honour Roll) in 2002 while employed in the audit practice of PricewaterhouseCoopers and holds a Bachelor of Commerce (Honours) from McMaster University where he was awarded the gold medal for outstanding academic performance.

Sam Ifergan – *proposed Director*

Sam Ifergan founded iGan Partners, Canada's largest and most active MedTech VC investor. iGan Partners started as a personal investment vehicle in 2012 and subsequently started its first fund in 2015. Collectively iGan has supported the creation of over 20 successful medical device, digital health and tech companies in Canada.

Sam has over 20 years of entrepreneurial, technology and venture capital experience and is actively involved in evaluating, structuring and executing iGan's investments. He works very closely with portfolio companies to help them get through regulatory hurdles and then to scale. He has a passion for developing new technologies especially in healthcare where they have a global impact.

Prior to founding iGan, Sam co-founded Visualsonics. Visualsonics grew to become the largest imaging modality for mice and became an indispensable tool in pre-clinical mice models. Visualsonics was supporting healthcare research worldwide when it was sold to Sonosite who was subsequently purchased by Fuji Medical. Revenues had grown from zero to over $30 Million per year. Visualsonics continues to operate and support healthcare research worldwide and has also commercialized technology for clinical use.

Prior to Visualsonics, Sam founded Brighter Minds Media, a digital media company for children. Brighter Minds developed interactive learning materials for young children. Its products were sold in over thirty countries and translated into over 12 languages. While Sam was a Director, Brighter Minds Media went public on the TSX at a 10 X pre-IPO valuation.

Prior to Visualsonics, Sam founded Tri-Link Technologies. Tri-Link built and brought to market one of the world's first IP-PBX products, essentially making the phone network part of the computer network. This leading-edge technology is now being used on phone networks worldwide. Tri-Link was sold to Teltronics, a US publicly traded telecom company for cash and equity.

Sam holds a Bachelor of Electrical Engineering from McGill University and an MBA from the John Molson School of Business. He lives in Toronto with his wife and three boys.

Saurabh Mukhi – *proposed Chief Technology Officer*

Saurabh is the Chief Technology Officer at TRC and oversees three divisions: Product Management, Engineering and IT Operations. In his role as CTO, Saurabh is accountable for the product strategy, its engineering development, ongoing technical operations as well as the privacy & security of all IT solutions.

Saurabh works closely with a cross-functional team of product strategists and technologists in building innovative solutions that bring clinical knowledge and evidence to the point of care. As CTO, Saurabh has adopted agile principles in the field of health care information technology to create and deploy scalable and secure solutions that are trusted by patients, providers and health system administrators. His efforts have been central to the development of the Think Research suite of solutions which are now deployed in over five continents and connects clinicians and patients at every stage of the patient journey.

Prior to joining TRC, Saurabh worked as a Management Consultant at KPMG, and he founded his own healthcare technology company, which was acquired by TRC in 2013. Saurabh has an MBA from the Rotman School of Management, and a Bachelor of Mathematics from the University of Waterloo.

Joanna Carroll – *proposed Chief Administrative Officer*

Joanna is TRC's Chief Administrative Officer. Joanna has been with TRC for eight years and has been instrumental in overseeing hiring during TRC's rapid expansion as it has grown from a small start-up to a team of over 160 staff. Additionally, Joanna oversees large-scale, strategic programs, and serves as a legal advisor to the Executive Team.

Prior to joining TRC, Joanna practiced law as an employment and commercial litigator at two Bay Street law firms before starting her own firm which focussed on advising and acting on behalf of hospitals and not-for-profit healthcare agencies.

Joanna has over 15 years' experience practicing law as an employment lawyer and commercial litigator. She holds an undergraduate degree from the University of King's College at Dalhousie University and a law degree from the University of Calgary.

Alex Dvorkin – *proposed interim Chief Financial Officer and Vice President Finance*

Alex is the Interim CFO & Director of Finance at TRC. His major responsibilities encompass all strategic and tactical matters in relation to budget, cost benefit analysis, financial and management reporting, and financial planning & analysis. Alex offers insightful operational and programmatic support to this rapidly growing organization, and is a key player in helping TRC grow and reach new milestones.

Along with his designation as CPA, Alex brings more than 10 years of experience in finance and accounting in both the professional services firm and industry settings. Alex received his Bachelor's in Business Administration from Ivey Business School at the University of Western Ontario.

Dr. Parminder Singh – *proposed Managing Director, Clinical Services*

Dr. Singh is the Managing Director Clinical Services at TRC. Dr. Singh is responsible for providing leadership and strategy for the clinics division of the company's existing products and services as well as growth plans. He consults and provides support and direction to the Clinical Research and Development team in helping to innovate and develop sector-specific solutions and build efficiency for partners while improving the care experience. Dr. Singh's major responsibilities also include strategy and oversight related to the HealthCare Plus primary care clinics.

Dr. Singh has a doctor of medicine degree from Windsor University School of Medicine along with degrees from the University of Toronto and certification from Harvard University School of Medicine. Dr. Singh is an experienced executive with a demonstrated history of working in the hospital & health care industry.

Dr. Singh was also the founding voice providing live play-by-play commentary for Hockey Night in Canada Punjabi Edition and for the National Basketball Association in Punjabi.

Michael G. Stewart– *proposed General Counsel and Corporate Secretary*

Michael is the proposed General Counsel and Corporate Secretary of the Resulting Issuer, with a proposed effective date of January 4, 2021. His major responsibilities include managing all regulatory compliance requirements, including company filings, annual general meetings, as well the New LTI plan. As General Counsel and Corporate Secretary, he will support the Resulting Issuer Board and its committees, providing timely advice on corporate governance, policies and best practices. He will also support all aspects of the business, including sales, product development, privacy, finance and human resources.

Michael practiced law as General Counsel and Corporate Secretary in a number of organizations within the technology industry including most recently Saba Software (which acquired Halogen Software) a Toronto Stock Exchange listed company, and the Canadian Internet Registration Authority. He was also previously a senior legal advisor at Alcatel-Lucent an international telecommunications equipment company (which acquired Newbridge Networks a Toronto Stock Exchange listed company).

Michael has an extensive background as a senior lawyer spanning 25 years in the technology industry, including publicly-traded multinationals, internet, telecommunications and software companies. Michael holds a B.A. (Hons) in History and English Literature as well as an L.L.B from Queen's University.

Cease Trade Orders or Bankruptcies

Other than as set out below, no proposed director, officer or promoter of the Resulting Issuer, and no securityholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has, within the last ten years prior to date of this Statement, (i) been a director, officer or promoter of any person or company that, while such person was acting in that capacity was the subject of a cease trade or similar order or an order that denied the issuer access to any exemptions under applicable securities law for a period of more than 30 consecutive days, or (ii) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Richard Wells was a director of Fire River Gold Corp. (NEX: FAU.H) ("**Fire River**"), a reporting issuer in the provinces of British Columbia, Alberta and Ontario, on March 7, 2014, when the British Columbia Securities Commission issued a cease trade order against Fire River for failure to file its audited financial statements for the year ended October 31, 2013 and accompanying MD&A and related filings within the time period prescribed under applicable securities legislation. The audited financial statements for the year ended October 31, 2013 and accompanying MD&A were subsequently filed and the cease trade order was revoked. Mr. Wells resigned as a director of Fire River on May 12, 2015.

Penalties and Sanctions

No proposed director, officer, promoter or shareholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder making a decision about the Arrangement.

Personal Bankruptcies

In the ten years prior to the date hereof, none of the proposed directors, officers or promoters of the Resulting Issuer or any securityholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal holding company of any such persons, has became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Committees

Initially, the only committees of the proposed Resulting Issuer Board will be an Audit Committee (the "**Audit Committee**") a Compensation Committee, a Governance and Nominations Committee (the "**Governance and Nominations Committee**"), a Strategy Committee and an Executive Search Committee.

Upon completion of the Arrangement, the Audit Committee is expected to be composed of Richard Wells (Chair), Cindy Gray and Sam Ifergan. As defined by NI 52-110, each Audit Committee member is "independent" within the meaning of NI 52-110. Each Audit Committee member is "financially literate", within the meaning of NI

52-110 and possesses education or experience that is relevant for the performance of their responsibilities as an Audit Committee member. See "*Biographical Information*" above.

The mandate of the Audit Committee will be to assist the Resulting Issuer Board in fulfilling its oversight responsibilities relating to financial accounting, reporting and internal controls for the Resulting Issuer. The Audit Committee will be responsible for: conducting reviews and discussions with management and the external auditors relating to the audit and financial reporting; assessing the integrity of internal controls and financial reporting procedures; ensuring implementation of internal controls and procedures; reviewing the quarterly and annual financial statements and management's discussion and analysis of the Resulting Issuer; selecting and monitoring the independence, performance and remuneration of the external auditors; oversight of all disclosure relating to financial information. The Audit Committee will also be responsible for reviewing and following the procedures established in the Resulting Issuer's Code of Business Conduct and Ethics, Whistleblower Policy and the Anti-Bribery and Anti-Corruption Policy.

Upon completion of the Arrangement, the Resulting Issuer Board expects to establish the Governance and Nominations Committee, which is expected to be composed of three members, each of whom will be "independent" within the meaning of NI 52-110. Barry Reiter (Chair) will be the first member of the committee with the other two members to be decided by the Resulting Issuer Board upon completion of the Arrangement.

The mandate of the Governance Committee will be to assist in fulfilling its corporate governance responsibilities under applicable law, to promote a culture of integrity, to review candidates for election as directors and recommend director nominees and to assist the Resulting Issuer Board in setting director and senior executive compensation. The Governance Committee will be responsible for: reviewing, approving and recommending to the Resulting Issuer Board for approval the remuneration of the senior executives; reviewing and recommending to the Resulting Issuer Board the remuneration of directors; developing and submitting to the Resulting Issuer Board recommendations with regard to bonus entitlements, other employee benefits and bonus plans; reviewing the remuneration policies of the Resulting Issuer; reviewing bonus plans and any share-based compensation plans; identifying, evaluating and recommending Resulting Issuer Board candidates; evaluating Resulting Issuer Board structure and organization; providing, together with the Resulting Issuer Board, a comprehensive orientation and education program for new directors as well as continuing education opportunities to existing directors; and monitoring the effectiveness of and compliance with corporate governance policies and procedures. The Governance Committee will also be responsible for approving and monitoring all transactions involving "related parties" (as defined in MI 61-101) as well as implementing and reviewing the Resulting Issuer's Corporate Disclosure and Insider Trading Policy.

Upon completion of the Arrangement, the Resulting Issuer Board expects to establish the Compensation Committee, which is expected to be composed of three members, each of whom will be "independent" within the meaning of NI 52-110. Upon completion of the Arrangement, the Compensation Committee is expected to be composed of Cindy Gray (Chair), Barry Reiter, and Abe Schwartz.

The purpose of the Compensation Committee is to assist the Resulting Issuer Board in fulfilling its oversight responsibilities in relation to (i) Chief Executive Officer ("CEO") objectives, performance reviews and compensation; and (ii) approvals of allocations of options to employees and officers.

Conflicts Of Interest

Certain directors, officers and promoters of the Resulting Issuer are associated with other reporting issuers or other corporations that may give rise to conflicts of interest. Please see "*Other Reporting Issuers*" below. In accordance with the OBCA, directors or officers of the Resulting Issuer who have a material interest in a material contract or a proposed material contract with the Resulting Issuer are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors are required to act honestly and in good faith with a view to the best interests of the Resulting Issuer.

Some of the directors and officers of the Resulting Issuer have or will have either other employment or other business or time restrictions placed on them and, accordingly, these directors and officers of the Resulting Issuer will only be able to devote part of their time to the affairs of the Resulting Issuer.

Other Reporting Issuers

The following table sets out information for the proposed directors, officers and promoters of the Resulting Issuer that are, or have been within the five years prior to the date hereof, directors, officers or promoters of other reporting issuers.

Name	Name and Jurisdiction of Reporting Issuer	Name of Trading Market	Position	From	To
Abe Schwartz	Covalon Technologies Inc.	TSXV	Director	2008	Present
Barry Reiter	Baylin Wireless Technologies Inc.	TSX	Director	2013	Present
	NexgenRX Inc.	TSXV	Director	2012	2017
Richard Wells	Fire River Gold Corp.	NEX/OTC	Director	2012	2015
	NuLegacy Gold Corporation	TSXV	Director	2014	2016
Kirstine Stewart	Score Media and Gaming Inc. (formerly theScore Inc.)	TSX	Director	2016	2018
	Wow Unlimited Media Inc. (formerly Rainmaker Entertainment Inc.)	TSXV	Director	2016	2018

Resulting Issuer Executive Compensation

For the purposes of this section, the Named Executive Officers are the proposed Acting Chief Executive Officer and Chief Financial Officer of the Resulting Issuer and each of the three most highly compensated executive officers who are proposed to serve as executive officers of the Resulting Issuer for the twelve month period following the Arrangement. Based on the above criteria, the Named Executive Officers for the Resulting Issuer will be Sachin Aggarwal (Chief Executive Officer), Saurabh Mukhi, (Chief Technology Officer), Joanna Carrol (Chief Administrative Officer), Alex Dvorkin (Interim CFO & VP Finance), and Dr Parminder Singh (Chief Development Officer).

Compensation Discussion and Analysis

When determining compensation policies and individual compensation levels for the Resulting Issuer's executive officers, a variety of factors will be considered, including: the overall financial and operating performance of the Resulting Issuer; each executive officer's individual performance and contribution towards meeting corporate objectives; each executive officer's level of responsibility and length of service; and industry comparables.

The Resulting Issuer's compensation philosophy for its executive officers will follow three underlying principles: to provide compensation packages that encourage and motivate performance; to be competitive with other companies in the industry in which it operates, which are of similar size and scope of operations, so as to attract and retain talented executives; and to align the interests of its executive officers with the long-term interests of the Resulting Issuer and its shareholders through stock-related programs.

Compensation for the NEOs of the Resulting Issuer will be determined following closing of the Arrangement and will be in line with similar development-stage companies.

Pension Plan Benefits

The Resulting Issuer does not intend to implement any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Compensation of Directors

Following completion of the Arrangement, it is anticipated that the Resulting Issuer will pay compensation to its directors in the form of annual fees for attending meetings of the Resulting Issuer Board. Directors may receive additional compensation for acting as chairs of committees of the Resulting Issuer Board. Directors will also be entitled to receive Deferred Share Units in accordance with the terms of the New LTI Plan and the TSXV requirements and will be reimbursed for any out-of-pocket travel expenses incurred in order to attend meetings of the Resulting Issuer Board, committees of the Resulting Issuer Board or meetings of the shareholders of the Resulting Issuer. It is also anticipated that the Resulting Issuer will obtain customary insurance for the benefit of its directors and enter into indemnification agreements with its directors pursuant to which the Resulting Issuer will agree to indemnify its directors to the extent permitted by law.

Employment Agreements

Upon completion of the Arrangement, the Resulting Issuer will assume TRC's obligations under the employment agreements described under the heading "Schedule "B" – *Information Concerning TRC – Directors and Executive Officers – Employment Agreements*" above.

Indebtedness of the Resulting Issuer's Directors and Officers

As of the completion of the Arrangement, no proposed director, executive officer or senior officer of the Resulting Issuer or any associate thereof, will be indebted to the Resulting Issuer or any of its subsidiaries, or has been at any time during the preceding financial year.

No director, executive officer or other senior officer of AIM4 or TRC or person who acted in such capacity in the last financial year of AIM4 or TRC or proposed director or officer of the Resulting Issuer, or any associate of any such director or officer is, or has been, at any time since the incorporation of AIM4 or TRC, indebted to AIM4 or TRC nor is, or at any time since the incorporation of AIM4 or TRC has, any indebtedness of any such person been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by AIM4 or TRC.

Investor Relations Arrangements

The Resulting Issuer has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Resulting Issuer and no such arrangements are contemplated for the Resulting Issuer.

Options to Purchase Securities

In connection with the completion of the Arrangement, the Resulting Issuer intends to adopt the New LTI Plan that is in compliance with the TSXV requirements for security-based compensation arrangements. AIM4 Shareholders will be asked to approve the LTI Plan Resolution approving the termination of the AIM4 Option Plan and the approval of the New LTI Plan as the long term incentive plan of AIM4 at the AIM4 Meeting.

If the LTI Plan Resolution is approved by the AIM4 Shareholders at the AIM4 Meeting, the 597,400 Replacement Options to be issued upon completion of the Arrangement will be governed by the New LTI Plan, the 1,065,000 AIM4 Options outstanding (approximately 43,010 Resulting Issuer Options on a post-Arrangement basis) currently outstanding under the AIM4 Option Plan will (following completion of the Arrangement) remain outstanding under the New LTI Plan, without amendment to their terms, and the Resulting Issuer will be able to issue Awards under the New LTI Plan for up to 2,883,191 Resulting Issuer Shares (representing approximately 8.2% of the 35,236,009 Resulting Issuer Shares anticipated to be issued and outstanding as of the Effective Date) and subject to the foregoing, the maximum number of Resulting Issuer Shares issuable under the New LTI Plan pursuant to Awards that are not Options may not exceed the number that is equal to 10% of the number of issued and outstanding Resulting Issuer Shares on the date that the New LTI Plan becomes effective (expected to be 3,523,600 Resulting Issuer Shares). If the LTI Plan Resolution is not approved by the AIM4 Shareholders at the AIM4 Meeting, the 1,065,000 AIM4 Options currently outstanding will remain outstanding under the AIM4 Option Plan.

The following table shows the particulars of AIM4 Options, Replacement Options and Resulting Issuer Options, all of which are exercisable for Resulting Issuer Shares, expected to be outstanding upon completion of the Arrangement and assuming completion of the Arrangement.

			Market Value of the Shares Under Option	
Expiry	Exercise Price	Number Under Option	November 13, 2020(1)	Date of Grant
December 21, 2020	$0.01	29,750	$138,338	N/A
June 30, 2021	$0.01	20,000	$93,000	N/A
November 25, 2022	$0.01	5,000	$23,250	N/A
November 26, 2022	$0.01	3,000	$13,950	N/A
June 1, 2023	$0.01	30,000	$139,500	N/A
June 8, 2023	$0.01	66,250	$308,063	N/A
June 15, 2023	$0.01	9,375	$43,594	N/A
July 23, 2023	$0.01	7,500	$34,875	N/A
September 30, 2023	$0.01	129,500	$602,175	N/A
October 1, 2023	$0.01	51,300	$238,545	N/A
October 26, 2023	$0.01	15,000	$69,750	N/A
December 31, 2023	$0.01	8,000	$37,200	N/A
February 2, 2024	$0.01	2,500	$11,625	N/A
March 29, 2024	$0.01	4,000	$18,600	N/A
April 30, 2024	$0.01	7,500	$34,875	N/A
May 10, 2024	$0.01	1,500	$6,975	N/A
June 10, 2024	$0.01	10,000	$46,500	N/A
August 26, 2024	$0.01	5,000	$23,250	N/A
September 9, 2024	$0.01	95,500	$444,075	N/A
September 30, 2024	$0.01	49,850	$231,803	N/A
October 1, 2024	$0.01	31,875	$148,219	N/A
December 11, 2024	$0.01	15,000	$69,750	N/A
12 months from the Effective Date	$2.476125	43,010	$199,996.50	N/A

Note:

(1) Based on a price per share of $4.65, being the price per Subscription Receipt in the TRC Private Placement.

It is anticipated that, following completion of the Arrangement, the Resulting Issuer Board will make grants under the New LTI Plan, as a form of security based compensation, in a manner consistent with comparable public issuers.

The following is a description of the expected Replacement Options and Resulting Issuer Options outstanding upon completion of the Arrangement, by category of option holder.

Category of Option Holder	Shares Under Option
All proposed officers of the Resulting Issuer as a group(1)	11,600
All proposed directors of the Resulting Issuer as a group who are not also officers(2)	0
All other employees of the Resulting Issuer as a group	582,800
All consultants of the Resulting Issuer as a group	0
Former officers and directors of TRC	3,000
Former officers and directors of AIM4(3)	43,010

Notes:

(1) Five proposed officers in total, being Sachin Aggarwal, Saurabh Mukhi, Joanna Carroll, Alex Dvorkin and Dr. Parminder Singh.

(2) Six proposed directors in total, being namely Cindy Gray, Sam Ifergan, Barry Reiter, Richard Wells, Kirstine Stewart, Abe Schwartz.

(3) Exercisable at a price of $2.476125 per Resulting Issuer Share until the date that is 12 months from the Effective Date.

Following completion of the Arrangement, the Resulting Issuer intends to issue options to new directors and officers in such amounts as may be determined by the Resulting Issuer Board. Such options will be issued at the market price pursuant to the New LTI Plan and the rules of the TSXV.

The New LTI Plan will, subject to AIM4 Shareholder approval at the AIM4 Meeting and all requisite regulatory approvals, come into effect only upon completion of the Arrangement.

See "*Particulars of Matters to be Acted Upon at the AIM4 Meeting – Summary of New LTI Plan*" for a summary of the terms of the New LTI Plan.

Auditors, Transfer Agent and Registrar

Upon completion of the Arrangement, the transfer agent and registrar for the Resulting Issuer Shares will be TSX Trust, 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1 and the auditors of the Resulting Issuer will be MNP LLP located at 111 Richmond Street West, Suite 300, Toronto, Ontario M5H 2G4.

SCHEDULE "D"
NEW LTI PLAN

Long Term Incentive Plan
of
Think Research Corporation

See attached.

TRC MANAGEMENT HOLDINGS CORP.

Omnibus Equity Incentive Plan

PART 1. PURPOSE

1.1 Purpose

The purpose of this Plan is to advance the interests of TRC Management Holdings Corp. (the "**Company**") and its Subsidiaries (as defined herein) by enhancing their ability (i) to attract, motivate and retain employees, officers and directors, (ii) to reward them for their contributions to the business, (iii) to encourage them to take into account the long-term financial performance of the business and the creation of shareholder value through their participation in the Company's equity, and (iv) to compensate Consultants (as defined herein).

PART 2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Plan:

"**Affiliate**" means, in respect of a Person: (a) another Person that is a Subsidiary of such Person; (b) another Person of which such Person is a Subsidiary and (c) another Person under common Control with such Person.

"**Alternative Awards**" has the meaning attributed to it in section 14.2.

"**Applicable Withholding Taxes**" means any taxes, source deductions or other amounts that the Company is required by law to withhold from any amounts to be paid or credited or to remit to any governmental entity in connection with the grant or settlement of an Award under this Plan.

"**Associate**" has the meaning attributed to it in the *Securities Act* (Ontario).

"**Award**" means any Deferred Share Unit, Option, Performance Share Unit, Restricted Share, Restricted Share Unit, Stock Appreciation Right or Other Share-Based Award granted under this Plan.

"**Award Agreement**" means an agreement evidencing an Award, including a DSU Agreement, Option Agreement, PSU Agreement, Restricted Share Agreement or RSU Agreement.

"**Blackout Period**" means a period of time when, pursuant to any policies of the Company or other periods as designated by the Company, designated Persons may not trade in securities of the Company.

"**Board**" means the board of directors of the Company.

"**Business Day**" means any day on which the Exchange is open for trading.

"**Cause**" means (i) if the Participant has a written employment agreement with a Participating Company, "cause", "just cause" or any other similar term as defined in that agreement, or (ii) if there is no such agreement or definition, means:

(a) the willful failure by the Participant to perform his or her duties with respect to a Participating Company;

(b) theft, fraud, dishonesty or misconduct by the Participant involving the property, business or affairs of a Participating Company or in carrying out of the Participant's duties with respect to a Participating Company;

(c) the material breach by the Participant of his or her employment agreement, including the policies of the Company or a Participating Company;

(d) the Participant is convicted of or pleads guilty (or "no contest") to a crime that constitutes an indictable offence or felony; or

(e) any conduct or behaviour which would entitle an employer to terminate the Participant's employment without notice or payment in lieu of notice.

"**Change of Control**" means:

(a) the acceptance of an offer by a sufficient number of holders of voting securities in the capital of the Company so that the offeror, together with Persons acting jointly or in concert with the offeror, becomes entitled, directly or indirectly, to exercise more than 50% of the voting rights attaching to the outstanding voting securities in the capital of the Company (provided that prior to the offer, the offeror was not entitled to exercise more than 50% of the voting rights attaching to the outstanding voting securities in the capital of the Company);

(b) the completion of a plan of arrangement, consolidation, reorganization, merger or amalgamation of the Company with or into any other entity, or otherwise resulting in the exchange of the outstanding shares of the Company for securities or other consideration issued or caused to be issued by the acquiring entity or its Subsidiaries, in each case, whereby the voting securityholders of the Company immediately prior to the arrangement, consolidation, reorganization, merger or amalgamation or other exchange of the outstanding shares of the Company receive 50% or less of the voting rights attaching to the outstanding voting securities of the consolidated, merged or amalgamated corporation;

(c) the completion of a sale lease, transfer or other disposition, in a single transaction or series of related transactions whereby all or substantially all of the undertakings and assets of the Company and its Subsidiaries, on a consolidated basis, become the property of any entity which is not a Subsidiary of the Company; or

(d) the completion of the exclusive, irrevocable licensing, in a single transaction or series of related transactions, to an any entity which is not a Subsidiary of the Company of all or substantially all of the intellectual property of the Company and its Subsidiaries, on a consolidated basis; and

for greater certainty, unless otherwise determined by the Board of Directors, a Change of Control will not include any transaction where the voting securityholders of the Company immediately prior to the transaction hold 50% or less of the voting rights attaching to the outstanding voting securities in the capital of the Company immediately following the transaction as a result of the issuance from treasury of voting securities or securities convertible into voting securities.

“**Code**” means the United States Internal Revenue Code of 1986.

“**Committee**” means the ● Committee of the Board or any other committee of the Board that the Board may designate to administer the Plan.

“**Common Shares**” means the common shares of the Company.

“**Company**” means TRC Management Holdings Corp.

“**Consultant**” means a Person (other than employee, officer or director of the Company or a Subsidiary) that:

(a) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Company or to a Subsidiary of the Company, other than services provided in relation to a distribution (as such term is defined in the *Securities Act* (Ontario));

(b) provides the services under a written contract between the Company or the Subsidiary and the individual or the Company, as the case may be;

(c) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the affairs and business of the Company or a Subsidiary of the Company; and

(d) has a relationship with the Company or a Subsidiary of the Issuer that enables the individual to be knowledgeable about the business and affairs of the Company,

and includes

(e) for an individual Consultant, a corporation of which the individual Consultant is an employee or shareholder, and a partnership of which the individual Consultant is an employee or partner; and

(f) for a Consultant that is not an individual, an employee, executive officer or director of the Consultant, provided that the individual employee, executive officer or director spends or will spend a significant amount of time and attention on the affairs and business of the Company or a Subsidiary of the Company.

“**Control**” means:

(a) when applied to the relationship between a Person and another Person, the beneficial ownership by that first Person, directly or indirectly, of voting securities in such second Person entitling the holder to exercise control and direction in fact over the activities of such second Person, including by way of electing a majority of the members of the board of the second Person; and

(b) notwithstanding the foregoing, when applied to the relationship between a Person and a partnership, limited partnership or joint venture, means the contractual right to direct the affairs of the partnership, limited partnership or joint venture; and

provided that a Person who Controls a second Person will be deemed to Control a third Person which is Controlled by such second Person and so on;

“**Date of Grant**” means the date an Award is granted to a Participant as set out in the Participant’s Award Agreement.

“**Deferred Share Unit**” or “**DSU**” means an Award described in section 5.1.

“**Disability**” means a long-term disability, as determined by the Board.

“**DSU Agreement**” means an agreement, substantially in the form of Schedule A, between the Company and a Participant evidencing an Award of DSUs.

“**DSU Termination Date**” means the date on which a Participant who holds DSUs ceases to hold any position as an officer, employee, or director of the Company or any of its Subsidiaries.

“**Eligible Director**” means a non-executive director of a Participating Company and who is not otherwise an employee of a Participating Company.

“**Eligible Person**” means an employee, officer or director of, or a Consultant to, a Participating Company.

“**Exchange**” means the TSX Venture Exchange, the Toronto Stock Exchange, The NASDAQ Global Select Market, The NASDAQ National Market, the New York Stock Exchange or any other stock exchange on which the Shares are listed and posted for trading or quoted

“**Fair Market Value**” of the Common Shares on any date means:

(a) if the Common Shares are listed on an Exchange, the volume-weighted average trading price of the Common Shares on the Exchange with the greatest volume of trading over the applicable period, for the five trading days before the relevant date or, if there is no reported sale price at which the Common Shares traded on an Exchange during such period, the average of the closing bid and ask prices (on the Exchange with the narrowest such bid-ask spread) for the trading day immediately before the relevant date; and

(b) if the Common Shares are not listed on an Exchange, the value as determined by the Board in good faith.

“**Filing Date**” has the meaning attributed to it in subsection 5.5(1).

“**Insider**” means: (a) a director or senior officer of the Company, (b) a director or senior officer of a company that is an Insider or Subsidiary of the Company; (c) a Person that beneficially owns or controls, directly or indirectly, non-debt securities of the Company carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, which voting securities carry more than 10% of the voting rights attached to all outstanding non-debt securities of the Company carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, or (d) the Company itself if it holds any of its own securities.

“**In-The-Money Amount**” means the product of (a) the amount by which the Fair Market Value of the Common Shares on the date a SAR is exercised exceeds the Option Exercise Price of the related Option and (b) the number of Common Shares underlying the related Option that is being exercised.

“**Investor Relations Activities**” has the meaning given to that term in Policy 1.1 – *Interpretation* of the TSX Venture Exchange.

“**Notice of Exercise**” means a notice, substantially in the form of Schedule B1.

“**Option**” means an Award described in section 6.1.

“**Option Agreement**” means an agreement, substantially in the form of Schedule B, between the Company and a Participant evidencing an Award of Options.

“**Option Exercise Price**” means the price at which a Common Share may be acquired on exercise of an Option.

“**Option Expiry Date**” has the meaning attributed to it in subsection 6.3(1).

“**Original Statements**” has the meaning attributed to it in paragraph 16.3(d).

“**Other Share-Based Award**” means an Award granted under section 11.1.

“**Outstanding Issue**” means the number of Common Shares issued and outstanding from time to time (on a non-diluted basis).

“**Participant**” means any Eligible Person to whom an Award has been granted.

“**Participating Company**” means the Company and any of its Subsidiaries or any other Person in which the Company or a Subsidiary holds an interest.

“**Performance Goals**” means the goals established by the Board (based on one or more Performance Measures) as part of the terms of an Award.

“**Performance Measures**” means the measures (other than the mere continuation of employment or passage of time) established by the Board to determine Performance Goals, which may include measures related to financial or operational matters at the Company, a Subsidiary or the Company and one or more Subsidiaries, shareholder returns and individual performance criteria.

“**Performance Period**” means the period established by the Board for which the achievement of Performance Goals is assessed or determined.

“**Performance Share Unit**” or “**PSU**” means an Award described in section 7.1.

“**Performance Vesting Conditions**” means any Performance Goals established by the Board as conditions to the vesting of Awards.

“**Person**” means an individual, corporation, company, cooperative, sole proprietorship, partnership, limited partnership, limited liability partnership, joint venture, venture capital fund, limited liability company, unlimited liability company, trust, trustee, executor, administrator, legal personal representative, estate, unincorporated association, organization or syndicate, entity with juridical personality or governmental authority or body, or other entity, whether or not having legal status, however designated or constituted, and pronouns which refer to a Person shall have a similarly extended meaning.

“**Plan**” means this Omnibus Equity Incentive Plan, as amended or restated from time to time.

“**PSU Agreement**” means an agreement, substantially in the form of Schedule C, between the Company and a Participant evidencing an Award of PSUs.

“**PSU Vesting Date**” has the meaning attributed to it in section 7.3.

“**Relevant Equity Recoupment Date**” has the meaning attributed to it in paragraph 16.3(f).

“**Restated Statements**” has the meaning attributed to it in paragraph 16.3(d).

“**Restricted Share**” means an Award described in section 8.1.

“**Restricted Share Agreement**” means an agreement, substantially in the form of Schedule D, between the Company and a Participant evidencing an Award of Restricted Shares.

“**Restricted Share Unit**” or “**RSU**” means an Award described in section 9.1.

“**Restrictive Covenant**” has the meaning attributed to it in paragraph 16.3(a).

“**Retire**” or **Retirement**” means retirement from active employment with a Participating Company at or after age 65 or in other circumstances (such as years of service) as determined by the Board to constitute retirement for purpose of this Plan.

“**RRIF**” means a registered retirement income fund (as defined in the *Income Tax Act* (Canada)).

“**RRSP**” means a registered retirement savings plan (as defined in the *Income Tax Act* (Canada)).

“**RSU Agreement**” means an agreement, substantially in the form of Schedule E, between the between the Company and a Participant evidencing an Award of RSUs.

“**RSU Vesting Date**” has the meaning attributed to it in section 9.3.

“**SAR** means an Award of tandem share appreciation right described in section 10.1.

“**Security Based Compensation Arrangement**” means an option, option plan, security based appreciation right, employee unit purchase plan, restricted, performance of deferred unit plan, long-term incentive plan or any other compensation or incentive mechanism, in each case, involving the issuance or potential issuance of Shares to one or more directors or officers of the Company or a Subsidiary of the Company, current or past full-time or part-time employees of the Corporation or a Subsidiary of the Company, Insiders or Consultants of the Company or any Subsidiary of the Company including a Share purchased from treasury by one or more officers, directors or officers of the Company or any Subsidiary of the Company, current or past full-time or part-time employees of the Company or a Subsidiary of the Company, Insiders or Consultants of the Company or a Subsidiary of the Company which is financially assisted by the Company or a Subsidiary of the Company by way of a loan, guarantee or otherwise, but a Security Based Compensation Arrangement does not include an arrangement that does not involve the issuance from treasury or potential issuance from treasury of Common Shares or other equity securities of the Company.

“**Subsidiary**” means, in respect of a Person, another Person that is Controlled directly or indirectly by such Person and includes a Subsidiary of that Subsidiary.

“**Termination Date**” means (i) in the case of a Participant (other than a Consultant), the last day on which the Participant actively renders services to the Company or a Subsidiary where it is reasonably expected that no further services will be performed (and excluding any period of statutory, contractual or reasonable notice of termination of employment or any period of salary continuance or deemed employment, except as otherwise expressly required by applicable employment standards legislation), including by reason of death or Disability, but, for greater certainty, a Participant’s absence from active work during a period of vacation, temporary illness, authorized leave of absence, maternity or parental leave or leave on account of Disability shall not be considered to result in a Termination Date, and (ii) in the case of a Consultant who is a Participant, the effective date of termination of the agreement governing its services as a consultant.

“**TFSA**” means a tax free savings account (as defined in the *Income Tax Act* (Canada)).

2.2 Interpretation

(1) References to a “Part”, “section”, “subsection”, “paragraph” or “clause” mean to the specified Part, section, subsection, paragraph or clause of this Plan unless otherwise described.

(2) The table of contents and headings are included for convenience of reference and do not affect the interpretation of this Plan.

(3) Words importing the singular include the plural and *vice versa*.

(4) The words “include” or “including” mean include or including without limitation.

(5) References to a statute, regulation, rule, code, national instrument or policy statement or to a particular section of one of them mean to that statute, regulation, rule, code, national instrument, policy statement or section as amended or superseded from time to time (unless specified otherwise) and references to a statute include any regulations, rules, national instruments or policy statements enacted under that statute.

(6) Where an individual has transferred an Award to an RRIF, RRSP or TFSA or to a corporation of which the individual is the annuitant or (as applicable) the sole shareholder, the individual will be the Participant for the purpose of the definition of “Termination Date” and for the purpose of the death, Disability or Retirement of the Participant.

2.3 Governing Law

The Plan is governed by and will be construed in accordance with Ontario law, regardless of the citizenship, residence or place of organization of a Participant.

2.4 Submission to Jurisdiction

The Company and each Participant submits to the exclusive jurisdiction of the courts of competent jurisdiction of Ontario with respect to any action or proceeding arising out of relating in any way to this Plan or any Award Agreement or Award.

PART 3. ADMINISTRATION

3.1 Discretion and Authority

(1) Subject to section 3.2, the Board has the sole and absolute discretion and authority to administer and interpret this Plan, the Award Agreements and the Awards, including:

(a) to determine the Eligible Persons to whom Awards may be granted;

(b) to grant Awards and determine their terms, including (i) the number of Awards to be granted, (ii) the timing of grants, including the Date of Grant, (iii) the Option Exercise Price, (iv) the Performance Goals, Performance Measures, Performance Periods and Performance Vesting Conditions, (v) restrictions on transfer, (vi) any other vesting schedule, terms, limitations, restrictions and conditions applicable to Awards, (vii) approving the form of any Award Agreement (not inconsistent with this Plan) to evidence an Award and (viii) the waiver or amendment of any terms of Awards, including accelerating the vesting of any Awards, changing the Performance Vesting Conditions or, subject to the approval of the Exchange where required, substituting other property on the payment or settlement of any Awards;

(c) to establish, amend and rescind any regulations, rules or guidelines relating to this Plan; and

(d) to make any other determinations, settle any disputes or take any other action necessary or desirable for the administration of this Plan or any Award Agreement or Award.

(2) Without limiting subsection (1), the Board, in its discretion, may correct any defect or omission or reconcile any inconsistencies in this Plan or any Award Agreement or Award.

(3) The Board's decision with respect to any matter related to this Plan will be conclusive and binding on the Company, the Subsidiaries and all Participants.

(4) The Board's discretion and authority is subject to any mandatory requirements of the Exchange.

3.2 Delegation and Liability

(1) The Board may delegate to the Committee all or some of its powers under this Plan and on other terms as the Board may determine. In that case, references to the "Board" will be deemed to be references to the Committee, to the extent such powers have been delegated. The Board (or the Committee) may delegate the day-to-day administration of this Plan to any one or more officers of the Company.

(2) None of the members of the Board or the Committee or any other Person acting pursuant to authority delegated by the Board or the Committee will be liable for any action taken (or omitted to be taken) or determination made (or not made) in good faith in connection with this Plan or any Award.

3.3 Eligibility

All Eligible Persons are eligible to participate in this Plan, but eligibility does not confer any right to be granted an Award, which remains in the sole discretion of the Board. Further, the grant of an Award to an Eligible Person shall not entitle such Eligible Person to a future grant of an Award of the same or a different type.

3.4 Common Shares Subject to this Plan

(1) The maximum number of Common Shares issuable under this Plan and any other Security Based Compensation Arrangement may not exceed 10% of the Outstanding Issue, provided that, and subject to the foregoing, the maximum number of Common Shares issuable under this Plan pursuant to Awards that are not Options may not exceed [●][1] Common Shares.

(2) The Board may not grant an Award that can be settled by an issuance of Common Shares from treasury if it would have the effect of causing the total number of Common Shares subject to that Award to exceed the total number of Common Shares determined under subsection (1).

(3) For as long as the Common Shares are listed on the TSX Venture Exchange:

(a) the aggregate number of Common Shares issuable pursuant to Awards granted to any one Participant (and companies wholly owned by such Participant) in a 12-month period must not exceed 5% of the Outstanding Issue, calculated as of the Date of Grant to such Participant;

(b) the aggregate number of Common Shares issuable pursuant to Awards granted to any one Consultant in a 12-month period must not exceed 2% of the Outstanding Issue, calculated as of the Date of Grant to such Consultant;

(c) the aggregate number of Common Shares issuable pursuant to Options granted to all Participants retained to provide Investor Relations Activities must not exceed 2% of the Outstanding Issue in any 12-month period, calculated as of the Date of Grant to such a Participant; and

(d) for Awards granted to employees or Consultants, the Company and the Participant are responsible for ensuring and confirming that the Participant is a *bona fide* employee or Consultant, as the case may be.

(4) This Plan is an “evergreen” plan. Accordingly, Common Shares covered by Awards that are exercised or settled or that expire or are forfeited, surrendered, cancelled or otherwise terminated or lapse for any reason without having been exercised or settled for Common Shares issued from treasury will be available for subsequent grant under this Plan and the number of Common Shares available for issuance under subsection (1) will not be reduced. Also, the number of Common Shares available for issuance increases if the number of Common Shares outstanding increases.

[1] Such number to be fixed at the number of Outstanding Issue on the date of effectiveness of this Plan.

3.5 Insider Participation Limits

(1) The maximum number of Common Shares issuable under this Plan and any other Security Based Compensation Arrangement to Insiders at any time may not exceed in the aggregate 10% of the Outstanding Issue.

(2) The maximum number of Common Shares issued under this Plan and any other Security Based Compensation Arrangement to Insiders within any one-year period may not exceed in the aggregate 10% of the Outstanding Issue.

3.6 Transfers

(1) A Participant may not transfer or assign an Award, including by operation of law, except on the death of the Participant, by will or applicable laws of succession, provided that, subject to applicable law, a Participant may designate in writing (on terms specified by the Company) a beneficiary to receive any benefits that are payable under this Plan and any Award on death.

(2) A Participant may not grant a security interest in, pledge or otherwise encumber an Award.

(3) Any breach of subsection (1) or (2) will result in the Award being void.

3.7 Exercise of Awards

Awards may be exercised only by:

(a) the Participant to whom the Awards were granted;

(b) the legal representative of a Participant's estate or other relevant Person under subsection 3.6(1), for up to one year after the Participant's death; and

(c) on the Participant's incapacity, the legal representative having authority to deal with the Participant's property.

3.8 Common Shares

Common Shares issued by the Company in accordance with this Plan and the Award Agreements will be issued as fully paid and non-assessable.

3.9 Fractional Shares

The Company is not required to issue or purchase any fractional Common Share or Award.

PART 4. GRANT OF AWARDS

4.1 General

Subject to the terms of this Plan, the Board, in its discretion, may grant Awards to Eligible Persons on terms determined by the Board. Each grant will be evidenced by an Award Agreement. Any officer of the Company is authorized, on behalf of the Company, to execute and deliver an Award Agreement to each Eligible Person to whom Awards have been granted.

4.2 Restrictions on Grants

The Board will not grant any Awards (other than DSUs) to directors of a Participating Company who are not also employees of a Participating Company.

PART 5. DEFERRED SHARE UNITS

5.1 Nature of DSUs

(1) A DSU is an Award attributable to a Participant's duties as a non-executive director of Participating Company and who is not otherwise an employee of a Participating Company (an "**Eligible Director**"). Each DSU entitles the Eligible Director to receive one Common Share or the cash equivalent (or a combination of the two) and is payable after the Eligible Director experiences a DSU Termination Date.

(2) Notwithstanding any other provision of the Plan, the value of a DSU shall always depend on the value of shares of the Company or a corporation related to the Company for purposes of the *Income Tax Act* (Canada) and no amount will be paid to, or in respect of, a Participant under the Plan or pursuant to any other arrangement, and no additional DSUs will be granted to any Participant to compensate for a downward fluctuation in the price of the Common Shares or any shares substituted therefore, nor will any other form of benefit be conferred upon, or in respect of, a Participant for such purpose.

5.2 Election

(1) Subject to any alternative arrangements approved by the Board, each Eligible Director must elect to receive at least 50% and up to 100% of his or her base annual compensation in DSUs by giving notice to that effect to the Company by December 15 of the year preceding the year with respect to which the election is made. Where an individual becomes a director for the first time during a year, he or she must make the election with 30 days after becoming an Eligible Director, in which case the election will only apply to periods after the election.

(2) Each election is irrevocable by the Eligible Director with respect to compensation earned during the period to which the election relates.

(3) Notwithstanding subsection 5.2(1) , the Company shall not effect any election of an Eligible Director to receive compensation in DSUs (and shall notify any applicable Eligible Director of such determination) where the Board does not believe such action is appropriate having regard for any material information to which the Board may be privy that has not been publicly disclosed.

5.3 Number of DSUs

Each Participant will receive that number of DSUs equal to the quotient of (i) and (ii), where (i) is the dollar amount of compensation payable in DSUs on the date the compensation is payable (which in the ordinary course is expected to be the first Business Day of each month) and (ii) is the Fair Market Value of the Common Shares on the date of payment, rounded down to the nearest whole number.

5.4 Vesting of DSUs

DSUs will vest at the time of grant unless specified otherwise in the applicable DSU Agreement.

5.5 Settlement of DSUs

(1) Following a Participant's DSU Termination Date, the Participant may elect to settle any vested DSUs by giving notice to the Company at any time up to December 15 of the year after the year that includes the Participant's DSU Termination Date, and if notice is not given it will be deemed to have been given on December 15 (the date the notice is given or deemed to have been given is the "**Filing Date**").

(2) The Company will pay the amount required to settle the DSUs as soon as practicable but not more than 30 days after the Filing Date, in its discretion by:

(a) issuing to the Participant from treasury that number of Common Shares equal to the number of DSUs being settled, less the number of Common Shares with an aggregate Fair Market Value equal to the Applicable Withholding Taxes in respect of such DSUs, and paying to the applicable tax authorities on behalf of the Participant the amount of the Applicable Withholding Taxes;

(b) delivering to the Participant that number of outstanding Common Shares equal to the number of DSUs being redeemed, less the number of Common Shares with an aggregate Fair Market Value equal to the Applicable Withholding Taxes;

(c) delivering to the Participant an amount in cash equal to the product of (i) the number of Common Shares equal to the number of DSUs being settled and (ii) the Fair Market Value of the Common Shares on the Filing Date, less any Applicable Withholding Taxes; or

(d) a combination of (a), (b) or (c).

5.6 DSU Account

The Company will maintain an account for each Participant and credit the account with the number of DSUs granted to the Participant and cancel any DSUs that are not paid out or fail to vest and record their cancellation in the account.

5.7 Additional DSUs

Subject to the Board's approval, if the Company pays a cash dividend on the Common Shares, the Company will credit the account of each Participant who holds DSUs as of the record date with an additional number of DSUs. The number of additional DSUs to be credited (to be determined as of the dividend payment date) will be equal to the quotient of (i) and (ii), where (i) is the product of (1) the aggregate number of DSUs held by the Participant on the relevant record date and (2) the amount of the dividend paid by the Company on each Common Share, and (ii) is the Fair Market Value of the Common Shares on the dividend payment date. These additional DSUs will be subject to the same vesting conditions as apply to the related DSUs.

PART 6. OPTIONS

6.1 Nature of Options

An Option is a right granted by the Company to a Participant entitling the Participant to acquire, for each Option issued, one Common Share from treasury at the Option Exercise Price.

6.2 Option Exercise Price

The Board will fix the Option Exercise Price of an Option on the Date of Grant, but the Option Exercise Price may not be less than the Fair Market Value of the Common Shares as of that date.

6.3 Option Term; Blackout Period

(1) Subject to subsection (2), each Option will expire on the earlier of (the "**Option Expiry Date**") (i) the fifth anniversary of the Date of Grant and (ii) the date specified in the Option Agreement. The Company will cancel any unexercised Options.

(2) If the Option Expiry Date would fall within a Blackout Period, the Option Expiry Date will automatically be extended to the date that is 10 Business Days after the date when the Blackout Period ends.

6.4 Vesting of Options

(1) Options will vest on the basis specified in the applicable Option Agreement.

(2) Notwithstanding subsection 6.4(1), during such time as the Common Shares are listed on the TSX Venture Exchange, any grant of Options to a Participant who provides services that are Investor Relations Activities to the Corporation shall vest over a period of at least 12 months, with no more than 25% of such Options vesting in any three-month period.

6.5 Exercise of Options

(1) Subject to the provisions of this Plan and the applicable Option Agreement, a Participant may exercise a vested Option (in whole or in part) at any time (other than during a Blackout Period) by delivering to the Company a duly signed and completed Notice of Exercise. The Participant will be entitled in the Notice of Exercise to elect (i) a cash exercise by paying the Option Exercise Price in accordance with subsection (2) or (ii) with the consent of the Company, in lieu of receiving Common Shares, to receive a cash payment in accordance with subsection (3).

(2) Where the Participant has elected a cash exercise, the Notice of Exercise must include a certified cheque, bank draft or other means of payment acceptable to the Company in an amount equal to the aggregate Option Exercise Price of the Common Shares to be purchased plus any Applicable Withholding Taxes.

(3) Where the Participant has elected to receive cash in lieu of Common Shares, it must surrender to the Company the applicable number of Options and elect to receive cash equal to the difference between the Fair Market Value of the Common Shares on the date of exercise and the Option Exercise Price in accordance with the following formula, less any Applicable Withholding Taxes:

$$X = \underline{Y(A - B)}$$

where X = the amount of the cash payment to be made to the Participant

Y = the number of Common Shares underlying the surrendered Option

A = the Fair Market Value of the Common Shares (if greater than the Option Exercise Price)

B = the Option Exercise Price

PART 7. PERFORMANCE SHARE UNITS

7.1 Nature of PSUs

A PSU is an Award granted to a Participant that is generally conditioned on the achievement of Performance Goals over a Performance Period, subject to satisfying the Performance Vesting Conditions, and that entitles the Participant to receive one Common Share for each PSU or the cash equivalent (or a combination of the two).

7.2 Performance Period

The Board will determine the Performance Period applicable to a PSU, but it may not be more than three years after the Date of Grant unless specified otherwise in the applicable PSU Agreement.

7.3 Vesting of PSUs

PSUs will vest on the achievement of the applicable Performance Vesting Conditions at the end of the applicable Performance Period unless specified otherwise in the applicable PSU Agreement (the "**PSU Vesting Date**").

7.4 Settlement of PSUs

The Company will pay the amount required to settle all vested PSUs as soon as practicable but not more than 30 days after the applicable PSU Vesting Date, in its discretion by:

(a) issuing to the Participant from treasury that number of Common Shares equal to the number of PSUs being settled, less the number of Common Shares with an aggregate Fair Market Value equal to the Applicable Withholding Taxes in respect of such PSUs, and paying to the applicable tax authorities on behalf of the Participant the amount of the Applicable Withholding Taxes;

(b) delivering to the Participant that number of outstanding Common Shares equal to the number of PSUs being settled, less the number of Common Shares with an aggregate Fair Market Value equal to the Applicable Withholding Taxes;

(c) delivering to the Participant an amount in cash equal to the product of (i) and (ii), where (i) is the number of Common Shares equal to the number of PSUs being settled and (ii) is the Fair Market Value of the Common Shares on the applicable PSU Vesting Date, less any Applicable Withholding Taxes; or

(d) a combination of (a), (b) or (c).

7.5 PSU Account

The Company will maintain an account for each Participant's Account and credit the account with the number of PSUs granted to the Participant and cancel any PSUs that are not paid out or fail to vest and record their cancellation in the account.

7.6 Additional PSUs

Subject to the Board's approval, if the Company pays a cash dividend on the Common Shares, the Company will credit the account of each Participant who holds PSUs as of the record date with an additional number of PSUs. The number of additional PSUs to be credited (as of the dividend payment date) will be equal to the quotient of (i) and (ii), where (i) is the product of (1) the aggregate number of PSUs held by the Participant on the relevant record date and (2) the amount of the dividend paid by the Company on each Common Share, and (ii) is the Fair Market Value of the Common Shares on the dividend payment date. These additional PSUs will be subject to the same vesting conditions as apply to the related PSUs.

PART 8. RESTRICTED SHARES

8.1 Nature of Restricted Shares

A Restricted Share is an Award of Common Shares issued from treasury that is generally subject to a restriction on transfer and a risk of forfeiture when granted.

8.2 Restricted Period

The Board will determine the period during which any restriction on transfer remains in effect, but it may not be more than three years after the Date of Grant unless specified otherwise in the applicable Restricted Share Agreement.

8.3 Evidence of Restricted Shares

The Company will determine the manner in which Restricted Shares will be evidenced, which may include book-entry registration in an account with the Company's registrar and transfer agent.

8.4 Rights as a Holder of Restricted Shares

Subject to the restrictions on transfer and any required approval of the Exchange, the Participant will be treated for all purposes as a shareholder of the Company with respect to the Restricted Shares.

PART 9. RESTRICTED SHARE UNITS

9.1 Nature of RSUs

An RSU is an Award that generally becomes vested (if at all) following a period of continuous employment or other service relationship with a Participating Company and entitles the Participant to receive one Common Share for each RSU or the cash equivalent (or a combination of the two).

9.2 Vesting Period

The Board will determine the vesting period applicable to an RSU, but it may not be more than three years after the Date of Grant unless specified otherwise in the applicable RSU Agreement.

9.3 Vesting of RSUs

RSUs will vest at the end of the applicable vesting period unless specified otherwise in the applicable RSU Agreement (the "**RSU Vesting Date**").

9.4 Settlement of RSUs

The Company will pay the amount required to settle all vested RSUs as soon as practicable but not more than 30 days after the end of the applicable RSU Vesting Date, in its discretion by:

(a) issuing to the Participant from treasury that number of Common Shares equal to the number of RSUs being settled, less the number of Common Shares with an aggregate Fair Market Value equal to the Applicable Withholding Taxes in respect of such RSUs, and paying to the applicable tax authorities on behalf of the Participant the amount of the Applicable Withholding Taxes;

(b) delivering to the Participant that number of outstanding Common Shares equal to the number of RSUs being settled, less the number of Common Shares with an aggregate Fair Market Value equal to the Applicable Withholding Taxes;

(c) delivering to the Participant an amount in cash equal to the product of (i) and (ii), where (i) is the number of Common Shares equal to the number of RSUs being settled and (ii) is the Fair Market Value of the Common Shares on the applicable RSU Vesting Date, less any Applicable Withholding Taxes; or

(d) a combination of (a), (b) or (c).

9.5 RSU Account

The Company will maintain an account for each Participant's and credit the account with the number of RSUs granted to the Participant and cancel any RSUs that are not paid out or fail to vest and record their cancellation in the account.

9.6 Additional RSUs

Subject to the Board's approval, if the Company pays a cash dividend on the Common Shares, the Company will credit the account of each Participant who holds RSUs as of the record date with an additional number of RSUs. The number of additional RSUs to be credited (as of the dividend payment date) will be equal to the quotient of (i) and (ii), where (i) is the product of (1) the aggregate number of RSUs held by the Participant on the relevant record date and (2) the amount of the dividend paid by the Company on each Common Share, and (ii) is the Fair Market Value of the Common Shares on the dividend payment date. These additional RSUs will be subject to the same vesting conditions as apply to the related RSUs.

PART 10. STOCK APPRECIATION RIGHTS

10.1 Nature of SARs

A SAR is a right granted by the Company in relation to an Option to a Participant entitling the Participant to surrender to the Company the associated Option in exchange for a cash payment (subject to subsection 10.3(2)) equal to the In-The-Money Amount less any Applicable Withholding Taxes.

10.2 Granting of SARs

The Board may grant SARs to a Participant only in connection with the grant of an Option to the same Participant, either at the Date of Grant of the Option or at any time after that date but before the expiry of the Option.

10.3 Exercise of SARs

(1) Subject to the terms of this Plan, a Participant may exercise a SAR only at the same time and to the same extent as the related Option is exercisable. Concurrently with the exercise of a SAR, the Participant must surrender a corresponding portion of the related Option to the Company for cancellation.

(2) On the exercise of a SAR, the Company, in its discretion, instead of making a cash payment, may issue or deliver to the Participant that number of Common Shares equal to the In-The-Money Amount divided by the Fair Market Value of the Common Shares on the date the SAR is exercised, less any Applicable Withholding Tax.

PART 11. OTHER SHARE-BASED AWARDS

11.1 General

Subject any required approval of the Exchange, the Board may grant to Participants, and determine the terms of, any other Awards (i) that may be denominated or payable in, valued in whole or in part by reference to, related to, or otherwise based on, the Common Shares or other securities that derive their value from or affect the value of the Common Shares, (ii) the value and payment of which are contingent on the financial or other performance of the Company, one or more of its Subsidiaries or a particular business unit or part of a business, or (iii) that are Common Shares and not subject to any conditions or restrictions.

PART 12. TERMINATION OF EMPLOYMENT – EMPLOYEES

12.1 Application of Part 12

This Part applies to all Participants other than Eligible Directors and Consultants. All rights or entitlements of a Participant under the Plan, upon a termination of employment for any reason shall be subject to Section 12.7.

12.2 Termination of Employment for Cause

(1) If a Participant's employment or office with a Participating Company is terminated for Cause, or if the Participant resigns in circumstances that would entitle the Participating Company that employs them to terminate their employment for Cause, then:

(a) any unvested Awards and vested Options held by the Participant on the Termination Date will automatically terminate on the Termination Date and the Participant will cease to have any rights in relation to those Awards; and

(b) in the case of any vested PSUs, RSUs or other Awards (but not Options) held by the Participant on the Termination Date, the Company will settle those Awards as soon as practicable after the Termination Date in accordance with this Plan.

12.3 Termination of Employment Without Cause

If a Participant's employment or office with a Participating Company is terminated without Cause, then:

(a) any unvested Awards held by the Participant on the Termination Date will automatically terminate on the Termination Date and the Participant will cease to have any rights in relation to those Awards;

(b) in the case of any vested Options held by the Participant on the Termination Date, the Participant will have the lesser of (i) 60 days after the Termination Date and (ii) the remaining term of the Options to exercise those Options in accordance with this Plan, failing which the unexercised Options will automatically terminate and the Participant will cease to have any rights in relation to those Options; and

(c) in the case of any vested PSUs, RSUs or other Awards held by the Participant on the Termination Date, the Company will settle those Awards as soon as practicable after the Termination Date in accordance with this Plan and no later than the date on which such Awards would have been settled had the Participant not experienced a Termination Date.

12.4 Resignation

If a Participant resigns (other than due to Retirement) from a Participating Company, then:

(a) any unvested Awards held by the Participant on the Termination Date will automatically terminate on the Termination Date and the Participant will cease to have any rights in relation to those Awards;

(b) in the case of any vested Options held by the Participant on the Termination Date, the Participant will have the lesser of (i) 60 days after the Termination Date and (ii) remaining term of the Options to exercise those Options in accordance with this Plan, failing which the unexercised Options will automatically terminate and the Participant will cease to have any rights in relation to those Options; and

(c) in the case of any vested PSUs, RSUs or other Awards held by the Participant on the Termination Date, the Company will settle those Awards as soon as practicable after the Termination Date in accordance with this Plan, and no later than the date on which such Awards would have been settled had the Participant not experienced a Termination Date.

12.5 Retirement

If a Participant Retires, then:

(a) any unvested Awards (other than Options) held by the Participant on the Termination Date will automatically terminate on the Termination Date and the Participant will cease to have any rights in relation to those Awards;

(b) in the case of Options held by the Participant on the Termination Date, (i) any unvested Options will automatically vest on the Termination Date and (ii) the Option Expiry Date of vested Options (including those vested under clause (i)) will be the earlier of (1) the date specified in the applicable Option Agreement and (2) the date that is one year after the Termination Date; and

(c) in the case of any vested PSUs, RSUs or other Awards held by the Participant on the Termination Date, the Company will settle those Awards as soon as practicable after the Termination Date in accordance with this Plan, and no later than the date on which such Awards would have been settled had the Participant not experienced a Termination Date.

12.6 Death or Disability

If a Participant dies or has a Termination Date in connection with a Disability, then:

(a) any unvested Awards (other than Options) held by the Participant on the Termination Date will vest on a proportionate basis based on the number of Awards available to vest in the vesting period in which the Termination Date occurs and the ratio that (i) the period from the (1) Date of Grant or (2) last vesting date, as applicable, to the Termination Date is to (ii) the period from the (1) Date of Grant or (2) last vesting date, as applicable, to the next vesting date, and any other unvested Awards will automatically terminate on the Termination Date and the Participant will cease to have any rights in relation to those Awards;

(b) in the case of Options held by the Participant on the Termination Date, (i) any unvested Options will automatically vest on the Termination Date and (ii) the Option Expiry Date of vested Options (including those vested under clause (i)) will be the earlier of (1) the date specified in the applicable Option Agreement and (2) the date that is one year after the Termination Date; and

(c) in the case of any vested PSUs, RSUs or other Awards held by the Participant on the Termination Date, the Company will settle those Awards as soon as practicable after the Termination Date in accordance with this Plan, and no later than the date on which such Awards would have been settled had the Participant not experienced a Termination Date.

12.7 No Right to Compensation on Forfeiture

For clarification and without limitation, no Participant or former Participant shall be entitled to any current or future Award or any other benefit, payment or right otherwise arising from the Plan after his or her Termination Date except as provided in this Part 12, as otherwise determined by the Board or as expressly required by the minimum applicable requirements contained in applicable employment standards legislation. No damages or compensation shall be payable to any Person in respect of any Award that is not granted, paid, exercised or settled due to a Participant ceasing to actively render services to the any Participating Company for any reason, regardless of whether the Participant's employment is terminated by a Participating Company, lawfully or unlawfully, or whether the Participant's employment is terminated voluntarily by the Participant or involuntarily, except as otherwise expressly required by applicable employment standards legislation

In addition, except as specifically provided in this Part 12 or as otherwise determined by the Board, or as expressly required by applicable employment standards legislation, effective as of a Participant's Termination Date, the Participant shall forfeit all rights and have no entitlements with respect to any outstanding Awards that would vested, or become payable, exercisable or be settled after such date, and for greater certainty, the Participant shall be disentitled to damages as compensation for the loss of the opportunity to vest in respect of any outstanding Awards, exercise any outstanding Options or receive any payment or Common Shares or other compensation that may or would have been paid or issued in respect of an Award during any applicable period of notice of termination of employment, under common law, contract or otherwise, except as expressly required by the minimum applicable requirements contained in applicable employment standards legislation.

12.8 Other

In connection with a Participant's termination of employment, the Company may acquire, settle or redeem Awards for cancellation on terms other than those prescribed in an Award Agreement on terms separately agreed by the Board and the applicable Participant.

PART 13. GENERAL MATTERS APPLICABLE TO TERMINATION OF AWARDS - CONSULTANTS

13.1 Application of Part 13

This Part applies only to Participants who are Consultants.

13.2 Termination for Breach of Consulting Agreement

If a Participating Company terminates a Consultant for breach of or failure to perform its obligations under the agreement governing its services as a consultant or, if the Consultant were an employee of the Company or a Subsidiary, would have entitled it to terminate the Consultant for Cause, all Awards held by the Consultant on the Termination Date, whether vested or unvested, will automatically terminate on the Termination Date and the Consultant will cease to have any rights in relation to those Awards. This section also applies in the circumstances where a Consultant agrees to the termination of its services as an alternative to a termination described in the first sentence.

13.3 Other Termination of Consultant

If a Consultant's services end in accordance with the agreement governing its services or the Consultant's services are terminated otherwise than under section 13.2, then:

(a) any unvested Awards held by the Consultant on the Termination Date will automatically terminate on the Termination Date and the Participant will cease to have any rights in relation to those Awards;

(b) unless otherwise agreed in writing with the Consultant, in the case of any vested Options held by the Consultant on the Termination Date, the Consultant will have the lesser of (i) 60 days after the Termination Date and (ii) remaining term of the Options to exercise those Options in accordance with this Plan, failing which the unexercised Options will automatically terminate and the Consultant will cease to have any rights in relation to those Options; and

(c) in the case of any vested PSUs, RSUs or other Awards held by the Consultant on the Termination Date, the Company will settle those Awards as soon as practicable after the Termination Date in accordance with this Plan.

PART 14. CHANGE OF CONTROL

14.1 Effect of a Change of Control

Where there is a prospective Change of Control and the Board is not satisfied that the Person acquiring control intends to assume and honour the outstanding Awards or to substitute "**Alternative Awards**", the Board, in addition to its other powers, may terminate this Plan and accelerate vesting of Awards and instruct the Company to give written notice to all Participants advising that this Plan is to be terminated effective immediately before the Change of Control and all Awards (in the case of PSUs and other Awards with Performance Vesting Conditions the number to vest to be determined by the Board in its discretion) are deemed to have vested and have an exercise date or settlement date, as applicable, immediately before the termination of this Plan.

14.2 Alternative Awards

In order to qualify as an Alternative Award, the right being substituted for an Award must (i) be based on a share that is listed on an Exchange or other public trading market, (ii) provide its Participant with rights and entitlements substantially equivalent to or better than under its existing Awards, including as to the terms of vesting, (iii) recognize, for purpose of vesting, the time existing Awards have been held before the Change of Control and (iv) have substantially equivalent economic value to the value of that Award (determined before the Change of Control).

14.3 Powers of the Board

If there is a prospective Change of Control, the Board may (i) make any changes to the terms of the Award Agreements and Awards as it considers fair and appropriate in the circumstances, including to give effect to section 14.1, provided those changes are not adverse to the Participants, (ii) otherwise modify the terms of the Awards to assist the Participants in participating in the transaction leading to the Change of Control and (iii) terminate, conditionally or otherwise, the Awards not exercised or settled, as applicable, following successful completion of the Change of Control.

PART 15. AMENDMENTS AND TERMINATION

15.1 Amendments and Termination

(1) The Board may amend (subject to the following provisions of this section 15.1), suspend or terminate this Plan and any Award Agreement and outstanding Awards, or any part of this Plan or any Award Agreement or Award, at any time and for any purpose, without notice to or approval of any person, including the shareholders of the Company, except where required by law, including the rules, regulations and policies of the Exchange.

(2) Without limiting subsection (1), but subject to subsections (3) and (4), the Board may make the following types of changes or amendments to this Plan or any Award Agreement or Award without seeking shareholder approval:

(a) amendments of a "housekeeping" or administrative nature, including any amendment to cure any ambiguity, error or omission in this Plan or any Award Agreement or to correct or supplement any provision of this Plan or any Award Agreement that is inconsistent with any other provision of this Plan or other Award Agreement;

(b) amendments necessary to comply with applicable laws or regulations, including the rules, regulations and policies of the Exchange;

(c) amendments necessary for this Plan or any Awards to comply with or to qualify for favourable treatment under applicable tax laws or regulations;

(d) amendments to, or waivers of, the vesting provisions or other conditions of this Plan or any Award;

(e) amendments to the termination or early termination provisions of any Award (including any Award held by an Insider) that does not entail an extension beyond the original expiry date of that Award;

(f) amendments to change any restrictions on the entitlement to or eligibility for Awards;

(g) amendments or changes to the process by which any Participant is entitled to exercise any Award, including to the form of notice of exercise of any Award, and the place where those notices are to be delivered; and

(h) amendments necessary to suspend or terminate this Plan or any Award Agreement or Award.

(3) Shareholder approval will be required for the following amendments:

(a) amendments to the number of Common Shares issuable under this Plan, including an increase to a fixed maximum percentage of Common Shares or a change from a fixed maximum percentage of Common Shares to a fixed maximum number of Common Shares;

(b) amendments to remove or increase the insider participation limits in section 3.5;

(c) amendments to remove or increase the participation limits in section 3.4(3) while the Common Shares are listed on the TSX Venture Exchange;

(d) amendments to extend the term of an Award held by an Insider beyond the original expiry date, except as provided in subsection 6.3(2);

(e) amendments to the transferability or assignability of an Award pursuant to subsection 3.6(1);

(f) amendments to the amendment provisions in this subsection (3); and

(g) amendments required to be approved by shareholders under applicable law or regulations, including the rules, regulations and policies of the Exchange,

provided that

(h) disinterested shareholder approval is required to be obtained for any reduction in the Option Exercise Price of an Option, other than under section 16.1, if the Participant holding such Option is an Insider of the Company at the time of the proposed amendment.

(4) Except as permitted in this Plan or any Award Agreement, or as required, in the opinion of the Board acting reasonably, for purposes of compliance with applicable law or regulatory requirements, no action of the Board or shareholders may adversely alter or impair the rights of a Participant without the consent of the affected Participant under any Award previously granted to the affected Participant.

PART 16. GENERAL

16.1 Capital Adjustments

If there is any change in the capital of the Company affecting the Common Shares, including as a result of a stock split or consolidation, combination or exchange of shares, merger, amalgamation, spin-off or other special distribution (other than distributions or cash dividends in the ordinary course) of the Company's assets to shareholders, the Board, in its discretion, may make any adjustments it determines to be appropriate to reflect that change (for the purpose of preserving the value of the Awards or the rights of Participants) including to (i) the number or kind of shares or other securities reserved for issuance under this Plan, (ii) the number or kind of shares or other securities subject to unexercised Options previously granted and the Exercise Price of those Options and (iii) the number of Awards held by the Participants.

16.2 Unsecured Obligations

The Company's obligations under this Plan and the Awards are unsecured obligations and Participants will not have any greater rights than those of an unsecured general creditor of the Company.

16.3 Clawback

If any of the following events occurs:

(a) the Participant fails to comply with any obligation to the Company or a Subsidiary (i) to maintain the confidentiality of information relating to the Company or the Subsidiary or its business, (ii) not to engage in employment or business activities that compete with the business of the Company or the Subsidiary, whether during or after employment with the Company or Subsidiary, and whether that obligation is set out in an Award Agreement or other agreement between the Participant and the Company or Subsidiary, including an employment or consulting agreement, (iii) not to solicit employees or other service providers, customers or suppliers of the Company or the Subsidiary, whether during or after employment with the Company or Subsidiary, and whether that obligation is set out in an Award Agreement or other agreement between the Participant and the Company or Affiliate, including an employment or consulting agreement (collectively, a "**Restrictive Covenant**");

(b) the Participant's employment or service is terminated under section 12.2 or 13.2;

(c) the Board determines that the Participant engaged in conduct that causes material financial or reputational harm to the Company or its Subsidiaries, or engaged in gross negligence, willful misconduct or fraud in respect of the performance of the Participant's duties to or for the Company or a Subsidiary; or

(d) the Company's financial statements (the "**Original Statements**") are required to be restated (other than as a result of a change in accounting policy or under applicable financial reporting standards) and the restated financial statements (the "**Restated Statements**") disclose, in the Board's opinion, materially worse financial results than those contained in the Original Statements,

then the Board, in its discretion, to the extent it determines that its action is in the best interests of the Company, and in addition to any other rights that the Company or a Subsidiary may have at law or under any agreement, may take one or more of the following actions:

(e) require the Participant (and the Participant agrees) to reimburse the Company for any amount paid to the Participant in respect of an Award in cash (i) in the case where paragraph (a), (b) or (c) applies, in the 12 months before the Participant failed to comply with a Restrictive Covenant or was terminated under paragraph (b) or the Board made a determination under paragraph (c) or (ii) in the case where paragraph (d) applies, the excess of the amount that should otherwise have been paid in respect of that Award had the determination of that amount been based on the Restated Statements, in each case, less any Applicable Withholding Tax;

(f) reduce the number or value of, or cancel and terminate, any one or more unvested grants of Award (other than Common Shares) on or before the vesting dates, or cancel or terminate any outstanding Awards that have vested in the 12 months before the date on which the Participant failed to comply with a Restrictive Covenant or was terminated under paragraph (b), the Board made a determination under paragraph (c) or the Board determined that the Original Statements are required to be restated (each such date being a "**Relevant Equity Recoupment Date**"); or

(g) require the Participant (and the Participant agrees) to pay to the Company the value of any Common Shares acquired by the Participant pursuant to an Award granted in the 12 months before a Relevant Equity Recoupment Date (less any amount paid by the Participant to acquire those Common Shares) less any Applicable Withholding Tax.

16.4 Successors and Assigns

This Plan is binding on all successors and permitted assigns of the Participating Companies and each Participant, including the legal representative of a Participant, or any receiver or trustee in bankruptcy or representative of the creditors of a Participating Company or a Participant.

16.5 No Special Rights

Nothing in this Plan or by the grant of any Awards will confer on any Participant any right to the continuation of the Participant's employment by a Participating Company or interfere in any way with the right of any Participating Company at any time to terminate a Participant's employment or to increase or decrease the compensation of a Participant.

16.6 Other Employee Benefits

The amount of any compensation received by a Participant as a result of the exercise or settlement of any Award will not constitute compensation with respect to which any other employee benefits of that Participant are determined, including benefits under any bonus, pension, profit-sharing, insurance or salary continuation plan, unless otherwise determined by the Board.

16.7 No Liability

Participating Companies will not be liable to any Participant for any loss resulting from a decline in the price or market value of any Common Shares.

16.8 Government Regulation and Grant Restrictions

(1) The Company's obligation to issue and deliver Common Shares under any Award is subject to (i) the qualification or registration of those Common Shares under applicable securities laws or the availability of and compliance with applicable exemptions from those securities laws, (ii) the listing of those Common Shares on the Exchange and (iii) the receipt from the Participant of any information for the purpose of complying with applicable securities or privacy laws and the rules, regulations and policies of the Exchange and of representations, agreements and undertakings as to future dealings in those Common Shares in order to safeguard against the violation of the securities laws of any jurisdiction, in each case, as the Company determines to be necessary or advisable for that purpose.

(2) Awards may not be granted with a Date of Grant or effective date earlier than the date on which all actions required to grant the Awards have been completed.

16.9 No Rights as a Shareholder

Participants will not have any rights as a holder of any Common Shares covered by an Award (other than an Award of Restricted Shares or Common Shares), including the right to vote or to receive dividends or other distributions on the Common Shares.

16.10 Tax Matters Generally

(1) Each Participant is responsible for completing and filing any tax returns that may be required under Canadian, United States or other applicable jurisdiction's tax laws within the periods specified in those laws as a result of the Participant's participation in this Plan and the granting or payment or settlement of an Award.

(2) Each Participant is solely responsible for the payment of any Applicable Withholding Tax. The Company will have the right to deduct from any payment or other settlement to be made in connection with this Plan, or to require, before the issuance or delivery of Common Shares (including Restricted Shares) or other property, payment by the Participant of any Applicable Withholding Taxes. The Company may also make alternative arrangements with any Participant as to the payment or funding of any such Applicable Withholding Taxes.

(3) The Company does not make any representation to Participants as to the tax consequences of any Award. The Company will not have any liability for any tax, interest or penalties that any Participant may incur as a result of the grant, vesting, exercise or settlement of any Award.

16.11 Severability

The invalidity or unenforceability of any provision of the Plan will not affect the validity or enforceability of any other provision and any invalid or unenforceable provision will be severed from this Plan.

16.12 Effective Date

This Plan was ratified by the shareholders of the Company on and is effective as of ____, 2020.

SCHEDULE "E"
AIM4 AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2019 AND DECEMBER 31, 2018

See attached.

AIM4 Ventures Inc.

(A Capital Pool Company)

Financial statements

For the Year Ended December 31, 2019 and for the period from the date of incorporation (November 29, 2018) to December 31, 2018

(In Canadian Dollars)

Independent Auditor's Report

To the Shareholders of AIM4 Ventures Inc.:

Opinion

We have audited the financial statements of AIM4 Ventures Inc. (the "Corporation"), which comprise the statements of financial position as at December 31, 2019 and December 31, 2018, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year ended December 31, 2019 and for the period from November 29, 2018 (date of incorporation) to December 31, 2018, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as at December 31, 2019 and December 31, 2018, and its financial performance and its cash flows for the year ended December 31, 2019 and for the period from November 29, 2018 to December 31, 2018 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Pierrette Dosanjh.

MNP LLP

Toronto, Ontario
April 27, 2020

Chartered Professional Accountants
Licensed Public Accountants

AIM4 Ventures Inc.
Statements of Financial Position
As at December 31, 2019 and December 31, 2018
(in Canadian Dollars)

Assets		**December 31, 2019**		**December 31, 2018**
Cash held in trust	**$**	**803,642**	$	-
	$	**803,642**	$	-
Liabilities				
Accounts payable and accrued liabilities	**$**	**2,438**	$	-
Shareholders' Equity				
Share capital, net of issuance costs (Note 3)	**$**	**846,821**		-
Contributed Surplus		**105,802**		-
Deficit		**(151,419)**		-
		801,204		-
	$	**803,642**	$	-

Note 7 – Subsequent Events

Approved by the Board **Zachary Goldenberg** CEO **(Signed)** **Aaron Salz** CFO **(Signed)**

The accompanying notes are an integral part of these financial statements.

AIM4 Ventures Inc.
Statements of Loss and Comprehensive Loss
For the Year Ended December 31, 2019 and for the period from the date of incorporation (November 29, 2018) to December 31, 2018
(in Canadian Dollars)

	Year ended December 31, 2019	From the date of incorporation (November 29, 2018) to December 31, 2018
Expenses		
Professional Fees	**$ 49,868**	$ -
Listing fees	**22,136**	-
Stock-based compensation (Note 3)	**79, 415**	-
Net loss and comprehensive loss for the year/period	**(151,419)**	-
Net loss per share – basic and diluted	**$ (0.03)**	$ -
Weighted average shares outstanding-basic and diluted	**4,672,527**	-

The accompanying notes are an integral part of these financial statements.

AIM4 Ventures Inc.
Statements of Changes in Cash Flows
For the Year Ended December 31, 2019 and for the period from the date of incorporation (November 29, 2018) to December 31, 2018
(in Canadian Dollars)

	For the Year ended December 31, 2019	From the date of incorporation (November 29, 2018) to December 31, 2018
Cash provided by (used in)		
Operating		
Net loss for the year/period	$ (151,419)	$ -
Stock-based compensation	79,415	-
Change in accounts payable and accrued liabilities	2,438	-
Cash used in operating activities	(69,566)	-
Financing		
Share subscription	965,000	-
Cash issuance costs	(91,792)	-
Cash provided by financing activities	873,208	-
Net change in cash	803,642	-
Cash, beginning of year/period	-	-
Cash, end of year/period	$ 803,642	$ -

The accompanying notes are an integral part of these financial statements.

AIM4 Ventures Inc.
Statements of Changes in Shareholders' Equity
For the Year Ended December 31, 2019 and for the period from the date of incorporation (November 29, 2018) to December 31, 2018
(in Canadian Dollars)

	Number of Shares	Share Capital	Contributed Surplus	Deficit	Shareholders' Equity
Balance, January 1, 2019	-	$ -	$ -	$ -	$ -
Share issuance	10,650,000	965,000	-	-	965,000
Issuance costs (cash)	-	(91,792)	-	-	(91,792)
Issuance costs (agent warrants)	-	(26,387)	26,387	-	-
Stock-based compensation	-	-	79,415	-	79,415
Net loss	-	-	-	(151,419)	(151,419)
Balance, December 31, 2019	**10,650,000**	**$ 846,821**	**$ 105,802**	**$ (151,419)**	**$ 801,204**

The accompanying notes are an integral part of these financial statements.

1. INCORPORATION AND NATURE OF BUSINESS

AIM4 Ventures Inc. (the "Corporation") was incorporated under the *Business Corporations Act* (Ontario) on November 29, 2018 and is a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the “Exchange”) Corporate Finance Manual (the “Manual”). The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Corporation has not commenced commercial operations and has no assets other than cash held in trust. Given the nature of the activities, no separate segmented information is reported. The Corporation’s continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders’ approval.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation. The Corporation is required to complete its QT on or before two years from the date the shares of the Corporation were first listed on the Exchange.

The head office and the registered head office of the Corporation is located at 77 King Street West, Suite 400, Toronto, ON M5K 0A1.

On April 27, 2020, the Board of Directors approved the audited financial statements for the year ended December 31, 2019 and for the period from November 29, 2018 (date of incorporation) to December 31, 2018.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

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

Use of Estimates and Judgments

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Estimates and assumptions are continuously evaluated and are based on management’s experience and other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Basis of Presentation

The financial statements are presented in Canadian dollars (“CAD”), which is the Corporation’s functional and presentation currency. The financial statements are prepared on a historical cost basis except for certain financial instruments classified as fair value through profit or loss (“FVPTL”), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES – continued

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Basic and Diluted Loss per Share

Basic loss per share is computed by dividing the net loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period. Common shares escrowed pursuant to the requirements of the Exchange are excluded from the number of outstanding common shares.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

Share-based Compensation

Equity-settled share based payments for directors, officers, employees, and consultants are measured at fair value at the date of grant and recorded as compensation expense in the financial statements. Share options are measured at the fair value of each tranche on the grant date and are recognized in their respective vesting period using the Corporation's expected forfeiture rate. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share-based instruments.

Financial Instruments

Recognition

The Corporation recognizes financial assets and financial liabilities on the date the Corporation becomes a party to the contractual provisions of the instruments.

Classification

The Corporation classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive loss or through profit or loss, and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive loss.

The Corporation reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

2. SIGNIFICANT ACCOUNTING POLICIES – continued

Financial Instruments- continued

The Corporation has implemented the following classifications:

Classification – continued

Cash is classified as assets at fair value and any period change in fair value is recorded in profit or loss.

Accounts payable and accrued liabilities are classified as other financial liabilities and measured at amortized cost using the effective interest rate method.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments or principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive loss (irrevocable election at the time of recognition).

Additional fair value measurement disclosure includes classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements which are as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Cash held in trust is a level 1 financial instrument measured at fair value on the statements of financial position.

(in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES – continued

Income Taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the intention is to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred income tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognized for all taxable temporary differences and deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to be recovered or settled. Deferred tax assets are recognized to the extent that realization of such benefits is probable.

3. SHARE CAPITAL

Authorized Unlimited common shares

Issued	**#**	**$**
Balance, January 1, 2019	-	$ -
5,650,000 common shares (i)	5,650,000	465,000
5,000,000 common shares (ii)	5,000,000	500,000
Issuance cost (cash)	-	(91,792)
Issuance cost (warrants)	-	(26,387)
Balance, December 31, 2019	**10,650,000**	**$ 846,821**

(i) Escrowed Shares

During the year ended December 31, 2019, the Corporation issued 2,000,000 common shares at $0.05 per share for gross proceeds of $100,000 and 3,650,000 common shares at $0.10 per share for gross proceeds of $365,000. Share issuance costs of $13,781 were associated with these issuances.

All common shares of the Corporation: (a) issued at a price below the price of the shares issued in the IPO (as defined below); (b) acquired from treasury prior to release of the Final Exchange Bulletin (as such term is defined in the Manual), which are directly or indirectly, beneficially owned or controlled by a non-arm's length party to the Corporation; or (c) acquired in the secondary market prior to the completion of a QT by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be subject to escrow. Pursuant to the amended and restated escrow agreement, 2,850,000 shares have been escrowed as at December 31, 2019.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a QT, must also be deposited in escrow until the Final Exchange Bulletin is issued.

(in Canadian Dollars)

3. SHARE CAPITAL – continued

(ii) Initial Public Offering

On July 4, 2019, the Corporation completed its Initial Public Offering ("IPO") of 5,000,000 common shares at $0.10 per share ($500,000). The Corporation paid a commission of 10% of the gross proceeds to Haywood Securities Inc. (the "Agent"), and granted the Agent warrants to acquire 10% of the common shares issued in the IPO exercisable for a period ending twenty-four months from the closing of the IPO, exercisable at $0.10 per share. The Corporation also paid a corporate finance fee and reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the IPO. Cash issuance costs of $78,011 were associated with these issuances and the value attributed to warrants granted to the Agent is $26,387. An officer of the Corporation purchased 50,000 common shares in the IPO – such shares being subject to escrow pursuant to the Manual.

Options

The Corporation has established a stock option plan for its directors, officers and consultants under which the Corporation may grant options from time to time to acquire a maximum of 10% of the issued and outstanding common shares. The exercise price of each option granted under the plan shall be determined by the Board of Directors.

Options may be granted for a maximum term of ten years from the date of the grant. They are non-transferable and are exercisable as determined by the Board of Directors when the option is granted. Options expire within 90 days of termination of employment or holding office as director or officer of the Corporation (other than in connection with the completion of the QT – in which case 1 year) and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option.

Any shares issued upon exercise of the options prior to the Corporation's completion of a QT will be subject to escrow restrictions.

The following table reflects the continuity of stock options and warrants:

	Number of Stock Options and Warrants	Weighted Average Exercise Price ($)
Balance, January 1, 2019	-	-
Granted (i)	500,000	$0.10
Granted to directors and officers (ii)	1,065,000	$0.10
Balance, December 31, 2019	**1,565,000**	**$0.10**

i. On July 4, 2019, the Corporation granted 500,000 warrants to the Agent (and other members of the syndicate), which are exercisable within two years from the closing of the IPO at an exercise price of $0.10 per share. These warrants were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, risk-free interest rate of 1.52%, expected volatility of 100% and an expected life of two years. The value attributed to these warrants was $26,387.

ii. On July 4, 2019, the Corporation granted 1,065,000 options to its directors and officers, which are exercisable within five years from the date of grant at an exercise price of $0.10 per share. These options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, risk-free interest rate of 1.42%, expected volatility of 100% and an expected life of five years. The value attributed to these options was $79,415.

(in Canadian Dollars)

3. SHARE CAPITAL – continued

Options - continued

The following table reflects the actual stock options and warrants issued and outstanding as of December 31, 2019:

Expiry Date	Exercise Price	Weighted Average Remaining Contractual Life (Years)	Number of Stock Options and Warrants Outstanding	Number of Stock Options and Warrants Vested (Exercisable)
July 4, 2021	$0.10	0.48	500,000	500,000
July 4, 2024	$0.10	3.07	1,065,000	1,065,000
	$0.10	3.55	1,565,000	1,565,000

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Corporation includes equity, comprised of share capital and deficit, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a QT by the Corporation.

Risk Disclosures and Fair Values

The Corporation's financial instruments, consisting of cash held in trust and accrued liabilities approximate fair value due to the relatively short-term maturity of the instruments. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

5. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2019, the Company granted 1,065,000 stock options to directors and officers of the Company. The Company recorded a relating expense of $79,415 as stock option expense.

There were no other transactions with relating parties and no other remuneration paid to key management personnel during the year ended December 31, 2019 (2018 - $nil).

(in Canadian Dollars)

6. INCOME TAXES

A reconciliation of combined federal and provincial corporate income taxes of statutory rates of 26.5% (2018 – 26.5%) and the Corporation's effective income tax expense is as follows:

		2019		2018
Net loss for the year/period	$	(151,419)	$	-
Expected income tax recovery		(40,130)		-
Stock-based compensation		21,045		-
Share issuance costs booked to equity		(31,315)		-
Deferred tax assets not recognized		50,400		-
Income tax recovery	$	-	$	-

The Corporation had $95,640 non-capital losses for income tax purposes which can be carried forward to be applied against future taxable income. These losses will expire in 2039.

The Corporation also had $94,540 (2018 - $nil) in un-deducted share issuance costs, which will be expensed for tax purposes over the next four years.

The Corporation has not recorded deferred tax assets related to these unused carry forward losses and share issuance costs as it is not probable that future taxable profits will be available against which these can be deducted.

7. SUBSEQUENT EVENTS

Subsequent to December 31, 2019, financial markets have been negatively impacted by the novel Coronavirus or COVID-19, which was declared a pandemic by the World Health Organization on March 12, 2020. This has resulted in significant economic uncertainty and consequently, it is difficult to reliably measure the potential impact of this uncertainty on our future financial results.

SCHEDULE "F"
AIM4 MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2019 AND DECEMBER 31, 2018

See attached.

AIM4 Ventures Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2019

April 27, 2020

The following management discussion and analysis ("MD&A") of the results of the operations and financial position of AIM4 Ventures Inc. (the "Corporation" or "AIM4") for the year ended December 31, 2019 should be read in conjunction with the Corporation's audited financial statements for the year ended December 31, 2019. All figures contained in this MD&A are presented in Canadian dollars.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Corporation's future performance. All statements, other than statements of historical fact, may be forward-looking statements.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. The Corporation's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

The Corporation

AIM4 Ventures Inc. (the "Corporation") was incorporated under the *Business Corporations Act* (Ontario) on November 29, 2018 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange") Corporate Finance Manual (the "Manual"). The head office and the registered head office of the Corporation is located at 77 King Street West, Suite 400, Toronto, ON M5K 0A1. The Corporation's common shares commenced trading on the Exchange under the trading symbol "AIMD.P" on July 4, 2019.

The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT") as such term is contemplated in the Manual. The Corporation has not commenced operations and has no assets other than cash held in trust. The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation. The Corporation is required to complete its QT on or before two years from the date the Corporation's shares were first listed on the Exchange.

On July 4, 2019, the Corporation completed its initial public offering ("IPO") of 5,000,000 common shares at a purchase price of $0.10 per share ($500,000). The Corporation paid a commission of 10% of the gross proceeds to Haywood Securities Inc. (the "Agent"), and granted the Agent warrants to acquire 10% of the common shares issued in the IPO exercisable for a period ending twenty-four months from the closing of the IPO, exercisable at $0.10 per share. The Corporation also paid a corporate finance fee and reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering. Cash issuance costs of $78,011 were associated with these issuances and the value attributed to warrants granted to the Agent is $26,387. An officer of the Corporation purchased 50,000 common shares in the Offering – such shares being subject to escrow pursuant to the Manual.

Concurrently with the completion of the IPO, the Corporation granted 1,065,000 stock options to its directors and officers at an exercise price of $0.10 per share for a period of five years from the grant date.

On April 27, 2020 the Board of Directors approved the financial statements for the year ended December 31, 2019.

Summary of Quarterly Results

	December 31, 2019	**September 30, 2019**	**June 30, 2019**	**March 31, 2019**
Total Assets	803,642	$809,802	$433,959	$460,865
Total Revenues	Nil	Nil	Nil	Nil
Total Expenses	$151,419	$105,363	$36,849	$2,411
Net Loss	($6,796)	($105,363)	($36,849)	($2,411)
Basic and diluted net loss per share	($0.03)	($0.01)	($0.01)	($0.05)

Results of Operations

Three month period ended December 31, 2019

The Corporation recorded a net loss of $6,796 during the three month period ended December 31, 2019. The net loss for the three month period ended December 31, 2019 is mainly due to costs in relation to its listing on the Exchange and professional fees.

Year ended December 31, 2019

The Corporation recorded a net loss of $151,419 for the year ended December 31, 2019 (Net loss of $nil – 2018). The net loss for the year ended December 31, 2019 is due mainly to stock based compensation and costs in relation to its listing on the Exchange as well as professional fees.

Additional Disclosure for Venture Issuers without Significant Revenue

Since the Corporation has no revenue from operations, the following is a breakdown of the material costs incurred from the date of incorporation (November 29, 2018) to December 31, 2019:

Material Costs	Year ended December 31, 2019
Professional fees	$49,868
Filing fees	$22,136
Stock-based compensation	$79,415

Liquidity and Capital Resources

As at December 31, 2019, the Corporation had cash of $803,642. The Corporation had current liabilities of $2,438 and working capital of $801,204.

Negative cash flows of $69,566 were recorded from operating activities during the Year ended December 31, 2019. This is primarily due to outflows relating to filing fees and professional fees.

Outstanding Share Data

As of the date of this MD&A, 10,650,000 common shares are issued and outstanding. Of these, 2,850,000 shares are held in escrow in accordance with the Manual.

As of the date of this MD&A, there are 1,065,000 stock options outstanding, exercisable at $0.10 per share, expiring on July 4, 2024 and 500,000 Agent's Warrants outstanding, exercisable at $0.10 per share, expiring on July 4, 2021.

Off-Balance Sheet Arrangements

The Corporation has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions

There was no remuneration paid to key management personnel during the year ended December 31, 2019 and no related party transactions have occurred during the year.

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Corporation includes equity, comprised of share capital and accumulated deficit, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a QT by the Corporation.

Risks and Uncertainties

The following describes certain risks, events and uncertainties that could affect the Corporation and that each reader should carefully consider. Please refer to the Corporation's final prospectus dated May 7, 2019 for additional risks, events and uncertainties that could affect the Corporation.

External financing may be required to fund the Corporation's activities primarily through the issuance of common shares. There can be no assurance that the Corporation will be able to obtain adequate financing. The securities of the Corporation should be considered a highly speculative investment.

The Corporation has not generated significant revenues and does not expect to generate significant revenues in the near future. In the event that the Corporation generates significant revenues in the future, the Corporation intends to retain its earnings in order to finance further growth. Furthermore, the Corporation has not paid any dividends in the past and does not expect to pay any dividends in the foreseeable future.

Risk Disclosures and Fair Values

The Corporation's financial instruments, consisting of cash held in trust and accrued liabilities approximate fair value due to the relatively short-term maturity of the instruments. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Critical Accounting Estimates

The Corporation's significant accounting policies are summarized in Note 2 to the audited financial statements for the year ended December 31, 2019.

Additional Information

For further detail, see the Corporation's audited financial statements for the year ended December 31, 2019. Additional information about the Corporation can also be found on SEDAR.

SCHEDULE "G"
AIM4 CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020

See attached.

In connection with AIM4 Ventures Inc.'s proposed qualifying transaction with TRC Management Holdings Corp., AIM4 Ventures Inc. is required to have its most recent interim financial statements auditor reviewed and include certain other disclosure contemplated herein pursuant to the policies of the TSX Venture Exchange. Accordingly, the accompanying revised unaudited condensed interim financial statements for the three and six months ended June 30, 2020 and 2019 are being re-filed today on behalf of AIM4 Ventures Inc. with the following changes: (i) removal of the requisite disclaimer regarding no auditor review; and (ii) insertion of disclosure related to COVID-19 (see note 1) and subsequent events (see note 6).

AIM4 Ventures Inc.

(A Capital Pool Company)
Unaudited Condensed Interim Financial Statements

For the three and six months ended June 30, 2020 and 2019

(In Canadian Dollars)

AIM4 Ventures Inc.
Unaudited Condensed Interim Statements of Financial Position
As at June 30, 2020 and December 31, 2019
(in Canadian Dollars)

As at		June 30, 2020	December 31, 2019
Assets			
Cash held in trust	$	**787,760**	803,642
	$	**787,760**	803,642
Liabilities			
Accrued liabilities	$	**8,916**	2,438
Shareholder's Equity			
Share capital, net of issuance costs (Note 3)		**846,821**	846,821
Contributed surplus		**105,802**	105,802
Accumulated deficit		**(173,779)**	(151,419)
		778,844	801,204
	$	**787,760**	803,642

Approved by the Board **Zachary Goldenberg** CEO **(Signed)** **Aaron Salz** CFO **(Signed)**

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

AIM4 Ventures Inc.
Unaudited Condensed Interim Statements of Loss and Comprehensive Loss
For the three and six months ended June 30, 2020 and 2019
(in Canadian Dollars)

	Three month period ended June 30, 2020	Three month period ended June 30, 2019	Six month period ended June 30, 2020	Six month period ended June 30, 2019
Expenses				
Professional fees	**$ 14,361**	$ 19,899	**$ 14,661**	$ 22,310
Listing fees	**1,498**	16,950	**7,699**	16,950
Net loss and comprehensive loss	**$ (15,859)**	$ (36,849)	**$ (22,360)**	$ (39,260)
Net loss per share (basic and diluted)	**$ (0.00)**	$ (0.01)	**$ (0.00)**	$ (0.03)
Weighted average number of shares outstanding (basic and diluted)	**7,800,000**	2,850,000	**7,800,000**	1,504,167

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

AIM4 Ventures Inc.
Unaudited Condensed Interim Statements of Changes in Cash Flows
For the six months ended June 30, 2020 and 2019
(in Canadian Dollars)

	Six month period ended June 30, 2020	Six month period ended June 30, 2019
Cash flows from operating activities		
Net loss for the period	**$ (22,360)**	$ (39,260)
Change in accrued liabilities	**6,478**	22,000
Net cash used in operating activities	**(15,882)**	(17,260)
Cash flows from financing activities		
Share issuance, net of issuance costs	**-**	451,219
Cash issuance costs	**-**	(12,500)
Net cash provided by financing activities	**-**	438,719
Net change in cash	**(15,882)**	421,459
Cash, beginning of period	**803,642**	-
Cash, ending of period	**$ 787,760**	$ 421,259

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

AIM4 Ventures Inc.
Unaudited Condensed Interim Statements of Changes in Shareholders' Equity
For the six months ended June 30, 2020 and 2019
(in Canadian Dollars)

	Number of Shares	Share Capital	Contributed Surplus	Accumulated Deficit	Shareholders' Equity
Balance, January 1, 2019	-	$ -	$ -	$ -	$ -
Share issuance (Note 3)	5,650,000	465,000	-	-	465,000
Share issuance costs	-	(13,781)	-	-	(13,781)
Net loss for the period	-	-	-	(39,260)	(39,260)
Balance, June 30, 2019	**5,650,000**	**$ 451,219**	**$ -**	**$ (39,260)**	**$ 411,959**

	Number of Shares	Share Capital	Contributed Surplus	Accumulated Deficit	Shareholders' Equity
Balance, January 1, 2020	10,650,000	$ 846,821	$ 105,802	$ (151,419)	$ 801,204
Net loss for the period	-	-	-	(22,360)	(22,360)
Balance, June 30, 2020	**10,650,000**	**$ 846,821**	**$ 105,802**	**$ (173,779)**	**$ 778,844**

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

1. INCORPORATION AND NATURE OF BUSINESS

AIM4 Ventures Inc. (the "Corporation") was incorporated under the *Business Corporations Act* (Ontario) on November 29, 2018 and is a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange") Corporate Finance Manual (the "Manual"). The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Corporation has not commenced commercial operations and has no assets other than cash held in trust. Given the nature of the activities, no separate segmented information is reported. The Corporation's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation. The Corporation is required to complete its QT on or before two years from the date the shares of the Corporation were first listed on the Exchange.

The head office and the registered head office of the Corporation is located at 77 King Street West, Suite 400, Toronto, ON M5K 0A1.

On November 19, 2020, the Board of Directors approved the unaudited condensed interim financial statements for the three and six months ended June 30, 2020 and 2019.

The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These unaudited interim condensed financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These unaudited condensed interim financial statements have been prepared on an accrual basis and are based on historical costs, modified where applicable, by the measurement at fair value of selected non-current assets, financial assets, and financial liabilities. These unaudited condensed interim financial statements are presented in Canadian dollars, which is the corporation's functional and presentation currency.

(in Canadian Dollars)

The accounting policies applied by the Corporation in these Unaudited Condensed Interim Financial Statements are the same as those applied by the Corporation in the audited financial statements for the year ended December 31, 2019.

3. SHARE CAPITAL

Authorized Unlimited common shares

Issued	**#**	**$**
Balance, January 1, 2019	-	$ -
5,650,000 common shares (i)	5,650,000	465,000
5,000,000 common shares (ii)	5,000,000	500,000
Issuance cost (cash)	-	(91,792)
Issuance cost (warrants)	-	(26,387)
Balance, June 30, 2020	**10,650,000**	**$ 846,821**

(i) Escrowed Shares

During the year ended December 31, 2019, the Corporation issued 2,000,000 common shares (the "**AIM4 Shares**") at $0.05 per share for gross proceeds of $100,000 and 3,650,000 AIM4 Shares at $0.10 per share for gross proceeds of $365,000. Share issuance costs of $13,781 were associated with these issuances.

All AIM4 Shares: (a) issued at a price below the price of the shares issued in the IPO (as defined below); (b) acquired from treasury prior to release of the Final Exchange Bulletin (as such term is defined in the Manual), which are directly or indirectly, beneficially owned or controlled by a non-arm's length party to the Corporation; or (c) acquired in the secondary market prior to the completion of a QT by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be subject to escrow. Pursuant to the amended and restated escrow agreement, 2,850,000 shares have been escrowed as at June 30, 2020.

All AIM4 Shares acquired on exercise of stock options granted to directors and officers prior to the completion of a QT, must also be deposited in escrow until the Final Exchange Bulletin is issued.

(ii) Initial Public Offering

On July 4, 2019, the Corporation completed its Initial Public Offering ("IPO") of 5,000,000 AIM4 Shares at $0.10 per share ($500,000). The Corporation paid a commission of 10% of the gross proceeds to Haywood Securities Inc. (the "Agent"), and granted the Agent warrants to acquire 10% of the AIM4 Shares issued in the IPO exercisable for a period ending twenty-four months from the closing of the IPO, exercisable at $0.10 per share. The Corporation also paid a corporate finance fee and reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the IPO. Cash issuance costs of $78,011 were associated with these issuances and the value attributed to warrants granted to the Agent is $26,387. An officer of the Corporation purchased 50,000 AIM4 Shares in the IPO – such shares being subject to escrow pursuant to the Manual.

(in Canadian Dollars)

3. SHARE CAPITAL - continued

Options

The Corporation has established a stock option plan for its directors, officers and consultants under which the Corporation may grant options from time to time to acquire a maximum of 10% of the issued and outstanding AIM4 Shares. The exercise price of each option granted under the plan shall be determined by the Board of Directors.

Options may be granted for a maximum term of ten years from the date of the grant. They are non-transferable and are exercisable as determined by the Board of Directors when the option is granted. Options expire within 90 days of termination of employment or holding office as director or officer of the Corporation (other than in connection with the completion of the QT – in which case 1 year) and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option.

Any shares issued upon exercise of the options prior to the Corporation's completion of a QT will be subject to escrow restrictions.

The following table reflects the continuity of stock options and warrants:

	Number of Stock Options and Warrants	Weighted Average Exercise Price ($)
Balance, January 1, 2019	-	-
Granted (i)	500,000	$0.10
Granted to directors and officers (ii)	1,065,000	$0.10
Balance, June 30, 2020	**1,565,000**	**$0.10**

i. On July 4, 2019, the Corporation granted 500,000 warrants to the Agent (and other members of the syndicate), which are exercisable within two years from the closing of the IPO at an exercise price of $0.10 per share. These warrants were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, risk-free interest rate of 1.52%, expected volatility of 100% and an expected life of two years. The value attributed to these warrants was $26,387.

ii. On July 4, 2019, the Corporation granted 1,065,000 options to its directors and officers, which are exercisable within five years from the date of grant at an exercise price of $0.10 per share. These options were valued on the date of issue using the Black-Scholes option pricing model with the following assumptions: dividend yield 0%, risk-free interest rate of 1.42%, expected volatility of 100% and an expected life of five years. The value attributed to these options was $79,415.

(in Canadian Dollars)

3. SHARE CAPITAL - continued

The following table reflects the actual stock options and warrants issued and outstanding as of June 30, 2020:

Expiry Date	Exercise Price	Weighted Average Remaining Contractual Life (Years)	Number of Stock Options and Warrants Outstanding	Number of Stock Options and Warrants Vested (Exercisable)
July 4, 2021	$0.10	0.32	500,000	500,000
July 4, 2024	$0.10	2.73	1,065,000	1,065,000
	$0.10	3.05	1,565,000	1,565,000

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Corporation includes equity, comprised of share capital and accumulated deficit, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of AIM4 Shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the AIM4 Shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a QT by the Corporation.

Risk Disclosures and Fair Values

The Corporation's financial instruments, consisting of cash held in trust and accrued liabilities approximate fair value due to the relatively short-term maturity of the instruments. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

5. RELATED PARTY TRANSACTIONS

There were no transactions with related parties and no remuneration paid to key management personnel during the three and six months ended June 30, 2020 (2019 - $nil).

6. SUBSEQUENT EVENTS

On October 14, 2020, the Corporation entered into a letter of intent (the "**LOI**") with TRC Management Holdings Corp. ("**TRC**") pursuant to which the Corporation will acquire all of the issued and outstanding securities or TRC, with such acquisition constituting the Corporation's QT (the "**Qualifying Transaction**"). On November 12, 2020, the Corporation and TRC entered into an arrangement agreement (the "**Arrangement Agreement**") which superseded the LOI. In connection with the Qualifying Transaction, the Corporation intends to consolidate the AIM4 Shares on the basis of 24.76125 pre-consolidation AIM4 Shares for each one (1) post-consolidation AIM4 Share (the "**Consolidation**").

In connection with the Qualifying Transaction, on November 13, 2020 TRC completed an offering (the "**Concurrent Offering**") of 6,480,550 subscription receipts (the "**Subscription Receipts**") at an offering price of $4.65 per Subscription Receipt for aggregate gross proceeds of $30,134,557.50. Each Subscription Receipt will convert into one common share of TRC (the "**TRC Shares**") upon the satisfaction or waiver of certain escrow release conditions. Pursuant to the terms of the Qualifying Transaction, each TRC Share (including the TRC Shares underlying the Subscription Receipts) will be exchanged for one (1) post-Consolidation AIM4 Share. In connection with the Concurrent Financing, on November 13, 2020, the Corporation entered into: (a) an agency agreement with TRC, Canaccord Genuity Corp. ("**Canaccord**"), Cormark Securities Inc. ("**Cormark**"), National Bank Financial Inc., Echelon Wealth Partners Inc. and Beacon Securities Limited; and (b) a subscription receipt agreement with TRC, Canaccord, Cormark and TSX Trust Company.

The Qualifying Transaction is intended to proceed by way of a statutory plan of arrangement under the *Business Corporations Act* (Ontario). Pursuant to the terms of the Arrangement Agreement, AIM4, TRC and 2775554 Ontario Inc. will amalgamate (the amalgamated entity being the "**Resulting Issuer**") and each post-Consolidation AIM4 Share will be exchanged for one (1) common share in the capital of the Resulting Issuer.

SCHEDULE "H"
AIM4 MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020

See attached.

AIM4 Ventures Inc.
Management Discussion and Analysis
For the Period Ended June 30, 2020

August 28, 2020

The following management discussion and analysis ("MD&A") of the results of the operations and financial position of AIM4 Ventures Inc. (the "Corporation" or "AIM4") for the three and six months ended June 30, 2020 and 2019 should be read in conjunction with the Corporation's unaudited condensed interim financial statements for the three and six months ended June 30, 2020 and 2019. All figures contained in this MD&A are presented in Canadian dollars.

Forward-Looking Statements

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Corporation's future performance. All statements, other than statements of historical fact, may be forward-looking statements.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement. The Corporation's actual results could differ materially from those anticipated in these forward-looking statements as a result of various risk factors.

The Corporation

AIM4 Ventures Inc. (the "Corporation") was incorporated under the *Business Corporations Act* (Ontario) on November 29, 2018 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange") Corporate Finance Manual (the "Manual"). The head office and the registered head office of the Corporation is located at 77 King Street West, Suite 400, Toronto, ON M5K 0A1. The Corporation's common shares commenced trading on the Exchange under the trading symbol "AIMD.P" on July 4, 2019.

The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT") as such term is contemplated in the Manual. The Corporation has not commenced operations and has no assets other than cash held in trust. The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation. The Corporation is required to complete its QT on or before two years from the date the Corporation's shares were first listed on the Exchange.

On July 4, 2019, the Corporation completed its initial public offering ("IPO") of 5,000,000 common shares at a purchase price of $0.10 per share ($500,000). The Corporation paid a commission of 10% of the gross proceeds to Haywood Securities Inc. (the "Agent"), and granted the Agent warrants to acquire 10% of the common shares issued in the IPO exercisable for a period ending twenty-four months from the closing of the IPO, exercisable at $0.10 per share. The Corporation also paid a corporate finance fee and reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering. Cash issuance costs of $78,011 were associated with these issuances and the value attributed to warrants granted to the Agent is $26,387. An officer of the Corporation purchased 50,000 common shares in the Offering – such shares being subject to escrow pursuant to the Manual.

Concurrently with the completion of the IPO, the Corporation granted 1,065,000 stock options to its directors and officers at an exercise price of $0.10 per share for a period of five years from the grant date.

On August 27, 2020 the Board of Directors approved the unaudited condensed interim financial statements for the three and six months ended June 30, 2020 and 2019.

Summary of Quarterly Results

	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019	December 31, 2018
Total Assets	$787,760	$797,117	$803,642	$809,802	$433,959	$460,865	$-
Total Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Expenses	$15,859	$6,501	$6,796	$105,363	$36,849	$2,411	$-
Net Loss	($15,859)	($6,501)	($6,796)	($105,363)	($36,849)	($2,411)	$-
Basic and diluted net loss per share	($0.00)	($0.00)	($0.00)	($0.01)	($0.01)	($0.05)	$-

Results of Operations

Three months ended June 30, 2020

The Corporation recorded a net loss of $15,859 (2019 - $36,849) during the three months ended June 30, 2020. The net loss for the three months ended June 30, 2020 is mainly due to costs in relation to its listing on the Exchange and professional fees.

Six months ended June 30, 2020

The Corporation recorded a net loss of $22,360 (2019 - $39,260) during the six months ended June 30, 2020. The net loss for the six months ended June 30, 2020 is mainly due to costs in relation to its listing on the Exchange and professional fees.

Additional Disclosure for Venture Issuers without Significant Revenue

Since the Corporation has no revenue from operations, the following is a breakdown of the material costs incurred from the date of incorporation (November 29, 2018) to June 30, 2020:

Material Costs	Period from date of incorporation (November 29, 2018) to June 30, 2020
Professional fees	$64,529
Filing fees	$29,835
Stock-based compensation	$79,415

Liquidity and Capital Resources

As at June 30, 2020 the Corporation had cash held in trust of $787,760 (2019 - $421,459) and deferred offering costs of $nil (2019 - $12,500). The Corporation had current liabilities of $8,916 (2019 - $22,000) and working capital of $778,844 (2019 - $411,959).

Negative cash flows of $15,882 were recorded from operating activities during the six months ended June 30, 2020. This is primarily due to outflows relating to filing fees and professional fees.

Outstanding Share Data

As of the date of this MD&A, 10,650,000 common shares are issued and outstanding. Of these, 2,850,000 common shares are held in escrow in accordance with the Manual. In addition, there are 1,065,000 stock options outstanding, exercisable at $0.10 per share, expiring on July 4, 2024 and 500,000 Agent's Warrants outstanding, exercisable at $0.10 per share, expiring on July 4, 2021.

Off-Balance Sheet Arrangements

The Corporation has not had any off-balance sheet arrangements from the date of its incorporation to the date of this MD&A.

Related Party Transactions

There were no transactions with related parties and no remuneration paid to key management personnel during the three and six months ended June 30, 2020 (2019 - $nil).

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Corporation includes equity, comprised of share capital and accumulated deficit, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a QT by the Corporation.

Risks and Uncertainties

The following describes certain risks, events and uncertainties that could affect the Corporation and that each reader should carefully consider. Please refer to the Corporation's final prospectus dated May 7, 2019 for additional risks, events and uncertainties that could affect the Corporation.

External financing may be required to fund the Corporation's activities primarily through the issuance of common shares. There can be no assurance that the Corporation will be able to obtain adequate financing. The securities of the Corporation should be considered a highly speculative investment.

The Corporation has not generated significant revenues and does not expect to generate significant revenues in the near future. In the event that the Corporation generates significant revenues in the future, the Corporation intends to retain its earnings in order to finance further growth. Furthermore, the Corporation has not paid any dividends in the past and does not expect to pay any dividends in the foreseeable future.

The Corporation faces risks related to health epidemics, pandemics and other outbreaks of communicable diseases, which could significantly disrupt its ability to complete a QT on a timely basis, or at all, and adversely effect its financial conditions. The Corporation's business could be adversely impacted by the effects of the COVID-19 pandemic or other epidemics and/or pandemics. In December 2019, COVID-19 emerged in China and the virus has now spread with infections been reported globally. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 to be a pandemic. The extent to which COVID-19 impacts the Corporation's ability to complete a QT on a timely basis, or at all, and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the pandemic and the actions taken to contain or treat the COVID-19 pandemic (including recommendations from public health officials). In addition, the COVID-19 pandemic represents a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the Corporation and its ability to complete a QT in a timely manner, or at all.

Risk Disclosures and Fair Values

The Corporation's financial instruments, consisting of cash held in trust and accrued liabilities approximate fair value due to the relatively short-term maturity of the instruments. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Critical Accounting Estimates

The Corporation's significant accounting policies are summarized in Note 2 to the audited financial statements for the year ended December 31, 2019.

Additional Information

For further detail, see the Corporation's unaudited condensed interim financial statements for the three and six months ended June 30, 2020 and 2019. Additional information about the Corporation can also be found on SEDAR.

SCHEDULE "I"
TRC AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED SEPTEMBER 30, 2019 AND SEPTEMBER 30, 2018

See attached.

TRC Management Holdings Corp.

Consolidated Financial Statements
September 30, 2019 and September 30, 2018

To the Shareholders of TRC Management Holdings Corp.:

Opinion

We have audited the consolidated financial statements of TRC Management Holdings Corp. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at September 30, 2019 and September 30, 2018 and October 1, 2017, and the consolidated statements of loss and comprehensive loss, changes in shareholders' deficiency and cash flows for the years ended September 30, 2019 and September 30, 2018, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at September 30, 2019 and September 30, 2018 and October 1, 2017, and its consolidated financial performance and its consolidated cash flows for the years ended September 30, 2019 and September 30, 2018 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Comparative Information

Without modifying our opinion, we draw attention to Note 2 to the consolidated financial statements which describes that TRC Management Holdings Corp. adopted IFRS on October 1, 2018 with a transition date of October 1, 2017. These standards were applied retrospectively by management to the comparative information in these consolidated financial statements, including the consolidated statement of financial position as at September 30, 2018 and October 1, 2017, and the consolidated statements of loss and comprehensive loss, changes in shareholders' deficiency and cash flows for the year ended September 30, 2018 and related disclosures.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis. Management's Discussion and Analysis is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated.

When we read Management's Discussion and Analysis, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

MNP LLP

Toronto, Ontario

November 17, 2020

Chartered Professional Accountants

Licensed Public Accountants

MNP

TRC Management Holdings Corp.

Consolidated Statements of Financial Position

As at September 30, 2019, September 30, 2018 and October 1, 2017

	September 30, 2019	September 30, 2018	October 1, 2017
	$	$	$
Assets			
Current			
Cash	**1,808,257**	5,049,918	1,544,764
Accounts receivable and other (Note 4)	**4,997,672**	2,177,282	2,186,099
Investment tax credits (Note 5)	**1,142,314**	869,000	1,309,523
Prepaid expenses and deposits	**430,013**	240,672	202,193
Contract assets	**189,252**	141,036	61,328
	8,567,508	8,477,908	5,303,907
Property and equipment (Note 6)	**504,259**	1,034,044	890,988
Intangible assets (Note 7)	**9,830**	14,042	20,060
	9,081,597	9,525,994	6,214,955
Liabilities			
Current			
Bank line of credit (Note 8)	**6,106,522**	2,010,505	-
Accounts payable and accrued liabilities (Note 9)	**1,998,042**	3,355,200	1,901,634
Deferred revenue	**11,773,483**	11,847,786	8,200,132
Deferred grant income (Note 10)	**-**	339,236	1,000,000
Current portion of capital lease obligations (Note 11)	**27,260**	103,494	196,075
Convertible debentures (Note 12)	**-**	-	225,182
Conversion options on convertible debentures (Note 12)	**-**	-	1,600,324
Current portion of license agreement payable (Note 13)	**421,643**	495,283	461,467
Current portion of Class A Preferred shares (Note 14)	**218,270**	167,624	122,980
	20,545,220	18,319,128	13,707,794
Deferred revenue	**684,628**	212,233	35,460
Capital lease obligations (Note 11)	**604**	27,864	112,660
License agreement payable (Note 13)	**570,840**	972,538	1,642,356
Class A Preferred shares (Note 14)	**4,207,118**	4,499,637	4,593,014
	26,008,410	**24,031,400**	20,091,284
Shareholders' deficiency			
Common shares (Note 14)	**51,090,502**	38,147,745	27,604,065
Class B Preferred shares (Note 14)	**11**	24	24
Contributed surplus (Note 14)	**755,455**	2,723,830	1,298,429
Warrants (Note 12), (Note 14)	**287,240**	50,073	-
Deficit	**(69,060,021)**	(55,427,078)	(42,778,847)
	(16,926,813)	(14,505,406)	(13,876,329)
	9,081,597	9,525,994	6,214,955

Commitments (Note 15)
Events after the reporting period (Note 25)

Approved by the Board of Directors

*[Signed]*____________________ Director *[Signed]*____________________ Director

The accompanying notes are an integral part of these consolidated financial statements.

TRC Management Holdings Corp.

Consolidated Statements of Loss and Comprehensive Loss

For the years ended September 30, 2019 and September 30, 2018

	2019	2018
	$	$
Revenue (Note 24)		
License fees (Note 19)	**15,589,367**	13,488,988
Professional services	**1,716,556**	1,402,888
	17,305,923	14,891,876
Cost of goods sold (Note 21)	**7,352,572**	4,624,326
Gross margin	**9,953,351**	10,267,550
Operating expenses (Note 21)		
General and administration (Note 13), (Note 14)	**10,222,342**	12,232,151
Sales and marketing	**3,703,447**	3,296,722
Research and development (Note 5), (Note 10)	**7,869,146**	7,564,461
	21,794,935	23,093,334
Loss before other income (expenses)	**(11,841,584)**	(12,825,784)
Other income (expenses)		
Interest accretion on Class A Preferred shares (Note 14)	**(298,834)**	(308,287)
Write-off of property and equipment (Note 6)	**(351,214)**	-
Foreign exchange loss	**(45,103)**	(72,784)
Interest expense (Note 23)	**(741,177)**	(716,041)
Interest accretion on convertible debentures (Note 12)	**-**	(108,159)
Gain on extinguishment of conversion options (Note 12)	**-**	1,600,324
	(1,436,328)	395,053
Net loss before income taxes	**(13,277,912)**	(12,430,731)
Income tax expense (Note 16)	**(5,728)**	-
Net loss and comprehensive loss for the year	**(13,283,640)**	(12,430,731)
Weighted average number of common shares - basic	23,523,442	20,541,573
Net loss and comprehensive loss per share - basic	(0.56)	(0.61)

The accompanying notes are an integral part of these consolidated financial statements.

TRC Management Holdings Corp.
Consolidated Statements of Changes in Shareholders' Deficiency
For the years ended September 30, 2019 and September 30, 2018

	Common shares	Class B Preferred shares	Contributed surplus	Warrants	Deficit	Total shareholders' deficiency
	$	$	$	$	$	$
Balance, October 1, 2017	**27,604,065**	**24**	**1,298,429**	**-**	**(42,778,847)**	**(13,876,329)**
Issuance of common shares (Note 14)	9,454,221	-	-	-	-	9,454,221
Shares issued on exercise of options (Note 14)	1,328,715	-	(1,323,099)	-	-	5,616
Shares issued on exercise of warrants (Note 12)	199,999	-	-	-	-	199,999
Share issuance costs (Note 14)	(439,255)	-	-	50,073	-	(389,182)
Dividends paid					(217,500)	(217,500)
Stock-based compensation (Note 14)	-	-	2,748,500	-	-	2,748,500
Net loss and comprehensive loss	-	-	-	-	(12,430,731)	(12,430,731)
Balance, September 30, 2018	**38,147,745**	**24**	**2,723,830**	**50,073**	**(55,427,078)**	**(14,505,406)**
Issuance of common shares (Note 14)	9,092,800	-	-	-	-	9,092,800
Issuance of warrants (Note 14)	-	-	-	1,441,966	-	1,441,966
Shares issued on exercise of options (Note 14)	3,153,290	-	(3,147,764)	-	-	5,526
Conversion of Class B Preferred shares to common shares (Note 14)	13	(13)	-	-	-	-
Shares issued on exercise of warrants (Note 14)	1,138,857	-	-	(1,136,661)	-	2,196
Share issuance costs (Note 14)	(442,203)	-	-	(18,065)	-	(460,268)
Fair value transfer on expiration of warrants	-	-	-	(50,073)	50,073	-
Dividends paid	-	-	-	-	(399,376)	(399,376)
Stock-based compensation (Note 14)	-	-	1,179,389	-	-	1,179,389
Net loss and comprehensive loss	-	-	-	-	(13,283,640)	(13,283,640)
Balance, September 30, 2019	**51,090,502**	**11**	**755,455**	**287,240**	**(69,060,021)**	**(16,926,813)**

The accompanying notes are an integral part of these consolidated financial statements.

TRC Management Holdings Corp.

Consolidated Statements of Cash Flows

For the years ended September 30, 2019 and September 30, 2018

	2019	2018
	$	$
Cash provided by (used in)		
Operating activities		
Net loss for the year	(13,283,640)	(12,430,731)
Items not affecting cash		
Depreciation of property and equipment (Note 6)	359,959	547,728
Write-off of property and equipment (Note 6)	351,214	-
Amortization of intangible assets (Note 7)	4,212	6,018
Stock-based compensation (Note 14)	1,179,389	2,748,500
Gain on extinguishment of conversion options (Note 12)	-	(1,600,324)
Interest accretion on convertible debentures (Note 12)	-	108,159
Interest accretion on Class A Preferred shares (Note 14)	298,834	308,287
Services provided in-kind (Note 13)	(200,723)	(375,698)
Net change in operating components of working capital (Note 22)	(4,629,563)	4,948,382
Cash used in operating activities	(15,920,318)	(5,739,679)
Financing activities		
Advances from bank line of credit (Note 8)	7,910,566	2,010,505
Repayment of bank line of credit (Note 8)	(3,814,549)	-
Repayment of capital lease obligations (Note 11)	(103,494)	(177,377)
Repayment of license agreement liability (Note 13)	(274,615)	(260,304)
Repayment of convertible debentures (Note (12)	-	(333,341)
Repayment of Class A Preferred shares (Note 14)	(540,707)	(357,020)
Proceeds from issuance of common shares (net of share issuance costs) (Note 14)	10,074,498	9,065,039
Proceeds from the exercise of stock options (Note 14)	5,526	5,616
Proceeds from the exercise of warrants (Note 12), (Note 14)	2,196	199,999
Dividends paid to Class B Preferred shareholders	(399,376)	(217,500)
Cash provided by financing activities	12,860,045	9,935,617
Investing activities		
Purchase of property and equipment (Note 6)	(181,388)	(690,784)
Cash used in investing activities	(181,388)	(690,784)
Change in cash	(3,241,661)	3,505,154
Cash, beginning of year	5,049,918	1,544,764
Cash, end of year	1,808,257	5,049,918

The accompanying notes are an integral part of these consolidated financial statements.

1 Nature of operations

TRC Management Holdings Corp. is an investment holding company, incorporated under the laws of the Province of Ontario on March 7, 2014. The business activities are carried out by its wholly-owned subsidiary Think Research Corporation ("TRC") in North America and its wholly-owned subsidiary Think Research (EU) Corporation Limited ("TRE") in Europe. Think Research Technology Holdings Corp. ("TRT"), a wholly-owned subsidiary of TRC, acts as a holding company for a large part of the Company's internally generated intellectual property.

The principal activities of the TRC Management Holdings Corp.'s subsidiaries consists of developing software and providing SaaS (Software-as-a-Service) based clinical software and services for health-care providers across all phases of care using evidence-based content and technologies to drive best practices and ensure better health outcomes. TRC invests in developing its software solutions and licenses them to enterprise clients, typically hospitals, health regions or governments.

TRC Management Holdings Corp. and its subsidiaries will collectively be referred to as the Company hereunder.

2 First time adoption and statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). This is the first time the Company has prepared its consolidated financial statements in accordance with IFRS. IFRS 1 ("IFRS 1") has been applied in preparing these consolidated financial statements.

The significant accounting policies described in Note 3 have been applied consistently to all periods presented, including the opening consolidated statement of financial position as at October 1, 2017 (IFRS transition date).

These consolidated financial statements were approved for issuance by the Board of Directors on November 11, 2020.

3 Significant accounting policies

Basis of preparation

The consolidated financial statements are prepared on a going concern basis and have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. All financial information is presented in Canadian dollars, the Company's functional currency, except share and per share amounts or as otherwise noted.

The Company's principal accounting policies are set out below.

3 Significant accounting policies *(continued from previous page)*

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its wholly-owned subsidiaries. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Adoption of new and revised Standards

IFRS 15 Revenue from Contracts with Customers

Effective October 1, 2017, the Company adopted IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15") as issued by the IASB in May 2014, with clarifying amendments issued in April 2016. The standard specifies how and when entities recognize, measure, and disclose revenue. The standard supersedes all current standards dealing with revenue recognition, including IAS 11 *Construction Contracts*, IAS 18 *Revenue*, IFRIC 13 *Customer Loyalty Programmes*, IFRIC 15 *Agreements for the Construction of Real Estate*, IFRIC 18 *Transfers of Assets from Customers*, and SIC 31 *Revenue – Barter Transactions Involving Advertising Services*. The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The Company applied the changes in the accounting policies resulting from IFRS 15 using the full retrospective application method with the cumulative effect of initially applying IFRS 15 recognized as an adjustment to the opening balance of deficit at October 1, 2017. The Company applied the practical expedient allowed under IFRS 15 and did not restate contracts that began and were completed on or before October 1, 2017.

Revenue recognition

Revenue represents the fair value on consideration received or receivable from customers for goods and services provided by the Company, net of discounts and sales taxes. The Company generates revenue from the sale of renewable software licenses, professional services and other miscellaneous income.

Contracts with multiple products or services

The Company enters into contracts that contain multiple products and services such as right to use software licenses, installation, maintenance and support, and professional services. The Company evaluates these arrangements to determine the appropriate unit of accounting (performance obligation) for revenue recognition purposes based on whether the product or service is distinct from some or all of the other products or services in the arrangement. A product or service is distinct if the customer can benefit from it on its own or together with other readily available resources and the Company's promise to transfer the good or service is separately identifiable from other promises in the contractual arrangement with the customer. Non-distinct products and services are combined

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 15 Revenue from Contracts with Customers (continue from previous page)

with other goods and services until they are distinct as a bundle and therefore form a single performance obligation.

Where a contract consists of more than one performance obligation, revenue is allocated to each based on their estimated standalone selling price ("SSP").

Renewable software licenses

The Company sells software licenses on a specified term basis, with customer held options for renewal. Recognition of revenue from the license of software is recognized at the time that the software has been made available to the customer and is recognized rateably over the term of the related agreement. Revenue earned from the installation of the software licenses is earned rateably over the expected life of the customer.

From time to time, the Company enters into contracts containing variable rates, where fees are earned on a per user basis. In these instances, the Company estimates the amount of consideration to which the entity will be entitled in exchange for transferring the promised goods or services to a customer using either the expected value or most likely amount methods. At the end of each reporting period, the Company updates the estimated transaction price to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Professional services

Professional services revenue including installation, implementation, training and customization of software is recognized by the stage of completion of the performance obligation determined using the percentage of completion method or as such services are performed as appropriate in the circumstances. The revenue and profit of fixed price contracts is recognized on a percentage of completion basis when the outcome of a contract can be estimated reliably. When the outcome of the contract cannot be estimated reliably but the Company expects to recover its costs, the amount of expected costs is treated as variable consideration and the transaction price is updated as more information becomes known.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 15 Revenue from Contracts with Customers (continue from previous page)

Deferred and unbilled revenue

The timing of revenue recognition often differs from contract payment schedules, resulting in revenue that has been earned but not billed. These amounts are included in unbilled revenue within accounts receivable and other. Amounts billed in accordance with customer contracts, but not yet earned, are recorded and presented as part of deferred revenue.

IFRS 9 Financial Instruments

On October 1, 2017, the Company adopted IFRS 9 *Financial Instruments* ("IFRS 9"), which includes a principle-based approach for classification and measurement of financial assets and a forward-looking expected credit loss ("ECL") model. IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous *IAS 39 Financial Instruments: Recognition and Measurement* ("IAS 39") categories of held to maturity, loans and receivables and available for sale. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive loss.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Financial assets

Recognition and initial measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 9 Financial Instruments (continue from previous page)

Classification and subsequent measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss.

- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income or loss. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income or loss. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income or loss is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income or loss.

- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss.

- Designated at fair value through profit or loss - On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

The Company measures all equity investments at fair value. Changes in fair value are recorded in profit or loss. The entity does not hold any equity investments.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 9 Financial Instruments (continue from previous page)

Business model assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

Impairment of financial assets under IFRS 9 replaces the incurred loss model in IAS 39 with an ECL model. The new impairment model applies to financial assets measured at amortized cost, and contract assets and debt investments at FVOCI.

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company applies the simplified approach for trade receivables. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit losses.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 9 Financial Instruments (continued from previous page)

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the statement of financial position as a deduction from the gross carrying amount of the financial asset.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred under particular circumstances.

For this purpose, a financial asset is transferred if the Company either:

- Transfers the right to receive the contractual cash flows of the financial asset, or;

- Retains the right to receive the contractual cash flows of the financial asset, but assumes an obligation to pay received cash flows in full to one or more third parties without material delay and is prohibited from further selling or transferring the financial asset.

Transferred financial assets are evaluated to determine the extent to which the Company retains the risks and rewards of ownership. When the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it evaluates whether it has retained control of the financial asset.

Where substantially all risks and rewards of ownership have been transferred, or risks and rewards have neither been transferred nor retained and control of the financial asset has not been retained, the Company derecognizes the financial asset. At the same time, the Company separately recognizes as assets or liabilities the fair value of any rights and obligations created or retained in the transfer. Any difference between the carrying amount measured at the date of recognition and the consideration received is recognized in profit or loss.

Financial liabilities

Recognition and initial measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 9 Financial Instruments (continued from previous page)

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Embedded derivatives

For hybrid contracts containing a host that is not an asset in the scope of IFRS 9, embedded derivatives are evaluated on initial recognition to determine if the embedded derivative must be separated from the host contract. Embedded derivatives are separated from the host contract when the economic characteristics and risks of the derivative are not closely related to those of the host contract, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives that are separated from the host contract are initially measured at fair value and subsequently measured at fair value through profit or loss. The host contract is accounted for in accordance with the appropriate Standards.

Non-option derivatives are separated from the host contract on the basis of their stated or implied substantive terms so as to result in them having a fair value of zero at inception. Option-based derivatives are separated from the host contract on the basis of stated terms and conditions and measured at their fair value on inception, with the host contract's initial carrying amount being the residual amount after separating the derivative.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 9 Financial Instruments (continued from previous page)

The following table summarizes the classification impacts upon adoption of IFRS 9:

Asset / liability	Classification under IAS 39	Classification under IFRS 9
Cash	Loans and receivables	Amortized cost
Accounts receivable and other	Loans and receivables	Amortized cost
Investment tax credits	Loans and receivables	Amortized cost
Bank line of credit	Other financial liabilities	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Obligations under capital lease	Other financial liabilities	Amortized cost
License agreement liability	Other financial liabilities	Amortized cost
Convertible debentures (liability component)	Other financial liabilities	Amortized cost
Conversion options on convertible debentures	FVTPL	FVTPL
Class A Preferred shares	Other financial liabilities	Amortized cost

In accordance with the transitional provisions provided in IFRS 9, the Company has applied the changes in accounting policies resulting from the adoption of IFRS 9 retrospectively with the cumulative effect of initially applying IFRS 15 recognized as an adjustment to the opening balance of deficit at October 1, 2017. There were no significant differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of IFRS 9.

Standards issued but not yet effective

The Company has not yet applied the following new standards, interpretations and amendments to standards that have been issued as at September 30, 2019 but are not yet effective. Unless otherwise stated, the Company does not plan to early adopt any of these new or amended standards and interpretations.

IFRS 16 Leases

IFRS 16, issued in January 2016, introduces a single lessee accounting model that requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. The standard will supersede IAS 17 Leases, IFRIC 4 Determining Whether an Arrangement Contains a Lease, SIC-15 Operating Leases - Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 16 Leases (continued from previous page)

The transition to IFRS 16 had no cumulative effect on the Company's consolidated deficit at October 1, 2019. The Company recognized right-of-use assets and corresponding lease liabilities totalling $4,774,857 at October 1, 2019.

The following table reconciles the difference between operating lease commitments disclosed under IAS 17 at September 30, 2019, discounted using the interest rates implicit in the leases at the date of initial application of IFRS 16 and lease liabilities recognized in the condensed interim consolidated statement of financial position at the date of initial application of IFRS 16:

	$
Operating lease commitments as at September 30, 2019	5,189,651
Effect of discounting using the Company's incremental borrowing rate	(414,794)
	4,774,857

Use of estimates and judgments

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods presented. In the opinion of management, these consolidated financial statements reflect all adjustments necessary to present fairly the results for the periods presented. Actual results could differ from these estimates. The following are critical estimates and judgments for which changes in assumptions could have a material impact on the consolidated financial statements.

a) *Revenue recognition – revenue recognized over time*

The Company has certain fixed price professional service contracts where the revenue is recognized by the stage of completion of the performance obligation determined using the percentage of completion method which requires the estimation of total costs expected to be incurred to fulfil the contract.

These estimates and assumptions are reviewed periodically and, as adjustment become necessary they are reported in net loss and comprehensive loss in the years in which they become known. Actual results may differ significantly from management's estimates.

b) *Revenue recognition – multi-element arrangements*

As the Company enters into transactions that represent multiple-element arrangements, estimates are made to determine how consideration is allocated to the separate units of accounting or elements on a relative fair value basis. Changes in the estimates will impact the revenue recognized in the period.

3 Significant accounting policies *(continued from previous page)*

Use of estimates and judgments *(continued from previous page)*

c) *Fair value of financial instruments*

The Company holds a number of financial instruments such as convertible debentures, redeemable preferred shares and warrants to purchase common shares which are either required to be initially recorded at fair value or for which the proceeds must be allocated to the liability and equity components based upon their respective fair values. The determination of the fair values of debt instruments or the component parts of hybrid contracts and compound financial instruments containing both liability and equity components requires the use of valuation models and/or techniques for which the underlying assumptions are inherently subject to significant estimation and judgement. These models and techniques require that management make estimates and assumptions with respect to one or more of the following at the date of issuance: the fair value of common shares underlying stock options, warrants and/or conversion rights, expected volatility of the Company's share value, estimated life of options, warrants and/or conversion rights and interest rates which could be obtained for debt instruments with similar terms and maturities.

d) *Stock-based payments*

The Black-Scholes option pricing model was developed for use estimating the fair value of traded options which were fully transferrable with no vesting restrictions. This option valuation model requires the input of highly subjective assumptions including the estimated fair value per share, estimated stock price volatility, estimated lives of the options, estimated dividends to be paid by the Company and risk-free interest rates. Because the Company's stock options have characteristics significantly different from those of publicly traded options and because changes in the input assumptions can materially affect the fair value estimate, such value is subject to measurement uncertainty. The effect on the consolidated financial statements from changes in such estimates in future years could be significant.

e) Expected credit losses

The Company performs impairment testing annually for accounts receivable in accordance with IFRS 9. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which are determined on a probability-weighted basis. IFRS 9 outlines a three-stage approach to recognizing ECLs which is intended to reflect the increase in credit risks of a financial instrument based on 1) 12-month expected credit losses or 2) lifetime expected credit losses. The Company measures provision for ECLs at an amount equal to lifetime ECLs.

The Company applies the simplified approach to determine ECLs on trade receivables by using a provision matrix based on historical credit loss experiences. The historical results were used to calculate the run rates of default which were then applied over the expected life of the trade receivables, adjusted for forward looking estimates.

3 Significant accounting policies *(continued from previous page)*

Use of estimates and judgments *(continued from previous page)*

f) Deferred taxes

The calculation of deferred tax is based on assumptions, which are subject to uncertainty as to timing and which tax rates are expected to apply when temporary differences reverse. Deferred tax is also subject to uncertainty regarding the magnitude to which non-capital losses available for carry forward will be utilized in the future.

These estimates and assumptions are reviewed periodically and, as adjustment become necessary they are reported in net loss and comprehensive loss in the years in which they become known. Actual results may differ significantly from management's estimates.

g) Investment tax credits receivable

Investment tax credits are recorded based on management's estimate that all conditions attached to its receipt have been met. The Company has significant investment tax credits receivable and expects to continue to apply for future tax credits as their research and development activities remain applicable. Therefore, the estimates related to the recoverability of these investment tax credits are important to the Company's financial position.

h) Estimated useful lives of long-lived assets

Management reviews useful lives of depreciable assets at each reporting date. Management assesses that the useful lives represent the expected utilization in terms of duration of the assets of the Company. Actual utilization, however, may vary due to technical obsolescence, particularly relating to software and information technology equipment.

Government assistance and investment tax credits

Investment tax credits ("ITCs") are recognized where there is reasonable assurance that the ITCs will be received, and all attached conditions will be complied with. When the ITCs relates to an expense item, it is netted against the related expense. Where the ITCs relates to an asset, it reduces the carrying amount of the asset. The ITCs is then recognized as income over the useful life of a depreciable asset by way of a reduced depreciation charge. The Company is actively engaged in scientific research and development ("R&D") and, accordingly, has previously filed for ITC refunds under both the Canadian federal and Ontario provincial Scientific Research and Experimental Development ("SR&ED") tax incentive programs. The ITCs recorded in the accounts are based on management's interpretation of the Income Tax Act of Canada, provisions which govern the eligibility of R&D costs. The claims are subject to review by the Canada Revenue Agency and the Minister of Revenue for Ontario before the refunds can be released.

3 Significant accounting policies *(continued from previous page)*

Property and equipment

Property and equipment is stated at cost less accumulated depreciation and impairment losses, if any. Repairs and maintenance costs on capital assets are charged to expense during the period in which they are incurred. Depreciation is calculated as follows:

Computer software	45% declining balance
Computer hardware	45% declining balance
Furniture and office equipment	30% declining balance
Leasehold improvements	Straight-line over 5 years
Equipment under lease	Straight-line over the term of the lease

If the cost of a component of equipment is significant to an item, that component is separated out and depreciated separately. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, annually, the effects of any changes in estimates accounted for prospectively.

The Company reviews for indicators of impairment annually, or whenever events or circumstances indicate that the carrying value may not be recoverable. To determine recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("cash-generating units" or "CGUs"). The recoverable amount is the higher of an asset or CGU's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset or CGU). The asset's carrying amount is written down to its recoverable amount if the asset's carrying value is greater than its estimated recoverable amount. The Company evaluates impairment losses for potential reversal when events or circumstances warrant such consideration.

The Company did not recognize any impairment losses for the years ended September 30, 2019 and September 30, 2018.

Intangible assets

Intangible assets are stated at cost less accumulated depreciation and impairment losses, if any. These assets are capitalized and amortized on a straight-line basis over the period of their expected useful lives. Depreciation is calculated as follows:

Trademarks and patents	7 years straight-line

3 Significant accounting policies *(continued from previous page)*

Research and development

Expenditures on research activities are recognized as expense in the period in which they are incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for deferred development costs is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, deferred development costs are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. The Company has not capitalized any deferred development costs to date.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

3 Significant accounting policies *(continued from previous page)*

Fair value measurements

Fair value is defined as the price to sell an asset or transfer a liability (i.e. "the exit price") in an orderly transaction between market participants. Management uses a fair value hierarchy that gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data. The fair value hierarchy is broken down into the following three levels.

Level 1: Fair value based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Fair value based on quoted prices in active markets for similar assets or liabilities, quoted prices for identical assets or liabilities in inactive markets, or for which significant inputs are observable (e.g. interest rates, yield curves, etc.) or can be corroborated by observable market data.

Level 3: Fair value based on inputs that are unobservable and significant to the overall fair value measurement. The unobservable inputs reflect significant management judgments about assumptions that market participants might use.

Share capital

Share capital is recorded as the net proceeds received on issuance after deducting all share issuance costs.

Warrants

The fair value of warrants is determined upon their issuance either as part of unit private placements or in settlement of share issuance costs and finders' fees, using the Black-Scholes model. All such warrants are classified in a warrant reserve within equity. If the warrants are converted, the value attributable to the warrants is transferred to shareholders' equity from the warrant reserve. Shares are issued from treasury upon the exercise of share purchase warrants.

Stock-based compensation and other stock-based payments

The Company accounts for its stock option plan based on the fair value approach. The options give the holder the right to purchase or receive common shares and are accounted for as equity-settled plans. The expense for the value of each tranche is recognized over its respective vesting period, which in the case of most options granted would be on a graded vesting scale.

When recording compensation cost for equity awards, the Company estimates forfeitures based on the number of equity awards expected to vest. At the end of each reporting period, the Company reviews its estimates of the number of awards expected to vest and records any revisions in the consolidated statement of loss and comprehensive loss. Any consideration paid by employees on exercise of stock options or purchase of stock is credited to share capital.

3 Significant accounting policies *(continued from previous page)*

Income taxes

Income tax comprises current and deferred income tax. Income tax is recognized in the consolidated statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Income tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized for the temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases, for unused tax losses, unused SR&ED expenditures and income tax credits, other than refundable investment tax credits. These differences are measured using tax rates and laws that were enacted or substantively enacted at the date of the consolidated statement of financial position and are expected to apply when the deferred income tax asset or liability is settled. Deferred tax assets are recognized only to the extent that it is more likely than not, in the opinion of management, that sufficient taxable income will be available to allow for all or part of the asset to be recovered.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and relate to income taxes levied by the same taxation authority.

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at exchange rates prevailing at the date of the consolidated statement of financial position. Transactions in foreign currencies are translated at the exchange rate in effect at the transaction date. Resulting exchange gains and losses are recognized separately in the consolidated statement of loss and comprehensive loss.

4 Accounts receivable and other

	September 30, 2019	September 30, 2018	October 1, 2017
	$	$	$
Trade accounts receivable	**4,341,538**	2,334,345	2,231,271
Unbilled revenue	**688,660**	132,182	-
	5,030,198	2,466,527	2,231,271
Allowance for expected credit losses (Note 18)	**(32,526)**	(289,245)	(45,172)
	4,997,672	2,177,282	2,186,099

5 Investment tax credits

The Company undertakes certain SR&ED activities. Under a government program, a portion of these expenditures are recoverable by the Company. During the year-ended September 30, 2019, the Company recorded investment tax credits related to SR&ED of $1,176,838 (2018 - $928,623) as a reduction of research and development expense on the consolidated statement of loss and comprehensive loss.

6 Property and equipment

	Computer software	Computer hardware	Furniture and office equipment	Leasehold improvements	Equipment under capital lease	Total
	$	$	$	$		$
Cost						
Balance, October 1, 2017	**128,278**	**506,055**	**168,568**	**389,625**	**920,155**	**2,112,681**
Additions	-	205,261	119,793	348,350	17,380	690,784
Balance, September 30, 2018	**128,278**	**711,316**	**288,361**	**737,975**	**937,535**	**2,803,465**
Additions	-	104,604	76,784	-	-	181,388
Write-off	-	-	-	(737,975)	-	(737,975)
Balance, September 30, 2019	**128,278**	**815,920**	**365,145**	-	**937,535**	**2,246,878**
Accumulated depreciation						
Balance, October 1, 2017	**87,103**	**278,444**	**99,343**	**194,350**	**562,453**	**1,221,693**
Depreciation	18,529	148,609	38,737	141,262	200,591	547,728
Balance, September 30, 2018	**105,632**	**427,053**	**138,080**	**335,612**	**763,044**	**1,769,421**
Depreciation	10,191	151,454	56,601	51,149	90,564	359,959
Write-off	-	-	-	(386,761)	-	(386,761)
Balance, September 30, 2019	**115,823**	**578,507**	**194,681**	-	**853,608**	**1,742,619**
Net book value						
October 1, 2017	41,175	227,611	69,225	195,275	357,702	890,988
September 30, 2018	22,646	284,263	150,281	402,363	174,491	1,034,044
September 30, 2019	**12,455**	**237,413**	**170,464**	-	**83,927**	**504,259**

During the year-ended September 30, 2019, the Company relocated their office premises and accordingly recorded a disposal of the related leasehold improvements of $351,214 on the consolidated statements of loss and comprehensive loss.

7 Intangible assets

	Trademarks and patents
	$
Cost	
Balance, October 1, 2017	**33,433**
Balance, September 30, 2018	**33,433**
Balance, September 30, 2019	**33,433**
Accumulated amortization	
Balance, October 1, 2017	**13,373**
Amortization	6,018
Balance, September 30, 2018	**19,391**
Amortization	4,212
Balance, September 30, 2019	**23,603**
Net book value	
October 1, 2017	20,060
September 30, 2018	14,042
September 30, 2019	**9,830**

8 Bank line of credit

The Company has entered into a credit facility agreement (the "Credit Facility") that includes an operating line of credit of up to a maximum of $10,000,000 (2018 - $7,200,000, October 1, 2017 - $3,000,000) which bears interest at the lender's prime rate plus 2% per annum (2018 – lender's prime rate + 2%, October 1, 2017 – lender's prime rate + 2%). As at September 30, 2019, the Company had drawn $6,106,522 (2018 - $2,010,505, October 1, 2017 - $nil) on this facility. During the year-ended September 30, 2019, the Company recognized interest expense of $221,020 (2018 - $73,645) in relation to its bank indebtedness.

The Credit Facility also includes an additional credit card facility of up to a maximum of $250,000 (2018 - $250,000, October 1, 2017 - $nil), a letter of guarantee of $1,500,000 (2018 - $nil, October 1, 2017 - $nil) related to the Company's future office space and a line of credit for letters of guarantee of up to a maximum of $2,150,000 (2018 - $nil, October 1, 2017 - $nil). As at September 30, 2019, the Company had not issued any letters of credit (September 30, 2018 - $nil, October 1, 2017 - $nil). On November 13, 2018, the Company issued a $1,500,000 letter of credit. See Note 15 for further discussion.

The Credit Facility is secured by a first-ranking general security agreement covering all the assets of the Company and its subsidiaries and personal guarantees from the chief executive officer and a director of the Company. The Credit Facility is subject to certain financial and non-financial covenants. As at September 30, 2019, the Company was in compliance with these covenants (2018 – in compliance, October 1, 2017 – in compliance).

9 Accounts payable and accrued liabilities

	September 30, 2019	September 30, 2018	October 1, 2017
	$	$	$
Trade accounts payable and accrued liabilities	**1,536,148**	3,414,931	1,770,418
Government remittances	**461,894**	(145,473)	131,216
Dividends payable - Class A Preferred shares (Note 14)	**-**	85,742	-
	1,998,042	**3,355,200**	**1,901,634**

10 Deferred grant income

On August 1, 2017, the Company was awarded a grant of up to $5,000,000 (the "Grant") by the Jobs and Prosperity Fund ("JPF"). Ontario has established the JPF to assist Ontario businesses and business development organizations to support business investment and economic development in key sectors of Ontario. The Grant was awarded to the Company for the purpose of financing a specific approved project.

The Grant is disbursed over a six-year period, with a maximum annual disbursement of up to $1,000,000. The Grant is subject to certain clawback conditions related to the actual dollar value of the investment made by the Company into the approved project and certain job creation and retention targets which is to be evaluated the conclusion of the project. As at September 30, 2019, the Company has deferred recognition of $nil (2018 - $339,236) from the $1,100,000 (2018 - $1,000,000) of funds received which is presented as deferred grant revenue on the consolidated statement of financial position.

During the year-ended September 30, 2019, the Company recognized income of $669,463 (2018 - $660,764) in relation to the Grant which is presented in research and development expense on the consolidated statement of loss and comprehensive loss. The Grant is also subject to certain negative and affirmative covenants. As at September 30, 2019, the Company was in compliance with these covenants.

11 Capital lease obligations

Capital lease obligations are secured by the leased assets.

The capital lease obligations relate to computer equipment and bear implicit interest rates that range between approximately 8 - 15%. The finance leases mature at dates ranging between October 2018 and December 2020. During the year ended September 30, 2019, the company recognized $6,666 (2018 - $22,752) of interest expense related to the capital lease obligations.

	September 30, 2019	September 30, 2018	October 1, 2017
	$	$	$
Capital lease obligations	**27,864**	**131,358**	**308,735**
Less: Current portion	**(27,260)**	**(103,494)**	**(196,075)**
	604	**27,864**	**112,660**

12 Convertible debentures

On February 13, 2015, the Company issued Series 1 debentures to third parties and received gross proceeds of $1,000,000. In accordance with the debenture agreement, the Company commenced quarterly repayments of 1/6th of the principal beginning on December 31, 2016. Interest was charged at 16% per annum and was payable at the end of each calendar quarter commencing with the quarter ending June 30, 2015. The debentures were secured by all present and future moveable and immoveable assets of the Company prior to extinguishment.

The debenture holder or its agent held the right, at their respective option, at any time to convert all or any portion of the principal amount of the obligations guaranteed by the Company into fully paid and non-assessable common shares. The debentures were also eligible to be converted common shares of the Company when certain events of default were to occur rather than demanding repayment.

The Conversion Price shall be calculated as the total revenue of the Company over the twelve-month period ended the date of the last annual or quarterly financial statements divided by the number of common shares issued and outstanding at the date of conversion. The number of common shares issued to any conversion shall be equal to the principal amount of the debenture being converted divided by the Conversion Price.

In addition to the Series 1 debentures, the Company issued 109,088 warrants as part of the agreement, with an exercise price of $1.83337 per share which expire at the maturity date of the convertible debentures.

The convertible debentures represent hybrid contracts, consisting of a debt host contract and derivative instruments. The derivative instruments include the conversion option and the warrants to purchase common shares.

Management classified the debt host contract at amortized cost. Based on the terms of the hybrid contract and its cash flows, management determined that the risks and characteristics of the

12 Convertible debentures *(continued from previous page)*

derivative instruments are not closely related to those of the debt host contract. Consequently, the conversion options and the warrants to purchase common shares are each accounted for as separate, free-standing derivatives, with the conversion options classified as derivative liabilities and the warrants to purchase common shares classified as equity.

The allocation of proceeds between each of the components comprising the hybrid contract was made upon initial recognition of the instruments and was not subsequently revised. In accordance with IAS 32.31 for compound financial instruments, because equity instruments are assigned the residual amount of the consideration after deducting the fair value of the liability components and are subsequently carried at historical cost. The liability components represent the host debt and the embedded conversion feature. The method used was as follows:

- firstly, the fair value of the conversion option was estimated, and the resultant fair value established the amount of proceeds allocated to the derivative instrument;

- secondly, the fair value of the debt host instrument was estimated by calculating the present value of the principal and future interest payments at a discount rate of 20%, representing the estimated market interest rate for a similar instrument;

The Company calculated the fair value of the liability components to be $1,000,000 and therefore, a $nil value was assigned to the warrants. The embedded conversion feature liability was separated from its host contract on the basis of its stated terms and initially measured at FVTPL using the Black-Scholes model, with the host debt contract being the residual amount after separation.

The fair value of the conversion option was estimated the following key estimates and assumptions:

- the expected time until a conversion event may occur;
- the estimated fair value of the security into which the debenture may be converted;
- the expected volatility of the Company's share value; and
- the estimated risk-free interest rate.

No active market exists for the Company's shares. For this reason, the Company considers the historical volatility of similar entities for which share price information is publicly-available when estimating the expected volatility.

The Company used the Black-Scholes model to estimate the fair value of the conversion options at the date of initial recognition and October 1, 2017 using the following inputs:

12 Convertible debentures *(continued from previous page)*

	October 1, 2017	Initial recognition
Estimated fair value per common share	$ 3.50	$ 1.98
Conversion price	$ 0.60	$ 1.77
Expected volatility	55%	63%
Expected life	0.5 years	3 years
Expected dividend yield	0%	0%
Risk-free interest rate	0.75%	0.43%

Based on the foregoing, the allocation of proceeds from the issuance of the convertible debentures as at the date of issuance (February 13, 2015) was as follows:

	$
Proceeds from issuance	1,000,000
Fair value of conversion options	515,627
Fair value of debt host contract	484,373

The following table reconciles the movement in the carrying amount of the debt host contract (presented as 'convertible debentures' on the consolidated statement of financial position) , the derivative liabilities related to the conversion options on the convertible debentures and the warrants classified as equity:

	Convertible debentures	Conversion options on convertible debentures	Total
	$	$	$
Balance, October 1, 2017	225,182	1,600,324	1,825,506
Interest accretion	108,159	-	108,159
Repayment of convertible debentures	(333,341)	-	(333,341)
Gain on extinguishment of conversion options	-	(1,600,324)	(1,600,324)
Balance, September 30, 2018	-	-	-

During the year-ended September 30, 2019, the Company recognized interest expense of $nil (2018 - $19,756) in relation to the convertible debentures. Interest accretion is presented separately in the consolidated statement of loss and comprehensive loss for the year.

12 Convertible debentures *(continued from previous page)*

On February 28, 2018, the outstanding debentures were repaid in full, and the conversion options extinguished as unexercised. Additionally, 109,088 warrants were exercised and converted into common shares for total proceeds of $199,999.

The gain on extinguishment of the conversion option derivative financial liabilities is recognized on the consolidated statement of loss and comprehensive loss for the year-ended September 30, 2018.

13 License agreement liability

On January 29, 2009, the Company entered into a license agreement with Trillium Health Partners ("THP") where the Company agreed to provide THP access to their proprietary software at no cost as a method of resolving a dispute surrounding ownership of the intellectual property (the "IP"). THP had claimed ownership of the intellectual property by means of employing the Company's President and Founder at the time the intellectual property was originally developed. Under the terms of this settlement agreement, upon a change in control of TRC, TRC would owe THC 10% of TRC's enterprise value (the "Settlement"), after which TRC would own the IP outright, with TRC's only remaining commitment being the Settlement and ongoing 1% royalty (discussed below).

On March 5, 2014, as part of a reorganization TRC transferred all of its common shares to the Company, this event was considered as a sale of all or substantially all of the shares of TRC, requiring the Company to pay the Settlement to THP.

At such time, the Company entered into negotiations with THP and on July 31, 2016, the Company reached an agreement to pay THC $2,500,000 (representing 10% of estimated enterprise value at such date of $25,000,000) for the intellectual property as a full and final settlement of the original dispute in relation to ownership of the intellectual property. In addition to the $2,500,000, the Company agreed to pay a 1% royalty to THC for a period of 20 years, ending in July 2036, on gross revenue from Acute Care Order Set products and Quality Based Procedure products. The $2,500,000 was originally capitalized as an intangible asset, the asset was determined to be impaired during the year-ended September 30, 2017 and was written off.

The license agreement liability is unsecured and the settlement terms as per the new agreement are as follows:

- The Company is to pay cash consideration of $1,061,069 (including accrued interest and outstanding 1% royalty to the effective date of this agreement) in equal monthly instalments of principal and interest for 48 months, ending on July 31, 2020. Interest is calculated the bank's prime rate plus 2%. As at September 30, 2019, the balance of the cash consideration owing to THC was $215,984 (2018 - $490,599, October 1, 2017 - $752,922). The amount is expected to be repaid in full during the year-ended September 30, 2020.

- During the year-ended September 30, 2019, the Company recognized interest expense of $19,945 (2018 - $44,031) in relation to the license agreement liability.

13 License agreement liability *(continued from previous page)*

- The Company is to provide the use of Acute Care Order Set products to THC. The term of the license commenced Effective Date (July 31, 2016) and will end on the sixth anniversary of the Implementation Launch. During the year-ended September 30, 2018, the Implementation Launch was established as June 13, 2017, accordingly, the license term ends on June 12, 2023. The provision of this license was allocated a value of $1,378,668 at the date of settlement. Prior to October 1, 2017, the Company recognized revenue of $200,723 in relation to services in kind provided under this arrangement. During the year-ended September 30, 2019, the Company recognized license fee revenue of $200,723 (2018 - $200,723) relating to the services in kind.

- The Company agreed to provide a specified number of service hours in support of the Acute Care Order Set products on the terms contained in the service agreement. The terms of the service agreement commenced on the Effective Date and will end 72 months after the Implementation Launch. The service agreement was allocated a value of $225,000 at the date of settlement. This was recognized as revenue as the service hours were provided. Prior to October 1, 2017, the Company had recognized revenue of $50,025 relating to the services in kind provided under this agreement. During the year-ended September 30, 2019, the Company recognized professional services revenue of $nil (2018 - $174,975) relating to the services in kind.

- As at September 30, 2019, the licensor has used the entirety of the allocated service hours (2018 – 495 hours used).

14 Share capital

Authorized

The Company's authorized share capital includes:

- An unlimited number of common shares
- 7,500,000 Class A Preferred shares
- An unlimited number of Class B Preferred shares

Common shares

The common shares carry voting rights. Each common share entitles the holder to one vote for each share held. The common shares are entitled to receive dividends in subordination to the Class A Preferred shares, and on parity with the Class B Preferred shares if and when declared by the Board of Directors. In the event of dissolution, the common shares rank behind the Class A Preferred shares and on parity with the Class B Preferred shares.

14 Share capital *(continued from previous page)*

Common shares *(continued from previous page)*

Issued and outstanding

Common shares

	#	$
Balance, October 1, 2017	**18,003,840**	**27,604,065**
Issuance of common shares	1,876,994	9,454,221
Shares issued on the conversion of warrants (Note 12)	109,088	199,999
Shares issued on the exercise of stock options	551,651	1,328,715
Share issuance costs	-	(439,255)
Balance, September 30, 2018	**20,541,573**	**38,147,745**
Issuance of common shares	2,006,617	9,092,800
Conversion of Class B Preferred shares to common shares	120,500	13
Shares issued on the conversion of warrants	219,668	1,138,857
Shares issued on the exercise of stock options	635,084	3,153,290
Share issuance costs	-	(442,203)
Balance, September 30, 2019	**23,523,442**	**51,090,502**

On October 2, 2018, the Company issued 1,127,950 (October 2017 – 228,571, August 2018 – 1,648,423) common shares that were issued at $5.25 (October 2017 - $3.50, August 2018 - $5.25) per share for total gross proceeds of $5,921,740 (October 2017 - $800,000, August 2018 - $8,654,221). The Company incurred costs of $385,019 (2018 - $439,255) relating to professional and advisory services resulting in net proceeds of $5,536,721 (2018 - $9,014,966) which was recorded as a reduction to the carrying amount of the Company's common shares on the consolidated statement of financial position.

On May 30, 2019, the Company completed a non-brokered private placement financing under which 878,667 common shares were issued at $5.25 per share for total gross proceeds of $4,613,000. In addition to the common shares, the Company issued 275,180 warrants as part of the agreement, being exercisable for one common share with an exercise price of $0.01, for a period of 12 months from the date of issuance. The Company incurred costs of $57,792 relating to professional and advisory services, which were allocated proportionately to the common shares and warrants as $39,727 and $18,065 respectively, resulting in net proceeds of the non-brokered private placement of $4,555,208 which was allocated proportionately between share capital and warrants based on their relative fair values with $3,113,242 allocated to share capital and $1,441,966 allocated to warrants.

14 Share capital *(continued from previous page)*

Common shares *(continued from previous page)*

The fair value of the warrants issued were determined using the Black-Scholes option pricing model and the following assumptions:

		Initial recognition
Estimated fair value of common shares	$	5.25
Exercise price	$	0.01
Expected volatility		58%
Expected life		1 year
Expected dividend yield		0%
Risk-free interest rate		1.43%

In September 2019, 219,668 warrants were exercised for 219,668 common shares in exchange for proceeds of $2,196. The fair value of the warrants of $1,136,661 was consequently transferred from warrants to common shares on the consolidated statement of financial position.

During the year-ended September 30, 2019, the Company issued 635,084 common shares (2018 – 551,651) for cash consideration of $5,526 (2018 - $5,616) on the exercise of stock options. The fair value of the exercised options was $3,147,764 (2018 - $1,323,099) with such amount transferred from contributed surplus to common shares upon exercise.

Class A Preferred shares

The Class A Preferred shares carry voting rights. Each Class A Preferred share entitles the holder to one vote for each share held.

The Articles of Amendment dated September 27, 2017 (the “Articles”) specify the voting events to which the holders can vote as:

(a) The issuance, transfer or redemption of any securities ranking ahead of or equal to the Class A Preferred shares with respect to dividends, redemption or liquidation preference;

(b) The entering into any reorganization, consolidation, amalgamation, arrangements, winding-up, merger or other similar transaction’ unless all of the Class A Preferred shares then issued and outstanding are redeemed;

(c) The payment of any dividend or other distribution on issued securities other than distributions and dividends payable of up to $1,000,000 per calendar year, beginning two years from the original issuance of the Class A Preferred shares on any other class of shares;

(d) The approval of any plan or proposal for the liquidation or dissolution of the Company;

14 Share capital *(continued from previous page)*

Class A Preferred shares *(continued from previous page)*

(e) The granting of any lien against the property and assets out of the ordinary course of business that is not subordinated to the security interest held by the holder of the Class A Preferred shares in respect of the Company's obligations in respect of the Class A Preferred shares;

(f) Amending the terms of any existing indebtedness that is not subordinated to the security interest held by the holders of the Class A Preferred shares in respect of the Company's obligations in respect of the Class A Preferred shares;

(g) The incurrence of any additional indebtedness that is not subordinated to the security interest held by the holders of the Class A Preferred shares in respect of the Company's obligations in respect of the Class A Preferred shares; and,

(h) Any other material matters out of the ordinary course of business.

With respect to clauses (e) to (g) the Class A Preferred shareholders shall not be entitled to vote until the aggregate amount attributed to such an activity in any fiscal year exceeds the annual budget approved by the Class A shareholders by 20%.

The Class A Preferred shares are entitled to mandatory, cumulative dividends of $50,000 per annum for the first two years from the date of issuance, and subsequently 8% of the outstanding principal of all outstanding Class A Preferred shares. The Class A Preferred shares are also entitled to discretionary dividends as declared by the Board of Directors.

The Class A Preferred shares are mandatorily redeemable at $1.00 per share starting two years following the original issuance date in April 2016 in accordance with the authorized redemption schedule included in the Articles. The Class A Preferred shares are also voluntarily redeemable at the option of the Company at a price of $1.00 per share provided that the number of Class A Preferred shares redeemed is a minimum of 25,000 shares.

The Class A Preferred shares contain a redemption clause which is outside the control of the issuer and as a result have been classified as liabilities. The Class A Preferred shares were initially recognized at fair value, and subsequently measured at amortized cost. Management has identified that the Class A Preferred shares were issued to an existing shareholder of the Company, and therefore the fair value of the Class A Preferred shares was estimated by calculating the present value of the principal and future interest payments at a discount rate of 20%, representing the estimated market interest rate for a similar instrument issued at arm's length.

A summary of the year-over-year movement in the Class A Preferred share balances is outlined below:

14 Share capital *(continued from previous page)*

Class A Preferred shares *(continued from previous page)*

Issued and outstanding

Class A Preferred shares

	#	$
Balance, October 1, 2017	**6,913,330**	**4,715,994**
Interest accretion	-	308,287
Mandatory redemption	(431,268)	(357,020)
Less: current portion	-	(167,624)
Balance, September 30, 2018	**6,482,062**	**4,499,637**
Interest accretion	-	298,834
Mandatory redemption	(466,459)	(373,083)
Less: current portion	-	(218,270)
Balance, September 30, 2019	**6,015,603**	**4,207,118**

The Class A Preferred shares are entitled to payments of $80,000 per month, first allocated to the 8% dividend noted above with the residual being allocated against the principal.

During the year end-ended September 30, 2019, the Company made dividend payments of $493,541 (2018 - $528,732) which were recognized as interest expense on the consolidated statement of loss and comprehensive loss. As at September 30, 2019, the Company had principal and dividend payments outstanding of $nil (2018 - $85,742, October 1, 2017 - $nil).

The following table provides a summary of future undiscounted mandatory principal repayments on of the Company's Class A Preferred shares:

	$
2020	504,522
2021	545,691
2022	590,219
2023	690,474
2024 - 2028	3,684,697
	6,015,603

14 Share capital *(continued from previous page)*

Class B Preferred shares

The Class B preferred shares are non-voting. The Class B Preferred shares are entitled to discretionary dividends as declared by the Board of Directors.

Each Class B Preferred share is convertible, at the option of the holder or the Company, into one common share. The Class B preferred shares shall automatically convert into common shares in the event of: (i) the closing of a public offering or (ii) the termination of the employment of the holder. Management has concluded that the host Class B Preferred shares and the aforementioned conversion options are clearly and closely related and do not require evaluation as stand-alone instruments.

Issued and outstanding

	#	$
Balance, October 1, 2017	**217,500**	**24**
Balance, September 30, 2018	**217,500**	**24**
Conversion of Class B Preferred shares to common shares	120,500	(13)
Balance, September 30, 2019	**97,000**	**11**

During the year-end September 30, 2019, 120,500 Class B Preferred shares were exchanged for common share on a one to one basis. A value of $13 was transferred from Class B Preferred shares to common shares on the consolidated statement of financial position.

Employee stock option plan

The Company has an Employee Stock Option Plan (the "Option Plan") applicable to eligible employees, consultants, advisors and directors of the Company. The total number of options reserved for issuance under the Option Plan is 2,038,777 (2018 – 2,038,777, October 1, 2017 – 2,038,777). Stock options granted under the Option Plan generally vest over terms of three or four years and expire over three to five years. The following reconciles the options outstanding at the beginning and end of the year:

14 Share capital *(continued from previous page)*

Employee stock option plan (*continued from previous page*)

	2019		2018	
	Number of options	**Weighted average exercise price**	Number of options	Weighted average exercise price
	#	**$**	#	$
Balance, beginning of year	**932,098**	**0.01**	746,416	0.01
Granted	**224,500**	**0.01**	824,000	0.01
Exercised	**(635,084)**	**0.01**	(551,651)	0.01
Forfeited	**(91,375)**	**0.01**	(86,667)	0.01
Expired	**-**	**-**	-	-
Balance, end of year	**430,139**	**0.01**	932,098	0.01
Exercisable at end of year	**150,925**	**0.01**	548,750	0.01

Additional information regarding options outstanding as of September 30, 2019 and September 30, 2018 are as follows:

	2019 Options outstanding		
Range of exercise prices	**Number of options**	**Weighted average exercise price**	**Weighted average remaining contractual life in years**
	#	**$**	
$0.01	**430,139**	**0.01**	**3.9**

	2018 Options outstanding		
Range of exercise prices	**Number of options**	**Weighted average exercise price**	**Weighted average remaining contractual life in years**
	#	**$**	
$0.01	**932,098**	**0.01**	**3.9**

The Black-Scholes model is used by the Company to calculate option fair values. This model requires subjective assumptions, including expected future dividends and expected time until exercise, which affects calculated values. The following assumptions were used to estimate the fair value of stock options granted during the year:

14 Share capital *(continued from previous page)*

Employee stock option plan (*continued from previous page*)

		2019		2018
Weighted average fair value per common share	$	5.25	$	5.25
Weighted average exercise price	$	0.01	$	0.01
Expected volatility		58%		63%
Expected option life in years		3.9		5.0
Expected dividend yield		0%		0%
Risk-free interest rate		1.64%		2.14%

The fair value of options issued during the year was $1,176,389 (2018 - $4,317,760) and will be charged against profit or loss rateably over their vesting periods.

During the year, $1,179,389 (2018 - $2,748,500) was recognized in contributed surplus with respect to stock-based compensation expense for issued options and included in 'General and administration' in the consolidated statement of loss and comprehensive loss.

15 Commitments

The Company is committed to future minimum annual payments under operating leases for office space as follows:

	$
Not later than one year	3,457,284
Later than one year and not later than five years	8,841,195
Later than five years	32,334,100
	44,632,579

Lease commitment

On September 28, 2018 (the "Execution Date"), the Company entered into a 12-year lease agreement commencing on December 1, 2022 for a new office space. The above table reflects the scheduled monthly payments as agreed upon in the terms of the lease agreement.

In accordance with the lease agreement, the Company is required to deliver a letter of credit to the lessor of $1,500,000 ("Letter of Credit #1") at the Execution Date and an additional letter of credit for $1,900,000 on December 1, 2021. The letters of credit shall be reduced to $nil over the first six years of the lease. The Company notes that Letter of Credit #1 was issued subsequent to the year-ended September 30, 2018. See Note 8 for further details on the related credit facility.

15 Commitments *(continued from previous page)*

Royalty

The Company is committed to pay a 1% royalty on gross revenue from Acute Care Order Set products and Quality Based Procedure products for a period of 20 years ending on July 31, 2036 (see Note 13 for additional details).

16 Income taxes

The following schedule reconciles the expected income tax expense (recovery) at the Canadian combined federal and provincial statutory rate of 26.5% (2018 - 26.5%) to the amounts recognized in the consolidated statements of loss and comprehensive loss:

		2019		2018
Net loss before recovery of income taxes	**$**	**(13,277,912)**	$	(12,430,731)
Expected income tax recovery	**$**	**(3,518,647)**	$	(3,294,144)
Share based compensation and non-deductible expenses		**480,382**		456,053
Prior year adjustments		**(12,324)**		244,140
Other adjustments		**277,342**		220,386
Change in tax benefits not recognized		**2,778,975**		2,373,565
Income tax expense	**$**	**5,728**	$	-

The following table summarizes the components of deferred tax during the years:

		September 30, 2019		September 30, 2018		October 1, 2017
Deferred tax assets						
Non-capital losses carried forward	**$**	**257,700**	$	486,628	$	133,331
Deferred tax liabilities						
Accrued liabilities		**-**		(238,521)		-
Deferred revenue		**-**		(36,133)		(16,252)
Intangible Assets		**-**		-		(390)
Investment tax credits and other		**(257,700)**		(201,757)		(116,690)
Property and equipment	**$**	**-**	$	(10,217)	$	-
Net deferred tax asset	**$**	**-**	$	-	$	-

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

16 Income taxes *(continued from previous page)*

	September 30, 2019	September 30, 2018	October 1, 2017
Accrued liabilities	**$ 98,757**	$ 374,465	$ 117,720
Accounts receivable	**32,526**	295,024	45,172
Capital lease obligations	**385,368**	131,358	308,735
Deferred revenue	**3,746,839**	2,776,058	1,722,981
Financing fees	**264,373**	40,058	-
Intangible assets	**19,646**	17,348	-
Investment tax credits and other	**297,047**	287,204	292,496
Non-capital losses carried forward	**38,982,036**	29,818,116	21,896,440
Property and equipment	**388,465**	-	399,236
	$ 44,215,059	$ 33,739,631	$ 24,782,780

The Company has not recorded a deferred tax asset related to these unused losses and other temporary differences as it is uncertain if future taxable income will be available against which these unused tax attributes can be utilized.

The Company has non-capital losses for tax purposes of $38,982,036 that may be used to reduce taxable income in the future. The potential tax benefits to these tax losses have been recognized in the consolidated financial statements to the extent described above. If not utilized, these losses will expire as follows:

2034	**$ 1,117,372**
2035	**2,516,127**
2036	**179,734**
2037	**17,571,040**
2038	**9,286,640**
2039	**8,311,123**
Total	**$ 38,982,036**

17 Capital management

The Company's objective of managing capital, which is comprised of: shareholder's deficiency, common shares, Class A Preferred shares, Class B Preferred shares and warrants to purchase common shares, 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 during the years ended September 30, 2019 and September 30, 2018.

18 Financial instruments and risk management

The Company's financial instruments consist of cash, accounts receivable and other, investment tax credits, accounts payable and accrued liabilities, bank line of credit, license agreement payable, capital lease obligations and Class A Preferred shares. The carrying value of financial instruments classified at amortized cost approximate fair value due to their short-term nature.

Credit and concentration risk

Financial instruments that potentially subject the Company to credit risk consist primarily of cash and accounts receivable and other. Cash is maintained at reputable Canadian and European financial institutions; therefore, the Company considers the risk of non-performance to be remote. The Company evaluates the creditworthiness of the corresponding counterparties at regular intervals and generally requires pre-payment from most customers.

Allowances are maintained for potential credit losses consistent with credit risk and other information. The Company does not use credit derivatives or similar instruments to mitigate credit risk.

The aging of accounts receivable, net of allowances for expected credit losses and unbilled revenues, at each respective year-end is as follows:

	September 30, 2019	September 30, 2018	October 1, 2017
	$	$	$
Current	**3,756,785**	464,199	1,825,057
Past due			
31 to 60 days	**202,690**	5,206	6,652
61-90 days	**206,925**	1,575,695	36,826
Greater than 90 days	**142,612**	-	317,564
	4,309,012	2,045,100	2,186,099

A credit concentration exists relating to accounts receivable and other. As at September 30, 2019, two customers (2018 – three) accounted for approximately 57% (2018 – 70%) of accounts receivable and three customers (2018 – three) accounted for 49% of revenues from operations (2018 – 28%). The loss of any of these customers could have a significant adverse impact on the Company's financial results if replacement customers are not found in a timely manner.

The Company applies the simplified approach to provide for expected credit losses as prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. The expected credit loss provision is based on the Company's historical collections and loss experience and incorporates forward-looking factors, where appropriate. The provision matrix below shows the expected credit loss rate for each aging category of trade receivables as at September 30, 2019, September 30, 2018 and October 1, 2017, which represent of the actual amounts that have gone uncollected for each period.

18 Financial instruments and risk management (*continued from previous page)*

Credit and concentration risk (*continued from previous page*)

September 30, 2019	Total	0-30 days	31-60 days	61-90 days	>90 days
Default rates		0.15%	2.00%	3.00%	9.50%
Trade receivables	**$ 4,341,538**	$ 3,756,617	$ 202,795	$ 206,830	$ 175,296
Expected credit loss	**$ 32,526**	$ 5,622	$ 4,056	$ 6,205	$ 16,643

September 30, 2018	Total	0-30 days	31-60 days	61-90 days	>90 days
Default rates		15.30%	1.00%	-	11.70%
Trade receivables	**$ 2,334,345**	$ 464,200	$ 5,207	$ -	1,864,938
Expected credit loss	**$ 289,245**	$ 71,022	$ 52	$ -	$ 218,172

October 1, 2017	Total	0-30 days	31-60 days	61-90 days	>90 days
Default rates		0.50%	1.50%	4.00%	9.50%
Trade receivables	**$ 2,231,271**	$ 1,825,057	$ 6,652	$ 36,826	362,736
Expected credit loss	**$ 45,172**	$ 9,125	$ 100	$ 1,473	$ 34,474

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk through monitoring cash outflows due in its day-to-day business and by regular cash flow forecasting of cash requirements to fund research and development. The Company's liabilities include trade accounts payable and accrued liabilities all of which are due within normal trade terms of generally 30 days.

	Within 1 year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
	$	$	$	$	$
As at September 30, 2019					
Bank line of credit	6,106,522	-	-	-	6,106,522
Accounts payable and					-
accrued liabilities	1,998,042	-	-	-	1,998,042
Capital lease obligations	27,260	604	-	-	27,864
License agreement payable	215,986	-	-	-	215,986
Class A Preferred shares	960,000	960,000	2,880,000	3,516,368	8,316,368
	9,307,810	960,604	2,880,000	3,516,368	16,664,782

18 Financial instruments and risk management (*continued from previous page*)

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Company's earnings or the value of its holdings of financial instruments.

a) *Interest rate risk*

The Company's exposure to interest rate risk as at September 30, 2019 is as follows:

Cash	Non-interest bearing
Accounts receivable and other	Non-interest bearing
Accounts payable and accrued liabilities	Non-interest bearing
Bank line of credit	Lenders prime rate + 2%
Capital lease obligations	8.00% to 15.00% per annum
License agreement liability	5.45% per annum
Class A Preferred shares	8.0% per annum

b) *Foreign exchange risk*

There is financial risk to the Company's earnings that arises from fluctuations in foreign exchange rates and the degree of volatility of these rates. The Company currently does not use derivative instruments to hedge its exposure to foreign currency risk, which is primarily limited to that of the United States dollar and European Euro. At September 30, the following amounts were denominated in U.S. dollars and Euros (expressed in Canadian dollars):

18 Financial instruments and risk management (*continued from previous page)*

Market risk (*continued from previous page*)

b) Foreign exchange risk (continued from previous page)

USD	**September 30, 2019**	September 30, 2018	October 1, 2017
	$	$	$
Cash	**1,335,275**	252,784	68,453
Accounts receivable and other	**275,140**	136,325	228,611
Accounts payable and accrued liabilities	**302,350**	(205,615)	(81,520)
Net asset position	**1,912,765**	183,494	215,544
Impact of 10% change	**10%**	10%	10%
	191,276	18,349	21,554

EUR	**September 30, 2019**	September 30, 2018	October 1, 2017
	$	$	$
Cash	**135,684**	109,467	72,578
Accounts receivable and other	**-**	3,748	-
Accounts payable and accrued liabilities	**(24,441)**	(36,983)	(18,515)
Net asset (liability) position	**111,244**	76,232	54,063
Impact of 10% change	**10%**	10%	10%
	11,124	7,623	5,406

With all other variables held constant, a plus or minus 10% change in the foreign exchange rate would give rise to an increase or decrease in reported net loss for the year of $202,400 (2018 - $25,972, October 1, 2017 - $26,960). The use of the 10% rate of change is based on observed historical fluctuations in exchange rates.

19 Related party transactions

The following refers to the Company's related party transactions. They are considered to be related party transactions since these transactions are with shareholders of the Company.

Shareholder loans

During the year-ended September 30, 2019, the Company received loans of $nil (2018 - $1,500,200, bearing interest at 8% per annum) from shareholders and executives of the Company. The loans were repaid within the fiscal year. During the year-ended September 30, 2019, the Company recognized interest expense of $nil (2018 - $43,984) in relation to the shareholder loans which is recorded in interest expense on the consolidated statement of loss and comprehensive loss.

Consulting fees

During the year-ended September 30, 2019, the Company incurred consulting fee expenses of $158,220 (2018 - $90,000) for services provided by a shareholder of the Company which are recorded in general and administration expense on the consolidated statements of loss and comprehensive loss.

License fee revenue

During the year-ended September 30, 2019, the Company earned license fee revenues of $286,604 (2018 - $20,139) from a Company of which the Chief Executive Officer of the Company is a shareholder. As at September 30, 2019, $367,250 (2018 - $70,625) is included in accounts receivable and other on the consolidated statement of financial position.

20 Key management personnel compensation

The remuneration of directors and other members of key management personnel during the year was as follows:

	2019	2018
	$	$
Short-term benefits	**1,347,500**	1,065,000
Stock-based compensation	**-**	2,096,402
	1,347,500	3,161,402

21 Employee benefits

Employee benefits include salaries, wages, benefits and stock-based compensation. The following amounts were recognized as an expense in the consolidated statement of loss and comprehensive loss in respect of employee benefits:

	2019	2018
	$	$
Cost of goods sold	**4,649,218**	3,746,919
Operating expenses	**18,440,843**	18,605,584
	23,090,061	22,352,503

The employee benefits expense recognized in operating expenses included stock-based compensation expense of $1,179,389 for the year ended September 30, 2019 (2018 - $2,748,500).

22 Net change in operating components of working capital

	2019	2018
	$	$
Accounts receivable and other	**(2,820,390)**	8,817
Investment tax credits	**(273,314)**	440,523
Prepaid expenses and deposits	**(189,341)**	(38,479)
Contract assets	**(48,216)**	(79,708)
Accounts payable and accrued liabilities	**(1,357,158)**	1,453,566
Deferred revenue	**398,092**	3,824,427
Deferred grant revenue	**(339,236)**	(660,764)
	(4,629,563)	4,948,382

23 Interest expense

	2019	2018
	$	$
Interest expense on bank line of credit (Note 8)	**221,020**	73,645
Interest expense on capital lease obligations (Note 11)	**6,666**	22,752
Interest expense on convertible debentures (Note 12)	**-**	19,756
Interest expense on license agreement liability (Note 13)	**19,945**	44,031
Interest expense on Class A Preferred shares (Note 14)	**493,541**	528,732
Other interest expense	**5**	27,125
	741,177	716,041

24 Segment information

The Company provides product licenses and customizes software for customers under a Software as a Service (SaaS) model. The Company does not have multiple operating segments. The Company's business activity consists of the development and commercialization of these products. The CEO is the Company's chief operating decision-maker, as defined by IFRS 8, and all significant operating decisions are taken by the CEO. In assessing performance, the CEO reviews financial information on an integrated basis for the Company as a whole, substantially in the form of, and on the same basis as, the Company's consolidated financial statements.

The Company's total revenue by geographic market for the years ended September 30, 2019 and September 30, 2018 are as follows:

	2019	2018
	$	$
Canada	**16,009,507**	14,385,828
United States	**1,187,530**	486,817
Europe	**62,187**	19,231
Middle East	**46,699**	-
	17,305,923	14,891,876

25 Events after the reporting period

Private placement

Subsequent to year-end, the Company issued 1,528,833 common shares at $6.60 per share for total gross proceeds of $10,090,311.

AirMed Trials Inc.

On February 26, 2020 (the "Acquisition Date"), pursuant to an acquisition agreement the Company purchased 100% of the issued and outstanding securities of AirMed Trials Inc. ("AirMed"). AirMed is a healthcare information technology company, focusing specifically on clinical trials and workflow optimization. Pursuant to the agreement, AirMed was acquired for considerations including $350,200 of cash, 53,000 common shares of the Company valued at $349,800, and additional contingent consideration with an estimated fair value of $177,000.

25 Events after the reporting period (*continued from previous page*)

Global outbreak of COVID 19

Subsequent to year end, there was a global outbreak of COVID 19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID 19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause reduced customer demand, a decrease in the timeliness of trade receivable collections and supply chain disruptions which could all negatively impact the Company's business and financial condition.

Proposed Private Placement

On October 14, 2020, AIM4 Ventures Inc. (the "AIM4") and the Company entered into a Letter of Intent pursuant to which the Company and AIM4 would combine their respective assets by way of a plan of arrangement (the "Arrangement") in accordance with Section 182 of the Business Corporations Act (Ontario) (the "OBCA"). The Arrangement would be completed by pursuant to an arrangement agreement (the "Arrangement Agreement"). Upon completion of the Arrangement, the Company will be re-named Think Research Corporation (the "Resulting Issuer") or a similar name chosen by the Company.

In connection with the Arrangement, the following steps are anticipated to occur, among other steps to be set out in the Arrangement Agreement:

I. AIM4 will complete a consolidation of its common shares (the "Consolidation") on a basis of the formula (A/B)*C whereby:

A = the number of issued and outstanding common shares of the AIM4 (the "AIM4 Shares");
B = $2,000,000; and
C = C$4.66 (the offering price per security in the Offering (as defined below);

II. The outstanding stock options and warrants of AIM4 will be adjusted to account for the Consolidation;

III. AIM4 will acquire the issued and outstanding common shares of the Company in exchange for the issuance of common shares of the Resulting Issuer (the "Resulting Issuer Shares") to the holders thereof;

IV. The Company, AIM4 and 2775554 Ontario Inc. shall amalgamate and continue as the Resulting Issuer; and

25 Events after the reporting period (*continued from previous page*)

Proposed Private Placement (continued from previous page)

V. The outstanding stock options and warrants of AIM4 and the Company will be exchanged for options or warrants, as applicable, in respect of the Resulting Issuer's share capital.

Concurrent with the Arrangement, the Company announced a private placement offering (the "Offering") of subscription receipts (the "Subscription Receipts") at a price of C$4.65 per Subscription Receipt for gross proceeds of up to C$34.5 million (assuming the exercise in full of the over-allotment option).

The Offering will be completed pursuant to the terms of an agency agreement (the "Agency Agreement") between the Company, AIM4 and Canaccord Genuity Corp. (the "Agent").

The Subscription Receipts will be issued pursuant to the terms of a subscription receipt agreement among the Company, AIM4, the Agent and TSX Trust Company, as subscription receipt agent (the "Subscription Receipt Agreement"). The gross proceeds of the Offering, less a specified proportion of the Agent's fees and certain expenses of the Agent (the "Escrowed Amount"), will be held in escrow on behalf of the subscribers by TSX Trust Company and invested in an interest-bearing account pursuant to the terms and conditions of the Subscription Receipt Agreement. The Escrowed Amount, together with all interest and other income earned thereon, are referred to herein as the "Escrowed Funds". The balance of the Agent's fees will be released to the Agent out of the Escrowed Funds and the balance of the Escrowed Funds will be released from escrow to the Company upon the satisfaction of all of the Escrow Release Conditions (as defined below) prior to a date no later than 120 days following completion of the Offering, except as may be extended in accordance with the terms of the Subscription Receipts.

The Escrow Release Conditions are intended to include the following, in addition to other customary conditions:

(a) The Arrangement Agreement shall have been entered into;

(b) the completion, satisfaction or waiver of all conditions precedent to the HCP Acquisition to the satisfaction of the Agent, other than the payment of the consideration to be paid pursuant to the HCP Acquisition for which the Escrowed Funds are required;

(c) written confirmation from each of the Company and AIM4 that all conditions to the completion of the Arrangement shall have been satisfied, other than the release of the Escrowed Funds and the completion of the HCP Acquisition;

(d) the Resulting Issuer Shares to be issued pursuant to the Arrangement being conditionally approved for listing on the TSXV, subject only to the satisfaction of customary listing conditions; and

(e) the receipt of all regulatory, shareholder and third-party approvals, if any, required in connection with the Arrangement and the listing of the Resulting Issuer Shares.

The Agent will be entitled to a cash commission (the "Agency Fee") equal to 6.0% of the gross proceeds of the Offering. 50% of the Agency Fee shall be paid to the Agents on the closing date of the Offering. The balance of the Agency Fee not paid on the closing of the Offering and all further costs

25 Events after the reporting period (*continued from previous page*)

Proposed Private Placement (continued from previous page)

and out-of-pocket expenses of the Agent incurred up to and as of the Escrow Release Date (as defined in the Subscription Receipt Agreement) shall be paid on behalf of the Company to the Agent on the Escrow Release Date from the Escrowed Funds.

Conditional on the satisfaction of the Escrow Release Conditions, each Subscription Receipt will be automatically exercised for one common share of the Company, which shall be exchanged for one Resulting Issuer Share in connection with the Arrangement.

SCHEDULE "J"
TRC MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED SEPTEMBER 30, 2019 AND SEPTEMBER 30, 2018

See attached.

THINK RESEARCH CORPORATION
MANAGEMENT DISCUSSION & ANALYSIS (“MD&A”) FOR THE YEAR ENDED SEPTEMBER 30, 2019

BACKGROUND

This MD&A for Think Research Corp. should be read in conjunction with the Company’s annual consolidated financial statements as at, and for the year ended, September 30, 2019. Except as otherwise indicated or where the context so requires, references to “Think”, “Think Research”, “TRC” or the “Company” include Think Research Corp. and its subsidiaries. The Company prepares its annual consolidated financial statements in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”). All dollar figures stated herein are expressed in Canadian dollars ($ or Cdn$), unless otherwise specified.

COMPANY OVERVIEW

Think Research’s mission is to organize the world’s health knowledge so everyone gets the best care. We aim to achieve this mission by intersecting clinical knowledge and technology in order to deliver evidence based best practices at the point-of-care. Medical knowledge is doubling every two months, making it impossible for care providers to keep up to date and apply new best practices effectively. This knowledge gap is a major contributor to the global waste in healthcare, estimated to account for 20 per cent of global healthcare spending.

Think Research is a leading Canadian healthcare technology company, providing proprietary evidence-based clinical tools that enable clinical standardization across the care continuum, spanning primary care, acute care, long-term and allied care. Think Research’s clinical content can be executed at the point-of-care - in-person or through our proprietary VirtualCare™ application - using our privacy compliant, cloud-based, EMR-agnostic digital solutions. Our solutions span all healthcare sectors, and are uniquely positioned to enhance the value of our clients’ existing IT investments while helping to improve patient and resident outcomes and enhancing financial performance for healthcare funders. As a digital first, data and evidence-based organization, each of our solutions enable structured health data capture into our network in order to derive meaningful and actionable clinical insights for frontline healthcare providers and healthcare system payers.

The company currently serves 28,000 primary care, acute care and long-term care clinicians and more than 3,000,000 patients and residents in more than 2,000 healthcare facilities.

SIGNIFICANT HISTORICAL EVENTS

Founded by a practicing critical care physician, Think Research was incorporated in Ontario in 2006 as Open Source Order Sets Ltd. The goal of Open Source Order Sets was to bridge a clear gap in evidence-based healthcare delivery by building a library of evidence-based order sets (clinical checklists) that could be shared between hospitals. Evidence-based order sets enable clinicians to provide up-to-date best practice medicine, reduce repetition of work and also share local best practices across organizations.

In 2010, the company transitioned from Open Source Order Sets to PatientOrderSets.com, with an evolved goal of enabling hospitals to share and execute order sets through a cloud-based system in an integrated manner, regardless of their existing IT infrastructure. This transition to a cloud-based deployment was in direct response to market needs of eliminating paper-based processes and transitioning to a digital care delivery model.

In 2014, as demand for clinical, knowledge based solutions grew beyond order sets, PatientOrderSets.com rebranded to Think Research. Think Research's offering evolved beyond a single solution cloud-based system into a multi-product platform - deploying knowledge based solutions, including evidence based clinical documentation and medications management, applications through a single environment. Think Research increased its focus on forming meaningful health systems relationships across Canada, securing opportunities to impact national health system performance, including provincial clinical standardization programs in Ontario, Newfoundland and Saskatchewan.

In 2015, Think Research (EU) Corporation Ltd, a wholly-owned Irish subsidiary of the Canadian parent company, opened a European office at the Digital Hub in Dublin. The Think Research EU team is locally staffed with business, clinical, and technical leads who have successfully secured and deployed numerous projects in the public acute sector. Think Research's longest standing project at University Hospital Galway has become an eHealth Ireland case study and was nominated for two IMSTA awards and one HSE Excellence award.

Between 2016 and 2019, Think Research expanded its reach across the healthcare sectors through the launch of several new products and services in long-term care (LTC), primary care and community care.

- 2016 - Think Research partnered with the Ontario Long-Term Care Association (OLTCA) and the Ministry of Long Term Care to develop and deploy standardized, evidence-based assessments across 628 long-term care homes.
- 2017 - Think Research was awarded a ten year, multi-region electronic referrals contract to connect primary care providers and specialists using digital, data driven and evidence based referral models.

Over the same period of time Think Research also began international expansion into the United States of America, Iceland, United Arab Emirates, Kingdom of Saudi Arabia, and Australia.

- USA – Think Research's solutions are deployed in over 1,000 skilled nursing facilities, retirement communities, hospices, and rehabilitation centres in order to standardize and streamline the complex, time-consuming and error prone admission process.
- Iceland – Think Research is collaborating with the government of Iceland to deploy our clinical decision support solutions nationwide across all levels of care in Iceland, including 8 sites. The national clinical standardization project will begin with Obstetrics and COPD.
- United Arab Emirates – Think Research has partnered with both Al Zahra Hospital Dubai (AZHD) and Saudi German Hospital - UAE to deliver cutting-edge, evidence-based care at the bedside using our Order Sets solution.
- Kingdom of Saudi Arabia – Think Research has launched multiple pilot and full-scale deployments of our clinical decision support solutions in both public and private hospitals in the Kingdom of Saudi Arabia. Our clinical standardization initiatives are supporting pediatric and maternity hospitals which see over 1,200 ER patients per week.
- Australia – Think Research was invited by the Central Adelaide Local Health Network (CALHN) of South Australia to conduct a deep-dive analysis of their clinical dashboard strategy. As part of a detailed analysis Think Research provided recommendations and a detailed clinical standardization strategy to support the broader goal of reducing long-length of stay and supporting region-wide analysis of clinical practice.

OVERALL PERFORMANCE

	2019	2018
	$	$
Revenue		
License fees	**15,589,367**	13,488,988
Professional services	**1,716,556**	1,402,888
	17,305,923	14,891,876
Gross margin	**9,953,351**	10,267,550
Net loss before income taxes	**(13,277,912)**	(12,430,731)
Income tax expense	**(5,728)**	-
Net loss and comprehensive loss for the year	**(13,283,640)**	(12,430,731)
Weighted average number of common shares - basic	23,523,442	20,541,573
Net loss and comprehensive loss per share - basic	(0.56)	(0.61)

The overall performance is attributable to:

- The Company made considerable investments in international expansion which resulted in the growth of over 500 skilled nursing facility customers in the United States, a national contract in

Iceland, and the deployment of the first facility in the United Arab Emirates. In addition, the Company formalized its relationship with Digitum Healthcare Solutions as a distributor in the Kingdom of Saudi Arabia.

- Investments in the multi-region eReferrals program in Ontario, Canada expanded with the initiation of an integration engine designed to translate and facilitate communication between dicsconnected EMRs and local community based systems. Investments in integration engine and associated services enabled the expansion of the eReferrals use case into the patient support programs market to provide high-risk patients with access to advanced therapeutics.
- The Company launched a new Virtual Care product after being awarded Vendor of Record status in Ontario, Canada and began implementing and scaling its solution across the province.
- Initiated multi-year partnership with Google to deploy all solutions on the Google Cloud Platform.

Selected Financial Information

The following table shows a breakdown of selected financial information for the 12 months ended September 30, 2019 and September 30, 2018, and are derived from the consolidated financial statements.

	2019	2018
	$	$
Revenue		
License fees	**15,589,367**	13,488,988
Professional services	**1,716,556**	1,402,888
	17,305,923	14,891,876
Cost of goods sold	**7,352,572**	4,624,326
Operating expenses		
General and administration	**10,222,342**	12,232,151
Sales and marketing	**3,703,447**	3,296,722
Research and development	**7,869,146**	7,564,461
	21,794,935	23,093,334
Loss before other income (expenses)	**(11,841,584)**	(12,825,784)
Net loss before income taxes	**(13,277,912)**	(12,430,731)
Income tax expense	**(5,728)**	-
Net loss and comprehensive loss for the year	**(13,283,640)**	(12,430,731)
Weighted average number of common shares - basic	23,523,442	20,541,573
Net loss and comprehensive loss per share - basic	(0.56)	(0.61)

Quarterly Financial Highlights

To date, the Company has not maintained financial records on a quarterly basis. Moving forward it has implemented the necessary practices to maintain quarterly financials for subsequent reporting periods.

DISCUSSION OF OPERATIONS

Revenue

The following table shows a breakdown of revenue for the year ended September 2018 and 2019.

	2019	2018
	$	$
Revenue		
License fees	**15,589,367**	13,488,988
Professional services	**1,716,556**	1,402,888
	17,305,923	14,891,876

During the 12 months ended September 30, 2019 the Company generated Total Revenue of $17,305,923 representing an increase of 16% compared to revenue of $14,891,876 achieved during the 12 months ended September 30, 2018. The increase in Total Revenue is due to the growth in license and implementation fees which is partially offset by a decline in professional services.

License fee revenue consists of the company's SaaS solutions including: Order Sets; Clinical Support Tools; eReferrals; VirtualCare. License fees revenue increased 16% to $15,589,367 in 2019 compared to $13,488,988 in 2018. This increase is primarily due to continued growth of the Company's Software as a Service (SaaS) solutions that included expansion of our eReferrals and VirtualCare offerings and the growth of international sales.

Professional services revenue consists of development fees for custom integrations, as well as hourly clinical and technical support that goes beyond the standard allotment or scope of support that bundled with the license fee. Professional services fees increased 22% for the 12 months ended September 30, 2019 to $1,716,566 compared to $1,402,888 in 2018. 2018 saw some projects requiring custom integrations that continued in 2019. Custom integrations that drive product adoption and client retention are charged as one-time revenue during the year the integration was completed.

Gross Margin

The following table summarizes gross profit and gross margin for the year ended September 30, 2019 and 2018.

	2019	2018
	$	$

Revenue		
License fees	**15,589,367**	13,488,988
Professional services	**1,716,556**	1,402,888
	17,305,923	14,891,876
Cost of goods sold	**7,352,572**	4,624,326
Gross margin	**9,953,351**	10,267,550

Gross margin decreased 3% to $9,953,351 for the year ended September 30, 2019 from $10,267,550 for the year ended September 30, 2018. The decrease in Gross margin is primarily driven by an increase in royalties paid in relation to the Company's license agreement with the Ontario Long-Term Care Association (OLTCA). A key requirement of the program was to deploy the Company's Clinical Support Tools content directly into the LTC home's EMR. OLTCA revenue increased in 2019 and as such royalty payments to the EMR vendors increased. In 2019 the cost of goods sold increased by 59% to $7,352,572 from $4,624,326 as a result of additional costs incurred during the transition period from IBM to Google as the Company's hosting provider.

Operating Expense

	2019	2018
	$	$
Operating expenses		
General and administration	**10,222,342**	12,232,151
Sales and marketing	**3,703,447**	3,296,722
Research and development	**7,869,146**	7,564,461
	21,794,935	23,093,334

Operating expenses decreased 6% to $21,794,935 from $23,093,334 for the year ended September 30, 2019. The Company reduced its G&A expenses by 16%; however, this reduction in spend was offset by continued investment in clinical and engineering R&D expenses as well as continuing to scale up the sales and marketing expenses.

General and Administrative ("G&A") Expenses

The following is a breakdown of the Company's G&A expenses for the year ended September 2019 and 2018.

G&A expenses decreased by 16% to $10,222,342 for the 12 months ended September 30, 2019 from $12,232,151 for the 12 months ended September 30, 2018. This is primarily due to a decrease in TRC's Stock Based Compensation plan, increase in Government grants and several operational cost cutting measures, such as reduction in external professional services and optimization of IT infrastructure spend, which was partially offset by an increase in Rent.

Stock-based compensation

For the 12 months ended September 30, 2019, Stock based compensation decreased 57% to $1,179,389 from $2,748,500 for the 12 months ended September 30, 2018. During the 12 months ended September 30, 2019 the Company issued 635,084 shares on the exercise of stock options. The fair value of the options as determined on the date of grant, is being recognized as an expense over the vesting periods of the instruments on a graded vesting scale. Changes in the timing of annual option grants to employees drove the annual decrease of this expense for the 12 month period ending September 30, 2019.

Rent

For the 12 months ended September 30, 2019, Rent increased 34% to $2,022,729 from $1,507,901 for the 12 months ended September 30, 2018. The increase is attributable to the relocation of the Company's head office from 156 Front Street West to 351 King Street East.

Professional Fees

For the 12 months ended September 30, 2019, Professional fees decreased 30% to $769,712 from $1,106,008 for the 12 months ended September 30, 2018. The decrease is attributable to reduced requirements for external legal services and accounting services for the 12 months ended September 30, 2019.

Government Grant

For the 12 months ended September 30, 2019, government grants increased 49% to $3,135,889 from $2,110,525 from the 12 months ended September 30, 2018. The increase is primarily due to an increase in Scientific Research & Engineering Development (SR&ED) credit funding as a result of increased investment in SR&ED eligible R&D and product development. The Company also recognized additional funding in fiscal year 2019 under the Company's grant agreement under the Ontario Jobs and Prosperity Fund.

Sales and marketing

Sales and marketing increased 12% to $3,703,447 for the 12 months ended September 30, 2019 compared to $3,296,722 for the 12 months ended September 30, 2018. This increase is primarily due to the growth of the sales team headcount over 2019. During this period sales based commissions reduced by 28% to $231,391 from $320,967 during the previous year as a result of larger volumes of executive led sales for which do not qualify for commissions.

Research and development

Research and development expenses increased 4% to $7,869,146 for the year ended September 30, 2019 compared to $7,564,461 for the 12 months ended September 30, 2018. This was primarily due to the continued growth and investment in staff for both our clinical research & development teams as well as our product and engineering teams. In order to meet the demands of key products and client deliverables the Company increased its use of outsourced consultants to support key clinical and engineering R&D activities.

Other Expenses/(Income)

	2019	2018
	$	$
Other income (expenses)		
Interest accretion on Class A Preferred shares	**(298,834)**	(308,287)
Write-off of property and equipment	**(351,214)**	-
Foreign exchange loss	**(45,103)**	(72,784)
Interest expense	**(741,177)**	(716,041)
Interest accretion on convertible debentures	**-**	(108,159)
Gain on extinguishment of conversion options	**-**	1,600,324
	(1,436,328)	395,053

Other expenses/income went from an income of $395,053 to an expense of $1,436,328 for the year ended September 30, 2019. The change is due to the gain on extinguishment of conversion options in 2018 that did not continue in 2019 and a loss on disposal of property and equipment. The gain on derivative financial instruments relates to the extinguishment of the conversion option associated with convertible debentures. The amount recorded relates to the fair value of the conversion option extinguished.

The loss on disposal of assets in 2019 relates to leasehold improvements at a previous office location from which the company moved in 2019.

Net loss

As at September 30, 2019, the Company had a comprehensive net loss for the year of $13,277,912 compared to a comprehensive net loss of $12,430,731 in 2018.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents

As at September 30, 2019 and September 30, 2018, the Company had cash and cash equivalents of $1,808,257 and $5,049,918 respectively.

Bank line of credit

On September 30, 2019, the Company entered into a credit facility agreement (the "Credit Facility") that includes an operating line of credit of up to a maximum of $10,000,000. As at September 30, 2019, the Company had drawn $6,106,522 (2018 - $2,010,505, October 1, 2017 - $nil) on this facility. During the year-ended September 30, 2019, the Company recognized interest expense of $221,020 (2018 - $73,645) in relation to its bank indebtedness.

Common share issuances

The common shares carry voting rights. Each common share entitles the holder to one vote for each share held. The common shares are entitled to receive dividends in subordination to the Class A Preferred shares, and on parity with the Class B Preferred shares if and when declared by the Board of Directors. In the event of dissolution, the common shares rank behind the Class A Preferred shares and on parity with the Class B Preferred shares.

	#	$
Balance, October 1, 2017	**18,003,840**	**27,604,065**
Issuance of common shares	1,876,994	9,454,221
Shares issued on the conversion of warrants (Note 12)	109,088	199,999
Shares issued on the exercise of stock options	551,651	1,328,715
Share issuance costs	-	(439,255)
Balance, September 30, 2018	**20,541,573**	**38,147,745**
Issuance of common shares	2,006,617	9,092,800
Conversion of Class B Preferred shares to common shares	120,500	13
Shares issued on the conversion of warrants	219,668	1,138,857
Shares issued on the exercise of stock options	635,084	3,153,290
Share issuance costs	-	(442,203)
Balance, September 30, 2019	**23,523,442**	**51,090,502**

On October 2, 2018, the Company issued 1,127,950 (October 2017 – 228,571, August 2018 – 1,648,423) common shares that were issued at $5.25 (October 2017 - $3.50, August 2018 - $5.25) per share for total gross proceeds of $5,921,740 (October 2017 - $800,000, August 2018 - $8,654,221). The Company incurred costs of $385,019 (2018 - $439,255) relating to professional and advisory services resulting in net proceeds of $5,536,721 (2018 - $9,014,966) which was recorded as a reduction to the carrying amount of the Company's common shares on the consolidated statement of financial position.

On May 30, 2019, the Company completed a non-brokered private placement financing under which 878,667 common shares were issued at $5.25 per share for total gross proceeds of $4,613,000. In addition to the common shares, the Company issued 275,180 warrants as part of the agreement, being exercisable for one common share with an exercise price of $0.01, for a period of 12 months from the date of issuance. The Company incurred costs of $57,792 relating to professional and advisory services, which were allocated proportionately to the common shares and warrants as $39,727 and $18,065 respectively, resulting in net proceeds of the non-brokered private placement of $4,555,208 which was allocated proportionately between share capital and warrants based on their relative fair values with $3,113,242 allocated to share capital and $1,441,966 allocated to warrants.

The fair value of the warrants issued were determined using the Black-Scholes option pricing model and the following assumptions:

		Initial recognition
Estimated fair value of common shares	$	5.25
Exercise price	$	0.01
Expected volatility		58%
Expected life		1 year
Expected dividend yield		0%
Risk-free interest rate		1.43%

In September 2019, 219,668 warrants were exercised for 219,668 common shares in exchange for proceeds of $2,196. The fair value of the warrants of $1,136,661 was consequently transferred from warrants to common shares on the consolidated statement of financial position.

During the year-ended September 30, 2019, the Company issued 635,084 common shares for cash consideration of $5,526 on the exercise of stock options. The fair value of the exercised options was $3,147,764 with such amount transferred from contributed surplus to common shares upon exercise.

Operating activities

During the 12 months ended September 30, 2019, the Company used $15,920,318 of cash in operating activities. The Company's ability to generate sufficient amounts of cash and cash equivalents comes from collection of our Accounts receivables and government Tax Credits. The Company has consistently been able to invest in research and development activities to increase its SR&ED eligible funding, Accounts Receivable turnover continues to be a risk to the Company as it looks to implement stronger measures and incentives to reduce AR turnover.

OFF-BALANCE SHEET ARRANGEMENTS

There were no off-balance sheet arrangements during this reporting period.

TRANSACTIONS BETWEEN RELATED PARTIES

The following refers to the Company's related party transactions. They are considered to be related party transactions since these transactions are with shareholders of the Company.

Shareholder loans

During the year-ended September 30, 2019, the Company received loans of $nil (2018 - $1,500,200, bearing interest at 8% per annum) from shareholders and executives of the Company. The loans were repaid within the fiscal year. During the year-ended September 30, 2019, the Company recognized interest expense of $nil (2018 - $43,984) in relation to the shareholder loans which is recorded in interest expense on the consolidated statement of loss and comprehensive loss.

Consulting fees

During the year-ended September 30, 2019, the Company incurred consulting fee expenses of $158,220 (2018 - $90,000) for services provided by a shareholder of the Company which are recorded in general and administrative expense on the consolidated statements of loss and comprehensive loss.

License fee revenue

During the year-ended September 30, 2019, the Company earned license fee revenues of $286,604 (2018 - $20,139) from a Company of which the Chief Executive Officer of the Company is a shareholder. As at September 30, 2019, $367,250 (2018 - $70,625) is included in accounts receivable and other on the consolidated statement of financial position.

DISCLOSURE OF OUTSTANDING SHARE DATA

Please refer to the "Schedule "B" – Information about TRC – Consolidated Capitalization" of the Information Circular for disclosure of Outstanding Share Data.

SUBSEQUENT EVENTS

Private placement

Subsequent to year-end, the Company issued 1,528,833 common shares at $6.60 per share for total gross proceeds of $10,090,311.

AirMed Trials Inc.

On February 26, 2020 (the "Acquisition Date"), pursuant to an acquisition agreement the Company purchased 100% of the issued and outstanding securities of AirMed Trials Inc. ("AirMed"). AirMed is a healthcare information technology company, focusing specifically on clinical trials and workflow optimization. Pursuant to the agreement, AirMed was acquired for considerations including

$350,200 of cash, 53,000 common shares of the Company valued at $349,800, and additional contingent consideration with an estimated fair value of $177,000.

Global outbreak of COVID 19

Subsequent to year end, there was a global outbreak of COVID 19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID 19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause reduced customer demand, a decrease in the timeliness of trade receivable collections and supply chain disruptions which could all negatively impact the Company's business and financial condition.

Proposed Private Placement

On October 14, 2020, AIM4 Ventures Inc. (the "AIM4") and the Company entered into a Letter of Intent pursuant to which the Company and AIM4 would combine their respective assets by way of a plan of arrangement (the "Arrangement") in accordance with Section 182 of the Business Corporations Act (Ontario) (the "OBCA"). The Arrangement would be completed by pursuant to an arrangement agreement (the "Arrangement Agreement"). Upon completion of the Arrangement, the Company will be re-named Think Research Corporation (the "Resulting Issuer") or a similar name chosen by the Company.

In connection with the Arrangement, the following steps are anticipated to occur, among other steps to be set out in the Arrangement Agreement:

- AIM4 will complete a consolidation of its common shares (the "Consolidation") on a basis of the formula (A/B)*C whereby:
    - A = the number of issued and outstanding common shares of the AIM4 (the "AIM4 Shares");
    - B = $2,000,000; and
    - C = C$4.66 (the offering price per security in the Offering (as defined below);
- The outstanding stock options and warrants of AIM4 will be adjusted to account for the Consolidation;
- AIM4 will acquire the issued and outstanding common shares of the Company in exchange for the issuance of common shares of the Resulting Issuer (the "Resulting Issuer Shares") to the holders thereof;
- The Company, AIM4 and 2775554 Ontario Inc. shall amalgamate and continue as the Resulting Issuer; and
- The outstanding stock options and warrants of AIM4 and the Company will be exchanged for options or warrants, as applicable, in respect of the Resulting Issuer's share capital.

Concurrent with the Arrangement, the Company announced a private placement offering (the "Offering") of subscription receipts (the "Subscription Receipts") at a price of C$4.65 per Subscription Receipt for gross proceeds of up to C$34.5 million (assuming the exercise in full of the over-allotment option).

The Offering will be completed pursuant to the terms of an agency agreement (the "Agency Agreement") between the Company, AIM4 and Canaccord Genuity Corp. (the "Agent").

The Subscription Receipts will be issued pursuant to the terms of a subscription receipt agreement among the Company, AIM4, the Agent and TSX Trust Company, as subscription receipt agent (the "Subscription Receipt Agreement"). The gross proceeds of the Offering, less a specified proportion of the Agent's fees and certain expenses of the Agent (the "Escrowed Amount"), will be held in escrow on behalf of the subscribers by TSX Trust Company and invested in an interest-bearing account pursuant to the terms and conditions of the Subscription Receipt Agreement. The Escrowed Amount, together with all interest and other income earned thereon, are referred to herein as the "Escrowed Funds". The balance of the Agent's fees will be released to the Agent out of the Escrowed Funds and the balance of the Escrowed Funds will be released from escrow to the Company upon the satisfaction of all of the Escrow Release Conditions (as defined below) prior to a date no later than 120 days following completion of the Offering, except as may be extended in accordance with the terms of the Subscription Receipts.

The Escrow Release Conditions are intended to include the following, in addition to other customary conditions:

- The Arrangement Agreement shall have been entered into;
- the completion, satisfaction or waiver of all conditions precedent to the HCP Acquisition to the satisfaction of the Agent, other than the payment of the consideration to be paid pursuant to the HCP Acquisition for which the Escrowed Funds are required;
- written confirmation from each of the Company and AIM4 that all conditions to the completion of the Arrangement shall have been satisfied, other than the release of the Escrowed Funds and the completion of the HCP Acquisition;
- the Resulting Issuer Shares to be issued pursuant to the Arrangement being conditionally approved for listing on the TSXV, subject only to the satisfaction of customary listing conditions; and
- the receipt of all regulatory, shareholder and third-party approvals, if any, required in connection with the Arrangement and the listing of the Resulting Issuer Shares.

The Agent will be entitled to a cash commission (the "Agency Fee") equal to 6.0% of the gross proceeds of the Offering. 50% of the Agency Fee shall be paid to the Agents on the closing date of the Offering. The balance of the Agency Fee not paid on the closing of the Offering and all further costs and out-of-pocket expenses of the Agent incurred up to and as of the Escrow Release Date (as defined in the

Subscription Receipt Agreement) shall be paid on behalf of the Company to the Agent on the Escrow Release Date from the Escrowed Funds.

Conditional on the satisfaction of the Escrow Release Conditions, each Subscription Receipt will be automatically exercised for one common share of the Company, which shall be exchanged for one Resulting Issuer Share in connection with the Arrangement.

CRITICAL ACCOUNTING ESTIMATES

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods presented. In the opinion of management, these consolidated financial statements reflect all adjustments necessary to present fairly the results for the periods presented. Actual results could differ from these estimates. The following are critical estimates and judgments for which changes in assumptions could have a material impact on the consolidated financial statements.

a. Revenue recognition – revenue recognized over time

   The Company has certain fixed price professional service contracts where the revenue is recognized by the stage of completion of the performance obligation determined using the percentage of completion method which requires the estimation of total costs expected to be incurred to fulfil the contract.

   These estimates and assumptions are reviewed periodically and, as adjustments become necessary they are reported in net loss and comprehensive loss in the years in which they become known. Actual results may differ significantly from management's estimates.

b. Revenue recognition – multi-element arrangements

   As the Company enters into transactions that represent multiple-element arrangements, estimates are made to determine how consideration is allocated to the separate units of accounting or elements on a relative fair value basis. Changes in the estimates will impact the revenue recognized in the period.

c. Fair value of financial instruments

   The Company holds a number of financial instruments such as convertible debentures, redeemable preferred shares and warrants to purchase common shares which are either required to be initially recorded at fair value or for which the proceeds must be allocated to the liability and equity components based upon their respective fair values. The determination of the fair values of debt instruments or the component parts of hybrid contracts and compound financial instruments containing both liability and equity components requires the use of valuation models and/or techniques for which the underlying assumptions are inherently subject to significant estimation and judgement. These models and techniques require that management make estimates and assumptions with respect to one or more of the following at the date of issuance: the fair value of common shares underlying stock options, warrants and/or conversion rights, expected volatility of the Company's share value, estimated life of options, warrants and/or conversion rights and interest rates which could be obtained for debt instruments with similar terms and maturities.

d. Stock-based payments

The Black-Scholes option pricing model was developed for use estimating the fair value of traded options which were fully transferable with no vesting restrictions. This option valuation model requires the input of highly subjective assumptions including the estimated fair value per share, estimated stock price volatility, estimated lives of the options, estimated dividends to be paid by the Company and risk-free interest rates. Because the Company's stock options have characteristics significantly different from those of publicly traded options and because changes in the input assumptions can materially affect the fair value estimate, such value is subject to measurement uncertainty. The effect on the consolidated financial statements from changes in such estimates in future years could be significant.

e. Expected credit losses

The Company performs impairment testing annually for accounts receivable in accordance with IFRS 9. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which are determined on a probability-weighted basis. IFRS 9 outlines a three-stage approach to recognizing ECLs which is intended to reflect the increase in credit risks of a financial instrument based on 1) 12-month expected credit losses or 2) lifetime expected credit losses. The Company measures provision for ECLs at an amount equal to lifetime ECLs.

The Company applies the simplified approach to determine ECLs on trade receivables by using a provision matrix based on historical credit loss experiences. The historical results were used to calculate the run rates of default which were then applied over the expected life of the trade receivables, adjusted for forward looking estimates.

f. Deferred taxes

The calculation of deferred tax is based on assumptions, which are subject to uncertainty as to timing and which tax rates are expected to apply when temporary differences reverse. Deferred tax is also subject to uncertainty regarding the magnitude to which non-capital losses available for carry forward will be utilized in the future.

These estimates and assumptions are reviewed periodically and, as adjustments become necessary they are reported in net loss and comprehensive loss in the years in which they become known. Actual results may differ significantly from management's estimates.

g. Investment tax credits receivable

Investment tax credits are recorded based on management's estimate that all conditions attached to its receipt have been met. The Company has significant investment tax credits receivable and expects to continue to apply for future tax credits as their research and development activities remain applicable. Therefore, the estimates related to the recoverability of these investment tax credits are important to the Company's financial position.

h. Estimated useful lives of long-lived assets

Management reviews useful lives of depreciable assets at each reporting date. Management assesses that the useful lives represent the expected utilization in terms of duration of the assets of the Company. Actual utilization, however, may vary due to technical obsolescence, particularly relating to software and information technology equipment.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The consolidated financial statements incorporate the financial statements of the Company and its wholly-owned subsidiaries. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Adoption of new and revised Standards

IFRS 15 Revenue from Contracts with Customers

Effective October 1, 2017, the Company adopted IFRS 15 Revenue from Contracts with Customers ("IFRS 15") as issued by the IASB in May 2014, with clarifying amendments issued in April 2016. The standard specifies how and when entities recognize, measure, and disclose revenue. The standard supersedes all current standards dealing with revenue recognition, including IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers, and SIC 31 Revenue – Barter Transactions Involving Advertising Services. The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

The Company applied the changes in the accounting policies resulting from IFRS 15 using the full retrospective application method with the cumulative effect of initially applying IFRS 15 recognized as an adjustment to the opening balance of deficit at October 1, 2017. The Company applied the practical expedient allowed under IFRS 15 and did not restate contracts that began and were completed on or before October 1, 2017.

Revenue recognition

Revenue represents the fair value on consideration received or receivable from customers for goods and services provided by the Company, net of discounts and sales taxes. The Company generates revenue from the sale of renewable software licenses, professional services and other miscellaneous income.

Contracts with multiple products or services

The Company enters into contracts that contain multiple products and services such as right to use software licenses, installation, maintenance and support, and professional services. The Company evaluates these arrangements to determine the appropriate unit of accounting (performance obligation) for revenue recognition purposes based on whether the product or service is distinct from some or all of the other products or services in the arrangement. A product or service is distinct if the customer can benefit from it on its own or together with other readily available resources and the Company's promise to transfer the good or service is separately identifiable from other promises in the contractual arrangement with the customer. Non-distinct products and services are combined with other goods and services until they are distinct as a bundle and therefore form a single performance obligation.

Where a contract consists of more than one performance obligation, revenue is allocated to each based on their estimated standalone selling price ("SSP").

Renewable software licenses

The Company sells software licenses on a specified term basis, with customer held options for renewal. Recognition of revenue from the license of software is recognized at the time that the software has been made available to the customer and is recognized rateably over the term of the related agreement. Revenue earned from the installation of the software licenses is earned rateably over the expected life of the customer.

From time to time, the Company enters into contracts containing variable rates, where fees are earned on a per user basis. In these instances, the Company estimates the amount of consideration to which the entity will be entitled in exchange for transferring the promised goods or services to a customer using either the expected value or most likely amount methods. At the end of each reporting period, the Company updates the estimated transaction price to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Professional services

Professional services revenue including installation, implementation, training and customization of software is recognized by the stage of completion of the performance obligation determined using the percentage of completion method or as such services are performed as appropriate in the circumstances. The revenue and profit of fixed price contracts is recognized on a percentage of completion basis when the outcome of a contract can be estimated reliably. When the outcome of the contract cannot be estimated reliably but the Company expects to recover its costs, the amount of expected costs is treated as variable consideration and the transaction price is updated as more information becomes known.

Deferred and unbilled revenue

The timing of revenue recognition often differs from contract payment schedules, resulting in revenue that has been earned but not billed. These amounts are included in unbilled revenue within accounts receivable and other. Amounts billed in accordance with customer contracts, but not yet earned, are recorded and presented as part of deferred revenue.

IFRS 9 Financial Instruments

On October 1, 2017, the Company adopted IFRS 9 Financial Instruments (“IFRS 9”), which includes a principle-based approach for classification and measurement of financial assets and a forward- looking expected credit loss (“ECL”) model. IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”) categories of held to maturity, loans and receivables and available for sale. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive loss.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Financial assets

<u>Recognition and initial measurement</u>

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

<u>Classification and subsequent measurement</u>

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income (“FVOCI”) or fair value through profit or loss (“FVTPL”). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss.

- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income or loss. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income or loss. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income or loss is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income or loss.

- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets’ carrying amount are recognized in profit or loss.

- Designated at fair value through profit or loss - On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets’ carrying amount are recognized in profit or loss. The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

The Company measures all equity investments at fair value. Changes in fair value are recorded in profit or loss. The entity does not hold any equity investments.

<u>Business model assessment</u>

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

Impairment of financial assets under IFRS 9 replaces the incurred loss model in IAS 39 with an ECL model. The new impairment model applies to financial assets measured at amortized cost, and contract assets and debt investments at FVOCI.

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company applies the simplified approach for trade receivables. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit losses.

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the statement of financial position as a deduction from the gross carrying amount of the financial asset.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred under particular circumstances.

For this purpose, a financial asset is transferred if the Company either:

- Transfers the right to receive the contractual cash flows of the financial asset, or;
- Retains the right to receive the contractual cash flows of the financial asset, but assumes an obligation to pay received cash flows in full to one or more third parties without material delay and is prohibited from further selling or transferring the financial asset.

Transferred financial assets are evaluated to determine the extent to which the Company retains the risks and rewards of ownership. When the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it evaluates whether it has retained control of the financial asset.

Where substantially all risks and rewards of ownership have been transferred, or risks and rewards have neither been transferred nor retained and control of the financial asset has not been retained, the Company derecognizes the financial asset. At the same time, the Company separately recognizes as assets or liabilities the fair value of any rights and obligations created or retained in the transfer. Any difference between the carrying amount measured at the date of recognition and the consideration received is recognized in profit or loss.

Financial liabilities

Recognition and initial measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Embedded derivatives

For hybrid contracts containing a host that is not an asset in the scope of IFRS 9, embedded derivatives are evaluated on initial recognition to determine if the embedded derivative must be separated from the host contract. Embedded derivatives are separated from the host contract when the economic characteristics and risks of the derivative are not closely related to those of the host contract, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives that are separated from the host contract are initially measured at fair value and subsequently measured at fair value through profit or loss. The host contract is accounted for in accordance with the appropriate Standards.

Non-option derivatives are separated from the host contract on the basis of their stated or implied substantive terms so as to result in them having a fair value of zero at inception. Option-based derivatives are separated from the host contract on the basis of stated terms and conditions and measured at their fair value on inception, with the host contract's initial carrying amount being the residual amount after separating the derivative.

The following table summarizes the classification impacts upon adoption of IFRS 9:

Asset / liability	Classification under IAS 39	Classification under IFRS 9
Cash	Loans and receivables	Amortized cost
Accounts receivable and other	Loans and receivables	Amortized cost
Investment tax credits	Loans and receivables	Amortized cost
Bank line of credit	Other financial liabilities	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Obligations under capital lease	Other financial liabilities	Amortized cost
License agreement liability	Other financial liabilities	Amortized cost
Convertible debentures (liability component)	Other financial liabilities	Amortized cost
Conversion options on convertible debentures	FVTPL	FVTPL
Class A Preferred shares	Other financial liabilities	Amortized cost

In accordance with the transitional provisions provided in IFRS 9, the Company has applied the changes in accounting policies resulting from the adoption of IFRS 9 retrospectively with the cumulative effect of initially applying IFRS 15 recognized as an adjustment to the opening balance of deficit at October 1, 2017. There were no significant differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of IFRS 9.

Standards issued but not yet effective

The Company has not yet applied the following new standards, interpretations and amendments to standards that have been issued as at September 30, 2019 but are not yet effective. Unless otherwise stated, the Company does not plan to early adopt any of these new or amended standards and interpretations.

IFRS 16 Leases

IFRS 16, issued in January 2016, introduces a single lessee accounting model that requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. The standard will supersede IAS 17 Leases, IFRIC 4 Determining Whether an Arrangement Contains a Lease, SIC-15 Operating Leases - Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019.

The transition to IFRS 16 had no cumulative effect on the Company's consolidated deficit on October 1,

2019. The Company recognized right-of-use assets and corresponding lease liabilities totalling $4,774,857 at October 1, 2019.

The following table reconciles the difference between operating lease commitments disclosed under IAS 17 at September 30, 2019, discounted using the interest rates implicit in the leases at the date of initial application of IFRS 16 and lease liabilities recognized in the condensed interim consolidated statement of financial position at the date of initial application of IFRS 16:

	$
Operating lease commitments as at September 30, 2019	5,189,651
Effect of discounting using the Company's incremental borrowing rate	(414,794)
	4,774,857

Government assistance and investment tax credits

Investment tax credits ("ITCs") are recognized where there is reasonable assurance that the ITCs will be received, and all attached conditions will be complied with. When the ITCs relates to an expense item, it is netted against the related expense. Where the ITCs relates to an asset, it reduces the carrying amount of the asset. The ITCs are then recognized as income over the useful life of a depreciable asset by way of a reduced depreciation charge. The Company is actively engaged in scientific research and development ("R&D") and, accordingly, has previously filed for ITC refunds under both the Canadian federal and Ontario provincial Scientific Research and Experimental Development ("SR&ED") tax incentive programs. The ITCs recorded in the accounts are based on management's interpretation of the Income Tax Act of Canada, provisions which govern the eligibility of R&D costs. The claims are subject to review by the Canada Revenue Agency and the Minister of Revenue for Ontario before the refunds can be released.

Property and equipment

Property and equipment is stated at cost less accumulated depreciation and impairment losses, if any. Repairs and maintenance costs on capital assets are charged to expense during the period in which they are incurred. Depreciation is calculated as follows:

Computer software	45% declining balance
Computer hardware	45% declining balance
Furniture and office equipment	30% declining balance
Leasehold improvements	Straight-line over 5 years
Equipment under lease	Straight-line over the term of the lease

If the cost of a component of equipment is significant to an item, that component is separated out and depreciated separately. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, annually, the effects of any changes in estimates accounted for prospectively.

The Company reviews for indicators of impairment annually, or whenever events or circumstances indicate that the carrying value may not be recoverable. To determine recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("cash- generating units" or "CGUs"). The recoverable amount is the higher of an asset or CGU's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset or CGU). The asset's carrying amount is written down to its recoverable amount if the asset's carrying value is greater than its estimated recoverable amount. The Company evaluates impairment losses for potential reversal when events or circumstances warrant such consideration.

The Company did not recognize any impairment losses for the years ended September 30, 2019 and September 30, 2018.

Intangible assets

Intangible assets are stated at cost less accumulated depreciation and impairment losses, if any. These assets are capitalized and amortized on a straight-line basis over the period of their expected useful lives. Depreciation is calculated as follows:

Trademarks and patents	7 years straight-line

Research and development

Expenditures on research activities are recognized as expenses in the period in which they are incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognized if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and

- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognized for deferred development costs is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognized, development expenditure is recognized in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, deferred development costs are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. The Company has not capitalized any deferred development costs to date.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Fair value measurements

Fair value is defined as the price to sell an asset or transfer a liability (i.e. “the exit price”) in an orderly transaction between market participants. Management uses a fair value hierarchy that gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data. The fair value hierarchy is broken down into the following three levels.

Level 1: Fair value based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Fair value based on quoted prices in active markets for similar assets or liabilities, quoted prices for identical assets or liabilities in inactive markets, or for which significant inputs are observable (e.g. interest rates, yield curves, etc.) or can be corroborated by observable market data.

Level 3: Fair value based on inputs that are unobservable and significant to the overall fair value measurement. The unobservable inputs reflect significant management judgments about assumptions that market participants might use.

Share capital

Share capital is recorded as the net proceeds received on issuance after deducting all share issuance costs.

Warrants

The fair value of warrants is determined upon their issuance either as part of unit private placements or in settlement of share issuance costs and finders' fees, using the Black-Scholes model. All such warrants are classified in a warrant reserve within equity. If the warrants are converted, the value attributable to the warrants is transferred to shareholders' equity from the warrant reserve. Shares are issued from the treasury upon the exercise of share purchase warrants.

Stock-based compensation and other stock-based payments

The Company accounts for its stock option plan based on the fair value approach. The options give the holder the right to purchase or receive common shares and are accounted for as equity-settled plans. The expense for the value of each tranche is recognized over its respective vesting period, which in the case of most options granted would be on a graded vesting scale.

When recording compensation cost for equity awards, the Company estimates forfeitures based on the number of equity awards expected to vest. At the end of each reporting period, the Company reviews its estimates of the number of awards expected to vest and records any revisions in the consolidated statement of loss and comprehensive loss. Any consideration paid by employees on exercise of stock options or purchase of stock is credited to share capital.

Income taxes

Income tax comprises current and deferred income tax. Income tax is recognized in the consolidated statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Income tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized for the temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases, for unused tax losses, unused SR&ED expenditures and income tax credits, other than refundable investment tax credits. These differences are measured using tax rates and laws that were enacted or substantively enacted at the date of the consolidated statement of financial position and are expected to apply when the deferred income tax asset or liability is settled. Deferred tax assets are recognized only to the extent that it is more likely than not, in the opinion of management, that sufficient taxable income will be available to allow for all or part of the asset to be recovered.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and relate to income taxes levied by the same taxation authority.

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at exchange rates prevailing at the date of the consolidated statement of financial position. Transactions in foreign currencies are translated at the exchange rate in effect at the transaction date. Resulting exchange gains and losses are recognized separately in the consolidated statement of loss and comprehensive loss.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, accounts receivable and other, investment tax credits, accounts payable and accrued liabilities, bank line of credit, license agreement payable, capital lease obligations and Class A Preferred shares. The carrying value of financial instruments classified at amortized cost approximate fair value due to their short-term nature.

Credit and concentration risk

Financial instruments that potentially subject the Company to credit risk consist primarily of cash and accounts receivable and other. Cash is maintained at reputable Canadian and European financial institutions; therefore, the Company considers the risk of non-performance to be remote. There is no particular concentration of credit risk since the Company sells its products to a diverse customer base consisting of businesses residing in various geographic regions and from various demographic segments. The Company evaluates the creditworthiness of the corresponding counterparties at regular intervals and generally requires prepayment from most customers.

Allowances are maintained for potential credit losses consistent with credit risk and other information. The Company does not use credit derivatives or similar instruments to mitigate credit risk.

The aging of accounts receivable, net of allowances for expected credit losses and unbilled revenues, at each respective year-end is as follows:

	September 30, 2019	September 30, 2018	October 1, 2017
	$	$	$
Current	**3,756,785**	464,199	1,825,057
Past due			
31 to 60 days	**202,690**	5,206	6,652
61-90 days	**206,925**	1,575,695	36,826
Greater than 90 days	**142,612**	-	317,564
	4,309,012	2,045,100	2,186,099

A credit concentration exists relating to accounts receivable and other. As at September 30, 2019, two customers (2018 – three) accounted for approximately 57% (2018 – 70%) of accounts receivable and three customers (2018 – three) accounted for 49% of revenues from operations (2018 – 28%). The loss of any of these customers could have a significant adverse impact on the Company's financial results if replacement customers are not found in a timely manner.

The Company applies the simplified approach to provide for expected credit losses as prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. The expected credit loss provision is based on the Company's historical collections and loss experience and incorporates forward-looking factors, where appropriate. The provision matrix below shows the expected credit loss rate for each aging category of trade receivables as at September 30, 2019, September 30, 2018 and October 1, 2017, which represent the actual amounts that have gone uncollected for each period.

September 30, 2019	Total	0-30 days	31-60 days	61-90 days	>90 days
Default rates		0.15%	2.00%	3.00%	9.50%
Trade receivables	**$ 4,341,538**	$ 3,756,617	$ 202,795	$ 206,830	$ 175,296
Expected credit loss	**$ 32,526**	$ 5,622	$ 4,056	$ 6,205	$ 16,643

September 30, 2018	Total	0-30 days	31-60 days	61-90 days	>90 days
Default rates		15.30%	1.00%	-	11.70%
Trade receivables	**$ 2,334,345**	$ 464,200	$ 5,207	$ -	1,864,938
Expected credit loss	**$ 289,245**	$ 71,022	$ 52	$ -	$ 218,172

October 1, 2017	Total	0-30 days	31-60 days	61-90 days	>90 days
Default rates		0.50%	1.50%	4.00%	9.50%
Trade receivables	**$ 2,231,271**	$ 1,825,057	$ 6,652	$ 36,826	362,736
Expected credit loss	**$ 45,172**	$ 9,125	$ 100	$ 1,473	$ 34,474

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk through monitoring cash outflows due in its day-to- day business and by regular cash flow forecasting of cash requirements to fund research and development. The Company's liabilities include trade accounts payable and accrued liabilities all of which are due within normal trade terms of generally 30 days.

	Within 1 year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
	$	$	$	$	$
As at September 30, 2019					
Bank line of credit	6,106,522	-	-	-	6,106,522
Accounts payable and accrued liabilities	1,998,042	-	-	-	- 1,998,042
Capital lease obligations	27,260	604	-	-	27,864
License agreement payable	215,986	-	-	-	215,986
Class A Preferred shares	960,000	960,000	2,880,000	3,516,368	8,316,368
	9,307,810	960,604	2,880,000	3,516,368	16,664,782

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Company's earnings or the value of its holdings of financial instruments.

a. *Interest rate risk*
   The Company's exposure to interest rate risk as at September 30, 2019 as follows:

Cash	Non-interest bearing
Accounts receivable and other	Non-interest bearing
Accounts payable and accrued liabilities	Non-interest bearing
Bank line of credit	Lenders prime rate + 2%
Capital lease obligations	8.00% to 15.00% per annum
License agreement liability	5.45% per annum
Class A Preferred shares	8.0% per annum

b. *Foreign exchange risk*
   There is financial risk to the Company's earnings that arises from fluctuations in foreign exchange rates and the degree of volatility of these rates. The Company currently does not use derivative instruments to hedge its exposure to foreign currency risk, which is primarily limited to that of the United States dollar and European Euro. At September 30, the following amounts were denominated in U.S. dollars and Euros (expressed in Canadian dollars):

USD	**September 30, 2019**	September 30, 2018	October 1, 2017
	$	$	$
Cash	**1,335,275**	252,784	68,453
Accounts receivable and other	**275,140**	136,325	228,611
Accounts payable and accrued liabilities	**302,350**	(205,615)	(81,520)
Net asset position	**1,912,765**	183,494	215,544
Impact of 10% change	**10%**	10%	10%
	191,276	18,349	21,554

EUR	**September 30, 2019**	September 30, 2018	October 1, 2017
	$	$	$
Cash	**135,684**	109,467	72,578
Accounts receivable and other	**-**	3,748	-
Accounts payable and accrued liabilities	**(24,441)**	(36,983)	(18,515)
Net asset (liability) position	**111,244**	76,232	54,063
Impact of 10% change	**10%**	10%	10%
	11,124	7,623	5,406

With all other variables held constant, a plus or minus 10% change in the foreign exchange rate would give rise to an increase or decrease in reported net loss for the year of $202,400 (2018 -$25,972, October 1, 2017 - $26,960). The use of the 10% rate of change is based on observed historical fluctuations in exchange rates.

SCHEDULE "K"
TRC INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2020

See attached.

TRC Management Holdings Corp.

Condensed Interim Consolidated Financial Statements
For the three and nine month periods ended June 30, 2020
(Unaudited)

TRC Management Holdings Corp.

Condensed Interim Consolidated Statement of Financial Position

As at June 30, 2020 and September 30, 2019

(Unaudited)

	June 30 2020	September 30, 2019
	$	$
Assets		
Current		
Cash	**1,629,074**	1,808,257
Accounts receivable and other (Note 5)	**6,533,950**	4,997,672
Investment tax credits (Note 6)	**956,435**	1,142,314
Prepaid expenses and deposits	**1,029,070**	430,013
Contract assets	**128,463**	189,252
	10,276,992	8,567,508
Accounts receivable and other (Note 5)	**228,414**	-
Property and equipment (Note 7)	**395,122**	504,259
Right-of-use-assets (Note 14)	**3,388,608**	-
Intangible assets (Note 8)	**417,507**	9,830
Goodwill (Note 4)	**401,000**	-
	15,107,643	9,081,597
Liabilities		
Current		
Bank line of credit (Note 11)	**8,556,522**	6,106,522
Accounts payable and accrued liabilities (Note 12)	**2,695,632**	1,998,042
Deferred revenue	**7,645,318**	11,773,483
Current portion of contingent consideration (Note 4)	**102,000**	-
Current portion of lease liability (Note 14)	**1,576,909**	27,260
Current portion of license agreement payable (Note 15)	**200,723**	421,643
Current portion of Class A Preferred shares (Note 16)	**260,581**	218,270
	21,037,685	20,545,220
Deferred revenue	**240,741**	684,628
Contingent consideration (Note 4)	**75,000**	-
Lease liability (Note 14)	**1,977,724**	604
License agreement payable (Note 15)	**425,232**	570,840
Class A Preferred shares (Note 16)	**4,006,206**	4,207,118
	27,762,588	26,008,410
Shareholders' deficiency		
Common shares (Note 16)	**64,177,301**	51,090,502
Class B Preferred shares (Note 16)	**13**	11
Contributed surplus (Note 16)	**1,842,925**	755,455
Warrants (Note 16)	**91,876**	287,240
Deficit	**(78,767,060)**	(69,060,021)
	(12,654,945)	(16,926,813)
	15,107,643	9,081,597

Commitments (Note 17)

Events after the reporting period (Note 26)

Approved by the Board of Directors

[Signed]______________________ Director [Signed]______________________ Director

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

TRC Management Holdings Corp.

Condensed Interim Consolidated Statement of Loss and Comprehensive Loss

For the three and nine month periods ended June 30, 2020

(Unaudited)

	Three months ended June 30,		Nine months ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Revenue (Note 25)				
License fees and implementation (Note 20)	**3,524,215**	5,150,510	**12,433,098**	12,373,344
Professional services	**827,061**	267,103	**3,042,004**	781,721
	4,351,276	5,417,613	**15,475,102**	13,155,065
Cost of goods sold (Note 22)	**2,107,641**	2,729,241	**5,863,865**	5,882,069
Gross margin	**2,243,635**	2,688,372	**9,611,237**	7,272,996
Operating expenses (Note 21)				
General and administration (Note 7), (Note 8), (Note 10), (Note 13), (Note 14), (Note 16)	**2,366,781**	2,999,726	**10,786,379**	8,440,014
Sales and marketing (Note 10)	**994,207**	985,718	**3,174,437**	2,601,730
Research and development (Note 6), (Note 10)	**1,329,397**	1,882,314	**3,947,963**	6,273,156
	4,690,385	5,867,758	**17,908,779**	17,314,900
Loss before other income (expenses)	**(2,446,750)**	(3,179,386)	**(8,297,542)**	(10,041,904)
Other income (expenses)				
Interest accretion on Class A Preferred shares (Note 16)	**(71,825)**	(80,244)	**(221,715)**	(225,177)
Loss on disposal of property and equipment	**-**	-	**-**	(351,214)
Foreign exchange (gain) loss	**(20,039)**	(14,953)	**49,593**	(35,097)
Interest expense (Note 24)	**(260,378)**	(197,402)	**(768,753)**	(509,974)
	(352,242)	(292,599)	**(940,875)**	(1,121,462)
Net loss before income taxes	**(2,798,992)**	(3,471,985)	**(9,238,417)**	(11,163,366)
Income tax expense	**-**	(2,109)	**-**	4,556
Net loss and comprehensive loss for the year	**(2,798,992)**	(3,474,094)	**(9,238,417)**	(11,167,922)

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

TRC Management Holdings Corp.

Condensed Interim Consolidated Statement of Changes in Shareholders' Deficiency

For the nine month period ended June 30, 2020

(Unaudited)

	Common shares	Class B Preferred shares	Contributed surplus	Warrants	Deficit	Total shareholders' deficiency
	$	$	$	$	$	$
Balance, September 30, 2018	**38,147,745**	**24**	**2,723,830**	**50,073**	**(55,427,078)**	**(14,505,406)**
Issuance of common shares	9,092,800	-	-	-	-	9,092,800
Issuance of warrants	-	-	-	1,441,966	-	1,441,966
Shares issued on exercise of options	3,153,290	-	(3,147,764)	-	-	5,526
Conversion of Class B Preferred shares to common shares	13	(13)	-	-	-	-
Shares issued on exercise of warrants	1,138,857	-	-	(1,136,661)	-	2,196
Share issuance costs	(442,203)	-	-	(18,065)	-	(460,268)
Fair value transfer on expiration of warrants	-	-	-	(50,073)	50,073	-
Dividends paid	-	-	-	-	(399,376)	(399,376)
Stock-based compensation	-	-	1,179,389	-		1,179,389
Net loss and comprehensive loss	-	-	-	-	(13,283,640)	(13,283,640)
Balance, September 30, 2019	**51,090,502**	**11**	**755,455**	**287,240**	**(69,060,021)**	**(16,926,813)**
Issuance of common shares (Note 16)	10,090,310	-	-	-	-	10,090,310
Issuance of Class B Preferred shares (Note 16)	-	2	-	-	-	2
Shares issued on exercise of options (Note 16)	3,037,369	-	(3,032,762)	-	-	4,607
Shares issued on exercise of warrants (Note 16)	288,349	-	-	(287,240)	-	1,109
Share issuance costs (Note 16)	(679,029)	-	-	91,876	-	(587,153)
Fair value transfer on expiration of warrants	-	-	-	-		-
Dividends paid	-	-	-	-	(468,622)	(468,622)
Issuance of common shares as consideration for the acquisition of AirMed Trials Inc. (Note 4)	349,800	-	-	-	-	349,800
Stock-based compensation (Note 16)	-	-	4,120,232	-	-	4,120,232
Net loss and comprehensive loss	-	-	-	-	(9,238,417)	(9,238,417)
Balance, June 30, 2020	**64,177,301**	**13**	**1,842,925**	**91,876**	**(78,767,060)**	**(12,654,945)**

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

TRC Management Holdings Corp.

Condensed Interim Consolidated Statement of Cash Flows

For the three and nine month periods ended June 30, 2020

(Unaudited)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2020	**2019**	**2020**	**2019**
	$	**$**	$	$
Cash provided by (used in)				
Operating activities				
Net loss for the year	**(2,798,992)**	**(3,474,094)**	(9,238,417)	(11,167,922)
Items not affecting cash				
Depreciation of property and equipment (Note 7)	**46,373**	**65,153**	151,249	288,813
Depreciation of right-of-use asset (Note 14)	**454,437**	**-**	1,386,249	-
Write-off of property and equipment	**-**	**-**	-	351,214
Interest expense on lease liability (Note 14)	**55,119**	**-**	184,917	-
Amortization of intangible assets (Note 8)	**24,537**	**1,054**	68,323	3,160
Stock-based compensation (Note 16)	**221,801**	**238,921**	4,120,232	926,925
Accretion income	**(27,864)**	**-**	(27,864)	-
Interest accretion on Class A Preferred shares (Note 16)	**71,825**	**80,244**	221,715	225,177
Services provided in-kind (Note 14)	**(50,181)**	**(50,925)**	(150,542)	(150,542)
Net change in operating components of working capital (Note 23)	**1,782,068**	**837,482**	(5,991,541)	(3,438,630)
Cash used in operating activities	**(220,877)**	**(2,302,165)**	(9,275,679)	(12,961,805)
Financing activities				
Advances from bank line of credit (Note 11)	**800,000**	**1,550,000**	7,700,000	5,510,566
Repayments of bank line of credit (Note 11)	**-**	**(2,000,000)**	(5,250,000)	(3,764,549)
Repayment of lease liability (Note 14)	**(130,486)**	**(18,610)**	(1,405,141)	(84,999)
Repayment of license agreement liability (Note 15)	**(147,704)**	**(95,492)**	(215,986)	(230,188)
Repayment of Class A Preferred shares (Note 16)	**(128,023)**	**(117,735)**	(380,316)	(346,392)
Proceeds from issuance of common shares (net of share issuance costs) (Note 16)	**-**	**4,555,208**	9,503,157	9,397,744
Proceeds from the exercise of stock options (Note 16)	**1,377**	**-**	4,607	5,224
Proceeds from the exercise of warrants (Note 16)	**-**	**2,196**	1,109	2,196
Dividends paid to Class B Preferred shareholders	**-**	**-**	(468,622)	(284,370)
Cash provided by financing activities	**395,164**	**3,875,567**	9,488,808	10,205,232
Investing activities				
Purchase of property and equipment (Note 7)	**-**	**-**	(42,112)	(181,262)
Acquisition of AirMed Trials Inc. (Note 4)	**-**	**-**	(350,200)	-
Cash used in investing activities	**-**	**-**	(392,312)	(181,262)
Change in cash	**174,288**	**1,573,402**	(179,183)	(2,937,835)
Cash, beginning of year	**1,454,786**	**538,681**	1,808,257	5,049,918
Cash, end of year	**1,629,074**	**2,112,083**	1,629,074	2,112,083

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

1 Nature of operations

TRC Management Holdings Corp. is an investment holding company, incorporated under the laws of the Province of Ontario on March 7, 2014. The business activities are carried out by its wholly-owned subsidiary Think Research Corporation ("TRC") in North America and its wholly-owned subsidiary Think Research (EU) Corporation Limited ("TRE") in Europe. Think Research Technology Holdings Corp. ("TRT"), a wholly-owned subsidiary of TRC, acts as a holding company for a large part of the Company's internally generated intellectual property.

The principal activities of the TRC Management Holdings Corp.'s subsidiaries consists of developing software and providing SaaS (Software-as-a-Service) based clinical software and services for health-care providers across all phases of care using evidence-based content and technologies to drive best practices and ensure better health outcomes. TRC invests in developing its software solutions and licenses them to enterprise clients, typically hospitals, health regions or governments.

TRC Management Holdings Corp. and its subsidiaries will collectively be referred to as the Company hereunder.

2 Statement of compliance

These condensed interim consolidated financial statements were prepared following the same accounting policies and methods of computation as the audited annual financial statements for the year ended September 30, 2019. They were prepared in accordance with International Accounting Standard (IAS) 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain financial information and disclosures normally included in the annual consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS) has been omitted or condensed. The disclosure provided herein is incremental to the disclosure included in the audited annual consolidated financial statements.

The condensed interim consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements for the year ended September 30, 2019.

The condensed interim consolidated financial statements were approved for issuance by the Company's Board of Directors on November 11, 2020.

3 Significant accounting policies

Basis of preparation

The condensed interim consolidated financial statements are prepared on a going concern basis and have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. All financial information is presented in Canadian dollars, the Company's functional currency, except share and per share amounts or as otherwise noted.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards

IFRS 16 *Leases*

Effective October 1, 2019 (hereafter referred to as the "date of initial application"), the Company adopted IFRS 16 *Leases* ("IFRS 16") as issued by the IASB in January 2016. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and lessor. The standard supersedes the requirements in IAS 17 *Leases* ("IAS 17"), IFRIC 4 *Determining Whether an Arrangement Contains a Lease* ("IFRIC 4"), SIC 15 *Operating Leases – Incentives* ("SIC 15"), and SIC 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease* ("SIC 27").

IFRS 16 removes the distinction between operating and finance leases from the lessee's perspective and introduces a single lessee accounting model. The standard requires a lessee to recognize a "right-of-use" asset and a corresponding lease liability for substantially all leases, with the exception of leases with terms less than 12 months and leases of low value assets. Requirements for lessor accounting are largely unchanged from IAS 17. IFRS 16 also results in reclassification of the nature of lease expenses to depreciation and interest expense, from their classification of "rent expense" under IAS 17.

The application of the standard has resulted in a change in the Company's accounting policy for recognition of leases.

Prior to the transition to IFRS 16, operating lease payments were recognized as an expense on a straight-line basis over the lease term, except where another systematic basis was more representative of the time pattern in which economic benefits from the leased asset were consumed. Contingent rentals arising under operating leases were recognized as an expense in the period in which they were incurred. If lease incentives were received to enter into operating leases, such incentives were recognized as a liability. The aggregate benefit of incentives was recognized as a reduction to rental expense on a straight-line basis, except where another systematic basis was more representative of the time pattern in which economic benefits from the leased asset were consumed.

Upon transition to IFRS 16, the Company's accounting policy for leases is as follows:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentives received.

The right-of-use assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 16 *Leases (continued from previous page)*

of-use asset can be periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate.

The Company utilized the modified retrospective method to adopt the new standard and therefore, the comparative information contained within these condensed interim consolidated financial statements has not been restated and continues to be reported under previous lease standards. In addition, the following practical expedients were applied:

- The Company did not reassess whether a contract is, or contains, a lease at the date of initial application of IFRS 16. Instead, the Company applied IFRS 16 to all contracts that were previously identified as leases under IAS 17 and IFRIC 4. Contracts that were not previously identified as containing a lease under IAS 17 and IFRIC 4 were not reassessed for whether there is a lease. As a result, the definition of a lease under IFRS 16 has only been applied to contracts entered into (or changed) on or after the date of initial application.

- When applying IFRS 16 to leases previously classified as operating leases under IAS 17, the Company has:

    - Not recognized right-of-use assets or lease liabilities for leases that have a remaining lease term of less than 12 months from the date of initial application. Instead, the Company accounted for such leases as short-term leases in accordance with IFRS 16, and included the costs associated with those leases in operating expenses, recognizing the lease payments associated with those leases as an expense on a straight-line basis over the lease term.

    - Excluded initial direct costs from the measurement of the right-of-use assets at the date of initial application of IFRS 16.

    - Used hindsight in determining the lease term when the contract contains options to extend or terminate the lease.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 16 *Leases (continued from previous page)*

On transition to IFRS 16, the Company recognized a lease liability and right-of-use asset for most leases that were previously classified as operating leases under IAS 17. The lease liability was measured at the present value of the remaining lease payments, discounted using the Company's borrowing rate at the date of initial application which was 5.95%. Right-of-use assets were measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the condensed interim consolidated statement of financial position immediately before the date of initial application.

The transition to IFRS 16 had no cumulative effect on the Company's condensed interim consolidated deficit at October 1, 2019. The Company recognized right-of-use assets and corresponding lease liabilities totalling $5,371,262 at October 1, 2019 (Note 14).

The following table reconciles the difference between operating lease commitments disclosed under IAS 17 at September 30, 2019, discounted using the interest rates implicit in the leases at the date of initial application of IFRS 16 and lease liabilities recognized in the condensed interim consolidated statement of financial position at the date of initial application of IFRS 16:

	$
Operating lease commitments as at September 30, 2019	5,189,651
Effect of discounting using the Company's incremental borrowing rate	(414,794)
Lease liabilities recognized at October 1, 2019	**4,774,857**

Note 14 presents the impact of the transition to IFRS 16 on the Company's condensed interim consolidated statement of loss and comprehensive loss for the three and nine month periods ended June 30, 2020.

IFRS 3 -Business combinations

Amendments to IFRS 3 *Business Combinations*, issued in October 2018, provide clarification on the definition of a business. The amendments permit a simplified assessment to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendments are effective for transactions for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020. The Company has early adopted these amendments for its condensed interim consolidated financial statements beginning October 1, 2019.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 3 -Business combinations *(continued from previous page)*

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange for control of the acquiree. Acquisition-related costs are generally recognized in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits*, respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 *Share-based Payment* at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the ‘measurement period’ (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 3 -Business combinations *(continued from previous page)*

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with IAS 39 *Financial Instruments: Recognition and Measurement*, or IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognized in profit or loss.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

The early adoption of IFRS 3 did not have any significant impact on the Company's comprehensive loss and financial position, and there was no effect on opening deficit at October 1, 2019.

4 Business combinations

AirMed Trials Inc.

On February 26, 2020 (the "Acquisition Date"), pursuant to an acquisition agreement the Company purchased 100% of the issued and outstanding shares of AirMed Trials Inc. ("AirMed"). AirMed is a healthcare information technology company, focusing specifically on clinical trials and workflow optimization. Pursuant to the agreement, AirMed was acquired for considerations comprised of $350,200 of cash, 53,000 common shares of the Company with an estimated value of $349,800, and additional contingent consideration with an estimated fair value of $177,000, discounted using a risk-free rate. An initial cash payment of $250,200 was made on the acquisition date, and with the remaining $100,000 of cash consideration paid on July 1, 2020.

The contingent consideration includes cash and common shares, is payable over a 36-month period following the Acquisition Date and is contingent upon meeting certain revenue targets. The contingent consideration has been recorded as a contingent consideration liability on the condensed interim consolidated statement of financial position at its estimated fair value.

The following table summarizes the fair value of consideration paid on the Acquisition Date and the allocation of the purchase price to the assets and liabilities acquired:

4 Business combinations *(continued from previous page)*

AirMed Trials Inc. (continue from previous page)

Consideration	**$**
Cash	350,200
Common shares (53,000 shares issued with an estimated fair value of $6.60/share)	349,800
Fair value of contingent consideration	177,000
	877,000

Purchase price allocation	**$**
Acquired technology	476,000
Goodwill	401,000
	877,000

Goodwill recognized as part of the acquisition relates to expected synergies from combining operations.

5 Accounts receivable and other

	June 30 2020	September 30, 2019
	$	$
Trade accounts receivable	**6,446,346**	4,341,538
Unbilled revenue	**153,119**	688,660
Amounts due from customers under extended financing agreements	**228,414**	-
	6,827,879	5,030,198
Allowance for expected credit losses (Note 19)	**(65,515)**	(32,526)
	6,762,364	4,997,672
Current	**6,533,950**	4,997,672
Non-current	**228,414**	-
	6,762,364	4,997,672

The balance comprising non-current accounts receivable relates wholly to amounts due from customers under extended financing agreements.

In June 2020, the Company agreed to extended financing terms with a customer which bears interest at 5% per annum and is repayable in the form of fixed monthly installments over a term of up to 36-months from June 30, 2021. The fair value of the consideration received from the customer is determined by discounting the expected future receipts using the interest rate implicit in the arrangement. The difference between the fair value and the nominal amount of the consideration is

5 Accounts receivable and other (continued from previous page)

recognized as interest revenue using the effective interest method over the term of the financing arrangement. During the three and nine month periods ended June 30, 2020, the Company recognized interest revenue of $11,822 (2019 - $nil) and $nil (2019 - $nil), recorded in professional services revenue on the condensed interim consolidated statement of loss and comprehensive loss.

6 Investment tax credits

The Company undertakes certain SR&ED activities. Under a government program, a portion of these expenditures are recoverable by the Company. During the three and nine month periods ended June 30, 2020, the Company recorded investment tax credits related to SR&ED of $330,795 (2019 - $302,729) and $992,387 (2019 - $1,176,838) respectively, as a reduction of research and development expense on the condensed interim consolidated statement of loss and comprehensive loss.

7 Property and equipment

	Computer software	Computer hardware	Furniture and office equipment	Equipment under capital lease	Total
	$	$	$		$
Cost					
Balance, September 30, 2019	**128,278**	**815,920**	**365,145**	**937,535**	**2,246,878**
Additions	-	42,112	-	-	42,112
Balance, June 30, 2020	**128,278**	**858,032**	**365,145**	**937,535**	**2,288,990**
Accumulated depreciation					
Balance, September 30, 2019	**115,823**	**578,507**	**194,681**	**853,608**	**1,742,619**
Depreciation	4,203	87,233	38,355	21,458	151,249
Balance, June 30, 2020	**120,026**	**665,740**	**233,036**	**875,066**	**1,893,868**
Net book value					
Balance, September 30, 2019	**12,455**	**237,413**	**170,464**	**83,927**	**504,259**
Balance, June 30, 2020	**8,252**	**192,292**	**132,109**	**62,469**	**395,122**

During the three and nine month periods ended June 30, 2020, the Company recognized depreciation expense of $46,373 (2019 - $65,153) and $151,249 (2019 – $288,813) respectively, presented in general and administration expense on the condensed interim consolidated statement of loss and comprehensive loss.

8 Intangible assets

	Trademarks and patents	Technology	Total
	$	$	$
Cost			
Balance, September 30, 2019	**33,433**	**-**	**33,433**
Additions (Note 4)	-	476,000	476,000
Balance, June 30, 2020	**33,433**	**476,000**	**509,433**
Accumulated amortization			
Balance, September 30, 2019	**23,603**	**-**	**23,603**
Amortization	2,212	66,111	68,323
Balance, June 30, 2020	**25,815**	**66,111**	**91,926**
Net book value			
September 30, 2019	**9,830**	**-**	**9,830**
June 30, 2020	**7,618**	**409,889**	**417,507**

During the three and nine month periods ended June 30, 2020, the Company recognized amortization expense of $24,537 (2019 – $1,054) and $68,323 (2019 – $3,160) respectively, presented in general and administration expense on the condensed interim consolidated statement of loss and comprehensive loss.

9 Investment in an associate

On May 26, 2020, the Company, Canada Latam Ventures Inc. (“CLV”) and Indexlab S.A. DE C.V. (“Index”) (collectively hereafter, the “Parties”) formed Think Research (Latin America) Inc. (the “Associate”), a corporation incorporated under the laws of the Province of Ontario. The Parties entered into a commercialization agreement that sets forth the terms applicable to the relationship between each of the parties and the conduct of the activities of the Associate. The Associate was formed for the purpose of going to market in Latin America with a suite of products comprised principally of a virtual care platform and clinical services during the COVID-19 pandemic, with view to scaling the suite of products to a market-leading virtual care platform and transitioning to a commercial model following the COVID-19 pandemic, including expanding the suite to include other products and programs.

The Parties are each common shareholders of the Associate, with the Company owning 30% of the issued and outstanding common shares as at June 30, 2020.

The Company’s investment in the Associate is accounted for using the equity method. Accordingly, the Company’s investment was recorded at acquisition cost, $1.00, and increased for the Company’s proportionate share of post-acquisition earnings and decreased by post-acquisition losses and distributions received. As at June 30, 2020, the Company has recorded an impairment of their investment in the Associate of $1.00 recorded in general and administration expenses on the condensed interim consolidated statements of loss and comprehensive loss.

10 Government grant

Canada Emergency Wage Subsidy
In March 2020, the Government of Canada announced the introduction of the Canada Emergency Wage Subsidy ("CEWS") to support employers that are hardest hit by the pandemic and protect the jobs Canadians depend on.

The subsidy generally covers 75% of an employee's wages (to a maximum) for employers of all sizes and across all sectors who have suffered a drop in gross revenues of at least 15% in March, and 30% in April and May. The Company determined that it would be eligible for the CEWS amount and has applied for such assistance from the Government of Canada.

During the three month period ended June 30, 2020, the Company recorded payments received related to CEWS of $137,150 (2019 - $nil), $292,919 (2019 - $nil) and $161,554 (2019 - $nil) as a reduction of general and administration, research and development and sales and marketing expenses respectively, on the condensed interim consolidated statement of loss and comprehensive loss.

During the nine month period ended June 30, 2020, the Company recorded $411,450 (2019 - $nil), $878,757 (2019 - $nil) and $484,663 (2019 - $nil) as a reduction of general and administration, research and development and sales and marketing expenses respectively on the condensed interim consolidated statement of loss and comprehensive loss.

11 Bank line of credit

The Company has entered into a credit facility agreement (the "Credit Facility") that includes an operating line of credit of up to a maximum of $10,000,000 (September 30, 2019 - $10,000,000) which bears interest at the lender's prime rate plus 2% per annum (September 30, 2019 – lender's prime rate + 2%). As at June 30, 2020, the Company had drawn $8,556,522 (2018 - $6,106,522) on this facility. During the three and nine month periods ended June 30, 2020, the Company recognized interest expense of $91,349 (2019 - $68,485) and $232,835 (2019 - $116,408) respectively in relation to its bank indebtedness.

The Credit Facility also includes a credit card facility of up to a maximum of $250,000 (2019 - $250,000), a letter of guarantee of $1,500,000 (2019 - $1,500,000) related to the Company's office premises and a line of credit for letters of guarantee of up to a maximum of $2,150,000 (2019 - $2,150,000). As at June 30, 2020, the Company has issued a $1,500,000 letter of credit. See Note 17 for further details.

The Credit Facility is secured by a first-ranking general security agreement covering all the assets of the Company and its subsidiaries and personal guarantees from the chief executive officer and a director of the Company. The Credit Facility is subject to certain financial and non-financial covenants. As at June 30, 2020, the Company was in violation of certain financial and reporting covenants (2019 – in compliance). This event provides the lender with the right to call the facility balances. The lender has provided a waiver indicating they will not call the loans as a result of these violations.

12 Accounts payable and accrued liabilities

	June 30, 2020	September 30, 2019
	$	$
Trade accounts payable and accrued liabilities	**2,537,614**	1,536,148
Government remittances	**158,018**	461,894
	2,695,632	1,998,042

13 Deferred grant income

On August 1, 2017, the Company was awarded a grant of up to $5,000,000 (the "Grant") by the Jobs and Prosperity Fund ("JPF"). Ontario has established the JPF to assist Ontario businesses and business development organizations to support business investment and economic development in key sectors of Ontario. The Grant was awarded to the Company for the purpose of financing a specific approved project.

The Grant is disbursed over a six-year period, with a maximum annual disbursement of up to $1,000,000. The Grant is subject to certain clawback conditions related to the actual dollar value of the investment made by the Company into the approved project and certain job creation and retention targets which is to be evaluated the conclusion of the project. As at June 30, 2020, the Company has deferred recognition of $nil (September 30, 2019 - $nil) from the $2,100,000 (September 30, 2019 - $1,100,000) of funds granted to date which is presented as deferred grant revenue on the condensed interim consolidated statement of financial position. As at June 30, 2020, $984,288 of the grant income was recorded in accounts receivable and other on the condensed interim consolidated statement of financial position. The amount was collected subsequent to period end.

During the three and nine month periods ended June 30, 2020, the Company recognized income of $334,730 (2019 - $167,365) and $654,061 (2019 - $502,097) in relation to the Grant which is presented in general and administrative expense on the condensed interim consolidated statement of loss and comprehensive loss. The Grant is also subject to certain negative and affirmative covenants. As at June 30, 2020 the Company was in compliance with these covenants (September 30, 2019 – in compliance).

14 Right-of-use asset and lease liability

The Company has a lease for its office premises. On transition to IFRS 16, the Company recognized a right-of-use asset and corresponding lease liability in respect of this lease. The lease liability was measured at the present value of the remaining lease payments, discounted using the Company's borrowing rate at the date of initial application which was 5.95%. The right-of-use asset was measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the condensed interim consolidated statement of financial position immediately before the date of initial application.

The following schedule shows the movement in the Company's right-of-use asset during the period:

	Office premises
	$
Cost	
Balance, October 1, 2019	-
Recognized on transition to IFRS 16 Leases (Note 3)	4,774,857
Balance, June 30, 2020	**4,774,857**
Accumulated depreciation	
Balance, October 1, 2019	-
Depreciation	1,386,249
Balance, September 30, 2019	**1,386,249**
Net book value	
September 30, 2019	-
June 30, 2020	**3,388,608**

The right-of-use asset is being depreciated on a straight-line basis over the remaining term of the lease ending April 30, 2022. During the three and nine month periods ended June 30, 2020, the Company recognized depreciation expense of $454,437 and $1,386,249 respectively, which was recognized in the line item 'General and administration' in the condensed interim consolidated statement of loss and comprehensive loss.

The following schedule shows the movement in the Company's lease liability during the period:

	$
Balance, October 1, 2019	-
Recognized on transition to IFRS 16 *Leases* (Note 3)	4,774,857
Interest expense (Note 24)	184,917
Lease payments	(1,405,141)
Balance, June 30, 2020	**3,554,633**

14 Right-of-use asset and lease liability *(continued from previous page)*

A reconciliation of the current and non-current components of lease liabilities at June 30, 2020 is as follows:

	$
Current	1,576,909
Non-current	1,977,724
	3,554,633

The following table provides a maturity analysis of the Company's lease liabilities. The amounts disclosed in the maturity analysis are the contractual undiscounted cash flows before deducting interest or finance charges.

	$
2021	1,753,615
2022	2,030,895
	3,784,510

15 License agreement liability

On January 29, 2009, the Company entered into a license agreement with Trillium Health Partners ("THP") where the Company agreed to provide THP access to their proprietary software at no cost as a method of resolving a dispute surrounding ownership of the intellectual property (the "IP"). THP had claimed ownership of the intellectual property by means of employing the Company's President and Founder at the time the intellectual property was originally developed. Under the terms of this settlement agreement, upon a change in control of TRC, TRC would owe THC 10% of TRC's enterprise value (the "Settlement"), after which TRC would own the IP outright, with TRC's only remaining commitment being the Settlement and ongoing 1% royalty (discussed below).

On March 5, 2014, as part of a reorganization TRC transferred all of its common shares to the Company, this event was considered as a sale of all or substantially all of the shares of TRC, requiring the Company to pay the Settlement to THP.

At such time, the Company entered into negotiations with THP and on July 31, 2016, the Company reached an agreement to pay THC $2,500,000 (representing 10% of estimated enterprise value at such date of $25,000,000) for the intellectual property as a full and final settlement of the original dispute in relation to ownership of the intellectual property. In addition to the $2,500,000, the Company agreed to pay a 1% royalty to THC for a period of 20 years, ending in July 2036, on gross revenue from Acute Care Order Set products and Quality Based Procedure products. The $2,500,000 was originally capitalized as an intangible asset, the asset was determined to be impaired during the year-ended September 30, 2017 and was written off.

The license agreement liability is unsecured and the settlement terms as per the new agreement are as follows:

15 License agreement liability *(continued from previous page)*

- The Company is to pay cash consideration of $1,061,069 (including accrued interest and outstanding 1% royalty to the effective date of this agreement) in equal monthly instalments of principal and interest for 48 months, ending on July 31, 2020. Interest is calculated the bank's prime rate plus 2%. As at June 30, 2020, the balance of the cash consideration owing to THC was $nil (2019 - $215,986).

- During the three and nine month periods ended June 30, 2020, the Company recognized interest expense of $1,253 (2019 - $4,986) and $5,659 (2019 - $14,958) respectively in relation to the license agreement liability.

- The Company is to provide the use of Acute Care Order Set products to THC. The term of the license will commence on the Effective Date (July 31, 2016) and end on the sixth anniversary of the Implementation Launch. During the year-ended September 30, 2018, the Implementation Launch was established as June 13, 2017, accordingly, the license term ends on June 12, 2023. The provision of this license was allocated a value of $1,378,668 at the settlement date. Prior to October 1, 2019, the Company recognized revenue of $802,892 in relation to services in kind provided under this agreement. During the three and nine month periods ended June 30, 2020, the Company recognized license fee revenue of $50,181 (2019 - $50,925) and $150,542 (2019 - $150,542) respectively relating to the services in kind.

- The Company agreed to provide a specified number of service hours in support of the Acute Care Order Set products on the terms contained in the service agreement. The terms of the service agreement commenced on the Effective Date and will end 72 months after the Implementation Launch. The service agreement was allocated a value of $225,000 at the settlement date. This was recognized as revenue as the service hours were provided. The service hours were used in entirety before the end of the year-ended September 30, 2018.

16 Share capital

Authorized

The Company's authorized share capital includes:

- An unlimited number of common shares

- 7,500,000 Class A Preferred shares

- An unlimited number of Class B Preferred shares

16 Share capital *(continued from previous page)*

Common shares

The common shares carry voting rights. Each common share entitles the holder to one vote. The common shares are entitled to receive dividends in subordination to the Class A Preferred shares, and on parity with the Class B Preferred shares if and when declared by the Board of Directors. In the event of dissolution, the common shares rank behind the Class A Preferred shares and on parity with the Class B Preferred shares.

Issued and outstanding

Common shares

	#	$
Balance, September 30, 2019	**23,523,442**	**51,090,502**
Issuance of common shares	1,528,833	10,090,310
Issuance of common shares as consideration for the acquisition of AirMed Trials Inc. (Note 4)	53,000	349,800
Shares issued on the conversion of warrants	55,512	288,349
Shares issued on the exercise of stock options	483,750	3,037,369
Share issuance costs	-	(679,029)
Balance, June 30, 2020	**25,644,537**	**64,177,301**

Private placement – October 2019

On October 16, 2019, the Company issued 1,528,833 (2019 – 999,045) common shares that were issued at $6.60 (2019 - $5.25) per share for total gross proceeds of $10,090,310 (2019 - $5,244,985). The Company incurred costs of $587,153 (2019 - $402,443) relating to professional and advisory services resulting in net proceeds of $9,503,157 (2019 - $4,842,542) which was recorded as a reduction to the carrying amount of the Company's common shares on the condensed interim consolidated statement of financial position.

The Company agreed to issue 39,773 warrants with a fair value of $91,876 to the broker of the October 2019 private placement for services received in obtaining subscriptions. The fair value of the services received could not be estimated reliably. Accordingly, the fair value of the services received was measured by reference to the fair value of the warrants issued. The corresponding cost of the services was recognized as an issuance cost directly in common shares.

16 Share capital *(continued from previous page)*

Common shares (*continued from previous page*)

The fair value of the warrants issued were determined using the Black-Scholes option pricing model and the following assumptions:

	Initial recognition
Estimated fair value of common shares	$ 6.60
Exercise price	$ 6.60
Expected volatility	55%
Expected life	2 years
Expected dividend yield	0%
Risk-free interest rate	1.58%

During the period ended June 30, 2020, the Company issued 483,750 common shares (September 30, 2019 – 635,084) for cash consideration of $4,607 (September 30, 2019 - $5,526) on the exercise of stock options. The fair value of the exercised options was $3,032,762 (September 30, 2019 - $3,147,764) with such amount transferred from contributed surplus to common shares upon exercise.

During the period ended June 30, 2020, the Company issued 55,512 common shares (September 30, 2019 – 219,668) for cash consideration of $555 (September 30, 2019 - $2,196) on the exercise of warrants. The fair value of the exercised warrants was $287,240 (September 30, 2019 - $1,136,611) with such amount transferred from contributed surplus to common shares upon exercise.

Class A Preferred shares

The Class A Preferred shares carry voting rights. Each Class A Preferred share entitles the holder to one vote for each share held.

The Articles of Amendment dated September 27, 2017 (the "Articles") specify the voting events to which the holders can vote as:

(a) The issuance, transfer or redemption of any securities ranking ahead of or equal to the Class A Preferred shares with respect to dividends, redemption or liquidation preference;

(b) The entering into any reorganization, consolidation, amalgamation, arrangements, winding-up, merger or other similar transaction' unless all of the Class A Preferred shares then issued and outstanding are redeemed;

(c) The payment of any dividend or other distribution on issued securities other than distributions and dividends payable of up to $1,000,000 per calendar year, beginning two years from the original issuance of the Class A Preferred shares on any other class of shares;

(d) The approval of any plan or proposal for the liquidation or dissolution of the Company;

16 Share capital *(continued from previous page)*

Class A Preferred shares *(continued from previous page)*

(e) The granting of any lien against the property and assets out of the ordinary course of business that is not subordinated to the security interest held by the holder of the Class A Preferred shares in respect of the Company's obligations in respect of the Class A Preferred shares;

(f) Amending the terms of any existing indebtedness that is not subordinated to the security interest held by the holders of the Class A Preferred shares in respect of the Company's obligations in respect of the Class A Preferred shares;

(g) The incurrence of any additional indebtedness that is not subordinated to the security interest held by the holders of the Class A Preferred shares in respect of the Company's obligations in respect of the Class A Preferred shares; and,

(h) Any other material matters out of the ordinary course of business.

With respect to clauses (e) to (g) the Class A Preferred shareholders shall not be entitled to vote until the aggregate amount attributed to such an activity in any fiscal year exceeds the annual budget approved by the Class A shareholders by 20%.

The Class A Preferred shares are entitled to mandatory, cumulative dividends of $50,000 per annum for the first two years from the date of issuance, and subsequently 8% of the outstanding principal of all outstanding Class A Preferred shares. The Class A Preferred shares are also entitled to discretionary dividends as declared by the Board of Directors.

The Class A Preferred shares are mandatorily redeemable at $1.00 per share starting two years following the original issuance date in April 2016 in accordance with the authorized redemption schedule included in the Articles. The Class A Preferred shares are also voluntarily redeemable at the option of the Company at a price of $1.00 per share provided that the number of Class A Preferred shares redeemed is a minimum of 25,000 shares.

The Class A Preferred shares contain a redemption clause which is outside the control of the issuer and as a result have been classified as liabilities. The Class A Preferred shares were initially recognized at fair value, and subsequently measured at amortized cost. Management has identified that the Class A Preferred shares were issued to an existing shareholder of the Company, and therefore the fair value of the Class A Preferred shares was estimated by calculating the present value of the principal and future interest payments at a discount rate of 20%, representing the estimated market interest rate for a similar instrument issued at arm's length.

16 Share capital *(continued from previous page)*

Class A Preferred shares *(continued from previous page)*

A summary of the period-over-period movement in the Class A Preferred share balances is outlined below:

Issued and outstanding

	#	$
Balance, September 30, 2019	**6,015,603**	**4,207,118**
Interest accretion	-	221,715
Mandatory redemption	(374,658)	(162,046)
Less: current portion	-	(260,581)
Balance, June 30, 2020	**5,640,945**	**4,006,206**

The Class A Preferred shares are entitled to payments of $80,000 per month, first allocated to the 8% dividend noted above with the residual being allocated against the principal.

During the three and nine month periods ended June 30, 2020, the Company made dividend payments of $112,657 (2019 - $122,264) and $345,342 (2019 - $373,608) respectively which were recognized as interest expense on the condensed interim consolidated statement of loss and comprehensive loss.

The following table provides a summary of future undiscounted mandatory principal repayments on of the Company's Class A Preferred shares:

	$
2021	535,094
2022	578,758
2023	625,985
2024	677,065
2025 - 2028	3,224,043
	5,640,945

16 Share capital *(continued from previous page)*

Class B Preferred shares

The Class B preferred shares are non-voting. The Class B Preferred shares are entitled to discretionary dividends as declared by the Board of Directors.

Each Class B Preferred share is convertible, at the option of the holder or the Company, into one common share. The Class B preferred shares shall automatically convert into common shares in the event of: (i) the closing of a public offering or (ii) the termination of the employment of the holder. Management has concluded that the host Class B Preferred shares and the aforementioned conversion options are clearly and closely related and do not require evaluation as stand-alone instruments.

Issued and outstanding

Class B Preferred shares

	#	$
Balance, September 30, 2019	**97,000**	**11**
Issuance of Class B Preferred shares	16,000	2
Balance, June 30, 2020	**113,000**	**13**

During the year-end September 30, 2019, 120,500 Class B Preferred shares were exchanged for common share on a one to one basis. A value of $13 was transferred from Class B Preferred shares to common shares on the condensed interim consolidated statement of financial position. During the nine month period ended June 30, 2020, the Company issued 16,000 Class B Preferred shares.

Employee stock option plan

The Company has an Employee Stock Option Plan (the “Option Plan”) applicable to eligible employees, consultants, advisors and directors of the Company. The total number of options reserved for issuance under the Option Plan is 2,038,777 (2019 – 2,038,777). Stock options granted under the Option Plan generally vest over terms of three or four years and expire over three to five years. The following reconciles the options outstanding at the beginning and end of the year:

16 Share capital *(continued from previous page)*

Employee stock option plan *(continued from previous page)*

	2020		2019	
	Number of options	**Weighted average exercise price**	Number of options	Weighted average exercise price
	#	**$**	#	$
Balance, beginning of year	**430,139**	**0.01**	932,098	0.01
Granted	**605,925**	**0.01**	224,500	0.01
Exercised	**(483,750)**	**0.01**	(635,084)	0.01
Forfeited	**(47,500)**	**0.01**	(91,375)	0.01
Expired	**-**	**-**	-	-
Balance, end of year	**504,814**	**0.01**	430,139	0.01
Exercisable at end of year	**271,550**	**0.01**	150,925	0.01

Additional information regarding options outstanding as of June 30, 2020 and September 30, 2019 are as follows:

	2020 Options outstanding		
Range of exercise prices	**Number of options**	**Weighted average exercise price**	**Weighted average remaining contractual life in years**
	#	**$**	
$0.01	**504,814**	**0.01**	**3.4**

	2019 Options outstanding		
Range of exercise prices	**Number of options**	**Weighted average exercise price**	**Weighted average remaining contractual life in years**
	#	**$**	
$0.01	**430,139**	**0.01**	**3.9**

The Black-Scholes model is used by the Company to calculate option fair values. This model requires subjective assumptions, including expected future dividends and expected time until exercise, which affects calculated values. The fair value of options granted during the period ended June 30, 2020 were estimated using the following assumptions:

16 Share capital *(continued from previous page)*

Employee stock option plan *(continued from previous page)*

		2020		2019
Weighted average fair value per common share	$	6.60	$	5.25
Weighted average exercise price	$	0.01	$	0.01
Expected volatility		60%		58%
Expected option life in years		3.4		3.9
Expected dividend yield		0%		0%
Risk-free interest rate		1.58%		1.64%

The fair value of options issued during the period was $3,993,377 (2019 - $1,176,389) and will be charged against profit or loss rateably over their vesting periods.

During the three and nine month periods ended June 30, 2020, the Company recognized $221,801 (2019 - $238,921) and $4,120,232 (2019 – $926,925) respectively in contributed surplus with respect to stock-based compensation expense for issued options and included in 'General and administration' in the condensed interim consolidated statement of loss and comprehensive loss.

17 Commitments

The Company is committed to future minimum annual payments under an operating lease for office space as follows:

	$
Not later than one year	2,248,225
Later than one year and not later than five years	9,727,603
Later than five years	29,199,466
	41,175,294

Lease commitment

On September 28, 2018 (the "Execution Date"), the Company entered into a 12-year lease agreement commencing on December 1, 2022 for a new office space. The above table reflects the scheduled monthly payments as agreed upon in the terms of the lease agreement.

In accordance with the lease agreement, the Company is required to deliver a letter of credit to the lessor of $1,500,000 ("Letter of Credit #1") at the Execution Date and an additional letter of credit for $1,900,000 on December 1, 2021. The letters of credit shall be reduced to $nil over the first six years of the lease. See Note 11 for further details on the related credit facility.

17 Commitments *(continued from previous page)*

Royalty

The Company is committed to pay a 1% royalty on gross revenue from Acute Care Order Set products and Quality Based Procedure products for a period of 20 years ending on July 31, 2036 (see Note 15 for additional details).

18 Capital management

The Company's objective of managing capital, which is comprised of: shareholder's deficiency, common shares, Class A Preferred shares, Class B Preferred shares and warrants to purchase common shares, 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 during the period ended June 30, 2020.

19 Financial instruments and risk management

The Company's financial instruments consist of cash, accounts receivable and other, investment tax credits, accounts payable and accrued liabilities, bank line of credit, license agreement payable, capital lease obligations and Class A Preferred shares. The carrying value of financial instruments classified at amortized cost approximate fair value due to their short-term nature.

Credit and concentration risk

Financial instruments that potentially subject the Company to credit risk consist primarily of cash and accounts receivable and other. Cash is maintained at reputable Canadian and European financial institutions; therefore, the Company considers the risk of non-performance to be remote. There is no particular concentration of credit risk since the Company sells its products to a diverse customer base consisting of businesses residing in various geographic regions and from various demographic segments. The Company evaluates the creditworthiness of the corresponding counterparties at regular intervals and generally requires pre-payment from most customers.

Allowances are maintained for potential credit losses consistent with credit risk and other information. The Company does not use credit derivatives or similar instruments to mitigate credit risk.

19 Financial instruments and risk management (continued from previous page)

Credit and concentration risk *(continued from previous page)*

The aging of accounts receivable, net of allowances for expected credit losses and unbilled revenues, at each respective period-end is as follows:

	June 30 2020	September 30, 2019
	$	$
Current	**1,521,780**	3,756,785
Past due		
31 to 60 days	**104,566**	202,690
61-90 days	**3,641,154**	206,925
Greater than 90 days	**1,341,745**	142,612
	6,609,245	4,309,012

A credit concentration exists relating to accounts receivable and other. As at June 30, 2020, three customers (September 30, 2019 – two) accounted for approximately 62% (September 30, 2019 – 57%) of accounts receivable and other and for the three months ended June 30, 2020, one customer (three months ended June 30, 2019 – three) accounted for 27% of revenues from operations (three months ended June 30, 2019 – 50%) and for the nine months ended June 30, 2020, three customers (nine months ended June 30, 2019 – three customers) accounted for 62% of revenues from operations (nine months ended June 30, 2019 – 41%). The loss of any of these customers could have a significant adverse impact on the Company's financial results if replacement customers could not be found in a timely manner.

The Company applies the simplified approach to provide for expected credit losses as prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. The expected credit loss provision is based on the Company's historical collections and loss experience and incorporates forward-looking factors, where appropriate. The provision matrix below shows the expected credit loss rate for each aging category of trade receivables as at June 30, 2020 and September 30, 2019.

June 30, 2020	**Total**	**0-30 days**	**31-60 days**	**61-90 days**	**>90 days**
Default rates		0.25%	2.75%	1.00%	2.00%
Trade receivables	**$ 6,446,346**	$ 1,587,295	$ 104,566	$ 3,641,154	1,113,331
Expected credit loss	**$ 65,515**	$ 3,967	$ 2,876	$ 36,412	$ 22,261

September 30, 2019	**Total**	**0-30 days**	**31-60 days**	**61-90 days**	**>90 days**
Default rates		0.15%	2.00%	3.00%	9.50%
Trade receivables	**$ 4,341,538**	$ 3,756,617	$ 202,795	$ 206,830	$ 175,296
Expected credit loss	**$ 32,526**	$ 5,622	$ 4,056	$ 6,205	$ 16,643

19 Financial instruments and risk management (*continued from previous page)*

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk through monitoring cash outflows due in its day-to-day business and by regular cash flow forecasting of cash requirements to fund research and development. The Company's liabilities include trade accounts payable and accrued liabilities all of which are due within normal trade terms of generally 30 days.

	Within 1 year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
	$	$	$	$	$
As at June 30, 2020					
Bank line of credit	8,556,522	-	-	-	8,556,522
Accounts payable and					-
accrued liabilities	2,695,632	-	-	-	2,695,632
Capital lease obligations	1,753,615	2,030,895	-	-	3,784,510
Class A Preferred shares	960,000	960,000	2,880,000	2,796,368	7,596,368
	13,965,769	2,990,895	2,880,000	2,796,368	22,633,032

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Company's earnings or the value of its holdings of financial instruments.

a) *Interest rate risk*

The Company's exposure to interest rate risk as at June 30, 2020 is as follows:

Cash	Non-interest bearing
Accounts receivable and other	Non-interest bearing
Accounts payable and accrued liabilities	Non-interest bearing
Bank line of credit	Lenders prime rate + 2%
License agreement liability	5.45% per annum
Class A Preferred shares	8.0% per annum

b) *Foreign exchange risk*

There is financial risk to the Company's earnings that arises from fluctuations in foreign exchange rates and the degree of volatility of these rates. The Company currently does not use derivative instruments to hedge its exposure to foreign currency risk, which is primarily limited to that of the United States dollar and European Euro. At June 30, the following amounts were denominated in U.S. dollars and Euros (expressed in Canadian dollars):

19 Financial instruments and risk management (*continued from previous page)*

Market risk (*continued from previous page*)

b) *Foreign exchange risk (continued from previous page)*

USD	**June 30, 2020**	September 30, 2019
	$	$
Cash	**452,692**	1,335,275
Accounts receivable and other	**442,165**	275,140
Accounts payable and accrued liabilities	**369,338**	302,350
Net asset position	**1,264,195**	1,912,765
Impact of 10% change	**10%**	10%
	126,420	191,276

EUR	**June 30, 2020**	September 30, 2019
	$	$
Cash	**135,684**	135,684
Accounts receivable and other	**-**	-
Accounts payable and accrued liabilities	**(92,222)**	(24,441)
Net asset (liability) position	**43,462**	111,244
Impact of 10% change	**10%**	10%
	4,346	11,124

With all other variables held constant, a plus or minus 10% change in the foreign exchange rate would give rise to an increase or decrease in reported net loss for the period of $130,766 (2019 - $202,401). The use of the 10% rate of change is based on observed historical fluctuations in exchange rates.

20 Related party transactions

The following refers to the Company's related party transactions. They are considered to be related party transactions since these transactions are with shareholders of the Company.

Consulting fees

During the three and nine month periods ended June 30, 2020, the Company incurred consulting fee expenses of $20,508 (2019 - $148,200) and $30,602 (2019 - $148,200) for services provided by a shareholder of the Company which are recorded in general and administration expense on the condensed interim consolidated statements of loss and comprehensive loss.

License fee revenue

During the three and nine month periods ended June 30, 2020, the Company earned license fee revenues of $94,945 (2019 - $71,650) and $284,834 (2019 - $214,952) from a Company of which the Chief Executive Officer of the Company is a shareholder. As at June 30, 2020, $228,414 (2019 - $367,250) is included in accounts receivable and other on the condensed interim consolidated statement of financial position.

21 Key management personnel compensation

The remuneration of directors and other members of key management personnel during the period was as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Short-term benefits	**257,500**	336,875	**772,500**	1,010,625
Stock-based compensation	**-**	-	**2,408,845**	2,096,402
	257,500	336,875	**3,181,345**	3,107,027

22 Employee benefits

Employee benefits include salaries, wages, benefits and stock-based compensation. The following amounts were recognized as an expense in the condensed interim consolidated statement of loss and comprehensive loss in respect of employee benefits:

	Three months ended June 30,		**Nine months ended June 30,**	
	2020	2019	**2020**	2019
	$	$	**$**	$
Cost of goods sold	**1,460,719**	1,171,383	**3,522,556**	3,863,139
Operating expenses	**3,495,667**	4,887,311	**10,521,164**	12,582,056
	4,956,386	6,058,694	**14,043,720**	16,445,195

The employee benefits expense recognized in operating expenses for the three and nine months ended June 30, 2020 included stock-based compensation expense of $221,801 (2019 - $456,749) and $4,120,232 (2019 - $1,214,992) respectively.

23 Net change in operating components of working capital

	For the three months ended June 30,		**For the nine months ended June 30,**	
	2020	2019	**2020**	2019
	$	$	$	$
Accounts receivable and other	**(942,071)**	(1,179,334)	(2,010,630)	(683,364)
Investment tax credits	**806,379**	-	185,879	869,000
Prepaid expenses and deposits	**(521,111)**	(67,693)	(599,057)	(264,016)
Contract assets	**18,289**	(32,525)	60,789	58,168
Accounts payable and accrued liabilities	**524,952**	(466,997)	626,543	(721,758)
Deferred revenue	**1,895,630**	2,482,181	(4,528,515)	(2,709,005)
Deferred grant revenue	**-**	-	273,450	12,345
	1,782,068	735,632	(5,991,541)	(3,438,630)

24 Interest expense

	Three months ended June 30,		**Nine months ended June 30,**	
	2020	2019	**2020**	2019
	$	$	**$**	$
Interest expense on bank line of credit (Note 11)	**91,349**	68,485	**232,835**	116,408
Interest expense on lease liability (Note 14)	**55,119**	1,667	**184,917**	5,000
Interest expense on license agreement liability (Note 15)	**1,253**	4,986	**5,659**	14,958
Interest expense on Class A Preferred shares (Note 16)	**112,657**	122,264	**345,342**	373,608
	260,378	197,402	**768,753**	509,974

25 Segment information

The Company provides product licenses and customizes software for customers under a Software as a Service (SaaS) model. The Company does not have multiple operating segments. The Company's business activity consists of the development and commercialization of these products. The CEO is the Company's chief operating decision-maker, as defined by IFRS 8, and all significant operating decisions are taken by the CEO. In assessing performance, the CEO reviews financial information on an integrated basis for the Company as a whole, substantially in the form of, and on the same basis as, the Company's condensed interim consolidated financial statements.

The Company's total revenue by geographic market for the years ended September 30, 2019 and September 30, 2018 are as follows:

	Three months ended June 30,		Nine months ended June 30,	
	2020	2019	**2020**	2019
	$	$		
Canada	**3,930,035**	5,026,243	**14,236,224**	12,295,647
United States	**329,589**	359,754	**1,002,662**	815,824
Europe and other	**21,743**	14,923	**106,750**	24,956
Middle East	**69,909**	16,693	**129,466**	18,638
	4,351,276	5,417,613	**15,475,102**	13,155,065

26 Events after the reporting period

Global outbreak of COVID 19

Subsequent to period end, there was a global outbreak of COVID 19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID 19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause reduced customer demand, a decrease in the timeliness of trade receivable collections and supply chain disruptions which could all negatively impact the Company's business and financial condition.

26 Events after the reporting period (*continued from previous page*)

Proposed Private Placement

On October 14, 2020, AIM4 Ventures Inc. (the "AIM4") and the Company entered into a Letter of Intent pursuant to which the Company and AIM4 would combine their respective assets by way of a plan of arrangement (the "Arrangement") in accordance with Section 182 of the Business Corporations Act (Ontario) (the "OBCA"). The Arrangement would be completed by pursuant to an arrangement agreement (the "Arrangement Agreement"). Upon completion of the Arrangement, the Company will be re-named Think Research Corporation (the "Resulting Issuer") or a similar name chosen by the Company.

In connection with the Arrangement, the following steps are anticipated to occur, among other steps to be set out in the Arrangement Agreement:

I. AIM4 will complete a consolidation of its common shares (the "Consolidation") on a basis of the formula (A/B)*C whereby:

A = the number of issued and outstanding common shares of the AIM4 (the "AIM4 Shares");
B = $2,000,000; and
C = C$4.66 (the offering price per security in the Offering (as defined below);

II. The outstanding stock options and warrants of AIM4 will be adjusted to account for the Consolidation;

III. AIM4 will acquire the issued and outstanding common shares of the Company in exchange for the issuance of common shares of the Resulting Issuer (the "Resulting Issuer Shares") to the holders thereof;

IV. The Company, AIM4 and 2775554 Ontario Inc. shall amalgamate and continue as the Resulting Issuer; and

V. The outstanding stock options and warrants of AIM4 and the Company will be exchanged for options or warrants, as applicable, in respect of the Resulting Issuer's share capital.

Concurrent with the Arrangement, the Company announced a private placement offering (the "Offering") of subscription receipts (the "Subscription Receipts") at a price of C$4.65 per Subscription Receipt for gross proceeds of up to C$34.5 million (assuming the exercise in full of the over-allotment option).

The Offering will be completed pursuant to the terms of an agency agreement (the "Agency Agreement") between the Company, AIM4 and Canaccord Genuity Corp. (the "Agent").

The Subscription Receipts will be issued pursuant to the terms of a subscription receipt agreement among the Company, AIM4, the Agent and TSX Trust Company, as subscription receipt agent (the "Subscription Receipt Agreement"). The gross proceeds of the Offering, less a specified proportion of the Agent's fees and certain expenses of the Agent (the "Escrowed Amount"), will be held in escrow on behalf of the subscribers by TSX Trust Company and invested in an interest-bearing account

26 Events after the reporting period (*continued from previous page*)

Proposed Private Placement (continued from previous page)

pursuant to the terms and conditions of the Subscription Receipt Agreement. The Escrowed Amount, together with all interest and other income earned thereon, are referred to herein as the "Escrowed Funds". The balance of the Agent's fees will be released to the Agent out of the Escrowed Funds and the balance of the Escrowed Funds will be released from escrow to the Company upon the satisfaction of all of the Escrow Release Conditions (as defined below) prior to a date no later than 120 days following completion of the Offering, except as may be extended in accordance with the terms of the Subscription Receipts.

The Escrow Release Conditions are intended to include the following, in addition to other customary conditions:

(a) The Arrangement Agreement shall have been entered into;

(b) the completion, satisfaction or waiver of all conditions precedent to the HCP Acquisition to the satisfaction of the Agent, other than the payment of the consideration to be paid pursuant to the HCP Acquisition for which the Escrowed Funds are required;

(c) written confirmation from each of the Company and AIM4 that all conditions to the completion of the Arrangement shall have been satisfied, other than the release of the Escrowed Funds and the completion of the HCP Acquisition;

(d) the Resulting Issuer Shares to be issued pursuant to the Arrangement being conditionally approved for listing on the TSXV, subject only to the satisfaction of customary listing conditions; and

(e) the receipt of all regulatory, shareholder and third-party approvals, if any, required in connection with the Arrangement and the listing of the Resulting Issuer Shares.

The Agent will be entitled to a cash commission (the "Agency Fee") equal to 6.0% of the gross proceeds of the Offering. 50% of the Agency Fee shall be paid to the Agents on the closing date of the Offering. The balance of the Agency Fee not paid on the closing of the Offering and all further costs and out-of-pocket expenses of the Agent incurred up to and as of the Escrow Release Date (as defined in the Subscription Receipt Agreement) shall be paid on behalf of the Company to the Agent on the Escrow Release Date from the Escrowed Funds.

Conditional on the satisfaction of the Escrow Release Conditions, each Subscription Receipt will be automatically exercised for one common share of the Company, which shall be exchanged for one Resulting Issuer Share in connection with the Arrangement.

SCHEDULE "L"
TRC MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2020

See attached.

THINK RESEARCH CORPORATION

MANAGEMENT DISCUSSION & ANALYSIS (“MD&A”) FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2020

BACKGROUND

This MD&A for Think Research Corp. should be read in conjunction with the Company’s condensed interim consolidated financial statements as at, and the three and nine month periods ended, June 30, 2020. Except as otherwise indicated or where the context so requires, references to “Think”, “Think Research”, “TRC” or the “Company” include Think Research Corp. and its subsidiaries. The Company prepares its annual consolidated financial statements in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) – see the interim June 30, 2020 consolidated financial statements for further information. All dollar figures stated herein are expressed in Canadian dollars ($ or Cdn$), unless otherwise specified.

COMPANY OVERVIEW

Think Research’s mission is to organize the world’s health knowledge so everyone gets the best care. We aim to achieve this mission by intersecting clinical knowledge and technology in order to deliver evidence based best practices at the point-of-care. Medical knowledge is doubling every two months, making it impossible for care providers to keep up to date and apply new best practices effectively. This knowledge gap is a major contributor to the global waste in healthcare, estimated to account for 20 per cent of global healthcare spending.

Think Research is a leading Canadian healthcare technology company, providing proprietary evidence-based clinical tools that enable clinical standardization across the care continuum, spanning primary care, acute care, long-term and allied care. Think Research’s clinical content can be executed at the point-of-care - in-person or through our proprietary VirtualCare™ application - using our privacy compliant, cloud-based, EMR-agnostic digital solutions. Our solutions span all healthcare sectors, and are uniquely positioned to enhance the value of our clients’ existing IT investments while helping to improve patient and resident outcomes and enhancing financial performance for healthcare funders. As a digital first, data and evidence-based organization, each of our solutions enable structured health data capture into our network in order to derive meaningful and actionable clinical insights for frontline healthcare providers and healthcare system payers.

The company currently serves 28,000 primary care, acute care and long-term care clinicians and more than 3,000,000 patients and residents in more than 2,000 healthcare facilities.

SIGNIFICANT HISTORICAL EVENTS

In 2020, Think Research has made significant progress towards its local and international expansion strategy through various acquisitions, joint ventures and partnerships.

- Acquired AirMed, a healthcare information technology company, focusing specifically on clinical trials and workflow optimization, founded by a Canadian physician. AirMed is dedicated to solving problems and providing systems that make the research process more efficient and more profitable.
- Partnered with Toronto-based startup, Sciteline, on a new application to support researchers in offering Virtual Clinical Trials (VCT). The new Sciteline app decentralizes the clinical trial, reducing barriers for participants and lowering the cost of clinical research. Where geography and time constraints have traditionally prevented participants from joining clinical trials, Sciteline brings eConsent and monitoring right to their smartphone, meeting a participant where they are.
- Launched Covidtrials.ca, a not-for-profit initiative between Think Research and Airmed Trials that crowdsources patient recruitment for COVID-19 clinical trials in Canada. Covidtrials.ca is the first Canadian patient portal to match those who are seeking to participate in a research project with the physicians and investigators who are working on these trials, allowing them to join a trial quickly and efficiently.
- Started a Joint Venture with 30 percent stake in a Latin American initiative in which our solutions are being resold and distributed to the Latin American market.
- Acquired HealthCare Plus a digital first network of primary care clinics, virtual pharmacy in Ontario and a proprietary EMR.

OVERALL PERFORMANCE

	Three months ended June 30,		Nine months ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Revenue				
License fees and implementation	**3,524,215**	5,150,510	**12,433,098**	12,373,344
Professional services	**827,061**	267,103	**3,042,004**	781,721
	4,351,276	5,417,613	**15,475,102**	13,155,065
Gross margin	**2,243,635**	2,688,372	**9,611,237**	7,272,996
Net loss before income taxes	**(2,798,992)**	(3,471,985)	**(9,238,417)**	(11,163,366)
Income tax expense	**-**	(2,109)	**-**	4,556
Net loss and comprehensive loss for the year	**(2,798,992)**	(3,474,094)	**(9,238,417)**	(11,167,922)

The overall performance is attributable to:

- In March 2020, Canada largely went into lockdown to control the outbreak of COVID-19. This had a significant impact on international expansion due to the inability to travel. Further, COVID-19 shifted the focus of healthcare to the short-term management of COVID-19 and stalled both new and ongoing projects. The Company took cost reduction measures to manage the economic environment driven by the outbreak of COVID-19.
- In December 2019, Think Research was able to secure its first private sector contract in the Kingdom of Saudi Arabia for Order Sets, with a leading private hospital chain with a footprint across the Gulf Cooperation Council. In April 2020, Think Research also formalized a deal with Digitium Healthcare Solutions to disseminate a COVID-19 specific library of Order Sets across public sector hospitals in the Kingdom of Saudi Arabia.
- The Company has made considerable investments to improve its clinical content products, including a sizable investment made in its content management platform & content authoring and collaboration tools.
- The Company has experienced churn or reduction in two of its larger contracts. The Ontario Quality Based Procedures (QBP) program contract expired March 31, 2020, and the Ontario Long-Term Care Association (OLTCA) Clinical Support Tools program agreement was re-negotiated with lower total annual license fees to reflect the number of live clients.

Quarterly Financial Highlights

To date, the Company has not maintained financial records on a quarterly basis. Moving forward it has implemented the necessary practices to maintain quarterly financials for subsequent reporting periods.

DISCUSSION OF OPERATIONS

Revenue

	Three months ended June 30,		Nine months ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Revenue				
License fees and implementation	**3,524,215**	5,150,510	**12,433,098**	12,373,344
Professional services	**827,061**	267,103	**3,042,004**	781,721
	4,351,276	5,417,613	**15,475,102**	13,155,065

During the three months ended June 30, 2020, the Company generated Total Revenue of $4,351,276 representing a decrease of 20% compared to revenue of $5,417,613 achieved during the three months ended June 30, 2019. The decrease in revenue is primarily attributable to the decline in license fees revenue which was partially offset by an increase in professional services revenue. For the nine months ended June 30, 2020, the Company generated Total Revenue of $15,475,102 representing an increase of 18% compared to revenue of $13,155,065 achieved during the nine months ended June 30, 2019.

License fee revenue consists of the Company's SaaS solutions, including: Order Sets; Clinical Support Tools; and VirtualCare, as well as the System Coordinated Access (eReferral) program.

License fees and implementation revenue declined 32% to $3,524,215 during the three months ended June 30, 2020 compared to $5,150,510 during three months ended June 30, 2019. The decrease is a result of two contracts that were impacted by a re-prioritization of the Ministry of Health in Ontario during the first wave of the COVID-19 pandemic. The Company anticipated an extension to the Ontario Quality Based Procedures (QBP) program (initial term expired on March 31, 2020); the extension however, was not approved. The second contract, Ontario Long-term Care - Clinical Support Tools, was re-negotiated to a lower annual contract value to reflect the number of long term care homes live on the solution as of March 31, 2020 and the inability of additional homes to implement the software due to COVID-19 related priorities.

During the nine months ended June 30, 2020, the License fees and implementation revenue increased 0.5% to $12,433,098 compared to $12,373,344 for the nine months ended June 30, 2019. This is primarily due to a step-up in license fees for the System Coordinated Access (eReferrals) program in Ontario and completed deployments that pertain to contracts closed at the end of the previous fiscal period.

COVID-19 has resulted in a strategic transition for many of our large healthcare systems, stalling key client initiatives and creating a slight delay in the overall sales pipeline. However, this slowdown in general sales was compensated for by a significant increase in revenue from our VirtualCare solution and its implementation in new healthcare sectors, including mental health and long-term care.

Professional services revenue consists of development fees for custom integrations, as well as hourly clinical and technical support that goes beyond the allotment or scope of support that is bundled with the License fee. TRC continues to increase the Professional services revenue in order to ensure that our SaaS solutions are better integrated into clinical workflows, driving the value our solutions bring to customers.

Professional services revenue increased 210% to $827,061 during the three months ended June 30, 2020 compared to $267,103 during the three months ended June 30, 2019. For the nine months ended June 30, 2020, the Company generated $3,042,004 from Professional services, an increase of 289% as compared to $781,721 for the nine months ended June 30, 2019. The increase in TRC's 3 month and 9 month professional services revenue is primarily attributable to one-time custom integrations to connect to several electronic medical record systems and adapt to specific workflows, as well as clinical and administrative services for client-requested product updates.

Gross Profit and Gross Margin

	Three months ended June 30,		Nine months ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Revenue				
License fees and implementation	**3,524,215**	5,150,510	**12,433,098**	12,373,344
Professional services	**827,061**	267,103	**3,042,004**	781,721
	4,351,276	5,417,613	**15,475,102**	13,155,065
Cost of goods sold	**2,107,641**	2,729,241	**5,863,865**	5,882,069
Gross margin	**2,243,635**	2,688,372	**9,611,237**	7,272,996

Gross margin declined 17% to $2,243,635 for the three months ended June 30, 2020 compared to $2,688,372 for the three months ended June 30, 2019. The decrease in gross margin is primarily driven by decrease in revenue sourced from two contracts that were either discontinued or reduced in annual contract value. Gross margin increased 32% to $9,611,237 for the nine months ended June 30, 2020, compared to $7,272,996 for the nine months ended June 30, 2019 due to an increase in revenue.

Gross margin percentage increases to 52% for the three months June 30, 2020 compared 50% for the three months ended June 30, 2019. The increase in gross margin is attributable to the change in cost of goods sold as a result of the decline in revenue sources from the Ontario Quality Based Procedures (QBP) program contract, which expired March 31, 2020 and had higher gross margins than other products. Gross margin percentage increased to 62% for the nine months June 30, 2020 compared to 55% for the nine months ended June 30, 2019 due to an increase in revenue from existing customers.

Operating Expense

	Three months ended June 30,		Nine months ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Operating expenses				
General and administration	**2,366,781**	2,999,726	**10,786,379**	8,440,014
Sales and marketing	**994,207**	985,718	**3,174,437**	2,601,730
Research and development	**1,329,397**	1,882,314	**3,947,963**	6,273,156
	4,690,385	5,867,758	**17,908,779**	17,314,900

General and Administrative ("G&A") Expenses

G&A expenses decreased by 21% to $2,366,781 for the 3 months ended June 30, 2020 compared to $2,999,726 for the 3 months ended June 30, 2019. This was primarily due to decreases in salaries and employment benefits, stock based compensation, and rent. This was partially offset by a decrease in government grants relative to the previous period, and an increase in IT expense and depreciation & amortization. G&A expenses increased 28% to $10,786,379 for the 9 months ended June 30, 2020 compared to $8,440,014 for the 9 months ended June 30, 2019. The increase was primarily due to an increase in stock based compensation, IT expense, and depreciation and amortization which was partially offset by decreases in salaries, rent, and professional fees.

Salaries and employment benefits - G&A

Salaries and employment benefits decreased 35% to $688,953 for the 3 months ended June 30, 2020 compared to $1,068,112 for the 3 months ended June 30, 2019. This was a result of a reduction in headcount as a cost cutting measure to adjust for the economic impact of COVID-19. In addition, the Company reduced the salaries for the majority of staff for a period of 5 months beginning in May 2020. Salaries and employment benefits decreased 9% to $2,356,058 for the 9 months ended June 20, 2020 compared to $2,599,564 for the 9 months ended June 30, 2019.

Stock-based compensation

For the 3 months ended June 30, 2020, Stock based compensation decreased 51% to $221,801 from $238,921 for the 3 months ended June 30, 2019. Stock-based compensation increased 345% to $4,120,232 for the 9 months ended June 30, 2020 compared to $926,925 for the 9 months ended June 30, 2019. During this period the Company issued 483,750 shares on the exercise of stock options. The fair value of the options as determined on the date of grant, is being recognized as an expense over the vesting periods of the instruments on a graded vesting scale. Changes in the timing of annual option grants to employees drove the annual decrease of this expense for the 9 month period ending June 30, 2020.

Rent

For the 3 months ended June 30, 2020, Rent decreased 89% to $55,588 from $484,622 for the 3 months ended June 30, 2019. Rent decreased 75% to $364,888 for the 9 months ended June 30, 2020 compared to $1,456,176 for the 9 months ended June 30, 2019. This decline is due to the transition to IFRS 16 leases beginning on October 1, 2019 and as a result of COVID-19 related rent reductions negotiated with the landlord.

Professional Fees

For the 3 months ended June 30, 2020, Professional fees decreased 48% to $165,021 from $320,212 for the 3 months ended June 30, 2019. Professional fees decreased 56% to $318,707 for the 9 months ended June 30, 2020 compared to $716,664 for the 9 months ended June 30, 2019. This decline is attributable to one-time professional fees that were incurred in 2019 for the preparation of a future office relocation once the current short-term rental agreement expired.

Government Grant

For the 3 months ended June 30, 2020, Government grants (contra expense) decreased 37% to $692,250 from $1,094,689 for the 3 months ended June 30, 2019. This is primarily due to the timing of activities performed to earn the grant. Government grants increased 26% to $1,799,890 for the 9 months ended June 30, 2020 compared to $1,429,821 for the nine months ended June 30, 2019.

IT Expense

For the 3 months ended June 30, 2020, IT expenses increased 255% to $402,464 from $113,414 for the 3 months ended June 30, 2019. IT expenses increased 76% to $1,054,228 for the 9 months ended June 30, 2020 compared to $599,641 for the 9 months ended June 30, 2019. This increase is attributable to the launch of a new regional cloud in the GCC. During this period, TRC also transitioned its domestic cloud vendor from IBM to Google.

Depreciation & Amortization

For the 3 months ended June 30, 2020, Depreciation & amortization increased 693% to $525,347 from $66,207 for the 3 months ended June 30, 2019. Depreciation & amortization increased 450% to $1,605,821 for the 9 months ended June 30, 2020 compared to $291,973 for the 9 months ended June 30, 2019. The decreases are attributable to the transition to IFRS 16 Leases as of October 1, 2019.

Sales and Marketing

Sales and marketing expenses increased 1% to $994,207 for the 3 months ended June 30, 2020 compared to $985,718 for the 3 months ended June 30, 2019. Sales and marketing expenses increased 22% to $3,174,437 for the 9 months ended June 30, 2020 compared to $2,601,730 for the 9 months ended June 30, 2019. This increase is primarily due to an increase in senior sales hires in 2020 as well as costs incurred for international expansion in the GCC and EU market. This increase was partially offset by the reduction of salaries for a period of 5 months beginning in May 2020.

Research and development

For the 3 months ended June 30, 2020, Research and development decreased 29% to $1,329,397 from $1,882,314 for the 3 months ended June 30, 2019. Research and development decreased 37% to $3,947,963 for the 9 months ended June 30, 2020 compared to $6,273,156 for the 9 months ended June 30, 2019. In addition, TRC reduced the Salaries for the majority of staff for a period of 5 months beginning in May 2020.

Net loss

	Three months ended June 30,		Nine months ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Net loss before income taxes	**(2,798,992)**	(3,471,985)	**(9,238,417)**	(11,163,366)
Income tax expense	-	(2,109)	-	4,556
Net loss and comprehensive loss for the year	**(2,798,992)**	(3,474,094)	**(9,238,417)**	(11,167,922)

For the 3 months ended June 30, 2020, the Net loss decreased 19% to $2,798,992 from $3,474,096 for the 3 months ended June 30, 2019. Net loss decreased 17% to $9,238,417 for the 9 months ended June 30, 2020 compared to $11,167,922 for the 9 months ended June 30, 2019. This decrease is primarily due to a decrease in expenses due to cost reduction measures prior to and during COVID-19. Further, the increase in total revenue in the 9-month period ending June 30, 2020 resulted in higher gross profit and reduced the net loss.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents

As at June 30, 2020 and September 30, 2019, the Company had cash and cash equivalents of $1,629,074 and $1,808,257 respectively.

Financing activities

On September 30, 2019, the Company has entered into a credit facility agreement (the "Credit Facility") that includes an operating line of credit of up to a maximum of $10,000,000 (September 30, 2019 - $10,000,000) which bears interest at the lender's prime rate plus 2% per annum (September 30, 2019 – lender's prime rate + 2%). As at June 30, 2020, the Company had drawn $8,556,522 (2018 - $6,106,522) on this facility. During the three and nine month periods ended June 30, 2020, the Company recognized interest expense of $91,349 (2019 - $68,485) and $232,835 (2019 - $116,408) respectively in relation to its bank indebtedness.

On October 16, 2019, the Company issued 1,528,833 (2019 – 999,045) common shares that were issued at $6.60 (2019 - $5.25) per share for total gross proceeds of $10,090,310 (2019 - $5,244,985). The Company incurred costs of $587,153 (2019 - $402,443) relating to professional and advisory services resulting in net proceeds of $9,503,157 (2019 - $4,842,542) which was recorded as a reduction to the carrying amount of the Company's common shares on the condensed interim consolidated statement of financial position.

The Company agreed to issue 39,773 warrants with a fair value of $91,876 to the broker of the October 2019 private placement for services received in obtaining subscriptions. The fair value of the services received could not be estimated reliably. Accordingly, the fair value of the services received was measured by reference to the fair value of the warrants issued. The corresponding cost of the services was recognized as an issuance cost directly in common shares.

Operating activities

During the 3 months ended June 30, 2020, the Company used $220,877 of cash in operating activities. Comparatively, during the 3 months ended June 30, 2019, the Company used $2,302,165 of cash on operating activities. For the 9 months ended June 30, 2020 the Company used $9,275,679 as compared to $12,961,805 for the 9 months ended June 30, 2019.

TRANSACTIONS BETWEEN RELATED PARTIES

Consulting fees

During the three and nine month periods ended June 30, 2020, the Company incurred consulting fee expenses of $20,508 (2019 - $148,200) and $30,602 (2019 - $148,200) for services provided by a shareholder of the Company which are recorded in general and administrative expense on the condensed interim consolidated statements of loss and comprehensive loss.

License fee revenue

During the three and nine month periods ended June 30, 2020, the Company earned license fee revenues of $94,945 (2019 - $71,650) and $284,834 (2019 - $214,952) from a Company of which the Chief Executive Officer of the Company is a shareholder. As at June 30, 2020, $228,414 (2019 - $367,250) is included in accounts receivable and other on the condensed interim consolidated statement of financial position.

DISCLOSURE OF OUTSTANDING SHARE DATA

Please refer to the "Schedule "B" – Information about TRC – Consolidated Capitalization" of the Information Circular for disclosure of Outstanding Share Data.

SUBSEQUENT EVENTS

Private placement

Subsequent to year-end, the Company issued 1,528,833 common shares at $6.60 per share for total gross proceeds of $10,090,311.

AirMed Trials Inc.

On February 26, 2020 (the "Acquisition Date"), pursuant to an acquisition agreement the Company purchased 100% of the issued and outstanding securities of AirMed Trials Inc. ("AirMed"). AirMed is a healthcare information technology company, focusing specifically on clinical trials and workflow optimization. Pursuant to the agreement, AirMed was acquired for considerations including

$350,200 of cash, 53,000 common shares of the Company valued at $349,800, and additional contingent consideration with an estimated fair value of $177,000.

Global outbreak of COVID 19

Subsequent to year end, there was a global outbreak of COVID 19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID 19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause reduced customer demand, a decrease in the timeliness of trade receivable collections and supply chain disruptions which could all negatively impact the Company's business and financial condition.

Proposed Private Placement

On October 14, 2020, AIM4 Ventures Inc. (the "AIM4") and the Company entered into a Letter of Intent pursuant to which the Company and AIM4 would combine their respective assets by way of a plan of arrangement (the "Arrangement") in accordance with Section 182 of the Business Corporations Act (Ontario) (the "OBCA"). The Arrangement would be completed by pursuant to an arrangement agreement (the "Arrangement Agreement"). Upon completion of the Arrangement, the Company will be re-named Think Research Corporation (the “Resulting Issuer”) or a similar name chosen by the Company.

In connection with the Arrangement, the following steps are anticipated to occur, among other steps to be set out in the Arrangement Agreement:

- AIM4 will complete a consolidation of its common shares (the “Consolidation”) on a basis of the formula (A/B)*C whereby:
    - A = the number of issued and outstanding common shares of the AIM4 (the “AIM4 Shares”);
    - B = $2,000,000; and
    - C = C$4.66 (the offering price per security in the Offering (as defined below);
- The outstanding stock options and warrants of AIM4 will be adjusted to account for the Consolidation;
- AIM4 will acquire the issued and outstanding common shares of the Company in exchange for the issuance of common shares of the Resulting Issuer (the “Resulting Issuer Shares”) to the holders thereof;
- The Company, AIM4 and 2775554 Ontario Inc. shall amalgamate and continue as the Resulting Issuer; and
- The outstanding stock options and warrants of AIM4 and the Company will be exchanged for options or warrants, as applicable, in respect of the Resulting Issuer’s share capital.

Concurrent with the Arrangement, the Company announced a private placement offering (the “Offering”) of subscription receipts (the “Subscription Receipts”) at a price of C$4.65 per Subscription Receipt for gross proceeds of up to C$34.5 million (assuming the exercise in full of the over-allotment option).

The Offering will be completed pursuant to the terms of an agency agreement (the “Agency Agreement”) between the Company, AIM4 and Canaccord Genuity Corp. (the “Agent”).

The Subscription Receipts will be issued pursuant to the terms of a subscription receipt agreement among the Company, AIM4, the Agent and TSX Trust Company, as subscription receipt agent (the “Subscription Receipt Agreement”). The gross proceeds of the Offering, less a specified proportion of the Agent’s fees and certain expenses of the Agent (the “Escrowed Amount”), will be held in escrow on behalf of the subscribers by TSX Trust Company and invested in an interest-bearing account pursuant to the terms and conditions of the Subscription Receipt Agreement. The Escrowed Amount, together with all interest and other income earned thereon, are referred to herein as the “Escrowed Funds”. The balance of the Agent’s fees will be released to the Agent out of the Escrowed Funds and the balance of the Escrowed Funds will be released from escrow to the Company upon the satisfaction of all of the Escrow Release Conditions (as defined below) prior to a date no later than 120 days following completion of the Offering, except as may be extended in accordance with the terms of the Subscription Receipts.

The Escrow Release Conditions are intended to include the following, in addition to other customary conditions:

- The Arrangement Agreement shall have been entered into;
- the completion, satisfaction or waiver of all conditions precedent to the HCP Acquisition to the satisfaction of the Agent, other than the payment of the consideration to be paid pursuant to the HCP Acquisition for which the Escrowed Funds are required;
- written confirmation from each of the Company and AIM4 that all conditions to the completion of the Arrangement shall have been satisfied, other than the release of the Escrowed Funds and the completion of the HCP Acquisition;
- the Resulting Issuer Shares to be issued pursuant to the Arrangement being conditionally approved for listing on the TSXV, subject only to the satisfaction of customary listing conditions; and
- the receipt of all regulatory, shareholder and third-party approvals, if any, required in connection with the Arrangement and the listing of the Resulting Issuer Shares.

The Agent will be entitled to a cash commission (the “Agency Fee”) equal to 6.0% of the gross proceeds of the Offering. 50% of the Agency Fee shall be paid to the Agents on the closing date of the Offering. The balance of the Agency Fee not paid on the closing of the Offering and all further costs and out-of-pocket expenses of the Agent incurred up to and as of the Escrow Release Date (as defined in the Subscription Receipt Agreement) shall be paid on behalf of the Company to the Agent on the Escrow Release Date from the Escrowed Funds.

Conditional on the satisfaction of the Escrow Release Conditions, each Subscription Receipt will be automatically exercised for one common share of the Company, which shall be exchanged for one Resulting Issuer Share in connection with the Arrangement.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company’s financial instruments consist of cash, accounts receivable and other, investment tax credits, accounts payable and accrued liabilities, bank line of credit, license agreement payable, capital lease obligations and Class A Preferred shares. The carrying value of financial instruments classified at amortized cost approximate fair value due to their short-term nature.

Credit and concentration risk

Financial instruments that potentially subject the Company to credit risk consist primarily of cash and accounts receivable and other. Cash is maintained at reputable Canadian and European financial institutions; therefore, the Company considers the risk of non-performance to be remote. There is no particular concentration of credit risk since the Company sells its products to a diverse customer base consisting of businesses residing in various geographic regions and from various demographic segments.

The Company evaluates the creditworthiness of the corresponding counterparties at regular intervals and generally requires prepayment from most customers.

Allowances are maintained for potential credit losses consistent with credit risk and other information. The Company does not use credit derivatives or similar instruments to mitigate credit risk.

The aging of accounts receivable, net of allowances for expected credit losses and unbilled revenues, at each respective period-end is as follows:

	June 30 2020	September 30, 2019
	$	$
Current	**1,521,780**	3,756,785
Past due		
31 to 60 days	**104,566**	202,690
61-90 days	**3,641,154**	206,925
Greater than 90 days	**1,341,745**	142,612
	6,609,245	4,309,012

The Company applies the simplified approach to provide for expected credit losses as prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. The expected credit loss provision is based on the Company's historical collections and loss experience and incorporates forward-looking factors, where appropriate. The provision matrix below shows the expected credit loss rate for each aging category of trade receivables as at June 30, 2020 and September 30, 2019.

June 30, 2020	**Total**	**0-30 days**	**31-60 days**	**61-90 days**	**>90 days**
Default rates		0.25%	2.75%	1.00%	2.00%
Trade receivables	**$ 6,446,346**	$ 1,587,295	$ 104,566	$ 3,641,154	1,113,331
Expected credit loss	**$ 65,515**	$ 3,967	$ 2,876	$ 36,412	$ 22,261

September 30, 2019	**Total**	**0-30 days**	**31-60 days**	**61-90 days**	**>90 days**
Default rates		0.15%	2.00%	3.00%	9.50%
Trade receivables	**$ 4,341,538**	$ 3,756,617	$ 202,795	$ 206,830	$ 175,296
Expected credit loss	**$ 32,526**	$ 5,622	$ 4,056	$ 6,205	$ 16,643

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk through monitoring cash outflows due in its day-to- day business and by regular cash flow forecasting of cash requirements to fund research and development. The Company's liabilities include trade accounts payable and accrued liabilities all of which are due within normal trade terms of generally 30 days.

	Within 1 year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
	$	$	$	$	$
As at June 30, 2020					
Bank line of credit	8,556,522	-	-	-	8,556,522
Accounts payable and					-
accrued liabilities	2,695,634	-	-	-	2,695,634
Capital lease obligations	1,753,615	2,030,895	-	-	3,784,510
Class A Preferred shares	960,000	960,000	2,880,000	2,796,368	7,596,368
	13,965,771	2,990,895	2,880,000	2,796,368	22,633,034

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Company's earnings or the value of its holdings of financial instruments.

a) Interest rate risk

The Company's exposure to interest rate risk as at June 30, 2020 is as follows:

Cash	Non-interest bearing
Accounts receivable and other	Non-interest bearing
Accounts payable and accrued liabilities	Non-interest bearing
Bank line of credit	Lenders prime rate + 2%
License agreement liability	5.45% per annum
Class A Preferred shares	8.0% per annum

b) Foreign exchange risk

There is financial risk to the Company's earnings that arises from fluctuations in foreign exchange rates and the degree of volatility of these rates. The Company currently does not use derivative instruments to hedge its exposure to foreign currency risk, which is primarily limited to that of the United States dollar and European Euro. At June 30, the following amounts were denominated in U.S. dollars and Euros (expressed in Canadian dollars):

USD	June 30, 2020	September 30, 2019
	$	$
Cash	**452,692**	1,335,275
Accounts receivable and other	**442,165**	275,140
Accounts payable and accrued liabilities	**369,338**	302,350
Net asset position	**1,264,195**	1,912,765
Impact of 10% change	**10%**	10%
	126,420	191,276

EUR	June 30, 2020	September 30, 2019
	$	$
Cash	**135,684**	135,684
Accounts receivable and other	**-**	-
Accounts payable and accrued liabilities	**(92,222)**	(24,441)
Net asset (liability) position	**43,462**	111,244
Impact of 10% change	**10%**	10%
	4,346	11,124

With all other variables held constant, a plus or minus 10% change in the foreign exchange rate would give rise to an increase or decrease in reported net loss for the period of $130,766 (2019 - $202,401). The use of the 10% rate of change is based on observed historical fluctuations in exchange rates.

SCHEDULE "M"
HEALTHCARE PLUS GROUP OF CLINICS AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2019 AND DECEMBER 21, 2018

See attached.

The HealthCare Plus Group of Clinics

Combined Financial Statements
For the Years Ended December 31, 2019 and December 31, 2018

To the Shareholders of HealthCare Plus Group of Clinics:

Opinion

We have audited the combined financial statements of HealthCare Plus Group of Clinics (the "Group"), which comprise the combined statements of financial position as at December 31, 2019, December 31, 2018 and January 1, 2018, and the combined statements of income and comprehensive income, changes in shareholders' deficiency and cash flows for the years ended December 31, 2019 and December 31, 2018, and notes to the combined financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying combined financial statements present fairly, in all material respects, the combined financial position of the Group as at December 31, 2019, December 31, 2018 and January 1, 2018, and its combined financial performance and its combined cash flows for the years ended December 31, 2019 and December 31, 2018 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Combined Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audits of the combined financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Comparative Information

We draw attention to Note 2 to the combined financial statements which describes that the Group adopted International Financial Reporting Standards on January 1, 2019 with a transition date of January 1, 2018. These standards were applied retrospectively by management to the comparative information in these combined financial statements, including the combined statement of financial position as at January 1, 2018, and the combined statements of income and comprehensive income, changes in shareholders' deficiency and cash flows for the year ended December 31, 2018 and related disclosures. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the combined financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the combined financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the combined financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated.

When we read Management's Discussion and Analysis, and we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Combined Financial Statements

Management is responsible for the preparation and fair presentation of the combined financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of combined combined financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the combined financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Combined Financial Statements

Our objectives are to obtain reasonable assurance about whether the combined combined financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these combined financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the combined financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the combined financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the combined financial statements, including the disclosures, and whether the combined financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the combined financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion."

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

MNP LLP

Toronto, Ontario | Chartered Professional Accountants

November 17, 2020 | Licensed Public Accountants

MNP

The HealthCare Plus Group of Clinics

Combined Statements of Financial Position

As at December 31, 2019, December 31, 2018, and January 1, 2018

(in Canadian Dollars)

		December 31, 2019	December 31, 2018	January 1, 2018
		$	$	$
Assets				
Current				
Cash	*Note 4*	**-**	217,537	19,751
Accounts receivable	*Note 5*	**150,971**	147,120	108,213
Due from shareholders	*Note 9*	**63,796**	-	-
		214,767	364,657	127,964
Property and equipment	*Note 6*	**106,024**	91,499	59,913
Right-of-use assets	*Note 9, Note 12*	**553,394**	527,025	-
		659,418	618,524	59,913
		874,185	983,181	187,877
Liabilities				
Current				
Bank indebtedness	*Note 4*	**36,569**	-	-
Accounts payable and accrued liabilities	*Note 7, Note 9*	**328,816**	502,637	211,134
Line of credit	*Note 8*	**7,000**	22,750	-
Current portion of lease liabilities	*Note 9, Note 12*	**130,759**	81,349	-
Due to related parties	*Note 9*	**62,560**	196,256	286,384
Income taxes payable		**5,223**	-	-
		570,927	802,992	497,518
Lease liabilities	*Note 9, Note 12*	**456,495**	468,836	-
		1,027,422	1,271,828	497,518
Shareholders' deficiency				
Share capital	*Note 11*	**300**	300	300
Deficit		**(153,537)**	(288,947)	(309,941)
		(153,237)	(288,647)	(309,641)
		874,185	983,181	187,877

Events after the reporting period (Note 15)

Approved on behalf of the Board of Directors:

[signed]
Director

[signed]
Director

The accompanying notes are an integral part of these combined financial statements

The HealthCare Plus Group of Clinics

Combined Statements of Income and Comprehensive Income

For the years ended December 31, 2019 and 2018

(in Canadian Dollars)

		2019	2018
		$	$
Revenue		**1,385,639**	1,342,200
Physician fees		**829,142**	950,854
Gross Margin		**556,497**	391,346
Operating expenses			
Salaries and wages	*Note 13*	**137,657**	105,783
General and administrative		**66,295**	70,054
Professional fees		**49,863**	24,372
Utilities and maintenance		**37,925**	20,193
Marketing and promotion		**15,899**	13,036
Travel		**9,857**	9,327
Interest and bank charges		**5,020**	8,233
Insurance		**2,994**	2,718
		325,510	253,716
Income before other expenses		**230,987**	137,630
Other expenses (income)			
Depreciation of property and equipment	*Note 6*	**8,274**	7,486
Depreciation of right-of-use assets	*Note 12*	**122,300**	111,250
Interest expense from lease liabilities	*Note 12*	**28,598**	30,432
Rental income		**(68,818)**	(32,532)
		90,354	116,636
Income before taxes		**140,633**	20,994
Income taxes	*Note 10*		
Current		**5,223**	-
Deferred		**-**	-
		5,223	-
Net income (loss) and comprehensive income (loss) for the year		**135,410**	20,994

The accompanying notes are an integral part of these combined financial statements

The HealthCare Plus Group of Clinics

Combined statements of changes in shareholders' deficiency

For the years ended December 31, 2019 and 2018

(in Canadian Dollars)

	Number of Common Shares *(Note 11)*	Share capital *(Note 11)*	Deficit	Total deficit
	#	$	$	$
Balance at December 31, 2017	**300**	**300**	**(309,941)**	**(309,641)**
Net loss and comprehensive loss for the year	-	-	20,994	20,994
Balance at December 31, 2018	**300**	**300**	**(288,947)**	**(288,647)**
Net income and comprehensive income for the year	-	-	135,410	135,410
Balance at December 31, 2019	**300**	**300**	**(153,537)**	**(153,237)**

The accompanying notes are an integral part of these combined financial statements

The HealthCare Plus Group of Clinics

Combined Statements of Cash Flows

For the years ended December 31, 2019 and December 31, 2018

(in Canadian Dollars)

For the year ended December 31,		2019	2018
		$	$
Cash provided by (used for) the following activities			
Operating activities			
Net income (loss) and comprehensive income (loss) for the year		**135,410**	20,994
Items not affecting cash			
Depreciation of property and equipment	*Note 6*	**8,274**	7,486
Depreciation of right-of-use assets	*Note 12*	**122,300**	111,250
Interest expense from lease liabilities	*Note 12*	**28,598**	30,432
Net changes in non-cash working capital balances:			
Accounts receivable		**(3,851)**	(38,907)
Accounts payable and accrued liabilities		**(173,821)**	291,503
Income taxes payable	*Note 10*	**5,223**	-
Cash used in operating activities		**122,133**	422,758
Financing activities			
(Repayment of) proceeds from bank indebtedness		**(15,750)**	22,750
Repayment of amounts due to related parties	*Note 9*	**(133,696)**	(90,128)
Advances to shareholders	*Note 9*	**(63,796)**	-
Lease repayments	*Note 12*	**(140,198)**	(118,522)
Cash provided by financing activities		**(353,440)**	(185,900)
Investing activities			
Purchase of property and equipment (net of leasehold allowance)	*Note 6*	**(22,799)**	(39,072)
Cash used in financing activities		**(22,799)**	(39,072)
Change in cash		**(254,106)**	197,786
Cash, beginning of year		**217,537**	19,751
(Bank indebtedness) cash, end of year	*Note 4*	**(36,569)**	217,537

The accompanying notes are an integral part of these combined financial statements

1 Nature of operations

The HealthCare Plus Group of Clinics is comprised of: 2448430 Ontario Inc, 2538393 Ontario Inc. and 2538606 Ontario Inc. (collectively, the "Group"), all of which were incorporated under the Ontario Business Corporations Act on January 2, 2015, September 26, 2016 and September 27, 2016, respectively. The Group earns income from providing walk-in and virtual medical services to patients across the Greater Toronto Area.

The Group's registered office is 1408 Queen Street W, Toronto, ON, M6K 1L9.

2 First time adoption and Statement of Compliance

These combined financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This is the first time the Group has prepared its combined financial statements in accordance with IFRS. IFRS has been applied in preparing these combined financial statements. The significant accounting policies described in Note 3 have been consistently applied to all periods presented, including the opening combined statement of financial position as at January 1, 2018 (IFRS transaction date).

The combined financial statements were approved for issuance by the Board of Directors on November 11, 2020.

3 Significant accounting policies

Basis of preparation

The combined financial statements are prepared on a going concern basis and have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. All financial information is presented in Canadian dollars, the Group's functional currency.

The Group's principal accounting policies are set out below.

Basis of combination

All of the entities in the Group share common ownership and common management. The combined financial statements incorporate the financial statements of the Group. All intra-group transactions, balances, income and expenses are eliminated in full on combination.

Adoption of new and revised Standards

IFRS 15 Revenue from Contracts with Customers

Effective January 1, 2018, the Group adopted IFRS 15 Revenue from Contracts with Customers ("IFRS 15") as issued by the IASB in May 2014, with clarifying amendments issued in April 2016. The standard specifies how and when entities recognize, measure, and disclose revenue. The standard supersedes all current standards dealing with revenue recognition, including IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers, and SIC 31 Revenue – Barter Transactions Involving Advertising Services. The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 15 Revenue from Contracts with Customers (continued from previous page)

This core principle is delivered in a five-step model framework:

1. Identify the contract(s) with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when (or as) the entity satisfied a performance obligation

The Group applied the changes in the accounting policies resulting from IFRS 15 using the full retrospective application method with the cumulative effect of initially applying IFRS 15 recognized as an adjustment to the opening balance of deficit at January 1, 2018. The Group applied the practical expedient allowed under IFRS 15 and did not restate contracts that began and were completed on or before January 1, 2018.

Revenue recognition

Revenue represents the fair value of consideration received or receivable from customers for services provided by the Group.

a) Clinic services

The Group recognizes revenue from the rendering of independent medical assessments and other patient services, when the services have been provided. Pricing is based on the Ontario Health Care Plan ("OHIP") approved price listing.

IFRS 9 Financial Instruments

On January 1, 2018, the Group adopted IFRS 9 Financial Instruments (“IFRS 9”), which includes a principle-based approach for classification and measurement of financial assets and a forward-looking expected credit loss (“ECL”) model. IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”) categories of held to maturity, loans and receivables and available for sale. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive loss.

The Group reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

Financial assets

Recognition and initial measurement

The Group recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and subsequent measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The Group determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss.

- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income or loss. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income or loss. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income or loss is reclassified to profit or loss. The Group does not hold any financial assets measured at fair value through other comprehensive income or loss.

- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

Financial assets (continued from previous page)

- Designated at fair value through profit or loss - On initial recognition, the Group may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. The Group does not hold any financial assets designated to be measured at fair value through profit or loss.

The Group measures all equity investments at fair value. Changes in fair value are recorded in profit or loss. The entity does not hold any equity investments.

Business model assessment

The Group assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Group considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Group's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

Impairment of financial assets under IFRS 9 replaces the incurred loss model in IAS 39 with an ECL model. The new impairment model applies to financial assets measured at amortized cost, and contract assets and debt investments at FVOCI.

The Group recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Group applies the simplified approach for trade receivables. Using the simplified approach, the Group records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

Financial assets (continued from previous page)

The Group assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Group continues to recognize a loss allowance equal to lifetime expected credit losses.

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the statement of financial position as a deduction from the gross carrying amount of the financial asset.

Financial assets are written off when the Group has no reasonable expectations of recovering all or any portion thereof.

Derecognition of financial assets

The Group derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred under particular circumstances.

For this purpose, a financial asset is transferred if the Group either:

- Transfers the right to receive the contractual cash flows of the financial asset, or;
- Retains the right to receive the contractual cash flows of the financial asset, but assumes an obligation to pay received cash flows in full to one or more third parties without material delay and is prohibited from further selling or transferring the financial asset.

Transferred financial assets are evaluated to determine the extent to which the Group retains the risks and rewards of ownership. When the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it evaluates whether it has retained control of the financial asset.

Where substantially all risks and rewards of ownership have been transferred, or risks and rewards have neither been transferred nor retained and control of the financial asset has not been retained, the Group derecognizes the financial asset. At the same time, the Group separately recognizes as assets or liabilities the fair value of any rights and obligations created or retained in the transfer. Any difference between the carrying amount measured at the date of recognition and the consideration received is recognized in profit or loss.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

Financial liabilities

Recognition and initial measurement

The Group recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Group measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Group derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Embedded derivatives

For hybrid contracts containing a host that is not an asset in the scope of IFRS 9, embedded derivatives are evaluated on initial recognition to determine if the embedded derivative must be separated from the host contract. Embedded derivatives are separated from the host contract when the economic characteristics and risks of the derivative are not closely related to those of the host contract, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives that are separated from the host contract are initially measured at fair value and subsequently measured at fair value through profit or loss. The host contract is accounted for in accordance with the appropriate Standards.

Non-option derivatives are separated from the host contract on the basis of their stated or implied substantive terms so as to result in them having a fair value of zero at inception. Option-based derivatives are separated from the host contract on the basis of stated terms and conditions and measured at their fair value on inception, with the host contract's initial carrying amount being the residual amount after separating the derivative.

(in Canadian Dollars)

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

Financial liabilities (continued from previous page)

IFRS 9 contains three principle classifications for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL") and eliminates the previous IAS 39 categories of held to maturity, loans and receivables and available for sale. Classification of financial assets under IFRS 9 is generally based on a business model and its contractual cash flow characteristics.

The following table summarizes the classification impacts upon adoption of IFRS 9:

Financial assets and liabilities	Classification under IAS 39	Classification under IFRS 9
Cash	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Line of credit	Other financial liabilities	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Lease liabilities	Other financial liabilities	Amortized cost
Due to related parties	Other financial liabilities	Amortized cost
Bank indebtedness	Other financial liabilities	Amortized cost

IFRS 16 Leases

Effective January 1, 2018, the Group adopted IFRS16 Leases ("IFRS 16"). IFRS 16 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to lessee accounting by removing the distinction between operating and finance lease and requiring the recognition of a right-of-use asset and a lease liability at commencement for all leases, except for short-term leases and leases of low value assets.

The Group has elected to early adopt IFRS 16 and therefore the date of initial adoption is January 1, 2018.

Since the Group is a first-time adopter of IFRS, when the Group has elected to use the IFRS 1 exemption to measure the lease liability at the date of transition to IFRS at the present value of the remaining payments, discounting using the lease incremental borrowing rate. The Group has chosen to measure the right-of-use asset at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the combined statement of financial position immediately before the date of application of IFRS.

The following is the Group's new accounting policy for leases under IFRS 16:

At inception of a contract, the Group assesses whether a contract is, or contains, a lease by determining whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A right-of-use asset and lease liability is recognized at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

3 Summary of significant accounting policies *(continued from previous page)*

IFRS 16 Leases (continued from previous page)

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, including periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the implicit interest rate in the lease. If the rate cannot be readily determined, the Group's incremental rate of borrowing is used. The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

Significant accounting judgments and estimation uncertainties

The preparation of combined financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the amounts reported in the combined financial statements and notes to the combined financial statements. These estimates are based on management's best knowledge of current events and actions the Group may undertake in the future. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are revised.

These estimates and judgments are further discussed below:

(i) Income taxes

At the end of each reporting period, the Group assesses whether the realization of deferred tax benefits is sufficiently probable to recognize deferred tax assets. This assessment requires the exercise of judgment on the part of management with respect to, among other things, benefits that could be realized from available income tax strategies and future taxable income, as well as other positive and negative factors. The recorded amount of total deferred tax assets could be reduced if estimates of projected future taxable income and benefits from available income tax strategies are lowered, or if changes in current income tax regulations are enacted that impose restrictions on the timing or extent of the Group's ability to utilize deferred tax benefits.

(ii) Estimated useful lives of long-lived assets

Management reviews useful lives of depreciable assets at each reporting date. Management assesses that the useful lives represent the expected utilization in terms of duration of the assets to the Group. Actual utilization, however, may vary due to obsolescence.

(iii) Provision for expected credit losses ("ECL")

The Group performs impairment testing annually for accounts receivable in accordance with IFRS 9. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which are determined on a probability-weighted basis. IFRS 9 outlines a three-stage approach to recognizing ECLs which is intended to reflect the increase in credit risks of a financial instrument based on 1) 12-month expected credit losses or 2) lifetime expected credit losses. The Group measures provision for ECLs at an amount equal to lifetime ECLs.

3 Summary of significant accounting policies *(continued from previous page)*

Significant accounting judgments and estimation uncertainties *(continued from previous page)*

(iii) Provision for expected credit losses ("ECL") (Continued from previous page)

The Group applies the simplified approach to determine ECLs on trade receivables by using a provision matrix based on historical credit loss experiences. The historical results were used to calculate the run rates of default which were then applied over the expected life of the trade receivables, adjusted for forward looking estimates.

(iv) Incremental borrowing rates

The Group's incremental borrowing rate is used to estimate the initial value of the lease liabilities and associated right of use asset. The Group's incremental borrowing rate is determined with reference to the borrowing rate for a similar asset within a country for a similar lease term.

The Group estimates the lease term by considering the facts and circumstances that can create an economic incentive to exercise an extension option, or not exercise a termination option by assessing relevant factors such as store profitability. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment of the lease term is reviewed if a significant event or a significant change in circumstance occurs, which affects this assessment and that is within the control of the lessee. The Group estimates the incremental borrowing rate used to measure our lease liability for each lease contract. This includes estimation in determining the asset-specific security impact.

Property and equipment

Property and equipment is stated at cost less accumulated depreciation and impairment losses, if any. Repairs and maintenance costs on capital assets are charged to expense during the period in which they are incurred. Depreciation is calculated as follows:

Leasehold improvements	Straight-line over the term of the lease

If the cost of a component of equipment is significant to an item, that component is separated out and depreciated separately. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, annually, the effects of any changes in estimates accounted for prospectively.

The Group reviews for indicators of impairment annually, or whenever events or circumstances indicate that the carrying value may not be recoverable. To determine recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("cash-generating units" or "CGUs"). The recoverable amount is the higher of an asset or CGU's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset or CGU). The asset's carrying amount is written down to its recoverable amount if the asset's carrying value is greater than its estimated recoverable amount. The Group evaluates impairment losses for potential reversal when events or circumstances warrant such consideration.

3 Summary of significant accounting policies *(continued from previous page)*

Impairment of non-financial assets

Property and equipment are tested for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. When an indication of impairment is identified, the carrying value of the asset or group of assets is measured against the recoverable amount. The Group evaluates impairments losses, other than goodwill impairment, for potential reversals when events or circumstances warrant such consideration.

Income taxes

Income tax comprises current and deferred income tax. Income tax is recognized in the combined statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Income tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized for the temporary differences between the carrying amounts of assets and liabilities in the combined financial statements and their respective tax bases, for unused tax losses and other than refundable investment tax credits. These differences are measured using tax rates and laws that were enacted or substantively enacted at the date of the combined statement of financial position and are expected to apply when the deferred income tax asset or liability is settled. Deferred tax assets are recognized only to the extent that it is more likely than not, in the opinion of management, that sufficient taxable income will be available to allow for all or part of the asset to be recovered.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and relate to income taxes levied by the same taxation authority.

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from shareholders' deficiency.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

(in Canadian Dollars)

4 Cash and bank indebtedness

	December 31, 2019	December 31, 2018	January 1, 2018
	$	$	$
Cash	36,408	294,630	50,340
Outstanding cheques	(72,977)	(77,093)	(30,589)
(Bank indebtedness) cash	**(36,569)**	**217,537**	**19,751**

5 Accounts receivable

The majority of the Group's revenue is derived from billing OHIP, a government agency. Non-OHIP services are paid for in advance by the customer /patient. Accordingly, the Group has never had a bad debt and does not anticipate credit losses in the future.

6 Property and equipment

	Leasehold improvements
	$
Cost	
Balance, January 1, 2018	**66,413**
Additions	215,697
Leasehold inducements	(176,625)
Balance, December 31, 2018	**105,485**
Additions	69,899
Leasehold inducements	(47,100)
Balance, December 31, 2019	**128,284**
Accumulated depreciation	
Balance, January 1, 2018	**6,500**
Depreciation	7,486
Balance, December 31, 2018	**13,986**
Depreciation	8,274
Balance, December 31, 2019	**22,260**
Net book value	
January 1, 2018	59,913
December 31, 2018	91,499
December 31, 2019	**106,024**

Under the terms of the lease for the Group's clinic at 600 the East Mall ("East Mall Clinic"), the Group was provided with a leasehold allowance of $471,000 plus applicable taxes in order to build-out the existing space into a medical clinic. The renovations spanned a period of more than one year. As a result, the Group recognized the leasehold allowance (to the extent received in cash) in proportion to the estimated progress on the overall buildout. The Group only recognizes leasehold allowances once collection is reasonably assured. The Group received 50% of the leasehold allowance, or $235,500 upon reaching 75% completion on the buildout which occurred during the year ended December 31, 2018. Accordingly, $176,625 of the leasehold allowance was recognized as a reduction of property and equipment during the year ended December 31, 2018.

(in Canadian Dollars)

6 Property and equipment *(continued from previous page)*

During the year ended December 31, 2019, the buildout reached 95% completion and an additional $47,100 of the leasehold allowance was recognized as a reduction of property and equipment. As at December 31, 2019, the Group received but unrecognized portion of the leasehold allowance of $11,775 (December 31, 2018 - $58,875) was included in accounts payable and accrued liabilities on the Group's combined statement of financial position. The remaining $235,500 of leasehold allowance has not been recognized as the Group does not have reasonable assurance of collection.

7 Accounts payable and accrued liabilities

	December 31, 2019	December 31, 2018	January 1, 2018
	$	$	$
Accounts payable and accrued liabilities *(Note 9)*	295,010	466,118	209,060
Government remittances	33,806	36,519	2,074
	328,816	**502,637**	**211,134**

8 Line of credit

The Group has a credit facility agreement (the "Credit facility") that includes an operating line of credit of up to a maximum borrowing limit of $35,000 (2018 - $35,000) which bears interest at lender's prime rate plus 2.75% per annum (December 31, 2018 – lender's prime rate + 2.75%, January 1, 2018 – lender's prime rate + 2.75%). As at December 31, 2019, the Group has drawn $7,000 (December 31, 2018 - $22,750, January 1, 2018 - $nil) on this facility. The credit facility is secured by a general security agreement covering personal guarantees from the shareholders of the Group.

9 Related party transactions and balances

The due to related party balance and related party transactions are as follows:

	December 31, 2019	December 31, 2018	January 1, 2018
	$	$	$
Due from shareholders	63,796	-	-
Due to related parties:			
Due to shareholders	-	133,696	286,384
Advances from family members of the shareholders	62,560	62,560	-
	62,560	**196,256**	**286,384**

Due (from) to shareholders

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

Advances from family members of the shareholders

As at December 31, 2019, the Group had advances due to family members of the shareholders in amount of $62,560 (December 31, 2018 - $62,560, January 1, 2018 - $nil). These loans are unsecured, non-interest bearing and are due on demand.

(in Canadian Dollars)

9 Related party transactions and balances *(continued from previous page)*

Leases

During the year ended December 31, 2019 the Group paid rent of $34,537 (December 31, 2018 - $34,537) to a company with common ownership. As at December 31, 2019, $9,706 (December 31, 2018 - $16,537) due to the same company was included in accounts payable and accrued liabilities. The associated right-of-use asset as of December 31, 2019 is $151,753 (December 31, 2018 - $180,658, January 1, 2018 - $207,155) and the related lease liability as of December 31, 2019 is $156,864 (December 31, 2018 - $182,662, January 1, 2018 - $207,155).

10 Income taxes

a) Income tax expense

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% to the effective tax rate is as follows:

	December 31, 2019	December 31, 2018
Statutory income tax rate	**26.50%**	26.50%
	$	**$**
Net Income before income tax expense	**140,633**	**20,994**
Expected income tax expenses	**37,268**	**5,563**
Tax rate changes and other adjustments	**80**	**2,696**
Tax rate adjustment for small business deduction	**(19,689)**	**(2,729)**
Non-deductible expenses	**215**	**371**
Change in tax benefits not recognized	**(12,651)**	**(5,901)**
Income tax expense	**5,223**	**-**

The Company's income tax expense is allocated as follows:	**$**	$
Current tax expense	**5,223**	-
Deferred tax expense	**-**	-
Income tax expense	**5,223**	-

b) Deferred tax balance

The following table summarizes the components of deferred tax:

	December 31, 2019	December 31, 2018	January 1, 2018
	$	$	$
Deferred income tax assets (liabilities)			
Deferred tax assets			
Lease liability	**67,712**	**65,878**	-
Non-capital losses carried forward	**744**	**269**	**228**
Accounts payable and accrued liabilities	**1,437**	**4,078**	
Deferred tax liabilities			
Property and equipment	**(2,379)**	**(4,347)**	**(228)**
Right-of-use asset	**(67,514)**	**(65,878)**	**-**
Net deferred income tax assets (liabilities)	-	-	-

(in Canadian Dollars)

10 Income taxes *(continued from previous page)*

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

Unrecognized deductible temporary differences

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	December 31, 2019	**December 31, 2018**	**January 1, 2018**
	$	$	$
Accounts payable and accrued liabilities	**-**	610	-
Lease liability	**32,232**	23,160	-
Non-capital losses carried forward	**40,154**	148,084	195,593
Balance at the end of the year	**72,386**	171,854	195,593

The Canadian non-capital loss carry forwards expire as noted in the table below. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

The Group's Canadian non-capital income tax losses expire as follows:

Year	
	$
2037	35,480
2039	4,674
	40,154

11 Share capital

Authorized

The authorized share capital of the Group consists of an unlimited number of common shares with no par value.

Common shares

The common shares carry voting rights. Each common share entitles the holder to one vote for each share held.

(in Canadian Dollars)

11 Share capital *(continued from previous page)*

Issued and outstanding

	#	$
Balance, January 1, 2018	**300**	**300**
Balance, December 31, 2018	**300**	**300**
Balance, December 31, 2019	**300**	**300**

12 Leases

The Group adopted IFRS 16 effective January 1, 2018 at the start of its new fiscal year and on initial application, the Group has elected to record right-of-use assets based on the corresponding lease liabilities. When measuring lease liabilities, the Group discounted lease payments using incremental borrowing rates in the range of 3.83% to 5.20%.

The following table reconciles the Group's operating lease obligations to the lease obligations recognized on initial application of IFRS 16 at January 1, 2018:

Right of use assets	**Premises**	**Automobiles**	**Total**
Cost	$	$	$
Balance at January 1, 2018	-	-	-
Additions	614,271	24,004	638,275
Balance at December 31, 2018	**614,271**	**24,004**	**638,275**
Additions	34,970	113,699	148,669
Balance at December 31, 2019	**649,241**	**137,703**	**786,944**
Accumulated depreciation			
Balance at January 1, 2018	-	-	-
Depreciation	97,533	13,717	111,250
Balance at December 31, 2018	**97,533**	**13,717**	**111,250**
Depreciation	103,891	18,409	122,300
Balance at December 31, 2019	**201,424**	**32,126**	**233,550**
Net book value as at:			
December 31, 2018	516,738	10,287	527,025
December 31, 2019	**447,817**	**105,577**	**553,394**

(in Canadian Dollars)

12 Leases *(continued from previous page)*

Lease liabilities	**Premises**	**Automobiles**	**Total**
			$
Balance at January 1, 2018	-	-	-
Additions	614,271	24,004	638,275
Interest expense	29,739	693	30,432
Repayments	(104,325)	(14,197)	(118,522)
Balance at December 31, 2018	**539,685**	**10,500**	**550,185**
Additions	34,970	113,699	148,669
Interest expense	27,035	1,563	28,598
Repayments	(115,653)	(24,545)	(140,198)
Balance at December 31, 2019	**486,037**	**101,217**	**587,254**

	December 31, 2019	**December 31, 2018**	**January 1, 2018**
Current portion of lease liabilities	130,759	81,349	-
Long term portion of lease liabilities	456,495	468,836	-
Total lease liabilities	**587,254**	**550,185**	**-**

The Group has entered into agreements to lease office premises until 2025. The annual rent expenses for premises consist of minimum rent and does not include variable costs. The undiscounted minimum payments under all agreements are as follows:

	$
2020	156,652
2021	159,186
2022	130,981
2023	102,033
2024	91,551
2025	15,296
	655,700

13 Key management compensation

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include management executives of the Group. Compensation provided to key management is as follows:

	2019	2018
	$	$
Short-term employee benefits (Included in salary and wages)	**7,787**	-

As the Group is still in its growth stage, the key management (who are also the Group's shareholders) has not taken any significant salary to date.

(in Canadian Dollars)

14 Risk management arising from financial instruments

a) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Group's principal financial assets that expose it to credit risk are receivables, the Group mitigates this risk by monitoring the credit worthiness of its customers.

The Group recognizes a provision for expected credit losses based on its assessment of probability of specific losses, estimates of future individual exposures and provisions based on historical experience.

The following is the breakdown of the aging of trade receivables:

	December 31, 2019	**December 31, 2018**	**January 1, 2018**
	$	$	$
Trade receivables aging:			
0-30 days	94,828	83,537	56,295
31-60 days	43,995	61,047	45,383
61-90 days	12,114	-	5,085
Greater than 90 days	34	2,536	1,451
Net trade receivables	**150,971**	**147,120**	**108,213**

As at December 31, 2019, the Group has not recorded any provision for expected credit losses (2018 - $nil). At December 31, 2019, of the Group's trade receivables, one customer accounted for 88% (2018 – one customer for 89%).

The Group applies the simplified approach to provide for expected credit losses as prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. The expected credit loss provision is based on the Group's historical collections and loss experience and incorporates forward-looking factors, where appropriate. The Group has had no receivables default and therefore no credit loss provision has been accrued as at December 31, 2019, December 31, 2018, and January 1, 2018.

b) 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 Group's line of credit bears interest at a variable interest rate. Changes in the lending institutions prime lending rates expose the Group to fluctuations in interest payments and cash flows.

c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group'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 Group has a credit facility with up to $35,000 in place should it be required to meet temporary fluctuations in cash requirements. The Group's liabilities include trade accounts payable and accrued liabilities all of which are due within normal trade terms of generally 30 days.

(in Canadian Dollars)

14 Risk management arising from financial instruments *(continued from previous page)*

d) Liquidity risk *(continued from previous page)*

	Within 1 year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
	$	$	$	$	$
As of December 31, 2019					
Line of credit	7,000	-	-	-	7,000
Bank indebtedness	36,569	-	-	-	36,569
Accounts payable and accrued liabilities	328,816	-	-	-	328,816
Due to related parties	62,560	-	-	-	62,560
Income taxes payable	5,223	-	-	-	5,223
Lease liabilities	156,652	159,186	339,862	-	655,700
	596,820	**159,186**	**339,862**	**-**	**1,095,868**

d) Management of capital

The Group's objective of managing capital, comprising of shareholder's equity, is to ensure its continued ability to operate as a going concern. The Group 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 Group's capital management approach on an ongoing basis and believe this approach, given the relative size of the Group, is reasonable. The Group is not subject to externally imposed capital requirements. The Group's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2019.

15 Events after the reporting period

Global outbreak of COVID-19

Subsequent to year end, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Group as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate this outbreak may cause reduced customer demand, a decrease in the timeliness of trade receivable collections and supply chain disruptions which could all negatively impact the Group's business and financial condition.

15 Events after the reporting period *(continued from previous page)*

Reverse takeover

On October 18, 2020, the Group entered into a share purchase agreement with the security holders of 2775554 Ontario Inc. pursuant to which 2775554 Ontario Inc. will purchase all of the issued and outstanding shares of the Group (the "Acquisition"). Concurrent with the Acquisition, pursuant to a share purchase agreement also dated October 18, 2020, TRC Management Holdings Corp. will purchase all of the issued and outstanding shares of 2775554 Ontario Inc. (the "HCP Acquisition") for a purchase price of approximately $14.6 million, a portion of which amount will be satisfied at closing by (i) the issuance of common shares of TRC Management Holdings Corp., and (ii) a cash payment to certain of such selling shareholders of 2775554 Ontario Inc. six months from the closing of the acquisition. For clarity, the Group only comprises a portion of the HCP Acquisition as 2775554 Ontario Inc. will also be purchasing 11419501 Canada Inc., ArionTech Inc., and Complete Immigration Medical Centre Corp. immediately prior to the sale of its shares to TRC Management Holdings Corp.

Pursuant to the terms of a letter of intent dated October 14, 2020 between TRC Management Holdings Corp. and AIM4 Ventures Inc. the common shares of TRC Management Holdings Corp. issued as consideration for the HCP Acquisition will be exchanged, pursuant to a plan of arrangement in accordance with Section 182 of the Business Corporations Act (Ontario), for common shares of the entity resulting from the business combination of TRC Management Holdings Corp., AIM 4 Ventures and 2775554 Ontario Inc. (the "Resulting Issuer"). It is anticipated that the Resulting Issuer will be re-named Think Research Corporation. Subscription receipts for shares of the Resulting Issuer of more than $30.0 million have been received and are being held in escrow until the Resulting Issuer becomes publicly listed at which time these funds will be released and made available for the Resulting Issuer's use.

SCHEDULE "N"
HEALTHCARE PLUS GROUP OF CLINICS MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2019 AND DECEMBER 21, 2018

See attached.

HealthCare Plus Group of Clinics
MANAGEMENT DISCUSSION & ANALYSIS (“MD&A”)
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

BACKGROUND

The HealthCare Plus Group of Clinics is comprised of 2448430 Ontario Inc, 2538393 Ontario Inc. and 2538606 Ontario Inc. (collectively, the "Group"), all of which were incorporated under the Ontario Business Corporations Act on January 2, 2015, September 26, 2016 and September 27, 2016, respectively. The Group earns income from providing walk-in and virtual medical services to patients across the Greater Toronto Area.

As at December 31, 2019, the Group operates 4 clinics where each facility provides the following services:

1. Parkdale - Walk In, Family Practice, Allied Health (Physiotherapy, Chiropractic, Acupuncture, Osteopath and Massage Therapy services) and Mental Health (Psychiatry) services
2. Mississauga - Walk In, Family Practice, Allied Health (Physiotherapy, Chiropractic, Acupuncture, Osteopath, and Massage Therapy services) and Mental Health (Psychiatry) services
3. Georgetown - Walk In, Family Practice, Mental Health (Psychiatry), Cardiology and Dermatology services
4. Dalhousie - Virtual Family Medicine

OVERALL PERFORMANCE

	2019	2018
	$	$
Revenue	1,385,639	1,342,200
Physician fees	829,142	950,854
Gross Margin	556,497	391,346
Operating expenses		
Salaries and wages	137,657	105,783
General and administrative	66,295	70,054
Professional fees	49,863	24,372
Utilities and maintenance	37,925	20,193
Marketing and promotion	15,899	13,036
Travel	9,857	9,327
Interest and bank charges	5,020	8,233
Insurance	2,994	2,718
	325,510	253,716
Income before other expenses	230,987	137,630
Other expenses (income)		
Depreciation of property and equipment	8,274	7,486
Depreciation of right-of-use assets	122,300	111,250
Interest expense from lease liabilities	28,598	30,432
Rental income	(68,818)	(32,532)
	90,354	116,636
Income before taxes	140,633	20,994
Income taxes		
Current	5,223	-
Deferred	-	-
	5,223	-
Net income (loss) and comprehensive income (loss) for the year	135,410	20,994

The overall performance this reporting period is attributable to:

- Converted Dalhousie location from physical to a fully virtual urgent care clinic
- Mississauga site added virtual services and transitioned to providing both physical and virtual care for patients
- Ramped up virtual care services across all sites
- Increased accessibility of digital services request appointments and request referrals

DISCUSSION OF OPERATIONS

Revenues, Cost of Goods and Gross Profit

The following table shows a breakdown of revenue, cost of sales and gross margin for the **12** months ended **December 31, 2019**.

	2019	2018
	$	$
Revenue	1,385,639	1,342,200
Physician fees	829,142	950,854
Gross Margin	556,497	391,346

During the 12 months ended December 31, 2019 the Company generated revenue of $1,385,639 representing an increase from $1,342,200 achieved during the prior fiscal year. The increase in revenue is due to higher patient volumes.

During the 12 months ended December 31, 2019 the Company paid physician fees of $829,142 representing a decrease from $950,854 achieved during the prior fiscal year. The decrease is due to improved margins for HCP on physician fees.

Operating Expense

The following table summarizes operating expenses for the year ended December 31, 2019 and December 31, 2018.

	2019	2018
	$	$
Operating expenses		
Salaries and wages	137,657	105,783
General and administrative	66,295	70,054
Professional fees	49,863	24,372
Utilities and maintenance	37,925	20,193
Marketing and promotion	15,899	13,036
Travel	9,857	9,327
Interest and bank charges	5,020	8,233
Insurance	2,994	2,718
	325,510	253,716

Operating expenses increased to $325,510 for the year ended December 31, 2019 from $253,716 for the year ended December 31, 2018. The increase is primarily driven by hiring additional staff members to better manage the increased volume of digital services provided to patients.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents

As at December 31, 2019 the Company had $nil (December 31, 2018 - $217,537) of cash and cash equivalents.

Operating activities / Investing activities / Financing activities

During the 12 months ended December 31, 2019, the Company generated $122,133 (December 31, 2018 - $422,758) of cash in operating activities.

During the 12 months ended December 31, 2019, the Company used $353,440 (December 31, 2018 - $185,900) of cash in financing activities mainly for lease payments and repayment of loans to related parties.

During the 12 months ended December 31, 2019, the Company used $22,799 (December 31, 2018 - $39,072) of cash in investing activities for purchase of property and equipment.

TRANSACTIONS BETWEEN RELATED PARTIES

	December 31, 2019	December 31, 2018	January 1, 2018
	$	$	$
Due from shareholders	63,796	-	-
Due to related parties:			
Due to shareholders	-	133,696	286,384
Advances from family members of the shareholders	62,560	62,560	-
	62,560	**196,256**	**286,384**

As at December 31, 2019, the Company had advances due to family members of the shareholders in the amount of $62,560 (December 31, 2018 - $62,560, January 1, 2018 - $nil). These loans are unsecured, non-interest bearing and are due on demand.

Leases

During the year ended December 31, 2019 the Group paid rent of $34,537 (December 31, 2018 - $34,537) to a company with common ownership. As at December 31, 2019, $9,706 (December 31, 2018 - $16,537) due to the same company was included in accounts payable and accrued liabilities. The associated right- of-use asset as of December 31, 2019 is $151,753 (December 31, 2018 - $180,658, January 1, 2018 - $207,155) and the related lease liability as of December 31, 2019 is $156,864 (December 31, 2018 - $182,662, January 1, 2018 - $207,155).

DISCLOSURE OF OUTSTANDING SHARE DATA

Description of Security	Number of Securities Outstanding
HealthCare Plus - 2775554 Ontario Inc.	
Common Shares - 2538606 Ontario Inc	100
Common Shares - 253893 Ontario Inc	100
Common Shares - 2448430 Ontario Inc	100
Total, Fully Diluted	**300**

The company is authorized to issue unlimited common shares and does not have any other securities issued (no options, warrants, etc.).

SUBSEQUENT EVENTS

COVID-19

Subsequent to period end, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in the World Health Organization declaring this virus a global pandemic in March 2020. Governments around the world have enacted emergency measures to combat the spread of the virus. These measures which include the implementation of travel bans, self-imposed quarantine periods and social distancing and closure of businesses have caused material disruption to businesses resulting in an economic slowdown. Governments and central banks have responded with significant monetary and fiscal interventions designed to stabilize the financial markets. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the duration and severity of these developments.

Share Purchase Agreement

On October 18, 2020, the Company entered into a share purchase agreement with the securityholders of 2775554 Ontario Inc. pursuant to which 2775554 Ontario Inc. will purchase all of the issued and outstanding shares of the Company (the "Acquisition"). Concurrent with the Acquisition, pursuant to a share purchase agreement also dated October 18, 2020, TRC Management Holdings Corp. will purchase all of the issued and outstanding shares of 2775554 Ontario Inc. (the "HCP Acquisition") for a purchase price of approximately $14.6 million, a portion of which amount will be satisfied at closing by (i) the issuance of common shares of TRC Management Holdings Corp., and (ii) a cash payment to certain of such selling shareholders of 2775554 Ontario Inc. six months from the closing of the acquisition.

Pursuant to the terms of a letter of intent dated October 14, 2020 between TRC Management Holdings Corp. and AIM4 Ventures Inc.. the common shares of TRC Management Holdings Corp. issued as consideration for the HCP Acquisition will be exchanged, pursuant to a plan of arrangement in accordance with Section 182 of the Business Corporations Act (Ontario), for common shares of the entity resulting from the business combination of TRC Management Holdings Corp., AIM 4 Ventures and 2775554 Ontario Inc. (the “Resulting Issuer”). It is anticipated that the Resulting Issuer will be re-named Think Research Corporation. Subscription receipts for shares of the Resulting Issuer of more than $30.0 million have been received and are being held in escrow until the Resulting Issuer becomes publicly listed at which time these funds will be released and made available for the Resulting Issuer’s use.

CRITICAL ACCOUNTING ESTIMATES

Significant accounting judgments and estimation uncertainties

The preparation of combined financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the amounts reported in the combined financial statements and notes to the combined financial statements. These estimates are based on management’s best knowledge of current events and actions the Group may undertake in the future. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates are revised.

These estimates and judgments are further discussed below:

i. *Income taxes*
At the end of each reporting period, the Group assesses whether the realization of deferred tax benefits is sufficiently probable to recognize deferred tax assets. This assessment requires the exercise of judgment on the part of management with respect to, among other things, benefits that could be realized from available income tax strategies and future taxable income, as well as other positive and negative factors. The recorded amount of total deferred tax assets could be reduced if estimates of projected future taxable income and benefits from available income tax strategies are lowered, or if changes in current income tax regulations are enacted that impose restrictions on the timing or extent of the Group’s ability to utilize deferred tax benefits.

ii. *Estimated useful lives of long-lived assets*
Management reviews useful lives of depreciable assets at each reporting date. Management assesses that the useful lives represent the expected utilization in terms of duration of the assets to the Group. Actual utilization, however, may vary due to obsolescence.

iii. *Provision for expected credit losses (“ECL”)*

The Group performs impairment testing annually for accounts receivable in accordance with IFRS 9. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which are determined on a probability-weighted basis. IFRS 9 outlines a three-stage approach to recognizing ECLs which is intended to reflect the increase in credit risks of a financial instrument based on 1) 12-month expected credit losses or 2) lifetime expected credit losses. The Group measures provision for ECLs at an amount equal to lifetime ECLs.

The Group applies the simplified approach to determine ECLs on trade receivables by using a provision matrix based on historical credit loss experiences. The historical results were used to calculate the run rates of default which were then applied over the expected life of the trade receivables, adjusted for forward looking estimates.

iv. *Incremental borrowing rates*

The Group's incremental borrowing rate is used to estimate the initial value of the lease liabilities and associated right of use asset. The Group's incremental borrowing rate is determined with reference to the borrowing rate for a similar asset within a country for a similar lease term.

The Group estimates the lease term by considering the facts and circumstances that can create an economic incentive to exercise an extension option, or not exercise a termination option by assessing relevant factors such as store profitability. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment of the lease term is reviewed if a significant event or a significant change in circumstance occurs, which affects this assessment and that is within the control of the lessee. The Group estimates the incremental borrowing rate used to measure our lease liability for each lease contract. This includes estimation in determining the asset-specific security impact.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The combined financial statements are prepared on a going concern basis and have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. All financial information is presented in Canadian dollars, the Group's functional currency.

The Group's principal accounting policies are set out below.

The combined financial statements incorporate the financial statements of the Group. All intra-group transactions, balances, income and expenses are eliminated in full on combination.

Adoption of new and revised Standards

IFRS 15 Revenue from Contracts with Customers

Effective January 1, 2018, the Group adopted IFRS 15 Revenue from Contracts with Customers ("IFRS

15") as issued by the IASB in May 2014, with clarifying amendments issued in April 2016. The standard specifies how and when entities recognize, measure, and disclose revenue. The standard supersedes all current standards dealing with revenue recognition, including IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers, and SIC 31 Revenue – Barter Transactions Involving Advertising Services. The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

This core principle is delivered in a five-step model framework:

1. Identify the contract(s) with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when (or as) the entity satisfied a performance obligation

The Group applied the changes in the accounting policies resulting from IFRS 15 using the full retrospective application method with the cumulative effect of initially applying IFRS 15 recognized as an adjustment to the opening balance of deficit at January 1, 2018. The Group applied the practical expedient allowed under IFRS 15 and did not restate contracts that began and were completed on or before January 1, 2018.

Revenue recognition

Revenue represents the fair value of consideration received or receivable from customers for services provided by the Group.

a. Clinic services
   The Group recognizes revenue from the rendering of independent medical assessments and other patient services, when the services have been provided. Pricing is based on the Ontario Health Care Plan ("OHIP") approved price listing.

IFRS 9 Financial Instruments

On January 1, 2018, the Group adopted IFRS 9 Financial Instruments ("IFRS 9"), which includes a principle-based approach for classification and measurement of financial assets and a forward-looking expected credit loss ("ECL") model. IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39") categories of held to maturity, loans and receivables and available for sale. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive loss.

The Group reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Financial assets

Recognition and initial measurement

The Group recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and subsequent measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The Group determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss.
- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income or loss. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income or loss. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income or loss is reclassified to profit or loss. The Group does not hold any financial assets measured at fair value through other comprehensive income or loss.
- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss.
- Designated at fair value through profit or loss - On initial recognition, the Group may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. The Group does not hold any financial assets designated to be measured at fair value through profit or loss.

The Group measures all equity investments at fair value. Changes in fair value are recorded in profit or loss. The entity does not hold any equity investments.

Business model assessment

The Group assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Group considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Group's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

Impairment of financial assets under IFRS 9 replaces the incurred loss model in IAS 39 with an ECL model. The new impairment model applies to financial assets measured at amortized cost, and contract assets and debt investments at FVOCI.

The Group recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Group applies the simplified approach for trade receivables. Using the simplified approach, the Group records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

The Group assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit- impaired at the reporting date, the Group continues to recognize a loss allowance equal to lifetime expected credit losses.

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the statement of financial position as a deduction from the gross carrying amount of the financial asset.

Financial assets are written off when the Group has no reasonable expectations of recovering all or any portion thereof.

Derecognition of financial assets

The Group derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred under particular circumstances.

For this purpose, a financial asset is transferred if the Group either:

- Transfers the right to receive the contractual cash flows of the financial asset, or;
- Retains the right to receive the contractual cash flows of the financial asset, but assumes an obligation to pay received cash flows in full to one or more third parties without material delay and is prohibited from further selling or transferring the financial asset.

Transferred financial assets are evaluated to determine the extent to which the Group retains the risks and rewards of ownership. When the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it evaluates whether it has retained control of the financial asset.

Where substantially all risks and rewards of ownership have been transferred, or risks and rewards have neither been transferred nor retained and control of the financial asset has not been retained, the Group derecognizes the financial asset. At the same time, the Group separately recognizes as assets or liabilities the fair value of any rights and obligations created or retained in the transfer. Any difference between the carrying amount measured at the date of recognition and the consideration received is recognized in profit or loss.

Financial liabilities

Recognition and initial measurement

The Group recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Group measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Group derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Embedded derivatives

For hybrid contracts containing a host that is not an asset in the scope of IFRS 9, embedded derivatives are evaluated on initial recognition to determine if the embedded derivative must be separated from the host contract. Embedded derivatives are separated from the host contract when the economic characteristics and risks of the derivative are not closely related to those of the host contract, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives that are separated from the host contract are initially measured at fair value and subsequently measured at fair value through profit or loss. The host contract is accounted for in accordance with the appropriate Standards.

Non-option derivatives are separated from the host contract on the basis of their stated or implied substantive terms so as to result in them having a fair value of zero at inception. Option-based derivatives are separated from the host contract on the basis of stated terms and conditions and measured at their fair value on inception, with the host contract's initial carrying amount being the residual amount after separating the derivative.

IFRS 9 contains three principle classifications for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL") and eliminates the previous IAS 39 categories of held to maturity, loans and receivables and available for sale. Classification of financial assets under IFRS 9 is generally based on a business model and its contractual cash flow characteristics.

The following table summarizes the classification impacts upon adoption of IFRS 9:

Financial assets and liabilities	**Classification under IAS 39**	**Classification under IFRS 9**
Cash	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Line of credit	Other financial liabilities	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Lease liabilities	Other financial liabilities	Amortized cost
Due to related parties	Other financial liabilities	Amortized cost
Bank indebtedness	Other financial liabilities	Amortized cost

IFRS 16 Leases

Effective January 1, 2018, the Group adopted IFRS16 Leases ("IFRS 16"). IFRS 16 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to lessee accounting by removing the distinction between operating and finance lease and requiring the recognition of a right-of-use asset and a lease liability at commencement for all leases, except for short-term leases and leases of low value assets.

The Group has elected to early adopt IFRS 16 and therefore the date of initial adoption is January 1, 2018.

Since the Group is a first-time adopter of IFRS, when the Group has elected to use the IFRS 1 exemption to measure the lease liability at the date of transition to IFRS at the present value of the remaining payments, discounting using the lease incremental borrowing rate. The Group has chosen to measure the right-of-use asset at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the combined statement of financial position immediately before the date of application of IFRS.

The following is the Group's new accounting policy for leases under IFRS 16:

At inception of a contract, the Group assesses whether a contract is, or contains, a lease by determining whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A right-of-use asset and lease liability is recognized at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, including periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the implicit interest rate in the lease. If the rate cannot be readily determined, the Group's incremental rate of borrowing is used. The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

Property and equipment

Property and equipment is stated at cost less accumulated depreciation and impairment losses, if any. Repairs and maintenance costs on capital assets are charged to expense during the period in which they are incurred. Depreciation is calculated as follows:

Leasehold improvements	Straight-line over the term of the lease

If the cost of a component of equipment is significant to an item, that component is separated out and depreciated separately. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, annually, the effects of any changes in estimates accounted for prospectively.

The Company reviews for indicators of impairment annually, or whenever events or circumstances indicate that the carrying value may not be recoverable. To determine recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("cash-generating units" or "CGUs"). The recoverable amount is the higher of an asset or CGU's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset or CGU). The asset's carrying amount is written down to its recoverable amount if the asset's carrying value is greater than its estimated recoverable amount. The Company evaluates impairment losses for potential reversal when events or circumstances warrant such consideration.

Impairment of non-financial assets

Property and equipment are tested for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. When an indication of impairment is identified, the carrying value of the asset or group of assets is measured against the recoverable amount. The Group evaluates impairments losses, other than goodwill impairment, for potential reversals when events or circumstances warrant such consideration.

Income taxes

Income tax comprises current and deferred income tax. Income tax is recognized in the combined statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Income tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized for the temporary differences between the carrying amounts of assets and liabilities in the combined financial statements and their respective tax bases, for unused tax losses and other than refundable investment tax credits. These differences are measured using tax rates and laws that were enacted or substantively enacted at the date of the combined statement of financial position and are expected to apply when the deferred income tax asset or liability is settled. Deferred tax assets are recognized only to the extent that it is more likely than not, in the opinion of management, that sufficient taxable income will be available to allow for all or part of the asset to be recovered.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and relate to income taxes levied by the same taxation authority.

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from shareholders' equity.

Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a. Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Group's principal financial assets that expose it to credit risk are receivables, the Group mitigates this risk by monitoring the credit worthiness of its customers.

The Group recognizes a provision for expected credit losses based on its assessment of probability of specific losses, estimates of future individual exposures and provisions based on historical experience.

The following is the breakdown of the aging of trade receivables:

	December 31, 2019	**December 31, 2018**	**January 1, 2018**
	$	$	$
Trade receivables aging:			
0-30 days	94,828	83,537	56,295
31-60 days	43,995	61,047	45,383
61-90 days	12,114	-	5,085
Greater than 90 days	34	2,536	1,451
Net trade receivables	**150,971**	**147,120**	**108,213**

As at December 31, 2019, the Group has not recorded any provision for expected credit losses (2018 -$nil). At December 31, 2019, of the Group's trade receivables, one customer accounted for 88% (2018 – one customer for 89%).

The Group applies the simplified approach to provide for expected credit losses as prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. The expected credit loss provision is based on the Group's historical collections and loss experience and incorporates forward-looking factors, where appropriate. The Group has had no receivables default and therefore no credit loss provision has been accrued as at December 31, 2019, December 31, 2018, and January 1, 2018.

b. 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 Group's line of credit bears interest at a variable interest rate. Changes in the lending institutions prime lending rates expose the Group to fluctuations in interest payments and cash flows.

c. Liquidity risk

	Within 1 year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
	$	$	$	$	$
As of December 31, 2019					
Line of credit	7,000	-	-	-	7,000
Bank indebtedness	36,569	-	-	-	36,569
Accounts payable and accrued liabilities	328,816	-	-	-	328,816
Due to related parties	62,560	-	-	-	62,560
Income taxes payable	5,223	-	-	-	5,223
Lease liabilities	156,652	159,186	339,862	-	655,700
	596,820	**159,186**	**339,862**	**-**	**1,095,868**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group'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 Group has a credit facility with up to $35,000 in place should it be required to meet temporary fluctuations in cash requirements. The Group's liabilities include trade accounts payable and accrued liabilities all of which are due within normal trade terms of generally 30 days.

d. Management of capital

The Group's objective of managing capital, comprising shareholder's equity, is to ensure its continued ability to operate as a going concern. The Group 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 Group's capital management approach on an ongoing basis and believe this approach, given the relative size of the Group, is reasonable. The Group is not subject to externally imposed capital requirements. The Group's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2019.

SCHEDULE "O"
HEALTHCARE PLUS GROUP OF CLINICS INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020

See attached.

The HealthCare Plus Group of Clinics

Combined Financial Statements
For the three and six month periods ended June 30, 2020
(Presented in Canadian Dollars)
(Unaudited)

The HealthCare Plus Group of Clinics

Condensed Interim Statements of Financial Position

As at June 30, 2020 and December 31, 2019
(Unaudited)
(in Canadian Dollars)

		June 30, 2020	December 31, 2019
		$	$
Assets			
Current			
Accounts receivable	*Note 4*	**164,690**	150,971
Due from related parties	*Note 8*	**77,244**	63,796
		241,934	214,767
Property and equipment	*Note 5*	**102,774**	106,024
Right-of-use assets	*Note 8, Note 11*	**484,570**	553,394
		587,344	659,418
		829,278	874,185
Liabilities			
Current			
Bank indebtedness	*Note 3*	**67,715**	36,569
Accounts payable and accrued liabilities	*Note 6*	**265,671**	328,816
Line of credit	*Note 7*	**28,050**	7,000
Current portion of lease liabilities	*Note 8, Note 11*	**164,282**	130,759
Due to related parties	*Note 8*	**62,560**	62,560
Income taxes payable		**5,223**	5,223
		593,501	570,927
Lease liabilities	*Note 8, Note 11*	**391,596**	456,495
		391,596	456,495
		985,097	1,027,422
Shareholders' deficiency			
Share capital	*Note 10*	**300**	300
Deficit		**(156,119)**	(153,537)
		(155,819)	(153,237)
		829,278	874,185

Events after the reporting period (Note 14)

Approved on behalf of the Board of Directors:

[signed]
Director

[signed]
Director

The accompanying notes are an integral part of these combined financial statements

The HealthCare Plus Group of Clinics

Condensed Interim Statements of Income (Loss) and Comprehensive Income (Loss)

For the three months and six months ended June 30, 2020

(Unaudited)

(in Canadian Dollars)

		Three months ended June 30,		Six months ended June 30,	
		2020	2019	**2020**	2019
		$	$	**$**	$
Revenue		**232,106**	329,836	**411,635**	607,389
Physician fees		**154,690**	277,405	**269,070**	326,456
Gross Margin		**77,416**	52,431	**142,565**	280,933
Operating expenses					
Professional fees		**12,188**	986	**14,874**	40,921
Utilities and maintenance		**10,558**	9,583	**17,774**	25,590
General and administrative		**9,158**	27,995	**30,505**	39,017
Salaries and wages	*Note 12*	**6,188**	24,447	**14,731**	48,768
Marketing and promotion		**1,054**	6,676	**2,588**	9,433
Insurance		**871**	818	**1,708**	1,068
Interest and bank charges		**435**	269	**6,958**	1,975
Travel		**-**	3,054	**-**	5,534
		40,452	73,828	**89,138**	172,306
Income before other expenses		**36,964**	(21,397)	**53,427**	108,627
Other expenses (income)					
Depreciation of property and equipment	*Note 5*	**1,625**	2,893	**3,250**	5,786
Rental income	*Note 8*	**(15,096)**	(20,928)	**(29,825)**	(40,668)
Depreciation of right-of-use assets	*Note 11*	**34,412**	54,739	**68,824**	58,168
Interest expense from lease liabilities	*Note 11*	**6,680**	13,988	**13,760**	14,073
		27,621	50,692	**56,009**	37,359
Income before taxes		**9,343**	(72,089)	**(2,582)**	71,268
Income taxes	*Note 9*				
Current		**-**	-	**-**	-
Deferred		**-**	-	**-**	-
		-			
Net income (loss) and comprehensive income (loss)		**9,343**	(72,089)	**(2,582)**	71,268

The accompanying notes are an integral part of these combined financial statements

The HealthCare Plus Group of Clinics

Condensed Interim Statements of changes in shareholders' deficiency

For the six month period ended June 30, 2020 and 2019

(Unaudited)

(in Canadian Dollars)

	Number of Common Shares *(Note 10)*	Share capital *(Note 10)*	Deficit	Total deficit
	#	$	$	$
Balance at December 31, 2018	**300**	**300**	**(288,947)**	**(288,647)**
Net income and comprehensive income for the six-month period	-	-	71,268	71,268
Balance at June 30, 2019	**300**	**300**	**(217,679)**	**(217,379)**
Balance at December 31, 2019	**300**	**300**	**(153,537)**	**(153,237)**
Net loss and comprehensive loss for the six-month period	-	-	(2,582)	(2,582)
Balance at June 30, 2020	**300**	**300**	**(156,119)**	**(155,819)**

The accompanying notes are an integral part of these combined financial statements

The HealthCare Plus Group of Clinics

Condensed Interim Statements of Cash Flows

For the three and six month periods ended June 30, 2020

(Unaudited)

(in Canadian Dollars)

		Three months ended June 30,		Six months ended June 30,	
		2020	2019	**2020**	2019
		$	$	**$**	$
Cash provided by (used for) the following activities					
Operating activities					
Net (loss) income and comprehensive (loss) income		**9,343**	(72,089)	**(2,582)**	71,268
Items not affecting cash					
Depreciation of property and equipment	*Note 5*	**1,625**	2,893	**3,250**	5,786
Depreciation of right-of-use assets	*Note 11*	**34,412**	54,739	**68,824**	58,168
Interest expense from lease liabilities	*Note 11*	**6,680**	13,988	**13,760**	14,073
Net changes in non-cash working capital balances:					
Accounts receivable		**(58,897)**	22,625	**(13,719)**	6,824
Accounts payable and accrued liabilities		**(13,392)**	(3,274)	**(63,145)**	(60,522)
Cash used in operating activities		**(20,229)**	18,882	**6,388**	95,597
Financing activities					
(Repayment of) proceeds from bank indebtedness		**3,804**	74,064	**31,146**	74,064
Proceeds (repayment) of line of credit		**22,550**	(4,500)	**21,050**	(27,250)
Repayment of amounts due to related parties	*Note 8*	**-**	48,345	**-**	(95,900)
Advances to related parties	*Note 8*	**(20,000)**	-	**(20,000)**	-
Advances from (repayment to) shareholders	*Note 8*	**29,532**	(113,596)	**6,552**	-
Lease repayments	*Note 11*	**(15,657)**	(63,028)	**(45,136)**	(68,641)
Cash provided by financing activities		**20,229**	(58,715)	**(6,388)**	(117,727)
Investing activities					
Purchase of property and equipment (net of leasehold allowance)	*Note 5*	**-**	(40,079)	**-**	(195,407)
Cash used in financing activities		**-**	(40,079)	**-**	(195,407)
Change in cash		**-**	(79,912)	**-**	(217,537)
Cash, beginning of year		**-**	79,912	**-**	217,537
Cash, end of year		**-**	-	**-**	-

The accompanying notes are an integral part of these combined financial statements

1 Nature of operations

The HealthCare Plus Group of Clinics is comprised of: 2448430 Ontario Inc, 2538393 Ontario Inc. and 2538606 Ontario Inc. (collectively, the "Group"), all of which were incorporated under the Ontario Business Corporations Act on January 2, 2015, September 26, 2016 and September 27, 2016, respectively. The Group earns income from providing walk-in and virtual medical services to patients across the Greater Toronto Area.

The Group's registered office is 1408 Queen Street W, Toronto, ON, M6K 1L9.

2 Basis of presentation

These condensed interim financial statements were prepared following the same accounting policies and methods of computation as the Group's audited annual financial statements for the year ended December 31, 2019. They were prepared in accordance with International Accounting Standard (IAS) 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain financial information and disclosures normally included in the annual financial statements prepared in accordance with International Financial Reporting Standards (IFRS) has been omitted or condensed. The disclosure provided herein is incremental to the disclosure included in the audited annual financial statements.

The condensed interim financial statements should be read in conjunction with the annual audited financial statements for the year ended December 31, 2019.

The financial statements were approved for issuance by the Group's Board of Directors on November 11, 2020.

Basis of measurement

The financial statements are prepared on a going concern basis and have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for assets. All financial information is presented in Canadian dollars, the Group's functional currency.

3 Cash and bank indebtedness

	June 30, 2020	**December 31, 2019**
	$	$
Cash	-	36,408
Outstanding cheques	(67,715)	(72,977)
Bank indebtedness	**(67,715)**	**(36,569)**

4 Accounts receivable

The majority of the Group's revenue is derived from billing OHIP, a government agency. Non-OHIP services are paid for in advance by the customer /patient. Accordingly, the Group has never had a bad debt and does not anticipate credit losses in the future.

5 Property and equipment

	Leasehold improvements
	$
Cost	
Balance, December 31, 2019	**128,284**
Additions	-
Balance, June 30, 2020	**128,284**
Accumulated depreciation	
Balance, December 31, 2019	**22,260**
Depreciation	3,250
Balance, June 30, 2020	**25,510**
Net book value	
December 31, 2019	106,024
June 30, 2020	**102,774**

6 Accounts payable and accrued liabilities

	June 30, 2020	December 31, 2019
	$	$
Accounts payable and accrued liabilities	236,599	295,010
Government remittances	29,072	33,806
	265,671	**328,816**

7 Line of credit

The Group has a credit facility agreement (the "Credit facility") that includes an operating line of credit of up to a maximum borrowing limit of $35,000 (2019 - $35,000) which bears interest at lender's prime rate plus 2.75% per annum (December 31, 2019 – lender's prime rate + 2.75%). As at June 30, 2020 the Group had drawn $28,050 (December 31, 2019 - $7,000) on this facility. The credit facility is secured by a general security agreement covering personal guarantees from the shareholders of the Group.

8 Related party transactions and balances

The due to related party balance and related party transactions are as follows:

	June 30, 2020	December 31, 2019
	$	$
Due from related parties:		
Due from a related company of common ownership	20,000	-
Due from shareholders	57,244	63,796
	77,244	**63,796**
Due to related parties:		
Advances from family members of the shareholders	62,560	62,560
	62,560	**62,560**

8 Related party transactions and balances *(continued from previous page)*

Due from related parties

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

Advances from family members of the shareholders

As at June 30, 2020, the Group had advances due to family members of the shareholders in amount of $62,560 (December 31, 2019 - $62,560). These loans are unsecured, non-interest bearing and are due on demand.

Leases

During the three and six months ended June 30, 2020 the Group paid rent of $8,634 and $17,269 (three and six months ended June 30, 2019 - $8,634 and $17,269) to a company with common ownership. The associated right-of-use asset as of June 30, 2020 is $137,300 (December 31, 2019 - $151,753) and the related lease liability as of June 30, 2020 is $143,454 (December 31, 2019 - $156,864).

Rental income

During the three and six months ended June 30, 2020 the Group received rental income of $9,000 and $12,000 from a related company with common ownership (three and six months ended June 30, 2019 - $nil and $nil).

9 Income taxes

The Group computes an income tax provision, however, the actual amount of income tax expense will only become final upon filing and acceptance of the tax return by the relevant authorities, which will occur subsequent to the issuance of the financial statements. The assessment is based upon existing tax laws. To the extent estimates differ from the final tax return, the difference will be reflected in net income for that period.

10 Share capital

Authorized

The authorized share capital of the Group consists of an unlimited number of common shares with no par value.

Common shares

The common shares carry voting rights. Each common share entitles the holder to one vote for each share held.

Issued and outstanding

	#	$
Balance, December 31, 2019	**300**	**300**
Balance, June 30, 2020	**300**	**300**

11 Leases

The Group leases its office premises and automobiles and has recognized a right-of-use asset and corresponding lease liability in respect of these leases. When measuring lease liabilities, the Group discounted lease payments using incremental borrowing rates in the range of 3.83% to 5.20%.

The following schedule shows the movement in the Group's right-of-use asset during the year:

Right of use assets	**Premises**	**Automobiles**	**Total**
Cost	$	$	$
Balance at December 31, 2019	649,241	137,703	786,944
Additions	-	-	-
Balance at June 30, 2020	**649,241**	**137,703**	**786,944**
Accumulated amortization			
Balance at December 31, 2019	201,424	32,126	233,550
Depreciation	52,581	16,243	68,824
Balance at June 30, 2020	**254,005**	**48,369**	**302,374**
Net book value as at:			
December 31, 2019	447,817	105,577	553,394
June 30, 2020	**395,236**	**89,334**	**484,570**

Lease liabilities	**Premises**	**Automobiles**	**Total**
			$
Balance at December 31, 2019	486,037	101,217	587,254
Additions	-	-	-
Interest expense	11,888	1,872	13,760
Repayments	(27,828)	(17,308)	(45,136)
Balance at June 30, 2020	**470,097**	**85,781**	**555,878**

	June 30, 2020	**December 31, 2019**
Current portion of lease liabilities	164,282	130,759
Long term portion of lease liabilities	391,596	456,495
Total lease liabilities	**555,878**	**587,254**

The Group has entered into agreements to lease office premises until 2025. The annual rent expenses for premises consist of minimum rent and does not include variable costs. The undiscounted minimum payments under all office premises and automobile lease agreements are as follows:

	$
2020	111,516
2021	159,186
2022	130,981
2023	102,033
2024	91,551
2025	15,296
	610,563

12 Key management compensation

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include management executives of the Group. Compensation provided to key management for the three and six month periods ended June 30, 2020 were $1,726 and $1,576 (three and six month periods ended June 30, 2019 - $3,894 and $3,893).

As the Group is still in its growth stage, the key management (who are also the Group's shareholders) has not taken any significant salary to date.

13 Risk management arising from financial instruments

a) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Group's principal financial assets that expose it to credit risk are receivables, the Group mitigates this risk by monitoring the credit worthiness of its customers.

The Group recognizes a provision for expected credit losses based on its assessment of probability of specific losses, estimates of future individual exposures and provisions based on historical experience.

The following is the breakdown of the aging of trade receivables:

	June 30, 2020	**December 31, 2019**
	$	$
Trade receivables aging:		
0-30 days	102,365	94,828
31-60 days	62,325	43,995
61-90 days	-	12,114
Greater than 90 days	-	34
Net trade receivables	**164,690**	**150,971**

As at June 30, 2020, the Group has not recorded any provision for expected credit losses (December 31, 2019 - $nil). At June 30, 2020, of the Group's trade receivables, one customer accounted for 100% (2019 – one customer for 88%).

The Group applies the simplified approach to provide for expected credit losses as prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. The expected credit loss provision is based on the Group's historical collections and loss experience and incorporates forward-looking factors, where appropriate. The Group has had no receivables default and therefore no credit loss provision has been accrued as at June 30, 2020 and December 31, 2019.

b) 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 Group's line of credit bears interest at a variable interest rate. Changes in the lending institutions prime lending rates expose the Group to fluctuations in interest payments and cash flows.

13 Risk management arising from financial instruments *(continued from previous page)*

c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group'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 Group has a credit facility with up to $35,000 in place should it be required to meet temporary fluctuations in cash requirements. The Group's liabilities include trade accounts payable and accrued liabilities all of which are due within normal trade terms of generally 30 days.

	Within 1 year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
	$	$	$	$	$
As of June 30, 2020					
Line of credit	28,050	-	-	-	28,050
Bank indebtedness	67,715	-	-	-	67,715
Accounts payable and accrued liabilities	265,671	-	-	-	265,671
Due to related parties	62,560	-	-	-	62,560
Lease liabilities (*Note 11*)	111,516	159,186	339,861	-	610,563
	535,512	**159,186**	**339,861**	**-**	**1,034,559**

d) Management of capital

The Group's objective of managing capital, comprising of shareholder's equity, is to ensure its continued ability to operate as a going concern. The Group 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 Group's capital management approach on an ongoing basis and believe this approach, given the relative size of the Group, is reasonable. The Group is not subject to externally imposed capital requirements. The Group's capital management objectives, policies and processes have remained unchanged during the six month period ended June 30, 2020.

14 Events after the reporting period

Global outbreak of COVID-19

During the current period, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on the Group's business through the restrictions put in place by government of Canada regarding travel, business operations and isolation/quarantine orders. At this time, while the extend of the impact of the COVID-19 outbreak to the Group is unknown, the impact will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measure that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, the Group anticipates this outbreak may cause reduced customer demand and disruptions to global supply chain which may negatively impact the Group's business and financial condition.

14 Events after the reporting period *(continued from previous page)*

Reverse takeover

On October 18, 2020, the Group entered into a share purchase agreement with the security holders of 2775554 Ontario Inc. pursuant to which 2775554 Ontario Inc. will purchase all of the issued and outstanding shares of the Group (the "Acquisition"). Concurrent with the Acquisition, pursuant to a share purchase agreement also dated October 18, 2020, TRC Management Holdings Corp. will purchase all of the issued and outstanding shares of 2775554 Ontario Inc. (the "HCP Acquisition") for a purchase price of approximately $14.6 million, a portion of which amount will be satisfied at closing by (i) the issuance of common shares of TRC Management Holdings Corp., and (ii) a cash payment to certain of such selling shareholders of 2775554 Ontario Inc. six months from the closing of the acquisition. For clarity, the Group only comprises a portion of the HCP Acquisition as 2775554 Ontario Inc. will also be purchasing 11419501 Canada Inc., ArionTech Inc., and Complete Immigration Medical Centre Corp. immediately prior to the sale of its shares to TRC Management Holdings Corp.

Pursuant to the terms of a letter of intent dated October 14, 2020 between TRC Management Holdings Corp. and AIM4 Ventures Inc. the common shares of TRC Management Holdings Corp. issued as consideration for the HCP Acquisition will be exchanged, pursuant to a plan of arrangement in accordance with Section 182 of the Business Corporations Act (Ontario), for common shares of the entity resulting from the business combination of TRC Management Holdings Corp., AIM 4 Ventures and 2775554 Ontario Inc. (the "Resulting Issuer"). It is anticipated that the Resulting Issuer will be re-named Think Research Corporation. Subscription receipts for shares of the Resulting Issuer of more than $30.0 million have been received and are being held in escrow until the Resulting Issuer becomes publicly listed at which time these funds will be released and made available for the Resulting Issuer's use.

SCHEDULE "P"
HEALTHCARE PLUS GROUP OF CLINICS MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020

See attached.

HEALTHCARE PLUS

MANAGEMENT DISCUSSION & ANALYSIS (“MD&A”)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020

BACKGROUND

The HealthCare Plus Group of Clinics is comprised of 2448430 Ontario Inc, 2538393 Ontario Inc. and 2538606 Ontario Inc. (collectively, the "Group"), all of which were incorporated under the Ontario Business Corporations Act on January 2, 2015, September 26, 2016 and September 27, 2016, respectively. The Group earns income from providing walk-in and virtual medical services to patients across the Greater Toronto Area.

As at June 30, 2020, the Group operates 4 clinics where each facility provides the following services:

1. Parkdale - Walk In, Family Practice, Allied Health (Physiotherapy, Chiropractic, Acupuncture, Osteopath and Massage Therapy services) and Mental Health (Psychiatry) services
2. Mississauga - Walk In, Family Practice, Allied Health (Physiotherapy, Chiropractic, Acupuncture, Osteopath, and Massage Therapy services) and Mental Health (Psychiatry) services
3. Georgetown - Walk In, Family Practice, Mental Health (Psychiatry), Cardiology and Dermatology services
4. Dalhousie - Virtual Family Medicine

OVERALL PERFORMANCE

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Revenue	**232,106**	329,836	**411,635**	607,389
Physician fees	**154,690**	277,405	**269,070**	326,456
Gross Margin	**77,416**	52,431	**142,565**	280,933
Operating expenses				
Professional fees	**12,188**	986	**14,874**	40,921
Utilities and maintenance	**10,558**	9,583	**17,774**	25,590
General and administrative	**9,158**	27,995	**30,505**	39,017
Salaries and wages	**6,188**	24,447	**14,731**	48,768
Marketing and promotion	**1,054**	6,676	**2,588**	9,433
Insurance	**871**	818	**1,708**	1,068
Interest and bank charges	**435**	269	**6,958**	1,975
Travel	**-**	3,054	**-**	5,534
	40,452	73,828	**89,138**	172,306
Income before other expenses	**36,964**	(21,397)	**53,427**	108,627
Other expenses (income)				
Depreciation of property and equipment	**1,625**	2,893	**3,250**	5,786
Rental income	**(15,096)**	(20,928)	**(29,825)**	(40,668)
Depreciation of right-of-use assets	**34,412**	54,739	**68,824**	58,168
Interest expense from lease liabilities	**6,680**	13,988	**13,760**	14,073
	27,621	50,692	**56,009**	37,359
Income before taxes	**9,343**	(72,089)	**(2,582)**	71,268
Income taxes				
Current	**-**	-	**-**	-
Deferred	**-**	-	**-**	-
	-			
Net income (loss) and comprehensive income (loss)	**9,343**	(72,089)	**(2,582)**	71,268

The overall performance this reporting period is attributable to:

- COVID-19 resulted in lower foot traffic in the Georgetown region, and while most other primary care facilities closed for business, HCP's Georgetown clinic transitioned to fully virtual and maintained operations. This reduction in foot traffic was experienced across all HCP clinics. As a result the Group has delayed future development of two new planned sites.
- The Group converted its Georgetown location from physical to fully virtual.

DISCUSSION OF OPERATIONS

Revenues, Cost of Sales and Gross Margin

The following table shows a breakdown of revenue, cost of sales and gross margin for the three and six months ended June 30, 2020.

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Revenue	**232,106**	329,836	**411,635**	607,389
Physician fees	**154,690**	277,405	**269,070**	326,456
Gross Margin	**77,416**	52,431	**142,565**	280,933

During the three months ended June 30, 2020 the Group generated revenues of $232,106 representing a decrease from $329,836 achieved during the three months ended June 30, 2019. During the six months ended June 30, 2020 the Group generated $411,635 representing a decrease from $607,389 achieved during the six months ended June 30, 2019.

During the three months ended June 30, 2020 the Group paid physician fees of $154,690 representing a decrease from $277,405 paid during the three months ended June 30, 2019. During the six months ended June 30, 2020 the Group paid physician fees of $269,070 representing a decrease from $326,456 paid during the six months ended June 30, 2019.

The reduction in revenue is primarily due to the impact of COVID. The Group however was able to minimize the impact of COVID restrictions by moving to virtual services across multiple sites early which allowed HCP to maintain strong revenues and continue to deliver multi-disciplinary services.

Operating Expense

The following table summarizes operating expenses for the three and six months ended June 30, 2020 and June 30, 2019.

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Operating expenses				
Professional fees	**12,188**	986	**14,874**	40,921
Utilities and maintenance	**10,558**	9,583	**17,774**	25,590
General and administrative	**9,158**	27,995	**30,505**	39,017
Salaries and wages	**6,188**	24,447	**14,731**	48,768
Marketing and promotion	**1,054**	6,676	**2,588**	9,433
Insurance	**871**	818	**1,708**	1,068
Interest and bank charges	**435**	269	**6,958**	1,975
Travel	**-**	3,054	**-**	5,534
	40,452	73,828	**89,138**	172,306

Operating expenses decreased to $40,452 during the three months ended June 30, 2020 compared to $73,828 incurred during the three months ended June 30, 2019. Operating expenses decreased to $89,138 during the six months ended June 30, 2020 compared to $172,306 during the six months ended June 30, 2019. This decrease is primarily due to the continued conversion of care services to virtual and as a result the reduction in clinic managers and receptionists required for in-person patient visits.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents

As at June 30, 2020 and December 31, 2019, the Group had $nil and $nil, of cash and cash equivalents respectively.

Operating activities / Financing activities

During the 3 months ended June 30, 2020, the Group used $20,229 of cash in operating activities while during the 3 months ended June 30, 2019, the Group received $18,882 of cash from operating activities. During the 6 months ended June 30, 2020, the Group received $6,388 of cash in operating activities while during the 6 months ended June 30, 2019, the Group received $95,597 of cash from operating activities.

During the 3 months ended June 30, 2020, the Group received $20,229 of cash from financing activities mainly from line of credit proceeds and advances received from shareholders while during the 3 months ended June 30, 2019, the Group used $58,715 of cash from financing activities. During the 6 months ended June 30, 2020, the Group used $6,388 of cash from financing activities while during the 6 months ended June 30, 2019, the Group used $117,727 of cash from financing activities.

TRANSACTIONS BETWEEN RELATED PARTIES

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include management executives of the Group. The shareholders of the Group are active in the Group however, have not taken out any salary or benefits for the six months ended June 30, 2020.

As at June 30, 2020, the Group had a balance due to related parties of $77,244 (December 31, 2019 – due to a related parties of $63,796).

As at June 30, 2020, the Group had a balance due to family members of the shareholders of $62,560 (December 31, 2019 – $62,560).

These amounts described above, are unsecured, non-interest bearing, and due on demand.

DISCLOSURE OF OUTSTANDING SHARE DATA

Description of Security	**Number of Securities Outstanding**
HealthCare Plus - 2775554 Ontario Inc.	
Common Shares - 2538606 Ontario Inc	100
Common Shares - 253893 Ontario Inc	100
Common Shares - 2448430 Ontario Inc	100
Total, Fully Diluted	**300**

The Group is authorized to issue unlimited common shares and does not have any other securities issued (no options, warrants, etc.).

SUBSEQUENT EVENTS

COVID-19

Subsequent to period end, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in the World Health Organization declaring this virus a global pandemic in March 2020. Governments around the world have enacted emergency measures to combat the spread of the virus. These measures which include the implementation of travel bans, self-imposed quarantine periods and social distancing and closure of businesses have caused material disruption to businesses resulting in an economic slowdown. Governments and central banks have responded with significant monetary and fiscal interventions designed to stabilize the financial markets. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the duration and severity of these developments.

Share Purchase Agreement

On October 18, 2020, the Group entered into a share purchase agreement with the security holders of 2775554 Ontario Inc. pursuant to which 2775554 Ontario Inc. will purchase all of the issued and outstanding shares of the Group (the "Acquisition"). Concurrent with the Acquisition, pursuant to a share purchase agreement also dated October 18, 2020, TRC Management Holdings Corp. will purchase all of the issued and outstanding shares of 2775554 Ontario Inc. (the "HCP Acquisition") for a purchase price of approximately $14.6 million, a portion of which amount will be satisfied at closing by (i) the issuance of common shares of TRC Management Holdings Corp., and (ii) a cash payment to certain of such selling shareholders of 2775554 Ontario Inc. six months from the closing of the acquisition.

Pursuant to the terms of a letter of intent dated October 14, 2020 between TRC Management Holdings Corp. and AIM4 Ventures Inc. the common shares of TRC Management Holdings Corp. issued as consideration for the HCP Acquisition will be exchanged, pursuant to a plan of arrangement in accordance with Section 182 of the Business Corporations Act (Ontario), for common shares of the entity resulting from the business combination of TRC Management Holdings Corp., AIM 4 Ventures and 2775554 Ontario Inc. (the "Resulting Issuer"). It is anticipated that the Resulting Issuer will be re-named Think Research Corporation. Subscription receipts for shares of the Resulting Issuer of more than $30.0 million have been received and are being held in escrow until the Resulting Issuer becomes publicly listed at which time these funds will be released and made available for the Resulting Issuer's use.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Group's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities and lease liabilities. The carrying value of financial instruments classified at amortized cost approximate fair value due to their short-term nature.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Group's principal financial assets that expose it to credit risk are receivables, the Group mitigates this risk by monitoring the credit worthiness of its customers.

The Group recognizes a provision for expected credit losses based on its assessment of probability of specific losses, estimates of future individual exposures and provisions based on historical experience.

The following is the breakdown of the aging of trade receivables:

	June 30, 2020	December 31, 2019
	$	$
Trade receivables aging:		
0-30 days	102,365	94,828
31-60 days	62,325	43,995
61-90 days	-	12,114
Greater than 90 days	-	34
Net trade receivables	**164,690**	**150,971**

As at June 30, 2020, the Group has not recorded any provision for expected credit losses (December 31, 2019 - $nil). At June 30, 2020, of the Group's trade receivables, one customer accounted for 100% (2019 – one customer for 88%).

The Group applies the simplified approach to provide for expected credit losses as prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. The expected credit loss provision is based on the Group's historical collections and loss experience and incorporates forward-looking factors, where appropriate. The Group has had no receivables default and therefore no credit loss provision has been accrued as at June 30, 2020 and December 31, 2019.

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 Group's line of credit bears interest at a variable interest rate. Changes in the lending institutions prime lending rates expose the Group to fluctuations in interest payments and cash flows.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group'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 Group has a credit facility with up to $35,000 in place should it be required to meet temporary fluctuations in cash requirements. The Group's liabilities include trade accounts payable and accrued liabilities all of which are due within normal trade terms of generally 30 days.

	Within 1 year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
	$	$	$	$	$
As of June 30, 2020					
Line of credit	28,050	-	-	-	28,050
Bank indebtedness	67,715	-	-	-	67,715
Accounts payable and accrued liabilities	265,671	-	-	-	265,671
Due to related parties	62,560	-	-	-	62,560
Lease liabilities	111,516	159,186	339,861	-	610,563
	535,512	**159,186**	**339,861**	**-**	**1,034,559**

Management of capital

The Group's objective of managing capital, comprising of shareholder's equity, is to ensure its continued ability to operate as a going concern. The Group 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 Group's capital management approach on an ongoing basis and believe this approach, given the relative size of the Group, is reasonable. The Group is not subject to externally imposed capital requirements. The Group's capital management objectives, policies and processes have remained unchanged during the six month period ended June 30, 2020.

SCHEDULE "Q"
CIMCC AUDITED FINANCIAL STATEMENTS
FOR THE PERIOD FROM APRIL 17, 2019 (DATE OF INCORPORATION) TO DECEMBER 31, 2019

See attached.

Complete Immigration Medical Centre Corp.
Financial Statements
For the period from April 17th, 2019 (date of incorporation) to December 31, 2019

Independent Auditor's Report

To the Shareholder of Complete Immigration Medical Centre Corp.**:**

Opinion

We have audited the financial statements of Complete Immigration Medical Centre Corp. (the "Company"), which comprise the statement of financial position as at December 31, 2019, and the statements of income and comprehensive income, changes in shareholder's equity and cash flows for the period from April 17, 2019 (date of incorporation) to December 31, 2019 and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019, and its financial performance and its cash flows for the for the period from April 17, 2019 (date of incorporation) to December 31, 2019 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read Management's Discussion and Analysis, and if we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charges with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

111 RICHMOND STREET WEST, SUITE 300, TORONTO ON, M5H 2G4
1 (877) 251-2922 T: (416) 596-1711 F: (416) 596-7894 **MNP.ca**

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

MNP LLP

Toronto, Ontario

November 17, 2020

Chartered Professional Accountants
Licensed Public Accountants

MNP

Complete Immigration Medical Centre Corp.

Statement of Financial Position

As at December 31, 2019

(in Canadian Dollars)

	December 31, 2019
	$
Assets	
Current	
Cash	122,006
Accounts receivable	2,304
Prepaid expenses	948
Due from shareholder	105,272
Due from related party	56,772
	287,302
Property and equipment	195,498
Right-of-use assets	97,687
Security deposit	2,150
	295,335
Total assets	582,637
Liabilities	
Current	
Bank indebtedness	211,043
Accounts payable and accrued liabilities	75,273
Current portion of lease liabilities	19,298
Current income tax payable	49,190
	354,804
Deferred tax liability	1,883
Lease liabilities	84,714
Total liabilities	441,401
Shareholder's Equity	
Share capital	100
Retained Earnings	141,136
	141,236
Total liabilities and shareholder's equity	582,637

Events after the reporting period (Note 15)

Approved on behalf of the Board of Directors:

[signed]

Director

[signed]

Director

The accompanying notes are an integral part of these financial statements

Complete Immigration Medical Centre Corp.

Statement of Income and Comprehensive Income

For the period from April 17, 2019 (date of incorporation) to December 31, 2019

(in Canadian Dollars)

	Period from April 17, 2019 to December 31, 2019
	$
Revenue	537,940
Costs of services	
Physician fees	95,148
Lab fees	7,514
Supplies and materials	10,893
Freight and delivery	116
Costs of Services	113,671
Gross Margin	424,269
Operating Expenses	
Salaries and wages	63,614
General and administrative	54,392
Professional fees	40,776
Marketing and promotion	17,164
Rent and utilities	10,248
Interest and bank charges	8,836
Insurance	5,198
Travel	917
	201,145
Income before other expenses	223,124
Other expenses	
Depreciation of property and equipment	16,736
Depreciation of right-of-use assets	8,724
Interest expense from lease liabilities	1,780
Interest expense from bank indebtedness	3,675
	30,915
Income before taxes	192,209
Income taxes	
Current	49,190
Deferred	1,883
	51,073
Total income and comprehensive income for the period	141,136

The accompanying notes are an integral part of these financial statements

Complete Immigration Medical Centre Corp.

Statement of Changes in Shareholder's Equity

As at December 31, 2019

(in Canadian Dollars)

	Shareholder's equity
	$
Balance at April 17, 2019 (date of incorporation)	-
Net income and comprehensive income for the period	141,136
Balance at December 31, 2019	**141,136**

The accompanying notes are an integral part of these financial statements

Complete Immigration Medical Centre Corp.

Statement of Cash Flows

For the period from April 17, 2019 (date of incorporation) to December 31, 2019
(In Canadian Dollars)

		Period from April 17, 2019 to December 31, 2019
		$
Cash provided by (used in) the following activities		
Operating activities		
Net income and comprehensive income for the period		**141,136**
Adjustments for the items not affecting cash:		
Depreciation of property and equipment		**16,736**
Depreciation of right of use assets	*Note 9*	**8,724**
Interest expense from lease liabilities	*Note 9*	**1,780**
Changes in working capital:		
Accounts receivable		**(2,304)**
Prepaid expenses		**(948)**
Security deposits		**(2,150)**
Income tax payable		**49,190**
Deferred income tax payable		**1,883**
Accounts payable and accrued liabilities		**75,273**
		289,320
Financing activities		
Bank indebtedness		**211,043**
Advances to shareholder	*Note 13*	**(105,172)**
Advances to related party	*Note 13*	**(56,772)**
Lease payments	*Note 9*	**(4,179)**
		44,920
Investing activities		
Purchase of property and equipment	*Note 5*	**(212,234)**
		(212,234)
Increase in cash		**122,006**
Cash, beginning of period		-
Cash, end of period		**122,006**

The accompanying notes are an integral part of these financial statements

1 Nature of operations

Complete Immigration Medical Centre Corp. (the "Company") was incorporated under the Ontario Business Corporations Act on April 17th, 2019. The principal business activities of the Company consists of providing private medical services for patients in Bampton, Ontario.

The Company's registered office is 36 Vodden St E Suite 203, Brampton ON, L6V 4H4.

2 First time adoption and statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The financial statements were authorized for issue by the Board of Directors on November 11, 2020.

3 Significant accounting policies

Basis of preparation

The financial statements are prepared on a going concern basis and have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. All financial information is presented in Canadian dollars, the Company's functional currency.

Adoption of new and revised Standards

IFRS 15 Revenue from Contracts with Customers

The Company adopted IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15") as issued by the IASB in May 2014, with clarifying amendments issued in April 2016. The standard specifies how and when entities recognize, measure, and disclose revenue. The standard supersedes all current standards dealing with revenue recognition, including IAS 11 *Construction Contracts*, IAS 18 *Revenue*, IFRIC 13 *Customer Loyalty Programmes*, IFRIC 15 *Agreements for the Construction of Real Estate*, IFRIC 18 *Transfers of Assets from Customers*, and SIC 31 *Revenue – Barter Transactions Involving Advertising Services*. The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Revenue recognition

Revenue represents the fair value on consideration received or receivable from customers for services provided by the Company, net of discounts and sales taxes. The Company generates revenue from the sale of professional services.

3 Significant accounting policies *(continued from previous page)*

IFRS 15 Revenue from Contracts with Customers (continued from previous page)

This core principle is delivered in a five-step model framework:

1. Identify the contract(s) with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when (or as) the entity satisfied a performance obligation.

Revenue recognition

Revenue represents the fair value on consideration received or receivable from customers for services provided by the Company, net of discounts and sales taxes. The Company generates revenue from the sale of professional services.

Professional services

The Company recognizes revenue from the rendering of independent medical assessments and other patient services, when the services have been provided.

IFRS 9 Financial Instruments

IFRS 9 *Financial Instruments* ("IFRS 9"), includes a principle-based approach for classification and measurement of financial assets and a forward-looking expected credit loss ("ECL") model. IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous *IAS 39 Financial Instruments: Recognition and Measurement* ("IAS 39") categories of held to maturity, loans and receivables and available for sale. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive loss.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised standards *(continued from previous page)*

IFRS 9 Financial Instruments (continued from previous page)

Financial assets

Recognition and initial measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and subsequent measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost.

- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income or loss. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income or loss. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income or loss is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income or loss.

- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised standards *(continued from previous page)*

IFRS 9 Financial Instruments (continued from previous page)

Financial assets (continued from previous page)

- Designated at fair value through profit or loss - On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

The Company measures all equity investments at fair value. Changes in fair value are recorded in profit or loss. The entity does not hold any equity investments.

Business model assessment
The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

Impairment of financial assets under IFRS 9 replaces the incurred loss model in IAS 39 with an ECL model. The new impairment model applies to financial assets measured at amortized cost, and contract assets and debt investments at FVOCI.

The Company does not recognize a loss allowance for the expected credit losses associated with its financial assets. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions. As the entirety of the Company's accounts receivables are a timing difference between the time of sale and receipt of funds from credit card processers, the company does not recognize and expected credit loss.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised standards *(continued from previous page)*

IFRS 9 Financial Instruments (continued from previous page)

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Company ill recognize a loss allowance equal to lifetime expected credit losses.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred under particular circumstances.

For this purpose, a financial asset is transferred if the Company either:

- Transfers the right to receive the contractual cash flows of the financial asset, or;
- Retains the right to receive the contractual cash flows of the financial asset, but assumes an obligation to pay received cash flows in full to one or more third parties without material delay and is prohibited from further selling or transferring the financial asset.

Transferred financial assets are evaluated to determine the extent to which the Company retains the risks and rewards of ownership. When the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it evaluates whether it has retained control of the financial asset.

Where substantially all risks and rewards of ownership have been transferred, or risks and rewards have neither been transferred nor retained and control of the financial asset has not been retained, the Company derecognizes the financial asset. At the same time, the Company separately recognizes as assets or liabilities the fair value of any rights and obligations created or retained in the transfer. Any difference between the carrying amount measured at the date of recognition and the consideration received is recognized in profit or loss.

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 9 Financial Instruments (continued from previous page)

Financial liabilities

Recognition and initial measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

IFRS 9 Financial Instruments (continued from previous page)

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

The following table summarizes the classification impacts upon adoption of IFRS 9:

Financial assets and liabilities	**IFRS 9**
Cash	FVTPL
Accounts receivable	Amortized cost
Due from shareholder	FVTPL
Due from related party	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Bank indebtedness	Amortized cost

3 Significant accounting policies *(continued from previous page)*

Adoption of new and revised Standards *(continued from previous page)*

IFRS 16 Leases

The Company adopted IFRS 16 *Leases* ("IFRS 16") as issued by the IASB in January 2016. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and lessor. The standard supersedes the requirements in IAS 17 *Leases* ("IAS 17"), IFRIC 4 *Determining Whether an Arrangement Contains a Lease* ("IFRIC 4"), SIC 15 *Operating Leases – Incentives* ("SIC 15"), and SIC 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease* ("SIC 27").

IFRS 16 removes the distinction between operating and finance leases from the lessee's perspective and introduces a single lessee accounting model. The standard requires a lessee to recognize a "right-of-use" asset and a corresponding lease liability for substantially all leases, with the exception of leases with terms less than 12 months and leases of low value assets. Requirements for lessor accounting are largely unchanged from IAS 17. IFRS 16 also results in reclassification of the nature of lease expenses to depreciation and interest expense, from their classification of "rent expense" under IAS 17.

The Company's accounting policy for leases is as follows:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentives received.

The right-of-use assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset can be periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate.

3 Significant accounting policies *(continued from previous page)*

Significant accounting judgments and estimation uncertainties

The preparation of the financial statements in accordance requires management to make estimates and assumptions that affect the amounts reported amounts of assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods presented. In the opinion of management, these financial statements reflect all adjustments necessary to present fairly the results for the periods presented. Actual results could differ from these estimates. The following are critical estimates and judgments for which changes in assumptions could have a material impact on the financial statements and notes to the financial statements.

(a) Expected credit losses

The Company performs impairment testing annually for accounts receivable in accordance with IFRS 9. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which are determined on a probability-weighted basis. IFRS 9 outlines a three-stage approach to recognizing ECLs which is intended to reflect the increase in credit risks of a financial instrument based on 1) 12-month expected credit losses or 2) lifetime expected credit losses. The Company measures provision for ECLs at an amount equal to lifetime ECLs.

The Company applies the simplified approach to determine ECLs on trade receivables by using a provision matrix based on historical credit loss experiences. The historical results were used to calculate the run rates of default which were then applied over the expected life of the trade receivables, adjusted for forward looking estimates.

(b) Income taxes

The calculation of deferred tax is based on assumptions, which are subject to uncertainty as to timing and which tax rates are expected to apply when temporary differences reverse. Deferred tax is also subject to uncertainty regarding the magnitude to which non-capital losses available for carry forward will be utilized in the future.

These estimates and assumptions are reviewed periodically and, as adjustment become necessary, they are reported in net income and comprehensive income in the years in which they become known. Actual results may differ significantly from management’s estimates.

(c) Estimated useful lives of long-lived assets

Management reviews useful lives of depreciable assets at each reporting date. Management assesses that the useful lives represent the expected utilization in terms of duration of the assets of the Company. Actual utilization, however, may vary due to technical obsolescence, particularly relating to software and information technology equipment.

3 Significant accounting policies *(continued from previous page)*

Significant accounting judgments and estimation uncertainties *(continued from previous page)*

(d) Incremental borrowing rates

The Company's incremental borrowing rate is used to estimate the initial value of the lease liabilities and associated right-of-use assets. The Company's incremental borrowing rate is determined with reference to the borrowing rate for a similar asset within a country for a similar lease term.

The Company estimates the lease term by considering the facts and circumstances that can create an economic incentive to exercise an extension option, or not exercise a termination option by assessing relevant factors such as store profitability. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment of the lease term is reviewed if a significant event or a significant change in circumstance occurs, which affects this assessment and that is within the control of the lessee. The Company estimates the incremental borrowing rate used to measure our lease liability for each lease contract. This includes estimation in determining the asset-specific security impact.

Property and equipment is stated at cost less accumulated depreciation and impairment losses, if any. Repairs and maintenance costs on capital assets are charged to expense during the period in which they are incurred. Depreciation is calculated as follows:

Computer hardware	55% declining balance
Furniture and office equipment	20% declining balance
Leasehold improvements	Straight-line over term of lease

If the cost of a component of equipment is significant to an item, that component is separated out and depreciated separately. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, annually, the effects of any changes in estimates accounted for prospectively.

Property and equipment

The Company reviews for indicators of impairment annually, or whenever events or circumstances indicate that the carrying value may not be recoverable. To determine recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("cash-generating units" or "CGUs"). The recoverable amount is the higher of an asset or CGU's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset or CGU). The asset's carrying amount is written down to its recoverable amount if the asset's carrying value is greater than its estimated recoverable amount. The Company evaluates

The Company did not recognize any impairment losses for the period ended December 31, 2019.

3 Significant accounting policies *(continued from previous page)*

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Fair value measurements

Fair value is defined as the price to sell an asset or transfer a liability (i.e. "the exit price") in an orderly transaction between market participants. Management uses a fair value hierarchy that gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data. The fair value hierarchy is broken down into the following three levels.

Level 1: Fair value based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Fair value based on quoted prices in active markets for similar assets or liabilities, quoted prices for identical assets or liabilities in inactive markets, or for which significant inputs are observable (e.g. interest rates, yield curves, etc.) or can be corroborated by observable market data.

Level 3: Fair value based on inputs that are unobservable and significant to the overall fair value measurement. The unobservable inputs reflect significant management judgments about assumptions that market participants might use.

Share capital

Share capital is recorded as the net proceeds received on issuance after deducting all share issuance costs.

Income taxes

Income tax comprises current and deferred income tax. Income tax is recognized in the statement of income and comprehensive income except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Income tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

(In Canadian Dollars)

3 Significant accounting policies *(continued from previous page)*

Income taxes *(continued from previous page)*

Deferred tax assets and liabilities are recognized for the temporary differences between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases, for unused tax losses, unused SR&ED expenditures and income tax credits, other than refundable investment tax credits. These differences are measured using tax rates and laws that were enacted or substantively enacted at the date of the statement of financial position and are expected to apply when the deferred income tax asset or liability is settled. Deferred tax assets are recognized only to the extent that it is more likely than not, in the opinion of management, that sufficient taxable income will be available to allow for all or part of the asset to be recovered.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and relate to income taxes levied by the same taxation authority.

4 Accounts receivable

The majority of the Company's revenue is derived from private billings. Patients pay for services in advance, prior to the rendering of any service. Patients insured through Blue Cross are verified as policy holders prior to rendering of any services. The Company's receivable balance consists of amounts to be received from credit card processors and the Blue Cross. Accordingly, the Company has never recognized a bad debt and does not anticipate credit losses in the future.

5 Property and equipment

	Leasehold improvements	Computer Hardware	Furniture and fixtures	Total
	$	$	$	$
Cost				
Balance, April 17th, 2019	-	-	-	-
Additions	150,587	17,382	44,265	212,234
Depreciation	(7,529)	(4,780)	(4,427)	(16,736)
Balance, December 31, 2019	**143,058**	**12,602**	**39,838**	**195,498**

6 Bank indebtedness

The Company has entered into a credit facility agreement ("Facility 1") that includes a non-revolving demand loan of up to a maximum of $600,000 which bears interest at the lender's primate rate plus 0% per annum. The credit facility contains a financial covenant to maintain a debt service coverage ratio of 1.25. As at December 31, 2019, the Company is not compliant with the debt service coverage ratio covenant. However, in February 2020, the Company paid off the bank indebtedness in full. The credit facility matures in April 2025. As at December 31, 2019 the Company had drawn $211,043 on this facility. During the period ended December 31, 2019, the Company recognized interest expense of $3,675 in relation to its bank indebtedness. The facility is guaranteed by the sole shareholder.

The Company also has another credit facility agreement ("Facility 2") that includes an operating demand loan of up to a maximum of $250,000 which bears interest at the lender's prime rate plus 0% per annum. The Company has not yet drawn from this facility.

7 Accounts payable and accrued liabilities

Included in accounts payable and accrued liabilities is $1,781 of government remittances payable.

8 Share capital

Authorized

The company's authorized share capital includes:

- An unlimited number of common shares

Common shares

The common shares carry voting rights. Each common share entitles the holder to one vote for each share held.

	#	$
Balance, April 17, 2019	**-**	**-**
Issuance of common shares	100	100
Balance, December 31, 2019	**100**	**100**

(In Canadian Dollars)

9 Right-of-use assets and lease liabilities

The Company has two leases for its premises. The Company recognized a right-of-use asset and corresponding lease liability in respect of these leases. The lease liabilities were measured at the present value of the remaining lease payments, discounted using the Company's borrowing rate at the date of initial application which was 3.95%. Upon initial recognition, the right-of-use assets was measured at an amount equal to the lease liability.

The following schedule shows the movement in the Company's right-of-use asset during the year:

Right-of-use assets	**Premise leases**
	$
Cost	
Balance at April 17, 2019	-
Additions	106,411
Balance at December 31, 2019	**106,411**
Accumulated depreciation	
Balance at April 17, 2019	-
Amortization	8,724
Balance at December 31, 2019	**8,724**
Net book value as at December 31, 2019	**97,687**

The right-of-use assets are being depreciated on a straight-line basis over the remaining term of the lease ending September 30, 2024. During the period ended December 31, 2019, the Company recognized depreciation expense of $8,724.

The following schedule shows the movement in the Company's lease liability during the period:

Lease liabilities	**Premise leases**
	$
Balance at April 17, 2019	-
Recognized during the year	106,411
Interest expense	1,780
Lease payments	(4,179)
Balance at December 31, 2019	**104,012**

A reconciliation of the current and non-current components of lease liabilities at December 31, 2019 follows:

	$
Current	19,298
Non-current	84,714
Total lease liabilities	**104,012**

(In Canadian Dollars)

9 Right-of-use assets and lease liabilities *(continued from previous page)*

The following table provides a maturity analysis of the Company's lease liabilities. The amounts disclosed in the maturity analysis are the contractual undiscounted cash flows before deducting interest or finance charges.

	$
2020	23,004
2021	24,262
2022	24,262
2023	24,262
2024	18,197
	113,987

10 Income taxes

a) Income tax (recovery) expense

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% to the effective tax rate is as follows:

	2019
	$
Net Income before of income taxes	192,210
Expected income tax expenses	50,935
Non-deductible expense	138
Income tax expense	**51,073**

The Company's income tax expense is allocated as follows:	$
Current tax expense	49,190
Deferred tax expense	1,883
Income tax expense	**51,073**

b) Deferred tax balances

The following table summarizes the components of deferred tax:

	December 31, 2019
	$
Deferred income tax assets (liabilities)	
Deferred tax assets	
Lease Liability	**27,563**
Deferred tax liabilities	
Property and equipment	**(3,559)**
ROU assets	**(25,887)**
Net deferred income tax liabilities	**(1,883)**

10 Income taxes *(continued from previous page)*

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

Movement in net deferred tax liabilities:

	2019
	$
Balance at April 17th, 2019	-
Recognized in profit/loss	(1,883)
Balance at the end of the year	**(1,883)**

11 Capital management

The Company's objective of managing capital, comprised 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. Management will adjust its capital structure through the issue of new shares, debt or other activities deemed appropriate under the specific circumstances. Management reviews 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.

12 Financial instruments and risk management

The Company's financial instruments consist of cash, accounts receivable, due from shareholder, due from related party, accounts payable and accrued liabilities, and bank indebtedness. The carrying value of financial instruments classified at amortized cost approximate fair value due to their short-term nature.

Credit risk and concentration risk

Financial instruments that potentially subject the Company to credit risk consist primarily of cash and accounts receivable. Cash is maintained at a reputable Canadian financial therefore, the Company considers the risk of non-performance to be remote.

The Company does not recognize a provision for expected credit losses based given the entirety of the Company's receivables balance consist of amounts owed from credit card processors. This is a timing difference and the Company does not expect any credit losses to arise out of this arrangement.

(In Canadian Dollars)

12 Financial instruments and risk management *(continued from previous page)*

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk through monitoring cash outflows due in its day-to-day business and by regular cash flow forecasting of cash requirements to fund research and development.

The Company's liabilities include trade accounts payable and accrued liabilities all of which are due within normal trade terms of generally 30 days.

	Within 1 year	Between 1 - 2 years	Between 2 - 5 years	Total
	$		$	$
Accounts payable and accrued liabilities	75,272	-	-	75,272
Lease liabilities	23,004	24,262	66,721	113,987
Bank indebtedness	211,043	-	-	211,043
Balance, December 31, 2019	**309,319**	**24,262**	**66,721**	**400,301**

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Company's earnings or the value of its holdings of financial instruments.

a) Interest rate risk

The Company's exposure to interest rate risk as at December 31, 2019 is as follows:

Accounts receivable and other	Non-interest bearing
Accounts payable and accrued liabilities	Non-interest bearing
Bank indebtedness	Lenders prime rate + 0%

13 Related party transactions

The following refers to the Company's related party transactions. They are considered to be related party transactions since these transactions are with shareholder or with companies under the direct control of the shareholder of the company. These related party transactions and balances occurred in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Due from shareholder

During the period ended December 31, 2019, the Company provided loans to the shareholder for approximately $105,272.

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

13 Related party transactions *(continued from previous page)*

Due from related company

The Company had advances due from a related company under common ownership of $56,772. These loans are non-interest bearing and have no fixed terms of repayment.

Professional Fees

Included in professional fees is $5,000 that was paid to a family member of the shareholder for administrative tasks within the clinic.

14 Key management personnel compensation

The sole shareholder of the Company is active in the clinic however, has not taken out any salary or benefits during the period from April 17, 2019 (date of incorporation) to December 31, 2019.

15 Events after the reporting period

COVID-19

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in the World Health Organization declaring this virus a global pandemic in March 2020. Governments around the world have enacted emergency measures to combat the spread of the virus. These measures which include the implementation of travel bans, self-imposed quarantine periods and social distancing and closure of businesses have caused material disruption to businesses resulting in an economic slowdown. Governments and central banks have responded with significant monetary and fiscal interventions designed to stabilize the financial markets. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the duration and severity of these developments.

Reverse take over

On October 18, 2020, the Company entered into a share purchase agreement with the security holders of 2775554 Ontario Inc. pursuant to which 2775554 Ontario Inc. will purchase all of the issued and outstanding shares of the Company (the "Acquisition"). Concurrent with the Acquisition, pursuant to a share purchase agreement also dated October 18, 2020, TRC Management Holdings Corp. will purchase all of the issued and outstanding shares of 2775554 Ontario Inc. (the "HCP Acquisition") for a purchase price of approximately $14.6 million, a portion of which amount will be satisfied at closing by (i) the issuance of common shares of TRC Management Holdings Corp., and (ii) a cash payment to certain of such selling shareholders of 2775554 Ontario Inc. six months from the closing of the acquisition. For clarity, the Company only comprises a portion of the HCP Acquisition as 2775554 Ontario Inc. will also be purchasing HealthCare Plus Group of Clinics, 11419501 Canada Inc. and ArionTech Inc. immediately prior to the sale of its shares to TRC Management Holdings Corp.

15 Events after the reporting period *(continued from previous page)*

Reverse take over (continued)

Pursuant to the terms of a letter of intent dated October 14, 2020 between TRC Management Holdings Corp. and AIM4 Ventures Inc.. the common shares of TRC Management Holdings Corp. issued as consideration for the HCP Acquisition will be exchanged, pursuant to a plan of arrangement in accordance with Section 182 of the Business Corporations Act (Ontario), for common shares of the entity resulting from the business combination of TRC Management Holdings Corp., AIM 4 Ventures and 2775554 Ontario Inc. (the "Resulting Issuer"). It is anticipated that the Resulting Issuer will be re-named Think Research Corporation. Subscription receipts for shares of the Resulting Issuer of more than $30.0 million have been received and are being held in escrow until the Resulting Issuer becomes publicly listed at which time these funds will be released and made available for the Resulting Issuer's use.

SCHEDULE "R"
CIMCC MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM THE DATE OF INCORPORATION TO DECEMBER 31, 2019

See attached.

Complete Immigration Medical Centre Corp.

MANAGEMENT DISCUSSION & ANALYSIS (“MD&A”) FOR THE PERIOD APRIL 17, 2019 to DECEMBER 31, 2019

BACKGROUND

Complete Immigration Medical Centre Corp. (the “Company”) was incorporated under the Laws of the Province of Ontario on April 17, 2019.

The Company is an Immigration Refugee Citizenship of Canada (IRCC) approved clinic that provides private and specialized services and exams for immigration purposes (e.g. visas, refugees, permanent residence applications, student visa applications).

The Company provides services:

- Medical examination
- Urine testing
- Blood testing

Approximately 5% of the Company’s clients are refugees and as such covered by the Interim Federal Health Program which covers all cost of services delivered through Medavie Blue Cross coverage.

The Company has one location and is headquartered in Brampton, Ontario.

OVERALL PERFORMANCE

	Period from April 17, 2019 to December 31, 2019
	$
Revenue	**537,940**
Costs of services	
Physician fees	**95,148**
Lab fees	**7,514**
Supplies and materials	**10,893**
Freight and delivery	**116**
Costs of Services	**113,671**
Gross Margin	**424,269**
Operating Expenses	
Salaries and wages	**63,614**
General and administrative	**54,392**
Professional fees	**40,776**
Marketing and promotion	**17,164**
Rent and utilities	**10,248**
Interest and bank charges	**8,836**
Insurance	**5,198**
Travel	**917**
	201,145
Income before other expenses	**223,124**
Other expenses	
Depreciation of property and equipment	**16,736**
Depreciation of right-of-use assets	**8,724**
Interest expense from lease liabilities	**1,780**
Interest expense from bank indebtedness	**3,675**
	30,915
Income before taxes	**192,209**
Income taxes	
Current	**49,190**
Deferred	**1,883**
	51,073
Total income and comprehensive income for the period	**141,136**

The overall performance this reporting period is attributable to:

- Between April 2019 (date of incorporation) and June 2019, the Company was not providing services as it was in the planning and setup phase of the clinic.

- The Company began providing services in July of 2019 with limited capacity which included one physician and two administrative members. During this time the company provided immigration medical exams and urine tests.

- In September, 2019, the Company started to provide the full suite of services including blood, urine and medical.
- Between July and October 2019, the Company gradually ramped up services to full capacity and added one new nurse in September, one additional physician and a third administrative staff member in October.
- Starting November 2019, the Company began operations at an increased capacity.

DISCUSSION OF OPERATIONS

Revenue and Cost of Services

For the period April 17, 2019 (date of incorporation) to December 31, 2019 the Company generated revenues of $537,940 for services provided. Patient may receive a medical exam, a urine test and/or a blood test as part of the visit. When patients receive multiple services they are provided an aggregated invoice.

For the same period, the cost of services was $113,671 which are primarily attributed to physician services, supplies and materials for services delivered including items (e.g. scales, blood pressure cuffs) and lab processing fees.

Operating Expense

For the period April 17, 2019 (date of incorporation) to December 31, 2019 the Company had $201,145 in Operating Expenses. These costs are primarily attributed to salaries for nurses and administrative staff, general and administrative expenses and professional fees related to incorporation and assurances services for the business.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents

As at December 31, 2019, the Company had $122,006 of cash and cash equivalents.

Operating activities

During the period ended December 31, 2019, the Company received $289,320 in cash from operating activities.

Financing activities

During the period ended December 31, 2019, the Company received $44,920 in cash from financing activities. During this period $211,043 in cash was received from the credit facility and the Company made advances of $105,172 to shareholders and $56,772 to related parties as discussed below.

Investing activities

During the period ended December 31, 2019, the Company used $212,234 of cash to purchase property and equipment in order to complete the setup of the facility.

TRANSACTIONS BETWEEN RELATED PARTIES

The following refers to the Group's related party transactions. They are considered to be related party transactions since these transactions are with shareholders or with companies under the direct control of the shareholder of the company.

Due from related party

As at December 31, 2019, the Company had an outstanding loan balance of $56,772 due from a company controlled by the shareholder. This amount is unsecured, non-interest bearing and has no fixed terms of repayment.

Due from shareholder

As at December 31, 2019, the Company had an outstanding loan balance of $105,272 due from the shareholder. This amount is unsecured, non-interest bearing and has no fixed terms of repayment.

Key management personnel compensation

The sole shareholder of the Company is active in the clinic however, has not taken out any salary or benefits as at December 31, 2019. The plan is to issue a dividend payable to the shareholder to clear out the balance due from the shareholder for the patient services performance during the period. This dividend has not been declared or approved as at period end.

DISCLOSURE OF OUTSTANDING SHARE DATA

Description of Security	Number of Securities Outstanding

Common Shares	100
Total, Fully Diluted	100

The company is authorized to issue unlimited common shares and does not have any other securities issued (no options, warrants, etc.).

SUBSEQUENT EVENTS

COVID-19

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in the World Health Organization declaring this virus a global pandemic in March 2020. Governments around the world have enacted emergency measures to combat the spread of the virus. These measures which include the implementation of travel bans, self-imposed quarantine periods and social distancing and closure of businesses have caused material disruption to businesses resulting in an economic slowdown. Governments and central banks have responded with significant monetary and fiscal interventions designed to stabilize the financial markets. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the duration and severity of these developments.

Bank indebtedness

On February 18th, 2020, the Company made a payment of $211,043 to pay off the bank indebtedness outstanding as of December 31, 2019.

Share Purchase Agreement

On October 18, 2020, the Company entered into a share purchase agreement with the securityholders of 2775554 Ontario Inc. pursuant to which 2775554 Ontario Inc. will purchase all of the issued and outstanding shares of the Company (the "Acquisition"). Concurrent with the Acquisition, pursuant to a share purchase agreement also dated October 18, 2020, TRC Management Holdings Corp. will purchase all of the issued and outstanding shares of 2775554 Ontario Inc. (the "HCP Acquisition") for a purchase price of approximately $14.6 million, a portion of which amount will be satisfied at closing by (i) the issuance of common shares of TRC Management Holdings Corp., and (ii) a cash payment to certain of such selling shareholders of 2775554 Ontario Inc. six months from the closing of the acquisition.

Pursuant to the terms of a letter of intent dated October 14, 2020 between TRC Management Holdings Corp. and AIM4 Ventures Inc.. the common shares of TRC Management Holdings Corp. issued as consideration for the HCP Acquisition will be exchanged, pursuant to a plan of arrangement in accordance with Section 182 of the Business Corporations Act (Ontario), for common shares of the entity resulting from the business combination of TRC Management Holdings Corp., AIM 4 Ventures and 2775554 Ontario Inc. (the "Resulting Issuer"). It is anticipated that the Resulting Issuer will be re-named

Think Research Corporation. Subscription receipts for shares of the Resulting Issuer of more than $30.0 million have been received and are being held in escrow until the Resulting Issuer becomes publicly listed at which time these funds will be released and made available for the Resulting Issuer's use.

CRITICAL ACCOUNTING ESTIMATES

Significant accounting judgments and estimation uncertainties

The preparation of the financial statements in accordance with this process requires management to make estimates and assumptions that affect the amounts of reported assets and liabilities as of the date of the financial statements.. In the opinion of management, these financial statements reflect all adjustments necessary to present fairly the results for the periods presented. Actual results could differ from these estimates. The following are critical estimates and judgments for which changes in assumptions could have a material impact on the financial statements and notes to the financial statements.

a. *Expected credit losses*

   The Company performs impairment testing annually for accounts receivable in accordance with IFRS 9. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which are determined on a probability-weighted basis. IFRS 9 outlines a three-stage approach to recognizing ECLs which is intended to reflect the increase in credit risks of a financial instrument based on 1) 12-month expected credit losses or 2) lifetime expected credit losses. The Company measures provision for ECLs at an amount equal to lifetime ECLs.

   The Company applies the simplified approach to determine ECLs on trade receivables by using a provision matrix based on historical credit loss experiences. The historical results were used to calculate the run rates of default which were then applied over the expected life of the trade receivables, adjusted for forward looking estimates.

b. *Income taxes*

   The calculation of deferred tax is based on assumptions, which are subject to uncertainty as to timing and which tax rates are expected to apply when temporary differences reverse. Deferred tax is also subject to uncertainty regarding the magnitude to which non-capital losses available for carry forward will be utilized in the future.

   These estimates and assumptions are reviewed periodically and, as adjustments become necessary, they are reported in net loss and comprehensive loss in the years in which they become known. Actual results may differ significantly from management's estimates.

c. *Estimated useful lives of long-lived assets*

Management reviews useful lives of depreciable assets at each reporting date. Management assesses that the useful lives represent the expected utilization in terms of duration of the assets of the Company. Actual utilization, however, may vary due to technical obsolescence, particularly relating to software and information technology equipment.

d. *Incremental borrowing rates*

The Company's incremental borrowing rate is used to estimate the initial value of the lease liability and associated right of use asset. The Company's incremental borrowing rate is determined with reference to the borrowing rate for a similar asset within a country for a similar lease term.

The Company estimates the lease term by considering the facts and circumstances that can create an economic incentive to exercise an extension option, or not exercise a termination option by assessing relevant factors such as store profitability. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment of the lease term is reviewed if a significant event or a significant change in circumstance occurs, which affects this assessment and that is within the control of the lessee. The Company estimates the incremental borrowing rate used to measure our lease liability for each lease contract. This includes estimation in determining the asset-specific security impact.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The financial statements are prepared on a going concern basis and have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. All financial information is presented in Canadian dollars, the Company's functional currency.

Adoption of new and revised Standards

IFRS 15 Revenue from Contracts with Customers

The Company adopted IFRS 15 Revenue from Contracts with Customers ("IFRS 15") as issued by the IASB in May 2014, with clarifying amendments issued in April 2016. The standard specifies how and when entities recognize, measure, and disclose revenue. The standard supersedes all current standards dealing with revenue recognition, including IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers, and SIC 31 Revenue – Barter Transactions Involving Advertising Services. The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Revenue recognition

Revenue represents the fair value on consideration received or receivable from customers for goods and services provided by the Company, net of discounts and sales taxes. The Company generates revenue from the sale of professional services.

Professional services

Professional services revenue is recognized as such services are performed as appropriate in the circumstances.

IFRS 9 Financial Instruments

IFRS 9 Financial Instruments ("IFRS 9"), includes a principle-based approach for classification and measurement of financial assets and a forward-looking expected credit loss ("ECL") model. IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39") categories of held to maturity, loans and receivables and available for sale. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive loss. Significant accounting policies (continued from previous pa

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Financial assets

<u>Recognition and initial measurement</u>

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

<u>Classification and subsequent measurement</u>

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

<u>Financial assets are classified as follows:</u>

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost.
- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income or loss. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income or loss. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income or loss is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income or loss.
- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss.
- Designated at fair value through profit or loss - On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

The Company measures all equity investments at fair value. Changes in fair value are recorded in profit or loss. The entity does not hold any equity investments.

<u>Business model assessment</u>

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

<u>Contractual cash flow assessment</u>

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

Impairment of financial assets under IFRS 9 replaces the incurred loss model in IAS 39 with an ECL model. The new impairment model applies to financial assets measured at amortized cost, and contract assets and debt investments at FVOCI.

The Company does not recognize a loss allowance for the expected credit losses associated with its financial assets. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions. As the entirety of the Company's accounts receivables are a timing difference between the time of sale and receipt of funds from credit card processors, the company does not recognize an expected credit loss.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Company will recognize a loss allowance equal to lifetime expected credit losses.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred under particular circumstances.

For this purpose, a financial asset is transferred if the Company either:

- Transfers the right to receive the contractual cash flows of the financial asset, or;

- Retains the right to receive the contractual cash flows of the financial asset, but assumes an obligation to pay received cash flows in full to one or more third parties without material delay and is prohibited from further selling or transferring the financial asset.

Transferred financial assets are evaluated to determine the extent to which the Company retains the risks and rewards of ownership. When the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it evaluates whether it has retained control of the financial asset.

Where substantially all risks and rewards of ownership have been transferred, or risks and rewards have neither been transferred nor retained and control of the financial asset has not been retained, the Company derecognizes the financial asset. At the same time, the Company separately recognizes as assets or liabilities the fair value of any rights and obligations created or retained in the transfer. Any difference between the carrying amount measured at the date of recognition and the consideration received is recognized in profit or loss.

Financial liabilities

Recognition and initial measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

The following table summarizes the classification impacts upon adoption of IFRS 9:

Financial assets and liabilities	IFRS 9
Cash	FVTPL
Accounts receivable	Amortized cost
Due from shareholder	FVTPL
Due from related party	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Bank indebtedness	Amortized cost

IFRS 16 Leases

The Company adopted IFRS 16 *Leases* ("IFRS 16") as issued by the IASB in January 2016. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and lessor. The standard supersedes the requirements in IAS 17 *Leases* ("IAS 17"), IFRIC 4 *Determining Whether an Arrangement Contains a Lease* ("IFRIC 4"), SIC 15 *Operating Leases – Incentives* ("SIC 15"), and SIC 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease* ("SIC 27").

IFRS 16 removes the distinction between operating and finance leases from the lessee's perspective and introduces a single lessee accounting model. The standard requires a lessee to recognize a "right-of-use" asset and a corresponding lease liability for substantially all leases, with the exception of leases with terms less than 12 months and leases of low value assets. Requirements for lessor accounting are largely unchanged from IAS 17. IFRS 16 also results in reclassification of the nature of lease expenses to depreciation and interest expense, from their classification of "rent expense" under IAS 17.

The application of the standard has resulted in a change in the Company's accounting policy for recognition of leases.

The Company's accounting policy for leases is as follows:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentives received.

The right-of-use assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset can be periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate.

The Company utilized the modified retrospective method to adopt the new standard and therefore, the comparative information contained within these consolidated financial statements has not been restated and continues to be reported under previous lease standards. In addition, the following practical expedients were applied:

- The Company assessed whether a contract is, or contains, a lease at the date of initial application of IFRS 16.

Property and equipment

Property and equipment is stated at cost less accumulated depreciation and impairment losses, if any. Repairs and maintenance costs on capital assets are charged to expense during the period in which they are incurred. Depreciation is calculated as follows:

Computer hardware	55% declining balance
Furniture and office equipment	20% declining balance
Leasehold improvements	Straight-line over term of lease

If the cost of a component of equipment is significant to an item, that component is separated out and depreciated separately. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, annually, the effects of any changes in estimates accounted for prospectively.

The Company reviews for indicators of impairment annually, or whenever events or circumstances indicate that the carrying value may not be recoverable. To determine recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("cash-generating units" or "CGUs"). The recoverable amount is the higher of an asset or CGU's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset or CGU). The asset's carrying amount is written down to its recoverable amount if the asset's carrying value is greater than its estimated recoverable amount. The Company evaluates

The Company did not recognize any impairment losses for the period ended December 31, 2019.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Fair value measurements

Fair value is defined as the price to sell an asset or transfer a liability (i.e. "the exit price") in an orderly transaction between market participants. Management uses a fair value hierarchy that gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data. The fair value hierarchy is broken down into the following three levels.

Level 1: Fair value based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Fair value based on quoted prices in active markets for similar assets or liabilities, quoted prices for identical assets or liabilities in inactive markets, or for which significant inputs are observable (e.g. interest rates, yield curves, etc.) or can be corroborated by observable market data.

Level 3: Fair value based on inputs that are unobservable and significant to the overall fair value measurement. The unobservable inputs reflect significant management judgments about assumptions that market participants might use.

Share capital

Share capital is recorded as the net proceeds received on issuance after deducting all share issuance costs.

Income taxes

Income tax comprises current and deferred income tax. Income tax is recognized in the consolidated statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Income tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized for the temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases, for unused tax losses, unused SR&ED expenditures and income tax credits, other than refundable investment tax credits. These differences are measured using tax rates and laws that were enacted or substantively enacted at the date of the consolidated statement of financial position and are expected to apply when the deferred income tax asset or liability is settled. Deferred tax assets are recognized only to the extent that it is more likely than not, in the opinion of management, that sufficient taxable income will be available to allow for all or part of the asset to be recovered.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and relate to income taxes levied by the same taxation authority.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, and bank indebtedness. The carrying value of financial instruments classified at amortized cost approximate fair value due to their short-term nature.

Credit and concentration risk

Financial instruments that potentially subject the Company to credit risk consist primarily of cash, restricted cash and accounts receivable and other. Cash is maintained at a reputable Canadian financial institution and restricted cash is held on account by a highly reputable payment processor with a long history of strong creditworthiness; therefore, the Company considers the risk of non-performance to be remote. There is no concentration of credit risk as the accounts receivable balance is merely a timing difference between sale and receipt of funds from credit card processors.

The Group does not recognize a provision for expected credit losses based given the entirety of the Company's receivables balance consist of amounts owed by credit card processors. This is a timing difference and the Company does not expect any credit losses to arise out of this arrangement.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk through monitoring cash outflows due in its day-to-day business and by regular cash flow forecasting of cash requirements to fund research and development. The Company's liabilities include trade accounts payable and accrued liabilities all of which are due within normal trade terms of generally 30 days.

	Within 1 year	Between 1 - 2 years	Between 2 - 5 years	Total
	$		$	$
Accounts payable and accrued liabilities	75,272	-	-	75,272
Lease liabilities	23,004	24,262	66,721	113,987
Bank indebtedness	211,043	-	-	211,043
Balance, December 31, 2019	**309,319**	**24,262**	**66,721**	**400,301**

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Company's earnings or the value of its holdings of financial instruments.

a. Interest rate risk

The Company's exposure to interest rate risk as at December 31, 2019 is as follows:

Accounts receivable and other	Non-interest bearing
Accounts payable and accrued liabilities	Non-interest bearing
Bank indebtedness	Lenders prime rate + 0%

SCHEDULE "S"
CIMCC INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2020

See attached.

Complete Immigration Medical Centre Corp.

Condensed Interim Financial Statements

For the three and six month periods ended June 30, 2020
(Presented in Canadian dollars)
(Unaudited)

Complete Immigration Medical Centre Corp.
Condensed interim statement of financial position
As at June 30, 2020
(Unaudited)
(Presented in Canadian dollars)

		June 30, 2020	December 31, 2019
		$	$
Assets			
Current			
Cash		**238,848**	**122,006**
Accounts receivable	*Note 3*	**22,659**	**2,304**
Prepaid expenses		**1,581**	**948**
Due from shareholder	*Note 9*	**218,139**	**105,272**
Due from related party	*Note 9*	**159,047**	**56,772**
		640,274	**287,302**
Property and equipment	*Note 4*	**182,696**	**195,498**
Right-of-use assets	*Note 8*	**87,404**	**97,687**
Security deposit		**2,150**	**2,150**
		912,524	**582,637**
Liabilities			
Current			
Bank indebtedness	*Note 6*	**-**	**211,043**
Accounts payable and accrued liabilities		**164,304**	**75,273**
Current portion of lease liabilities	*Note 8*	**20,962**	**19,298**
Income taxes payable	*Note 5*	**162,760**	**51,073**
		348,026	**356,687**
Government loan	*Note 7*	**40,000**	**-**
Lease liabilities	*Note 8*	**74,128**	**84,714**
		462,154	**441,401**
Shareholder's equity			
Share capital	*Note 10*	**100**	**100**
Retained earnings		**450,270**	**141,136**
		450,370	**141,236**
		912,524	**582,637**

Significant events and events after reporting period (Note 13)

Approved by the Board of Directors

[signed]
Director

[signed]
Director

The accompanying notes are an integral part of these condensed interim financial statements.

Complete Immigration Medical Centre Corp.

Condensed Interim Statements of Income (loss) and Comprehensive Income (loss)

For the three months and six months ended June 30, 2020

(Unaudited)

(Presented in Canadian dollars)

	Three months ended June 30, 2020	April 17 (date of incorporation) - June 30 2019	**Six months ended June 30, 2020**	April 17 (date of incorporation) - June 30 2019
	$	$	**$**	$
Revenue	**500,033**	-	**901,942**	-
Cost of services				
Physicans fees	**123,045**	-	**214,538**	-
Lab fees	**13,484**	-	**25,621**	-
Supplies and materials	**18,498**	-	**20,453**	-
Freight and delivery	**-**	-	**360**	-
	155,027	-	260,972	-
Gross margin	**345,006**	**-**	**640,970**	**-**
Operating expenses				
Salaries and wages	**40,486**	-	**60,025**	-
Rent and utilities	**18,203**	-	**32,633**	-
General and administrative	**18,476**	7,158	**28,624**	7,158
Professional fees	**12,298**	-	**34,521**	-
Interest and bank charges	**7,215**	1,869	**11,074**	1,869
Marketing and promotion	**3,117**	1,995	**5,367**	1,995
Insurance	**1,053**	2,845	**2,560**	2,845
Travel	**-**	-	**16,677**	-
	100,848	13,867	**191,481**	13,867
Income (loss) before undernoted	**244,158**	(13,867)	**449,489**	(13,867)
Other expenses				
Depreciation of property and equipment	**(7,731)**	-	**(15,429)**	-
Depreciation of right-of-use asset	**(5,141)**	-	**(10,283)**	-
Interest expense on right-of-use asset	**(1,001)**	-	**(1,954)**	-
Interest on bank indebtedness	**-**	-	**(1,002)**	-
	(13,873)	-	**(28,668)**	-
Net income (loss) before income taxes	**230,285**	(13,867)	**420,820**	(13,867)
Provision for income taxes				
Income tax expense	**61,203**	-	**111,686**	-
Net income (loss) and comprehensive income (loss)	**169,082**	**(13,867)**	**309,134**	**(13,867)**

The accompanying notes are an integral part of these condensed interim financial statements.

Complete Immigration Medical Centre Corp.

Condensed Interim Statements of Changes in Shareholder's Equity

For the six month period ended June 30, 2020 and 2019

(Unaudited)

(Presented in Canadian dollars)

	Shareholder's equity
	$
Balance at April 17, 2019 (date of incorporation)	-
Net income and comprehensive income from April 17, 2019 to December 31, 2019	141,136
Balance at December 31, 2019	**141,136**
Net income and comprehensive income for the six months period ended June 30, 2020	309,134
Balance at June 30, 2020	**450,270**

The accompanying notes are an integral part of these condensed interim financial statements.

Complete Immigration Medical Centre Corp.
Condensed Interim Statement of Cash Flows
For the three and six month periods ended June 30, 2020
(Unaudited)
(Presented in Canadian dollars)

	Three months ended June 30, 2020	April 17 - June 30 2019	**Six months ended June 30, 2020**	April 17 - June 30 2019
	$	$	**$**	$
Operating activities				
Net income (loss)	**169,082**	(13,867)	**309,134**	(13,867)
Adjustments for non-cash items:				
Depreciation of property and equipment	**7,731**	-	**15,429**	-
Depreciation of right-of-use asset	**5,141**	-	**10,283**	-
Interest expense from lease liabilities	**1,001**	-	**1,954**	-
Changes in working capital				
Accounts receivable	**(8,854)**	-	**(20,355)**	-
Prepaid expenses	**(1,344)**	-	**(633)**	-
Accounts payable and accrued liabilities	**106,952**	(2,565)	**89,031**	(2,565)
Income taxes payable	**61,303**	-	**111,687**	-
	341,012	(16,432)	**516,530**	(16,432)
Investing activities				
Purchase of property and equipment	**(2,627)**	(60,000)	**(2,627)**	(60,000)
	(2,627)	(60,000)	**(2,627)**	(60,000)
Financing activities				
Advances from government loan	**40,000**	-	**40,000**	-
Lease payments	**(5,907)**	-	**(10,876)**	-
Bank indebtedness	**-**	-	**(211,043)**	-
Advances to shareholder	**(57,525)**	(20,070)	**(112,867)**	(20,070)
Advances to related party	**(102,275)**	(5,000)	**(102,275)**	(5,000)
	(125,707)	(25,070)	**(397,061)**	(25,070)
Increase (decrease) in cash	**212,678**	**(101,502)**	**116,842**	**(101,502)**
Cash, beginning of period	**26,170**	-	**122,006**	-
Cash, end of period	**238,848**	(101,502)	**238,848**	(101,502)

The accompanying notes are an integral part of these condensed interim financial statements.

1. Description of business

Complete Immigration Medical Centre Corp. (the "Company") was incorporated under the Laws of the Province of Ontario on April 17, 2019. The Company provides private medical services to clients in Brampton, Ontario.

The address of the Company's registered office is 36 Vodden St E Suite 203, Brampton ON, L6V 4H4.

2. Basis of presentation

These condensed interim financial statements were prepared following the same accounting policies and methods of computation as the Company's audited annual financial statements for the year ended December 31, 2019. They were prepared in accordance with International Accounting Standard (IAS) 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain financial information and disclosures normally included in the annual financial statements prepared in accordance with International Financial Reporting Standards (IFRS) has been omitted or condensed. The disclosure provided herein is incremental to the disclosure included in the audited annual financial statements.

The condensed interim financial statements should be read in conjunction with the annual audited financial statements for the year ended December 31, 2019.

The financial statements were approved for issuance by the Company's Board of Directors on November 11, 2020.

Basis of measurement

The financial statements are prepared on a going concern basis and have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for assets. All financial information is presented in Canadian dollars, the Company's functional currency.

3. Accounts receivable

The majority of the Company's revenue is derived from private billings. Patients pay for services in advance, prior to the rendering of any service. Patients insured through Blue Cross are verified as policy holders prior to rendering of any services. The Company's receivable balance consists of amounts to be received from credit card processors and the Blue Cross. Accordingly, the Company has never had a bad debt and does not anticipate credit losses in the future.

4. Property and Equipment

	Leasehold improvements	Computer Hardware	Furniture and fixtures	Total
	$	$	$	$
Cost				
Balance, December 31, 2019	143,058	12,602	39,838	195,498
Additions	1,189	339	1,099	2,627
Depreciation	(7,957)	(3,479)	(3,993)	(15,429)
Balance, June 30, 2020	**136,290**	**9,462**	**36,944**	**182,696**

5. Income taxes

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% to the effective tax rate is as follows.

	3 months ended June 30, 2020	6 months ended June 30, 2020
	$	$
Net Income (Loss) before recovery of income taxes	230,285	420,820
Expected income tax (recovery) expenses	61,026	111,517
Share-based compensation and non-deductible expenses	177	169
Income tax expense	61,203	111,686

The Company's income tax expense is allocated as follows:

	$	$
Current tax expense	61,655	112,590
Deferred tax expense (recovery)	(452)	(904)
Income tax expense	61,203	111,686

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% to the effective tax rate is as follows:

	June 30,2020
	$
Deferred income tax assets (liabilities)	
Deferred tax assets	
Lease Liability	25,199
Deferred tax liabilities	
Property and equipment	(3,017)
ROU assets	(23,162)
Net deferred income tax Assets (liabilities)	(979)

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

Movement in deferred tax liability:

	2019
	$
Balance at the beginning of the year	1,883
Recognized in profit/loss	(904)
Balance at the end of the year	979

6. Bank indebtedness

The Company has entered into a credit facility agreement ("Facility 1") that includes a non-revolving demand loan of up to a maximum of $600,000 which bears interest at the lender's primate rate plus 0%. As at June 30th, 2020, the Company had drawn $nil (December 31, 2019 - $211,043) from this facility. During the three and six months ended June 30, 2020, the Company recognized interest expense of $nil and $1,002 respectively (period from April 17,2019 (date of incorporation) to December 31, 2019 - $3,675) in relation to its bank indebtedness.

The Company also has another credit facility agreement ("Facility 2') that includes an operating demand loan of up to a maximum of $250,000 which bears interest at the lender's prime rate plus 0% per annum. The Company has not yet drawn from this facility.

7. Government loan

Due to the COVID-19 pandemic (Note 13), on April 9, 2020 the Canadian government introduced funding through a Canadian Emergency Business Account Loan ("CEBA Loan") which was designed to help small businesses fund operating expenses.

In May 2020, the Company applied for and received a $40,000 CEBA loan which is non-interest bearing until December 31, 2022 with no principal repayment being required. Repayment of the balance before December 31, 2022 will result in 25% of the loan amount be forgiven.

If the balance has not been repaid before December 31, 2022, the loan will convert to a three-year loan bearing interest at 5% per annum, payable monthly maturing on December 31, 2025.

As at June 30, 2020, $40,000 (December 31, 2019 - $nil) is outstanding on the CEBA loan.

8. Right-of-use assets and lease liabilities

The Company adopted IFRS 16 effective January 1, 2018 at the start of its new fiscal year and on initial application, the Company has elected to record right-of-use assets based on the corresponding lease liability. When measuring lease liabilities, the Company discounted lease payments using an incremental borrowing rate of 3.95% for all leases. The Company applied the definition of a lease under IFRS 16 to contracts entered into or changed on or after January 1, 2019.

The following table reconciles the Company's operating lease obligations to the lease obligations recognized on initial application of IFRS 16:

Right-of-use assets	**Premises leases**
Cost	$
Balance as at April 17, 2019	**-**
Additions	106,411
Balance, December 31, 2019	**106,411**
Additions	-
Balance, June 30, 2020	**106,411**
Accumulated depreciation	
Balance, April 17, 2019	**-**
Depreciation	8,724
Balance, December 31, 2019	**8,724**
Depreciation	10,283
Balance, June 30, 2020	**19,007**
Net book value as at:	
December 31, 2019	97,687
June 30, 2020	**87,404**

8. Right-of-use assets and lease liabilities (continued)

Lease liabilities	**Premises lease**
	$
Balance at April 17, 2019	-
Additions	106,411
Interest expense	1,780
Lease payments	(4,179)
Total lease liabilities at December 31, 2019	**104,012**
Current portion of lease liabilities	19,298
Long term portion of lease liabilities	84,714
Total lease liabilities at December 31, 2019	**104,012**
Balance at January 1, 2020	**104,012**
Additions	-
Interest expense	1,954
Lease payments	(10,876)
Total lease liabilities at June 30, 2020	**95,090**
Current portion of lease liabilities	20,962
Long term portion of lease liabilities at June 30, 2020	74,128
Total lease liabilities at June 30, 2020	**95,090**

The Company has entered into agreements to lease office premises until 2024 with an option to extend for a further term of five years. The minimum payments under the Company's premises leases consist of minimum rent and does not include variable costs. The minimum undiscounted payments under all agreements are as follows:

	$
2020	12,131
2021	24,262
2022	24,262
2023	24,262
2024	18,197
	103,114

9. Related party transactions and balances

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include management executives of the Company. The sole shareholder of the Company is active in the Clinic, however, has not taken out any salary or benefits for the period April 17, 2019 to June 30, 2020.

As at June 30, 2020, the Company had a balance due from the shareholder of $218,139 (December 31, 2019 - $105,272).

As at June 30, 2020, the Company had a balance due from related party of $159,047 (December 31, 2019 - $56,772).

Amounts due to shareholder and due to related party as described above, are unsecured, non-interest bearing, and due on demand. These related party transactions and balances occurred in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

10. Share capital

Authorized

The company's authorized share capital includes:

- An unlimited number of common shares

Common Shares

The common shares carry voting rights. Each common share entitles the holder to one vote for each share held.

	#	$
Balance, December 31, 2019	**100**	**100**
Issuance of common shares	-	-
Balance, June 30, 2020	**100**	**100**

11. Financial instruments and risk management

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, government loan and lease liabilities. The carrying value of financial instruments classified at amortized cost approximate fair value due to their short-term nature.

Credit risk

Financial instruments that potentially subject the Company to credit risk consist primarily of cash, restricted cash and accounts receivable and other. Cash is maintained at a reputable Canadian financial institution and accounts receivable is held by a highly reputable payment processor with a long history of strong creditworthiness; therefore, the Company considers the risk of non-performance to be remote. There is no concentration of credit risk as the accounts receivable balance is merely a timing difference between sale and receipt of funds from credit card processors.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk through monitoring cash outflows due in its day-to-day business and by regular cash flow forecasting of cash requirements to fund operations. The Company's liabilities include trade accounts payable and accrued liabilities all of which are due within normal trade terms of generally 30 days.

	Within 1 year	Between 1 - 2 years	Between 2 - 5 years	Total
	$	$	$	$
As at June 30, 2020				
Accounts payable and accrued liabilities	164,303	-	-	164,303
Government Loan	40,000	-	-	40,000
Lease liabilities	24,264	24,264	46,562	95,090
	228,567	24,264	46,562	299,393

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Company's earnings or the value of its holdings of financial instruments.

a) *Interest rate risk*

The Company's exposure to interest rate risk as at June 30, 2020 is as follows:

Accounts receivable and other	Non-interest bearing
Accounts payable and accrued liabilities	Non-interest bearing
Government loan	Non-interest bearing
Lease liabilities	Lenders prime + 0%

12. Significant Events and events after the reporting period

COVID-19

During the current period, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on the Company's business through the restrictions put in place by government of Canada regarding travel, business operations and isolation/quarantine orders. At this time, while the extend of the impact of the COVID-19 outbreak to the Company is unknown, the impact will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measure that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, the Group anticipates this outbreak may cause reduced customer demand and disruptions to global supply chain which may negatively impact the Company's business and financial condition.

Reverse take over

On October 18, 2020, the Company entered into a share purchase agreement with the security holders of 2775554 Ontario Inc. pursuant to which 2775554 Ontario Inc. will purchase all of the issued and outstanding shares of the Company (the "Acquisition") . Concurrent with the Acquisition, pursuant to a share purchase agreement also dated October 18, 2020, TRC Management Holdings Corp. will purchase all of the issued and outstanding shares of 2775554 Ontario Inc. (the "HCP Acquisition") for a purchase price of approximately $14.6 million, a portion of which amount will be satisfied at closing by (i) the issuance of common shares of TRC Management Holdings Corp., and (ii) a cash payment to certain of such selling shareholders of 2775554 Ontario Inc. six months from the closing of the acquisition. For clarity, the Company only comprises a portion of the HCP Acquisition as 2775554 Ontario Inc. will also be purchasing HealthCare Plus Group of Clinics, 11419501 Canada Inc. and ArionTech Inc. immediately prior to the sale of its shares to TRC Management Holdings Corp.

Pursuant to the terms of a letter of intent dated October 14, 2020 between TRC Management Holdings Corp. and AIM4 Ventures Inc.. the common shares of TRC Management Holdings Corp. issued as consideration for the HCP Acquisition will be exchanged, pursuant to a plan of arrangement in accordance with Section 182 of the Business Corporations Act (Ontario), for common shares of the entity resulting from the business combination of TRC Management Holdings Corp., AIM 4 Ventures and 2775554 Ontario Inc. (the "Resulting Issuer"). It is anticipated that the Resulting Issuer will be re-named Think Research Corporation. Subscription receipts for shares of the Resulting Issuer of more than $30.0 million have been received and are being held in escrow until the Resulting Issuer becomes publicly listed at which time these funds will be released and made available for the Resulting Issuer's use.

SCHEDULE "T"
CIMCC MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED JUNE 30, 2020

See attached.

Complete Immigration Medical Centre Corp.

MANAGEMENT DISCUSSION & ANALYSIS ("MD&A")
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020

BACKGROUND

Complete Immigration Medical Centre Corp. (the "Company") was incorporated under the Laws of the Province of Ontario on April 17, 2019.

The Company is an Immigration Refugee Citizenship of Canada (IRCC) approved clinic that provides private and specialized services and exams for immigration purposes (e.g. visas, refugees, permanent residence applications, student visa applications).

The Company provides services:

- Medical examination
- Urine testing
- Blood testing

Approximately 3% of the Company's clients are refugees and as such covered by the Interim Federal Health Program which covers all cost of services delivered through Medavie Blue Cross coverage.

The Company has one location and is headquartered in Brampton, Ontario.

OVERALL PERFORMANCE

	Three months ended June 30, 2020	April 17 (date of incorporation) - June 30 2019	Six months ended June 30, 2020	April 17 (date of incorporation) - June 30 2019
	$	$	$	$
Revenue	**500,033**	-	**901,942**	-
Cost of services				
Physicans fees	**123,045**	-	**214,538**	-
Lab fees	**13,484**	-	**25,621**	-
Supplies and materials	**18,498**	-	**20,453**	-
Freight and delivery	-	-	**360**	-
	155,027	-	260,972	-
Gross margin	**345,006**	-	**640,970**	-
Operating expenses				
Salaries and wages	**40,486**	-	**60,025**	-
Rent and utilities	**18,203**	-	**32,633**	-
General and administrative	**18,476**	7,158	**28,624**	7,158
Professional fees	**12,298**	-	**34,521**	-
Interest and bank charges	**7,215**	1,869	**11,074**	1,869
Marketing and promotion	**3,117**	1,995	**5,367**	1,995
Insurance	**1,053**	2,845	**2,560**	2,845
Travel	-	-	**16,677**	-
	100,848	13,867	**191,481**	13,867
Income (loss) before undernoted	**244,158**	(13,867)	**449,489**	(13,867)
Other expenses				
Depreciation of property and equipment	**(7,731)**	-	**(15,429)**	-
Depreciation of right-of-use asset	**(5,141)**	-	**(10,283)**	-
Interest expense on right-of-use asset	**(1,001)**	-	**(1,954)**	-
Interest on bank indebtedness	-	-	**(1,002)**	-
	(13,873)	-	**(28,668)**	-
Net income (loss) before income taxes	**230,285**	(13,867)	**420,820**	(13,867)
Provision for income taxes				
Income tax expense	**61,203**	-	**111,686**	-
Net income (loss) and comprehensive income (loss)	**169,082**	**(13,867)**	**309,134**	**(13,867)**

The overall performance this reporting period is attributable to:

- During the first six months of 2020, the Company enhanced its relations with immigration consultants which represent a key referral source. The Company does not provide any compensation for referrals.
- The Company closed operations as a result of COVID-19 from March 16, 2020 to May 3, 2020.

- New COVID-19 protocols and enhanced sanitary measures were implemented in order to minimize patient time in-clinic and reduce the risk of spread. Furthermore, the Company also modified internal tools and processes including a replacement of its EMR that provided better remote engagement capabilities. The new EMR allows patients to complete required government forms remotely and digitally.
- The Company increased operations from five days a week to six days a week in order to meet patient demands.
- In January 2020, the Company expanded the real estate space with an addition to the lease.
- In May 2020, the Company added one new physician to its roster and two new administrative staff

DISCUSSION OF OPERATIONS

Revenue and Cost of services

During the three and six months ended June 30, 2020 the Company generated revenues of $500,033 and $901,942 respectively for services provided. Patient may receive a medical exam, a urine test and/or a blood test as part of the visit. When patients receive multiple services they are provided an aggregated invoice.

During the three and six months ended June 30, 2020 the Company had a cost of services of $155,027 and $260,972 respectively which are primarily attributed to physician services, supplies and materials for services delivered including items (e.g. scales, blood pressure cuffs,) and lab processing fees.

Revenue amounts include the seven weeks the Company was not in operations as a result of COVID-19. Additional factors to an increase in revenue included providing blood collection services in-clinic.

Physician fees increased due to the addition of a physician to the roster.

Supplies and materials cost increased post COVID-19 as a result of additional personal protective equipment and sanitary materials required to maintain safe operations.

Prior to providing blood collection services in-clinic, the Company would refer patients directly to labs for blood collection and lab processing. As a result of the Company adding blood collection services in-clinic it incurred additional lab fees for processing.

Operating Expense

During the three and six months ended June 30, 2020 the Company incurred operating expenses of $100,848 and $191,481 respectively. This increase was attributed to additional rent and utilities associated with additional lease space that was added to meet the capacity demands for patient volumes and administration. These expenses include common area expenses and utilities for the lease agreement.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents

As at the six months ended June 30, 2020, the Company had $238,848 of cash and cash equivalents.

Operating activities / Investing activities / Financing activities

For the three and six months ended June 30, 2020, the Company received $341,012 and $516,530 in cash from operating activities respectively. For the three and six months ended June 30, 2019, the Company used $16,432 in cash on operating activities.

For the three and six months ended June 30, 2020, the Company purchased property and equipment of $2,627 and $2,627 respectively. For the three and six months ended June 30, 2019, the Company purchased property and equipment of $60,000 and $60,000 respectively.

For the three months ended June 30, 2020, the Company applied for and received a $40,000 Canadian Emergency Business Account loan which is non-interest bearing until December 31, 2022 with no principal repayment being required. Repayment of the balance before December 31, 2022 will result in 25% of the loan amount be forgiven. This loan is intended to meet cash flow demands in the event of extended clinic closure as a result of COVID-19. If the balance has not been repaid before December 31, 2022, the loan will convert to a three-year loan bearing interest at 5% per annum, payable monthly maturing on December 31, 2025.

TRANSACTIONS BETWEEN RELATED PARTIES

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include management executives of the Company. The sole shareholder of the Company is active in the clinic however, has not taken out any salary or benefits for the six months ended June 30, 2020. The plan is to issue a dividend payable to the shareholder to clear out the balance due from a shareholder for the patient services performance during the period. This dividend has not been declared or approved as at period end.

As at June 30, 2020, the Company had a balance due from a shareholder of $218,139 (December 31, 2019 - $105,272).

As at June 30, 2020, the Company had a balance due from a related party of $159,047 (December 31, 2019 - $56,772).

Amounts due to a shareholder and due to related a party as described above, are unsecured, non-interest bearing, and due on demand.

DISCLOSURE OF OUTSTANDING SHARE DATA

Description of Security	Number of Securities Outstanding
Common Shares	100
Total, Fully Diluted	100

The company is authorized to issue unlimited common shares and does not have any other securities issued (no options, warrants, etc.).

SUBSEQUENT EVENTS

COVID-19

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in the World Health Organization declaring this virus a global pandemic in March 2020. Governments around the world have enacted emergency measures to combat the spread of the virus. These measures which include the implementation of travel bans, self-imposed quarantine periods and social distancing and closure of businesses have caused material disruption to businesses resulting in an economic slowdown. Governments and central banks have responded with significant monetary and fiscal interventions designed to stabilize the financial markets. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the duration and severity of these developments.

Share Purchase Agreement

On October 18, 2020, the Company entered into a share purchase agreement with the securityholders of 2775554 Ontario Inc. pursuant to which 2775554 Ontario Inc. will purchase all of the issued and outstanding shares of the Company (the "Acquisition"). Concurrent with the Acquisition, pursuant to a share purchase agreement also dated October 18, 2020, TRC Management Holdings Corp. will purchase all of the issued and outstanding shares of 2775554 Ontario Inc. (the "HCP Acquisition") for a purchase price of approximately $14.6 million, a portion of which amount will be satisfied at closing by (i) the issuance of common shares of TRC Management Holdings Corp., and (ii) a cash payment to certain of such selling shareholders of 2775554 Ontario Inc. six months from the closing of the acquisition.

Pursuant to the terms of a letter of intent dated October 14, 2020 between TRC Management Holdings Corp. and AIM4 Ventures Inc.. the common shares of TRC Management Holdings Corp. issued as consideration for the HCP Acquisition will be exchanged, pursuant to a plan of arrangement in accordance with Section 182 of the Business Corporations Act (Ontario), for common shares of the entity resulting from the business combination of TRC Management Holdings Corp., AIM 4 Ventures and 2775554 Ontario Inc. (the "Resulting Issuer"). It is anticipated that the Resulting Issuer will be re-named Think Research Corporation. Subscription receipts for shares of the Resulting Issuer of more than $30.0 million have been received and are being held in escrow until the Resulting Issuer becomes publicly listed at which time these funds will be released and made available for the Resulting Issuer's use.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities and lease liabilities. The carrying value of financial instruments classified at amortized cost approximate fair value due to their short-term nature.

Credit and concentration risk

Financial instruments that potentially subject the Company to credit risk consist primarily of cash, restricted cash and accounts receivable and other. Cash is maintained at a reputable Canadian financial institution and restricted cash is held on account by a highly reputable payment processor with a long history of strong creditworthiness; therefore, the Company considers the risk of non-performance to be remote. There is no concentration of credit risk as the accounts receivable balance is merely a timing difference between sale and receipt of funds from credit card processors.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk through monitoring cash outflows due in its day-to-day business and by regular cash flow forecasting of cash requirements to fund operations. The Company's liabilities include trade accounts payable and accrued liabilities all of which are due within normal trade terms of generally 30 days.

	Within 1 year	Between 1 - 2 years	Between 2 - 5 years	Total
	$	$	$	$
As at June 30, 2020				
Accounts payable and accrued liabilities	164,303	-	-	164,303
Government Loan	40,000	-	-	40,000
Lease liabilities	24,264	24,264	46,562	95,090
	228,567	24,264	46,562	299,393

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices, will affect the Company's earnings or the value of its holdings of financial instruments.

a. Interest rate risk

The company's exposure to interest rate risk as at June 30, 2020 is as follows:

Accounts receivable and other	Non-interest bearing
Accounts payable and accrued liabilities	Non-interest bearing
Government loan	Non-interest bearing
Lease liabilities	Lenders prime + 0%

SCHEDULE "U"
11419501 CANADA INC. AUDITED FINANCIAL STATEMENTS
FOR THE PERIOD FROM MAY 21, 2019 (DATE OF INCORPORATION) TO DECEMBER 31, 2019

See attached.

11419501 Canada Inc.

Financial Statements
For the period from May 21, 2019 (date of incorporation) to December 31, 2019

To the Shareholders of 11419501 Canada Inc.:

Opinion

We have audited the financial statements of 11419501 Canada Inc. (the "Company"), which comprise the statement of financial position as at December 31, 2019, and the statements of loss and comprehensive loss, changes in shareholders' deficiency and cash flows for the period from May 21, 2019 (date of incorporation) to December 31, 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019, and its financial performance and its cash flows for the period from May 21, 2019 to December 31, 2019 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises Management’s Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read Management's Discussion and Analysis, and if we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company’s financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

MNP LLP

Toronto, Ontario

November 17, 2020

Chartered Professional Accountants

Licensed Public Accountants

11419501 Canada Inc.
Statement of Financial Position
As at December 31, 2019
(in Canadian Dollars)

		December 31, 2019
		$
Assets		
Current		
Cash		**100**
		100
Liabilities		
Current		
Bank indebtedness		**15**
Accounts payable and accrued liabilities		**7,350**
		7,365
Events after the reporting period (Note 7)		
Shareholders' deficiency		
Share capital	Note 4	**100**
Accumulated deficit		**(7,365)**
		(7,265)
		100

Approved by the Board

[Signed]

Director

[Signed]

Director

The accompanying notes are an integral part of the financial statements

11419501 Canada Inc.
Statement of Loss and Comprehensive Loss
For the Period from May 21, 2019 (date of incorporation) to December 31, 2019
(in Canadian Dollars)

	May 21, 2019 to December 31, 2019
	$
Expenses	
Interest and bank charges	15
Professional fees	7,350
Loss before income taxes	(7,365)
Provision for income taxes	-
Net loss and comprehensive loss	(7,365)

The accompanying notes are an integral part of the financial statements

11419501 Canada Inc.

Statement of Changes in Shareholders' Deficiency

For the Period from May 21, 2019 (date of incorporation) to December 31, 2019

(in Canadian Dollars)

		Share capital	Accumulated deficit	Total shareholders' deficiency
		$	**$**	**$**
Balance at May 21, 2019		-	-	-
Issuance of common shares	Note 4	100	-	100
Net loss and comprehensive loss for the period		-	(7,365)	(7,365)
Balance at December 31, 2019		**100**	**(7,365)**	**(7,265)**

The accompanying notes are an integral part of the financial statements

11419501 Canada Inc.

Statement of Cash Flows

For the Period from May 21, 2019 (date of incorporation) to December 31, 2019

(in Canadian Dollars)

	May 21, 2019 to December 31, 2019
	$
Operating activities	
Net loss	**(7,365)**
Changes in items of working capital	
Accounts payable and accrued liabilities	**7,350**
	(15)
Financing activities	
Issuance of common shares	**100**
Bank indebtedness	**15**
	115
Cash, beginning of period	**-**
Change in cash during the period	**100**
Cash, end of period	**100**

The accompanying notes are an integral part of the financial statements

1. Nature of operations

11419501 Canada Inc. (the "Company") was incorporated in Canada on May 21, 2019 and operates from its headquarters in Ontario. Its registered office is located at 1408 Queen Street West, Toronto ON M6K 1L9. The Company was incorporated with the intention of forming and operating a pharmacy (see Note 7).

2. First time adoption and statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements, for the year ended December 31, 2019, are the first the Company has prepared in accordance with IFRS. The Company has prepared financial statements that comply with IFRS applicable as at December 31, 2019, as described in the summary of significant accounting policies. In preparing the financial statements, the Company's date of adoption of IFRS is May 21, 2019 (date of incorporation).

The financial statements were authorized for issue by the Board of Directors on November 11, 2020.

3. Summary of significant accounting policies

Basis of preparation

The financial statements are prepared on a going concern basis, under the historical cost convention except for the revaluation of certain financial assets and liabilities to fair value. All financial information is presented in Canadian dollars, the Company's functional currency, or as otherwise noted. The significant accounting policies adopted in the preparation of the financial statements are set out below.

Financial Instruments

On May 21, 2019 (date of incorporation), the Company adopted IFRS 9 *Financial Instruments* ("IFRS 9"), which includes a principle-based approach for classification and measurement of financial assets and a forward-looking expected credit loss ("ECL") model. IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous *IAS 39 Financial Instruments: Recognition and Measurement* ("IAS 39") categories of held to maturity, loans and receivables and available for sale. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive loss.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

3. Summary of significant accounting policies (continued)

Financial Instruments (continued)

Financial Assets

Recognition and initial measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and subsequent measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss.

- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income or loss. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income or loss. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income or loss is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income or loss.

- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss.

- Designated at fair value through profit or loss - On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

The Company measures all equity investments at fair value. Changes in fair value are recorded in profit or loss. The entity does not hold any equity investments.

3. Summary of significant accounting policies (continued)

Financial Instruments (continued)

Business model assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, ‘principal’ is defined as the fair value of the financial asset on initial recognition. ‘Interest’ is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company’s claim to cash flows, and any features that modify consideration for the time value of money.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred under particular circumstances.

For this purpose, a financial asset is transferred if the Company either:

- Transfers the right to receive the contractual cash flows of the financial asset, or;
- Retains the right to receive the contractual cash flows of the financial asset, but assumes an obligation to pay received cash flows in full to one or more third parties without material delay and is prohibited from further selling or transferring the financial asset.

Transferred financial assets are evaluated to determine the extent to which the Company retains the risks and rewards of ownership. When the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it evaluates whether it has retained control of the financial asset.

Where substantially all risks and rewards of ownership have been transferred, or risks and rewards have neither been transferred nor retained and control of the financial asset has not been retained, the Company derecognizes the financial asset. At the same time, the Company separately recognizes as assets or liabilities the fair value of any rights and obligations created or retained in the transfer. Any difference between the carrying amount measured at the date of recognition and the consideration received is recognized in profit or loss.

Leases

IFRS 16 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to lessee accounting by removing the distinction between operating and finance lease and requiring the recognition of a right-of-use asset and a lease liability at commencement for all leases, except for short-term leases and leases of low value assets.

(in Canadian Dollars)

3. Summary of significant accounting policies (continued)

Leases (continued)

Since the Company is a first-time adopter of IFRS, when the Company has elected to use the IFRS 1 exemption to measure the lease liability at the date of transition to IFRS at the present value of the remaining payments, discounting using the lease incremental borrowing rate. The Company has chosen to measure the right-of-use asset at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the statement of financial position immediately before the date of application of IFRS.

The following is the Company's accounting policy for leases under IFRS 16:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease by determining whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A right-of-use asset and lease liability is recognized at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, including periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the implicit interest rate in the lease. If the rate cannot be readily determined, the Company's incremental rate of borrowing is used. The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from shareholders' equity.

4. Share Capital

There are an unlimited number of common shares authorized. The issued and outstanding shares are 100 as at December 31, 2019.

	Number of Shares	Amount
	#	$
Balance as at May 21, 2019	-	-
Shares issued	100	100
Balance as at December 31, 2019	**100**	**100**

5. Capital Management

The Company's objective when managing capital is to safeguard its ability to continue as a going concern in order to pursue the continued development of its compounding and mixing services to provide financial flexibility. In the management of capital, the Company includes the components of shareholders' equity which totaled $100 as at December 31, 2019.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, or raise new debt.

There are no externally imposed capital requirements as of December 31, 2019.

6. Financial Instruments

Fair Value

The carrying value of the Company's cash and cash equivalents, and due from shareholder balance approximate their fair value due to the immediate or short-term maturity of these instruments.

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on 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);
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

7. Events after the reporting period

COVID-19
Subsequent to period end, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in the World Health Organization declaring this virus a global pandemic in March 2020. Governments around the world have enacted emergency measures to combat the spread of the virus. These measures which include the implementation of travel bans, self-imposed quarantine periods and social distancing and closure of businesses have caused material disruption to businesses resulting in an economic slowdown. Governments and central banks have responded with significant monetary and fiscal interventions designed to stabilize the financial markets. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the duration and severity of these developments.

(in Canadian Dollars)

7. Events after the reporting period (continued)

Business Combination
On March 26, 2020 (the "Acquisition Date"), the Company acquired SHG Pharmacy's assets and assumed a lease premise (1408 Queen Street West, Unit 2, Toronto ON M6K 1L9) for cash consideration of $245,000.

The following table summarizes the fair value of consideration paid on the Acquisition Date and the preliminary allocation of the purchase allocation of the purchase price to the assets and liabilities acquired.

	Fair value at the acquisition date
	$
Acquired assets	
Property and equipment	**5,000**
Intangible asset	**201,474**
Net identifiable assets	**206,474**
Goodwill	**38,526**
Total cost of acquisition	**245,000**
Consideration	
Cash	**245,000**

RTO Disclosure
On October 18, 2020, the Company entered into a share purchase agreement with the security holders of 2775554 Ontario Inc. pursuant to which 2775554 Ontario Inc. will purchase all of the issued and outstanding shares of the Company (the "Acquisition"). Concurrent with the Acquisition, pursuant to a share purchase agreement also dated October 18, 2020, TRC Management Holdings Corp. will purchase all of the issued and outstanding shares of 2775554 Ontario Inc. (the "HCP Acquisition") for a purchase price of approximately $14.6 million, a portion of which amount will be satisfied at closing by (i) the issuance of common shares of TRC Management Holdings Corp., and (ii) a cash payment to certain of such selling shareholders of 2775554 Ontario Inc. six months from the closing of the acquisition. For clarity, the Company only comprises a portion of the HCP Acquisition as 2775554 Ontario Inc. will also be purchasing HealthCare Plus Group of Clinics, ArionTech Inc., and Complete Immigration Medical Centre Corp. immediately prior to the sale of its shares to TRC Management Holdings Corp.

Pursuant to the terms of a letter of intent dated October 14, 2020 between TRC Management Holdings Corp. and AIM4 Ventures Inc. the common shares of TRC Management Holdings Corp. issued as consideration for the HCP Acquisition will be exchanged, pursuant to a plan of arrangement in accordance with Section 182 of the *Business Corporations Act (Ontario),* for common shares of the entity resulting from the business combination of TRC Management Holdings Corp., AIM 4 Ventures and 2775554 Ontario Inc. (the "Resulting Issuer"). It is anticipated that the Resulting Issuer will be re-named Think Research Corporation. Subscription receipts for shares of the Resulting Issuer of more than $30.0 million have been received and are being held in escrow until the Resulting Issuer becomes publicly listed at which time these funds will be released and made available for the Resulting Issuer's use.

SCHEDULE "V"
11419501 CANADA INC. MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD FROM THE DATE OF INCORPORATION TO DECEMBER 31, 2019

See attached.

11419501 Canada Inc.
MANAGEMENT DISCUSSION & ANALYSIS ("MD&A")
FOR THE PERIOD MAY 21 to DECEMBER 31, 2019

BACKGROUND

11419501 Canada Inc. (the "Company") was incorporated in Canada on May 21, 2019 and operates from its headquarters in Ontario. Its registered office is located at 1408 Queen Street West, Toronto ON M6K 1L9.

The Company was incorporated with the intention of forming and operating a physical and virtual pharmacy. The virtual pharmacy services include home delivery of prescriptions.

OVERALL PERFORMANCE

	May 21, 2019 to December 31, 2019
	$
Expenses	
Interest and bank charges	15
Professional fees	7,350
Loss before income taxes	(7,365)
Provision for income taxes	-
Net loss and comprehensive loss	**(7,365)**

The overall performance this reporting period is attributable to:

- As at December 31, 2019 the initial steps to incorporate the business were established and operational activities have not commenced. As such the Company does not have performance or operations to discuss.
- The Company has incurred a net loss of $7,365 primarily due to professional assurance fees.

DISCLOSURE OF OUTSTANDING SHARE DATA

Description of Security	Number of Securities Outstanding
Common Shares	100
Total, Fully Diluted	100

The company is authorized to issue unlimited common shares and does not have any other securities issued (no options, warrants, etc.).

SUBSEQUENT EVENTS

COVID-19

Subsequent to period end, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in the World Health Organization declaring this virus a global pandemic in March 2020. Governments around the world have enacted emergency measures to combat the spread of the virus. These measures which include the implementation of travel bans, self-imposed quarantine periods and social distancing and closure of businesses have caused material disruption to businesses resulting in an economic slowdown. Governments and central banks have responded with significant monetary and fiscal interventions designed to stabilize the financial markets. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the duration and severity of these developments.

Business Combination

On March 26, 2020, the Company acquired assets from SHG Pharmacy and assumed a lease premise (1408 Queen Street West, Unit 2, Toronto ON M6K 1L9) for cash consideration of $245,000.

Share Purchase Agreement

On October 18, 2020, the Company entered into a share purchase agreement with the securityholders of 2775554 Ontario Inc. pursuant to which 2775554 Ontario Inc. will purchase all of the issued and outstanding shares of the Company (the "Acquisition"). Concurrent with the Acquisition, pursuant to a share purchase agreement also dated October 18, 2020, TRC Management Holdings Corp. will purchase all of the issued and outstanding shares of 2775554 Ontario Inc. (the "HCP Acquisition") for a purchase price of approximately $14.6 million, a portion of which amount will be satisfied at closing by (i) the issuance of common shares of TRC Management Holdings Corp., and (ii) a cash payment to certain of such selling shareholders of 2775554 Ontario Inc. six months from the closing of the acquisition.

Pursuant to the terms of a letter of intent dated October 14, 2020 between TRC Management Holdings Corp. and AIM4 Ventures Inc.. the common shares of TRC Management Holdings Corp. issued as consideration for the HCP Acquisition will be exchanged, pursuant to a plan of arrangement in accordance with Section 182 of the Business Corporations Act (Ontario), for common shares of the entity resulting from the business combination of TRC Management Holdings Corp., AIM 4 Ventures and 2775554 Ontario Inc. (the "Resulting Issuer"). It is anticipated that the Resulting Issuer will be re-named Think Research Corporation. Subscription receipts for shares of the Resulting Issuer of more than $30.0 million have been received and are being held in escrow until the Resulting Issuer becomes publicly listed at which time these funds will be released and made available for the Resulting Issuer's use.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The financial statements are prepared on a going concern basis, under the historical cost convention except for the revaluation of certain financial assets and liabilities to fair value. All financial information is presented in Canadian dollars, or as otherwise noted. The significant accounting policies adopted in the preparation of the financial statements are set out below.

Financial Instruments

On May 21, 2019 (date of incorporation), the Company adopted IFRS 9 *Financial Instruments* ("IFRS 9"), which includes a principle-based approach for classification and measurement of financial assets and a forward-looking expected credit loss ("ECL") model. IFRS 9 contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. IFRS 9 eliminates the previous *IAS 39 Financial Instruments: Recognition and Measurement* ("IAS 39") categories of held to maturity, loans and receivables and available for sale. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive loss.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Financial Assets

Recognition and initial measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and subsequent measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss.
- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income or loss. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income or loss. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income or loss is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income or loss.
- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss.
- Designated at fair value through profit or loss - On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

The Company measures all equity investments at fair value. Changes in fair value are recorded in profit or loss. The entity does not hold any equity investments.

Business model assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred under particular circumstances.

For this purpose, a financial asset is transferred if the Company either:

- Transfers the right to receive the contractual cash flows of the financial asset, or;
- Retains the right to receive the contractual cash flows of the financial asset, but assumes an obligation to pay received cash flows in full to one or more third parties without material delay and is prohibited from further selling or transferring the financial asset.

Transferred financial assets are evaluated to determine the extent to which the Company retains the risks and rewards of ownership. When the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it evaluates whether it has retained control of the financial asset.

Where substantially all risks and rewards of ownership have been transferred, or risks and rewards have neither been transferred nor retained and control of the financial asset has not been retained, the Company derecognizes the financial asset. At the same time, the Company separately recognizes as assets or liabilities the fair value of any rights and obligations created or retained in the transfer. Any difference between the carrying amount measured at the date of recognition and the consideration received is recognized in profit or loss.

Leases

IFRS 16 introduces new or amended requirements with respect to lease accounting. It introduces significant changes to lessee accounting by removing the distinction between operating and finance lease and requiring the recognition of a right-of-use asset and a lease liability at commencement for all leases, except for short-term leases and leases of low value assets.

The Company has elected to early adopt IFRS 16 and therefore the date of initial adoption is January 1, 2019.

Since the Company is a first-time adopter of IFRS, when the Company has elected to use the IFRS 1 exemption to measure the lease liability at the date of transition to IFRS at the present value of the remaining payments, discounting using the lease incremental borrowing rate. The Company has chosen to measure the right-of-use asset at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the statement of financial position immediately before the date of application of IFRS.

The following is the Company's new accounting policy for leases under IFRS 16:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease by determining whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A right-of-use asset and lease liability is recognized at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, including periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date. The lease payments are discounted using the implicit interest rate in the lease. If the rate cannot be readily determined, the Company's incremental rate of borrowing is used. The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of shares are recognized as a deduction from shareholders' equity.

FINANCIAL INSTRUMENTS

Fair Value

The carrying value of the Company's cash and cash equivalents, and due from shareholder balance approximate their fair value due to the immediate or short-term maturity of these instruments.

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - valuation techniques based on 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);

Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

SCHEDULE "W"
11419501 CANADA INC. INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2020

See attached.

11419501 Canada Inc.

Condensed interim financial statements
For the three and six month period ended June 30, 2020

11419501 Canada Inc.

Condensed interim statement of financial position

For the three and six month periods ended June 30, 2020

(in Canadian Dollars)

		June 30, 2020	December 31, 2019
		$	$
Assets			
Current			
Cash		**1,656**	100
Accounts receivable	*Note 4*	**29,745**	-
HST recoverable		**6,111**	
Inventories	*Note 5*	**53,175**	-
		90,687	100
Property and equipment	*Note 6, Note 7*	**8,003**	-
Intangible assets	*Note 7*	**196,106**	-
Right-of-use asset	*Note 8*	**147,707**	-
Goodwill	*Note 7*	**38,526**	
		390,342	-
		481,029	100
Liabilities			
Current			
Bank indebtedness	*Note 9*	**17,279**	15
Accounts payable and accrued liabilities	*Note 8*	**104,068**	7,350
Current portion of term loan	*Note 12*	**17,368**	-
Current portion of lease liability	*Note 8*	**28,798**	
		167,513	7,365
Due to related parties	*Note 11*	**30,000**	-
Term loan	*Note 12*	**202,632**	-
Lease liability	*Note 8*	**123,392**	
		356,024	-
		523,537	7,365
Shareholders' Deficiency			
Share capital	*Note 13*	**100**	100
Deficit		**(42,608)**	(7,365)
		(42,508)	(7,265)
		481,029	100

Events after the reporting period (Note 16)

Approved by the Board

[Signed]

Director

[Signed]

Director

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

11419501 Canada Inc.

Condensed interim statement of loss and comprehensive loss

For the three and six month periods ended June 30, 2020

(in Canadian Dollars)

	Three months ended June 30, 2020	May 21 - June 30, 2019	Six months ended June 30, 2020	May 21 - June 30, 2019
	$	$	$	$
Revenue	116,335	-	118,971	-
Cost of sales	77,714	-	78,477	-
Gross Margin	38,621	-	40,494	-
Operating expenses				
Salaries and wages	31,776	-	31,776	-
Professional fees	12,763	-	17,113	-
Interest and bank charges	2,773	-	3,673	-
Office supplies	1,727	-	1,727	-
Software support charges	855	-	855	-
Insurance expense	700	-	700	-
Utilities	135	-	135	-
	50,729	-	55,979	-
Loss before other expenses	(12,108)	-	(15,485)	-
Other expenses				
Depreciation of right-of-use asset	8,056	-	10,742	-
Amortization of intangible asset	5,037	-	5,368	-
Interest expense from lease liability	2,039	-	2,741	-
Depreciation of property and equipment	894		907	
	16,026	-	19,758	-
Net loss and comprehensive loss for the period	(28,134)	-	(35,243)	-

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

11419501 Canada Inc.

Condensed interim statement of cash flows

For the three and six month periods ended June 30, 2020

(in Canadian Dollars)

		Three months ended June 30, 2020	May 21 - June 30, 2019	Six months ended June 30, 2020	May 21 - June 30, 2019
		$	$	$	$
Operating activities					
Net loss		(28,134)	-	(35,243)	-
Add (deduct) items not affecting cash:					
Depreciation of property and equipment	*Note 6*	894	-	907	-
Amortization of intangible asset	*Note 7*	5,037		5,368	
Depreciation of right-of-use asset	*Note 8*	8,056		10,742	
Interest expense from lease liability	*Note 8*	2,039		2,741	
Changes in non-cash working capital balances:					
Accounts receivable		(28,127)	-	(29,745)	-
HST recoverable		(4,933)		(6,111)	
Inventories		(23,533)	-	(53,175)	-
Bank indebtedness		(11,503)		17,264	
Accounts payable and accrued liabilities		91,435	-	96,718	-
Net cash flows used in operating activities		11,231	-	9,466	-
Investing activities					
Purchase of property and equipment		(3,910)	-	(3,910)	-
Business acquisition	Note 7	-	-	(245,000)	-
Net cash flows used by investing activities		(3,910)	-	(248,910)	-
Financing activities					
Proceeds from term loan		-	-	220,000	-
Advances from related parties	*Note 11*	-	-	30,000	-
Lease repayments	*Note 8*	(9,000)	-	(9,000)	-
Net cash flows used in financing activities		(9,000)	-	241,000	-
Increase in cash		(1,679)	-	1,556	-
Cash, beginning of period		3,335	-	100	-
Cash, end of period		1,656	-	1,656	-

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

11419501 Canada Inc.

Condensed interim statement of changes in shareholders' deficiency

For the six month period ended June 30, 2020

(in Canadian Dollars)

	Share capital		Deficit	Total shareholders' deficiency
	#	**$**	**$**	**$**
Balance at May 21, 2019 (date of incorporation)	-	-	-	-
Issuance of common shares	100	100	-	100
Net loss for the period	-	-	-	-
Balance at June 30, 2019	**100**	**100**	**-**	**100**
Balance at December 31, 2019	100	100	(7,365)	100
Net loss and comprehensive loss for the period	-	-	(35,243)	(35,243)
Balance at June 30, 2020	**100**	**100**	**(42,608)**	**(35,143)**

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

1 Nature of operations

11419501 Canada Inc. (the "Company") was incorporated in Canada on May 21, 2019 and operates from its headquarters in Ontario. Its registered office is located at 1408 Queen Street West, Toronto ON M6K 1L9. The Company operates as a pharmacy.

2 Statement of Compliance

The Company's condensed interim financial statements were prepared following the same accounting policies and methods of computation as the audited financial statements for the year ended December 31, 2019. They were prepared in accordance with International Auditing Standard ("IAS") 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain financial information and disclosures normally included in the annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") has been omitted or condensed. The disclosure provided herein is incremental to the disclosure included in the audited financial statements.

These condensed interim financial statements should be read in conjunction with the annual audited financial statements for the period ended December 31, 2019.

The financial statements were approved for issuance by the Company's Board of Directors on November 11, 2020.

3 Basis of preparation

Basis of Measurement

These condensed interim financial statements were prepared on a going concern basis, under the historical cost convention except for fair value through profit and loss financial assets, which are measured at their fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined by the first-in-first-out method. The cost of the drugs is mainly comprised of materials costs.

Provision is made for obsolete and slow-moving items based on their expected future use and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling costs.

3 Basis of preparation (continued)

Property and equipment

Property and equipment is stated at cost less accumulated depreciation and impairment losses, if any. Repairs and maintenance costs on capital assets are charged to expense during the period in which they are incurred. Depreciation is calculated using the method below:

Equipment and fixtures	Declining balance at 15% per annum
Customer list	Straight-line over 10 years

If the cost of a component of equipment is significant to an item, that component is separated out and depreciated separately. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, annually, the effects of any changes in estimates accounted for prospectively.

The Company reviews for indicators of impairment annually, or whenever events or circumstances indicate that the carrying value may not be recoverable. To determine recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("cash-generating units" or "CGUs"). The recoverable amount is the higher of an asset or CGU's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset or CGU). The asset's carrying amount is written down to its recoverable amount if the asset's carrying value is greater than its estimated recoverable amount. The Company evaluates impairment losses for potential reversal when events or circumstances warrant such consideration.

Impairment of non-financial assets

Property and equipment are tested for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. When an indication of impairment is identified, the carrying value of the asset or group of assets is measured against the recoverable amount. The Company evaluates impairments losses, other than goodwill impairment, for potential reversals when events or circumstances warrant such consideration.

Functional and presentation currency

These condensed interim financial statements are presented in Canadian dollars, which is the Company's functional and presentational currency.

These combined financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

4 Accounts receivable

Accounts receivable is comprised of amounts due from customer's insurers. Amounts were collected in full subsequent to the period end. Accordingly, estimated credit losses are zero.

(in Canadian Dollars)

5 Inventories

Inventories are measured at the lower of cost and net realisable value using the first-in first-out basis. Inventory include generic prescription, branded prescription and over-the-counter drugs.

The cost of inventories recognized as an expense totaled $64,824 and $65,587 during the three and six months ended June 30, 2020, respectively (three and six months ended June 30, 2019 - $nil and $nil). These costs are presented in the line item 'cost of sales' in the condensed interim statements of loss and comprehensive loss.

6 Property and equipment

	Equipment and fixtures
	$
Cost	
Balance, December 31, 2019	-
Additions	3,910
Additions - business combination (Note 7)	5,000
Balance, June 30, 2020	**8,910**
Accumulated depreciation	
Balance, December 31, 2019	-
Depreciation	907
Balance, June 30, 2020	**907**
Net book value	
December 31, 2019	-
June 30, 2020	**8,003**

7 Business combination

The Company acquired assets of SHG Pharmacy Inc. and assumed a lease premise (1408 Queen Street West, Unit 2, Toronto ON M6K 1L9) on March 26, 2020 (the "Acquisition Date") for cash consideration of $245,000.

(in Canadian Dollars)

7 Business Combination (continued)

The following table summarizes the fair value of consideration paid on the Acquisition Date and the preliminary allocation of the purchase allocation of the purchase price to the assets and liabilities acquired.

	Fair value at the acquisition date
	$
Acquired assets	
Property and equipment	**5,000**
Intangible asset	**201,474**
Net identifiable assets	**206,474**
Goodwill	**38,526**
Total cost of acquisition	**245,000**
Consideration	
Cash	**245,000**

The following is the continuity of the cost and accumulated amortization of the customer list acquired:

	Customer list
	$
Cost	
Balance, December 31, 2019	-
Additions	201,474
Balance, June 30, 2020	**201,474**
Accumulated depreciation	
Balance, December 31, 2019	-
Amortization	5,368
Balance, June 30, 2020	**5,368**
Net book value	
December 31, 2019	-
June 30, 2020	**196,106**

8 Right of use asset and liability

The Company has a lease for its office premises. During the three and six months ended June 30, 2020, the Company paid rent of $9,000 (three and six months ended June 30, 2019 - $nil) to party related through common ownership. As at June 30, 2020, $3,000 (December 31, 2019 - $nil) due to the same Company was included in accounts payable and accrued liabilities.

On initial application, the Company has elected to record right-of-use assets based on the corresponding lease liability. When measuring lease liabilities, the Company discounted estimated future lease payments using the Company's borrowing rate at the commencement of the lease term of 5.45% for the lease.

(in Canadian Dollars)

8 Right of use asset and liability (continued)

The following schedule shows the movement in the Company's right-of-use asset during the period.

Right of use assets	**Premise lease**
Cost	$
Balance at December 31, 2019	-
Additions	158,449
Balance at June 30, 2020	**158,449**
Accumulated amortization	
Balance at December 31, 2019	-
Depreciation	10,742
Balance at June 30, 2020	**10,742**
Net book value as at:	
December 31, 2019	-
June 30, 2020	**147,707**

The right-of-use asset is being depreciated on a straight-line basis over the remaining term of the lease ending February 28, 2025. During the three and six month periods ended June 30, 2020, the Company recognized depreciation expense of $8,056 and $10,742 respectively, which was recognized in the line item 'Depreciation of right-of-use asset' in the condensed interim consolidated statement of loss and comprehensive loss.

The following is the continuity of the lease liability for the six months ended June 30, 2020.

Lease liability	**Premise lease**
	$
Balance at December 31, 2019	-
Additions	158,449
Interest expense	2,741
Repayments	(9,000)
Balance at June 30, 2020	**152,190**

	June 30, 2020	December 31, 2019
Current portion of lease liability	28,798	-
Long term portion of lease liability	123,392	-
Total lease liability	**152,190**	-

(in Canadian Dollars)

9 Right of use asset and liability (Continued)

The Company has entered into agreements to lease its premises until February 28, 2025. The annual rent expenses for premises consist of minimum rent and does not include variable costs. The minimum payments under the agreement are as follows:

	$
2020	21,000
2021	36,000
2022	36,000
2023	36,000
2024	36,000
2025	6,000
	171,000

9 Bank indebtedness

The Company has available an operating demand loan up to a maximum of $130,000 (December 31,2019 - $nil) which bears interest at prime rate + 1.25% per annum. The operating demand loan is secured by a first-ranking general security agreement ("GSA") covering all the assets of the Company and is payable on demand. As at June 30, 2019, the Company had drawn $17,279 (December 31, 2019 - $nil) on its operating demand loan. During the three and six month periods ended June 30, 2020, the Company recognized interest expense of $255 and $344 (period from May 21, 2019 to June 30, 2019 - $nil) respectively, in relation to bank indebtedness which is recorded in interest and bank charges on the condensed interim consolidated statement of loss and comprehensive income (loss).

10 Income taxes

The Company computes an income tax provision, however, the actual amount of income tax expense will only become final upon filing and acceptance of the tax return by the relevant authorities, which will occur subsequent to the issuance of the financial statements. The assessment is based upon existing tax laws. To the extent estimates differ from the final tax return, the difference will be reflected in net income for that period.

11 Due to related parties

The amounts due to related parties are owed to companies with common ownership and are unsecured, non-interest bearing and have no fixed terms of repayment. The related parties have agreed not to demand repayment in the twelve-month period ending June 30, 2020.

(in Canadian Dollars)

12 Term loan

In March 2020, the Company obtained a term loan with a Canadian chartered bank which bears interest at prime plus 1.50% per annum. The loan is due to mature on March 31, 2030. Due to the pandemic, the principal repayments are deferred to start on October 31, 2020. The monthly principal repayment is $1,930. The Company also makes interest repayment on a monthly basis. The loan is secured by a first ranking claim on the Company's assets.

The term loan is subject to certain financial and non-financial covenants that are applicable at the fiscal year-end of the Company. During the three and six month periods ended June 30, 2020, the Company recognized interest expense of $2,032 and $2,308, respectively in relation to this loan recorded in interest and bank charges on the condensed interim consolidated statement of loss and comprehensive loss.

	June 30, 2020	December 31, 2019
	$	$
Term loan	**220,000**	-
Less: Current portion	**17,368**	-
	202,632	-

	$
2020	5,789
2021	23,158
2022	23,158
2023	23,158
2024	23,158
2025 and thereafter	121,579
	220,000

13 Share capital

Issued and authorized common shares:

	June 30, 2020	December 31, 2019
	$	$
Common shares		
100 common shares	**100**	100.00

(in Canadian Dollars)

14 Related party transactions

Key management compensation

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include management executives of the Company. Compensation provided to key management is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Salaries and benefits	**8,860**	-	**8,860**	-

At June 30, 2020, $5,294 (December 31, 2019 – $nil) owing to key management personnel was included in accounts payable and accrued liabilities.

15 Financial instruments and risk measurement

a) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations . The Company's principal financial assets that expose it to credit risk are receivables, the Company mitigates this risk by monitoring the credit worthiness of its customers.

The Company recognizes a provision for expected credit losses based on its assessment of probability of specific losses, estimates of future individual exposures and provisions based on historical experience.

As at June 30, 2020, the Company has not recorded any provision for expected credit losses (2019 - $nil).

The Company applies the simplified approach to provide for expected credit losses as prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables and contract assets. The expected credit loss provision is based on the Company's historical collections and loss experience and incorporates forward-looking factors, where appropriate. The Company has had no receivables default and therefore no credit loss provision has been accrued as at June 30, 2020 and December 31, 2019.

b) 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 term loan has variable interest rates. Changes in the lending institution's prime lending rates can cause fluctuations in interest payments and cash flows.

15 Financial instruments and risk measurement (continued)

c) 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 $130,000 in place should it be required to meet temporary fluctuations in cash requirements. At June 30, 2020, the Company had current assets of $90,687 (December 31, 2019 - $100) to settle current liabilities of $154,623 (December 31, 2019 $7,365).

Accounts payable and accrued liabilities have maturities within 12 months of the period end.

d) 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 during the period ended June 30, 2020.

16 Events after the reporting period

COVID-19
Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in the World Health Organization declaring this virus a global pandemic in March 2020. Governments around the world have enacted emergency measures to combat the spread of the virus. These measures which include the implementation of travel bans, self-imposed quarantine periods and social distancing and closure of businesses have caused material disruption to businesses resulting in an economic slowdown. Governments and central banks have responded with significant monetary and fiscal interventions designed to stabilize the financial markets. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the duration and severity of these developments.

16 Events after the reporting period (continued)

Reverse Take-over
On October 18, 2020, the Company entered into a share purchase agreement with the security holders of 2775554 Ontario Inc. pursuant to which 2775554 Ontario Inc. will purchase all of the issued and outstanding shares of the Company (the “Acquisition”) . Concurrent with the Acquisition, pursuant to a share purchase agreement also dated October 18, 2020, TRC Management Holdings Corp. will purchase all of the issued and outstanding shares of 2775554 Ontario Inc. (the “HCP Acquisition”) for a purchase price of approximately $14.6 million, a portion of which amount will be satisfied at closing by (i) the issuance of common shares of TRC Management Holdings Corp., and (ii) a cash payment to certain of such selling shareholders of 2775554 Ontario Inc. six months from the closing of the acquisition. For clarity, the Company only comprises a portion of the HCP Acquisition as 2775554 Ontario Inc. will also be purchasing HealthCare Plus Group of Clinics, ArionTech Inc., and Complete Immigration Medical Centre Corp. immediately prior to the sale of its shares to TRC Management Holdings Corp.

Pursuant to the terms of a letter of intent dated October 14, 2020 between TRC Management Holdings Corp. and AIM4 Ventures Inc. the common shares of TRC Management Holdings Corp. issued as consideration for the HCP Acquisition will be exchanged, pursuant to a plan of arrangement in accordance with Section 182 of the Business Corporations Act (Ontario), for common shares of the entity resulting from the business combination of TRC Management Holdings Corp., AIM 4 Ventures and 2775554 Ontario Inc. (the “Resulting Issuer”). It is anticipated that the Resulting Issuer will be re-named Think Research Corporation. Subscription receipts for shares of the Resulting Issuer of more than $30.0 million have been received and are being held in escrow until the Resulting Issuer becomes publicly listed at which time these funds will be released and made available for the Resulting Issuer’s use.

SCHEDULE "X"
11419501 CANADA INC. MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED JUNE 30, 2020

See attached.

11419501 Canada Inc.
MANAGEMENT DISCUSSION & ANALYSIS (“MD&A”)
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020

BACKGROUND

11419501 Canada Inc. (the “Company”) was incorporated in Canada on May 21, 2019 and operates from its headquarters in Ontario. Its registered office is located at 1408 Queen Street West, Toronto ON M6K 1L9.

The Company operates as a physical and virtual pharmacy. The virtual pharmacy services include home delivery of prescriptions.

OVERALL PERFORMANCE

	Three months ended June 30, 2020	May 21 - June 30, 2019	Six months ended June 30, 2020	May 21 - June 30, 2019
	$	$	$	$
Revenue	116,335	-	118,971	-
Cost of sales	77,714	-	78,477	-
Gross Margin	38,621	-	40,494	-
Operating expenses				
Salaries and wages	31,776	-	31,776	-
Professional fees	12,763	-	17,113	-
Interest and bank charges	2,773	-	3,673	-
Office supplies	1,727	-	1,727	-
Software support charges	855	-	855	-
Insurance expense	700	-	700	-
Utilities	135	-	135	-
	50,729	-	55,979	-
Loss before other expenses	(12,108)	-	(15,485)	-
Other expenses				
Depreciation of right-of-use asset	8,056	-	10,742	-
Amortization of intangible asset	5,037	-	5,368	-
Interest expense from lease liability	2,039	-	2,741	-
Depreciation of property and equipment	894		907	
	16,026	-	19,758	-
Net loss and comprehensive loss for the period	(28,134)	-	(35,243)	-

The overall performance this reporting period is attributable to:

- During the period, the Company commenced operations by providing pharmacy services to patients and recruiting pharmacists and pharmacy technicians.

DISCUSSION OF OPERATIONS

Revenue and Cost of sales

During the three and six months ended June 30, 2020 the Company generated revenues of $116,335 and $118,971 respectively and was attributed to providing pharmacy dispensing services.

During the three and six months ended June 30, 2020 the Company had a cost of goods sold of $77,714 and $78,477 respectively and was primarily due to the cost of pharmaceutical drugs.

Operating expenses

During the three and six months ended June 30, 2020 the Company incurred operating expenses of $50,729 and $55,979 respectively and was primarily due to salaries and wages of pharmacists and pharmacy technicians.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents

As at the six months ended June 30, 2020, the Company had $1,656 of cash and cash equivalents.

Operating activities / Investing activities / Financing activities

For the three and six months ended June 30, 2020, the Company received $11,231 and $9,466 in cash from operating activities respectively.

For the three and six months ended June 30, 2020, the Company used $3,901 and $ 248,910 in cash on investing activities for the purpose of business acquisition.

For the three months ended June 30, 2020, the Company used $9,000 in cash from financing activities for lease payments. For the six months ended June 30, 2019, the Company received $241,000 in cash for financing activities, of which $220,000 as a result of proceeds from a term loan and $30,000 from related parties as discussed below.

TRANSACTIONS BETWEEN RELATED PARTIES

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include management executives of the Company. Compensation provided to key management is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Salaries and benefits	**8,860**	-	**8,860**	-

At June 30, 2020, $5,294 (December 31, 2019 – $nil) owing to key management personnel was included in accounts payable and accrued liabilities.

As at June 30, 2020 the Company has $30,000 due to related parties that are owed to companies with common ownership and are unsecured, non-interest bearing and have no fixed terms of repayment. The related parties have agreed not to demand repayment in the twelve-month period ending June 30, 2020.

DISCLOSURE OF OUTSTANDING SHARE DATA

Description of Security	**Number of Securities Outstanding**
Common Shares	100
Total, Fully Diluted	100

The company is authorized to issue unlimited common shares and does not have any other securities issued (no options, warrants, etc.).

SUBSEQUENT EVENTS

COVID-19

Subsequent to period end, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, has resulted in the World Health Organization declaring this virus a global pandemic in March 2020. Governments around the world have enacted emergency measures to combat the spread of the virus. These measures which include the implementation of travel bans, self-imposed quarantine periods and social distancing and closure of businesses have caused material disruption to businesses resulting in an economic slowdown. Governments and central banks have responded with significant monetary and fiscal interventions designed to stabilize the financial markets. The duration and impact of the COVID-19 outbreak is unknown at this time and it is not possible to reliably estimate the duration and severity of these developments.

Share Purchase Agreement

On October 18, 2020, the Company entered into a share purchase agreement with the securityholders of 2775554 Ontario Inc. pursuant to which 2775554 Ontario Inc. will purchase all of the issued and outstanding shares of the Company (the "Acquisition"). Concurrent with the Acquisition, pursuant to a share purchase agreement also dated October 18, 2020, TRC Management Holdings Corp. will purchase all of the issued and outstanding shares of 2775554 Ontario Inc. (the "HCP Acquisition") for a purchase price of approximately $14.6 million, a portion of which amount will be satisfied at closing by (i) the issuance of common shares of TRC Management Holdings Corp., and (ii) a cash payment to certain of such selling shareholders of 2775554 Ontario Inc. six months from the closing of the acquisition.

Pursuant to the terms of a letter of intent dated October 14, 2020 between TRC Management Holdings Corp. and AIM4 Ventures Inc. the common shares of TRC Management Holdings Corp. issued as consideration for the HCP Acquisition will be exchanged, pursuant to a plan of arrangement in accordance with Section 182 of the Business Corporations Act (Ontario), for common shares of the entity resulting from the business combination of TRC Management Holdings Corp., AIM 4 Ventures and 2775554 Ontario Inc. (the "Resulting Issuer"). It is anticipated that the Resulting Issuer will be re-named Think Research Corporation. Subscription receipts for shares of the Resulting Issuer of more than $30.0 million have been received and are being held in escrow until the Resulting Issuer becomes publicly listed at which time these funds will be released and made available for the Resulting Issuer's use.

SCHEDULE "Y"
PRO FORMA FINANCIAL STATEMENTS

See attached.

Think Research Corporation
(formerly AIM4 Ventures Inc.)

Pro forma Financial Statements

June 30, 2020

(Expressed in Canadian Dollars)

(Unaudited)

Think Research Corporation
(formerly AIM4 Ventures Inc.)
Pro Forma Statement of Financial Position
(Expressed in Canadian Dollars) (Unaudited)

	TRC June 30, 2020	HCP Clinics June 30, 2020	HCP Pharmacy June 30, 2020	CIMCC June 30, 2020	AIM4 June 30, 2020	Total	Note 4	Pro Forma Adjustments	Pro Forma Consolidated
Assets									
Current assets									
Cash	$ 1,629,074	$ -	$ 1,656	$ 238,848	$ 787,760	$ 2,657,338	(a)	$30,134,558	
							(a)	(1,808,073)	
							(b)	(5,823,078)	
							(e)	(750,000)	
							(f)	(100,000)	
							(h)	213,494	
							(h)	(1,000,000)	
							(i)	(1,700,000)	21,824,239
Accounts Receivable	6,533,950	164,690	29,745	22,659	-	6,751,044	(h)	522,031	7,273,075
Prepaids & Deposit	1,029,070	-	-	3,731	-	1,032,801			1,032,801
Other receivables	-	-	6,111	-	-	6,111			6,111
Contract assets	128,463	-	-	-	-	128,463			128,463
Deferred tax asset	-	-	-	-	-	-	(h)	59,402	59,402
Due from shareholder	-	-	-	218,139	-	218,139			218,139
Due from related parties	-	77,244	-	159,047	-	236,291	(h)	1,329	237,620
Investment tax credits	956,435	-	-	-	-	956,435			956,435
Inventory	-	-	53,175	-	-	53,175	(h)	189,051	242,226
Total Current Assets	10,276,992	241,934	90,687	642,424	787,760	12,039,797		19,938,714	31,978,511
Accounts Receivable	228,414	-	-	-	-	228,414			228,414
Right-of-use assets	3,388,608	484,570	147,707	87,404	-	4,108,289	(h)	243,458	4,351,747
Property and equipment	395,122	102,774	8,003	182,696	-	688,595			688,595
Intangible Assets	417,507	-	196,106	-	-	613,613	(j)	100,000	713,613
Goodwill	401,000	-	38,526	-	-	439,526			439,526
Unallocated purchase price	-	-	-	-	-	-	(e)	10,580,654	
							(f)	1,266,998	
							(g)	1,049,630	
							(h)	1,237,865	14,135,147
Total Assets	**$ 15,107,643**	**$ 829,278**	**$ 481,029**	**$ 912,524**	**$ 787,760**	**$ 18,118,234**		**$34,417,319**	**$ 52,535,553**
Liabilities									
Current liabilities									
Accounts payable and accrued liabilities	$ 2,695,632	$ 265,671	$ 104,068	$ 164,304	$ 8,916	$ 3,238,591	(e)	1,000,000	
							(h)	114,543	
							(i)	(125,000)	4,228,134
Income taxes payable	-	5,223	-	162,760	-	167,983	(h)	62,115	230,098
Bank indebtedness	8,556,522	67,715	17,279	-	-	8,641,516			8,641,516
Line of credit	-	28,050	-	-	-	28,050			28,050
Due to related parties	-	62,560	-	-	-	62,560			62,560
Lease liability	1,576,909	164,282	28,798	20,962	-	1,790,951	(h)	20,129	1,811,080
Contingent consideration	102,000	-	-	-	-	102,000			102,000
License agreement payable	200,723	-	-	-	-	200,723			200,723
Class A Preferred Shares	260,581	-	-	-	-	260,581		(260,581)	-
Deferred revenue	7,645,318	-	-	-	-	7,645,318			7,645,318
Loan payable	-	-	17,368	-	-	17,368			17,368
Total Current Liabilities	21,037,685	593,501	167,513	348,026	8,916	22,155,641		811,206	22,966,847
Deferred revenue	240,741	-	-	-	-	240,741			240,741
Contingent consideration	75,000	-	-	-	-	75,000			75,000
License Agreement Payable	425,232	-	-	-	-	425,232			425,232
Class A Preferred Shares	4,006,206	-	-	-	-	4,006,206	(b)	182,133	
							(b)	1,374,158	
							(b)	(5,562,497)	-
Lease liability	1,977,724	391,596	123,392	74,128	-	2,566,840	(h)	229,843	2,796,683
Loan payable	-	-	202,632	40,000	-	242,632	(h)	40,000	282,632
Due to related parties	-	-	30,000	-	-	30,000			30,000
Total Liabilities	27,762,588	985,097	523,537	462,154	8,916	29,742,292		(2,925,157)	26,817,135
Shareholder's Equity (Deficiency)									
Common Stock	64,177,301	300	100	100	846,821	65,024,622	(a)	30,134,558	
							(a)	(1,808,073)	
							(c)	525,451	
							(d)	(846,821)	
							(d)	2,000,000	
							(e)	(300)	
							(e)	8,674,835	
							(f)	(100)	
							(f)	500,000	
							(g)	(100)	
							(g)	1,500,000	
							(h)	1,000,000	
							(j)	100,000	106,804,072
Class B Preferred shares	13	-	-	-	-	13	(c)	(13)	-
Contributed Surplus	1,842,925	-	-	-	105,802	1,948,727	(d)	(105,802)	
							(c)	(525,438)	
							(d)	127,112	1,444,599
Warrant	91,876	-	-	-	-	91,876	(d)	47,530	139,406
Non-Controlling Interest	-	-	-	-	-	-	(f)	624,490	624,490
Deficit	(78,767,060)	(156,119)	(42,608)	450,270	(173,779)	(78,689,296)	(b)	(182,133)	
							(b)	(1,374,158)	
							(d)	173,779	
							(d)	(1,395,798)	
							(e)	156,119	
							(f)	42,608	
							(g)	(450,270)	
							(i)	(1,575,000)	(83,294,149)
Total Shareholder's Equity (Deficiency)	(12,654,945)	(155,819)	(42,508)	450,370	778,844	(11,624,058)		37,342,476	25,718,418
Total Liabilities and Shareholder's Equity (Deficiency)	**$ 15,107,643**	**$ 829,278**	**$ 481,029**	**$ 912,524**	**$ 787,760**	**$ 18,118,234**		**$34,417,319**	**$ 52,535,553**

The accompanying notes are an integral part of this pro forma statement of financial position.

Think Research Corporation
(formerly AIM4 Ventures Inc.)
Pro Forma Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars) (Unaudited)

	TRC Year ended September 30, 2019	HCP Clinics Year ended December 31, 2019	HCP Pharmacy May 21, 2019 to December 31, 2019	CIMCC April 27, 2019 to December 31, 2019	AIM4 Year ended December 31, 2019	Total	Note 4	Pro Forma Adjustments	Pro Forma Consolidated
Revenues	**$ 17,305,923**	**$ 1,385,639**	**$ -**	**$ 537,940**	**$ -**	**$ 19,229,502**	(n)	**$ 2,150,047**	**$ 21,379,549**
Cost of Sales	**7,352,572**	**$ 829,142**	**-**	**113,671**	**-**	**8,295,385**	(n)	**1,507,436**	**9,802,821**
Gross Profit	**9,953,351**	**556,497**	**-**	**424,269**	**-**	**10,934,117**		**642,611**	**11,576,728**
Operating Expenses									
General and administration	10,222,342	309,611	7,365	183,981	151,419	10,874,718	(n)	433,414	
							(o)	1,000	11,309,132
Sales and marketing	3,703,447	15,899	-	17,164	-	3,736,510		-	3,736,510
Research and development	7,869,146	-	-	-	-	7,869,146	(n)	9,263	
							(o)	20,000	7,898,409
	21,794,935	**325,510**	**7,365**	**201,145**	**151,419**	**22,480,374**		**463,677**	**22,944,051**
Loss before other income (expense)	**(11,841,584)**	**230,987**	**(7,365)**	**223,124**	**(151,419)**	**(11,546,257)**		**178,934**	**(11,367,323)**
Other income (expense)									
Depreciation of right-of-use assets	-	(122,300)	-	(8,724)	-	(131,024)	(n)	(28,019)	(159,043)
Depreciation of property and equipment	-	(8,274)	-	(16,736)	-	(25,010)		-	(25,010)
Amortization of intangible asset	-	-	-	-	-	-	(m)	(20,000)	(20,000)
Write-off of property and equipment	(351,214)	-	-	-	-	(351,214)		-	(351,214)
Interest expense	(741,177)	(28,598)	-	(5,455)	-	(775,230)	(l)	493,541	
							(n)	(8,044)	(289,733)
Rental income		68,818	-	-	-	68,818			68,818
Interest accretion on Class A Preferred Shares	(298,834)	-	-	-	-	(298,834)	(l)	298,834	-
Loss on redemption on Class A Preferred Shares	-	-	-	-	-	-	(l)	(1,887,780)	(1,887,780)
Foreign Exchange	(45,103)	-	-	-	-	(45,103)	(n)	(18,354)	(63,457)
Transaction costs	-	-	-	-	-	-	(k)	(1,395,798)	
							(k)	(1,575,000)	(2,970,798)
	(1,436,328)	**(90,354)**	**-**	**(30,915)**	**-**	**(1,557,597)**		**(4,140,620)**	**(5,698,217)**
Net loss before income tax	**(13,277,912)**	**140,633**	**(7,365)**	**192,209**	**(151,419)**	**(13,103,854)**		**(3,961,686)**	**(17,065,540)**
Income tax expense	5,728	5,223	-	51,073	-	62,024	(n)	53,526	115,550
Net loss and comprehensive loss for the year	**(13,283,640)**	**135,410**	**(7,365)**	**141,136**	**(151,419)**	**(13,165,878)**		**(4,015,212)**	**(17,181,090)**
Basic earnings per share									(0.48)
Diluted earnings per share									(0.48)

Think Research Corporation
(formerly AIM4 Ventures Inc.)
Pro Forma Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars) (Unaudited)

	TRC Year ended September 30, 2019	HCP Clinics Year ended December 31, 2019	HCP Pharmacy May 21, 2019 to December 31, 2019	CIMCC April 27, 2019 to December 31, 2019	AIM4 Year ended December 31, 2019	Total	Note 4	Pro Forma Adjustments	Pro Forma Consolidated
Revenues	**$ 17,305,923**	**$ 1,385,639**	**$ -**	**$ 537,940**	**$ -**	**$ 19,229,502**	(n)	**$ 2,150,047**	**$ 21,379,549**
Cost of Sales	**7,352,572**	**$ 829,142**	**-**	**113,671**	**-**	**8,295,385**	(n)	**1,507,436**	**9,802,821**
Gross Profit	**9,953,351**	**556,497**	**-**	**424,269**	**-**	**10,934,117**		**642,611**	**11,576,728**
Operating Expenses									
General and administration	10,222,342	309,611	7,365	183,981	151,419	10,874,718	(n)	433,414	
							(o)	1,000	11,309,132
Sales and marketing	3,703,447	15,899	-	17,164	-	3,736,510		-	3,736,510
Research and development	7,869,146	-	-	-	-	7,869,146	(n)	9,263	
							(o)	20,000	7,898,409
	21,794,935	**325,510**	**7,365**	**201,145**	**151,419**	**22,480,374**		**463,677**	**22,944,051**
Loss before other income (expense)	**(11,841,584)**	**230,987**	**(7,365)**	**223,124**	**(151,419)**	**(11,546,257)**		**178,934**	**(11,367,323)**
Other income (expense)									
Depreciation of right-of-use assets	-	(122,300)	-	(8,724)	-	(131,024)	(n)	(28,019)	(159,043)
Depreciation of property and equipment	-	(8,274)	-	(16,736)	-	(25,010)		-	(25,010)
Amortization of intangible asset	-	-	-	-	-	-	(m)	(20,000)	(20,000)
Write-off of property and equipment	(351,214)	-	-	-	-	(351,214)		-	(351,214)
Interest expense	(741,177)	(28,598)	-	(5,455)	-	(775,230)	(l)	493,541	
							(n)	(8,044)	(289,733)
Rental income		68,818	-	-	-	68,818			68,818
Interest accretion on Class A Preferred Shares	(298,834)	-	-	-	-	(298,834)	(l)	298,834	-
Loss on redemption on Class A Preferred Shares	-	-	-	-	-	-	(l)	(1,887,780)	(1,887,780)
Foreign Exchange	(45,103)	-	-	-	-	(45,103)	(n)	(18,354)	(63,457)
Transaction costs	-	-	-	-	-	-	(k)	(1,395,798)	
							(k)	(1,575,000)	(2,970,798)
	(1,436,328)	**(90,354)**	**-**	**(30,915)**	**-**	**(1,557,597)**		**(4,140,620)**	**(5,698,217)**
Net loss before income tax	**(13,277,912)**	**140,633**	**(7,365)**	**192,209**	**(151,419)**	**(13,103,854)**		**(3,961,686)**	**(17,065,540)**
Income tax expense	5,728	5,223	-	51,073	-	62,024	(n)	53,526	115,550
Net loss and comprehensive loss for the year	**(13,283,640)**	**135,410**	**(7,365)**	**141,136**	**(151,419)**	**(13,165,878)**		**(4,015,212)**	**(17,181,090)**
Basic earnings per share									(0.49)
Diluted earnings per share									(0.49)

The accompanying notes are an integral part of this pro forma statement of loss and comprehensive loss.

Think Research Corporation
(formerly AIM4 Ventures Inc.)
Pro Forma Interim Statement of Loss and Comprehensive Loss
For the six months ended June 30, 2020
(Expressed in Canadian Dollars) (Unaudited)

	TRC Six months ended June 30, 2020	HCP Clinics Six months ended June 30, 2020	HCP Pharmacy Six months ended June 30, 2020	CIMCC Six months ended June 30, 2020	AIM4 Six months ended June 30, 2020	Total	Note 4	Pro Forma Adjustments	Pro Forma Consolidated
Revenues	**$ 9,858,942**	**$ 411,635**	**$ 118,971**	**$ 901,942**	**$ -**	**$ 11,291,490**	(r)	**$ 608,934**	**$ 11,900,424**
Cost of Sales	**3,992,437**	**269,070**	**78,477**	**260,972**	**-**	**4,600,956**	(r)	**454,083**	**5,055,039**
Gross Profit	**5,866,505**	**142,565**	**40,494**	**640,970**	**-**	**6,690,534**		**154,851**	**6,845,385**
Operating Expenses									
General and administration	5,100,660	86,550	55,979	186,114	22,360	5,451,663	(s)	500	
							(r)	186,101	5,638,264
Sales and marketing	2,107,865	2,588	-	5,367	-	2,115,820	(r)	725	2,116,545
Research and development	1,893,067	-	-	-	-	1,893,067	(s)	10,000	1,903,067
	9,101,592	**89,138**	**55,979**	**191,481**	**22,360**	**9,460,550**		**197,326**	**9,657,876**
Loss before other income (expense)	**(3,235,087)**	**53,427**	**(15,485)**	**449,489**	**(22,360)**	**(2,770,016)**		**(42,475)**	**(2,812,491)**
Other income (expense)									
Depreciation of right-of-use assets	-	(68,824)	(10,742)	(10,284)	-	(89,850)		(13,526)	(103,376)
Depreciation of property and equipment	-	(3,250)	(907)	(15,429)	-	(19,586)		-	(19,586)
Amortization of intangible asset	-	-	(5,368)	-	-	(5,368)	(q)	(10,000)	(15,368)
Interest expense	(535,936)	(13,760)	(2,741)	(2,956)	-	(555,393)	(p)	232,685	
							(r)	(7,579)	(330,287)
Rental income	-	29,825	-	-	-	29,825			
Interest accretion on Class A Preferred Shares	(139,414)	-	-	-	-	(139,414)	(p)	139,414	-
Foreign Exchange	(13,064)	-	-	-	-	(13,064)	(r)	33,980	20,916
	(688,414)	**(56,009)**	**(19,758)**	**(28,669)**	**-**	**(792,850)**		**374,974**	**(447,701)**
Net loss before income tax	**(3,923,501)**	**(2,582)**	**(35,243)**	**420,820**	**(22,360)**	**(3,562,866)**		**332,499**	**(3,260,192)**
Income tax expense	-	-	-	111,686	-	111,686	(r)	604	112,290
Net loss and comprehensive loss for the year	**(3,923,501)**	**(2,582)**	**(35,243)**	**309,134**	**(22,360)**	**(3,674,552)**		**331,895**	**(3,372,482)**
Basic earnings per share									(0.09)
Diluted earnings per share									(0.09)

Think Research Corporation
(formerly AIM4 Ventures Inc.)
Pro Forma Interim Statement of Loss and Comprehensive Loss
For the six months ended June 30, 2020
(Expressed in Canadian Dollars) (Unaudited)

	TRC Six months ended June 30, 2020	HCP Clinics Six months ended June 30, 2020	HCP Pharmacy Six months ended June 30, 2020	CIMCC Six months ended June 30, 2020	AIM4 Six months ended June 30, 2020	Total	Note 4	Pro Forma Adjustments	Pro Forma Consolidated
Revenues	$ **9,858,942**	$ **411,635**	$ **118,971**	$ **901,942**	$ **-**	$ **11,291,490**	(r)	$ **608,934**	$ **11,900,424**
Cost of Sales	**3,992,437**	**269,070**	**78,477**	**260,972**	**-**	**4,600,956**	(r)	**454,083**	**5,055,039**
Gross Profit	**5,866,505**	**142,565**	**40,494**	**640,970**	**-**	**6,690,534**		**154,851**	**6,845,385**
Operating Expenses									
General and administration	5,100,660	86,550	55,979	186,114	22,360	5,451,663	(s)	500	
							(r)	186,101	5,638,264
Sales and marketing	2,107,865	2,588	-	5,367	-	2,115,820	(r)	725	2,116,545
Research and development	1,893,067	-	-	-	-	1,893,067	(s)	10,000	1,903,067
	9,101,592	**89,138**	**55,979**	**191,481**	**22,360**	**9,460,550**		**197,326**	**9,657,876**
Loss before other income (expense)	**(3,235,087)**	**53,427**	**(15,485)**	**449,489**	**(22,360)**	**(2,770,016)**		**(42,475)**	**(2,812,491)**
Other income (expense)									
Depreciation of right-of-use assets	-	(68,824)	(10,742)	(10,284)	-	(89,850)		(13,526)	(103,376)
Depreciation of property and equipment	-	(3,250)	(907)	(15,429)	-	(19,586)		-	(19,586)
Amortization of intangible asset	-	-	(5,368)	-	-	(5,368)	(q)	(10,000)	(15,368)
Interest expense	(535,936)	(13,760)	(2,741)	(2,956)	-	(555,393)	(p)	232,685	
							(r)	(7,579)	(330,287)
Rental income	-	29,825	-	-	-	29,825			
Interest accretion on Class A Preferred Shares	(139,414)	-	-	-	-	(139,414)	(p)	139,414	-
Foreign Exchange	(13,064)	-	-	-	-	(13,064)	(r)	33,980	20,916
	(688,414)	**(56,009)**	**(19,758)**	**(28,669)**	**-**	**(792,850)**		**374,974**	**(447,701)**
Net loss before income tax	**(3,923,501)**	**(2,582)**	**(35,243)**	**420,820**	**(22,360)**	**(3,562,866)**		**332,499**	**(3,260,192)**
Income tax expense	-	-	-	111,686	-	111,686	(r)	604	112,290
Net loss and comprehensive loss for the year	**(3,923,501)**	**(2,582)**	**(35,243)**	**309,134**	**(22,360)**	**(3,674,552)**		**331,895**	**(3,372,482)**
Basic earnings per share									(0.10)
Diluted earnings per share									(0.10)

The accompanying notes are an integral part of this pro forma interim statement of loss and comprehensive loss.

1. BASIS OF PRESENTATION

The unaudited pro forma consolidated statement statements of Think Research Corporation (the "**Company**"), formerly AIM4 Ventures Inc. ("AIM4") as at June 30, 2020 (the "**Pro Forma Financial Statements**"), has been prepared by management based on historical financial statements prepared in accordance with International Financial Reporting Standards ("**IFRS**"), for illustrative purposes only, after giving effect to the proposed transaction between AIM4 and TRC Management Holdings Corp ("**TRC**"), 2538606 Ontario Inc., 2538393 Ontario Inc., and 2448430 Ontario Inc. (collectively known as "**HCP Clinics**"), as well as 11419501 Canada Inc. ("**HCP Pharmacy**"), Complete Immigration Medical Center Corp. ("**CIMCC**") and ArionTech Inc. ("**HCP Arion**") (together with HCP Clinics, referred to as "**HCP Entities**") on the basis of the assumptions and adjustments described in note 2, 3 and 4.

The unaudited pro forma financial statements of the Company have been compiled from:

(a) the unaudited financial statements of AIM4 for the six months ended June 30, 2020 and the audited financial statements as at December 31, 2019;

(b) the unaudited consolidated financial statements of TRC for the nine months ended June 30, 2020 and the audited consolidation financial statement for the year ended September 30, 2019;

(c) the unaudited combined financial statements of HCP Clinics for the six months ended June 30, 2020 and the audited combined financial statements for the year ended December 31, 2019;

(d) the unaudited financial statements of HCP Pharmacy for the six months ended June 30, 2020 and the audited financial statements for the period from May 21, 2019 (date of incorporation) to December 31, 2019;

(e) the unaudited financial statements of CIMCC for the six months ended June 30, 2020 and the audited financial statements for the period from April 17, 2019 (date of incorporation) to December 31, 2019;

It is management's opinion that the unaudited Pro Forma Financial Statements, include all adjustments necessary for the fair presentation, in all material respects, of the transactions described in notes 3 and 4 in accordance with IFRS, applied on a basis consistent with TRC's accounting policies, except as otherwise noted. The unaudited Pro Forma Financial Statements are not necessarily indicative of the financial position that would have resulted if the combination had actually occurred on June 30, 2020. Further, these unaudited pro forma financial information is not necessarily indicative of the results of operations that may be obtained in the future.

The pro forma interim statement of loss and comprehensive loss of TRC has been constructed to cover the six months ended June 30, 2020, which was prepared for the purpose of the Pro Forma Financial Statements and do not conform with the unaudited financial statements of TRC for the nine months ended June 30, 2020 included elsewhere in this Filing Statement.

The unaudited Pro Forma Financial Statements should be read in conjunction with the historical financial statements and notes thereto of AIM4, TRC, HCP Clinics, HCP Pharmacy and CIMCC included elsewhere in this Filing Statement.

2. SIGNIFICANT ACCOUNTING POLICIES

The unaudited pro forma financial statements have been compiled using the significant accounting policies, as set out in the audited consolidated financial statements of TRC as at September 30, 2019. Management has determined that no material pro forma adjustments are necessary to conform the accounting policies of AIM4, HCP Clinics, HCP Pharmacy and CIMCC to the accounting policies used by TRC in the preparation of its audited financial statements.

(Expressed in Canadian Dollars)

3. PRO FORMA PRELIMINARY PURCHASE PRICE ALLOCATION AND ASSUMPTIONS

a) On October 14, 2020, TRC entered into a letter of intent with AIM4, a capital pool company, in regards to the proposed qualifying transaction (the "**Transaction**") to acquire all of the issued and outstanding securities and securities convertible into securities of TRC. Upon completion of the Transaction, the combined entity will continue the business of TRC. Concurrently with the closing of the Transaction, the Company changed its name to "Think Research Corporation". Pursuant to the Transaction:

- AIM4 completed the 24.76125-1 common share consolidation (the "**Consolidation**"). Prior to the Consolidation, AIM4 had 10,650,000 AIM4 Shares issued and outstanding. Following completion of the Consolidation, AIM4 had 430,107 AIM4 Shares issued and outstanding.
- Prior to the Consolidation, AIM4 had 1,065,000 options ("**AIM4 Options**") and 500,000 ("**AIM4 Warrants**"). Following completion of the Consolidation, AIM4 had 43,000 AIM4 Options and 20,188 AIM4 Warrants outstanding with an exercise price of $2.4767.
- Shareholders of TRC received Common Shares in exchange for their respective common shares assuming a Common Share price of $4.65.
- Holders of outstanding options of TRC ("**TRC Options**") received 615,900 AIM4 Options in exchange for their TRC Options and holders of outstanding warrants of TRC ("**TRC Warrants**") received 262,505 AIM4 Warrants in exchange for their TRC Warrants.

The Transaction was accounted for as a reverse takeover whereby the Company continued primarily as an operator of delivering integrated digital healthcare solutions.

Management determined that, for accounting purposes, TRC became the acquirer as a result of completing the Transaction on the basis that the shareholders of TRC obtained the largest number of common shares of the Company, taking into consideration the outstanding options and warrants.

AIM4 does not meet the definition of a business, therefore the Transaction is outside of the scope of IFRS 3 *Business Combinations*. Instead, the Transaction was accounted for under IFRS 2 *Share-based Payment*. Under this basis of accounting, the consolidated entity is considered to be a continuation of the business of TRC, with the net identifiable assets of AIM4 deemed to have been acquired by TRC. The results of operations from AIM4 are included in the financial statements since the date of acquisition.

The capital structure recognized in the unaudited pro forma statement of financial position is that of AIM4 but the dollar amount of the issued share capital immediately prior to the completion of the transaction is that of TRC plus the value of shares issued by TRC to complete the HCP Acquisition (as defined below in note 3(b)), the shares issued in the Concurrent Financing (as defined below in note 3(c)) and the shares issued in connection conversion of Class B preferred shares of TRC into common shares of TRC (discussed further below in note 3(e)).

The following table summarizes the consideration paid and the fair value of the identifiable assets acquired and liabilities assumed as of the date of acquisition:

Reverse acquisition of AIM4		
Fair value of consideration (430,107 shares at $4.65 per share)	$	2,000,000
Options *(1)*		127,111
Warrants *(2)*		47,529
Total cost of acquisition		2,174,640
Allocated as follows:		
Identified fair value of net assets:		
Cash		787,760
Accounts payable and accrued liabilities		(8,916)
		778,844
Transaction costs	$	1,395,796

(1) Valued using the Black-Scholes Option Pricing Model using volatility of 63%, risk free rate of 0.32%, expected life of 4.01 years and dividend yield to 0%.
(2) Valued using the Black-Scholes Option Pricing Model using volatility of 63%, risk free rate of 0.25%, expected life of 1.01 year and dividend yield to 0%.

3. PRO FORMA PRELIMINARY PURCHASE PRICE ALLOCATION AND ASSUMPTIONS (continued)

b) Immediately prior to the closing of the Transaction, TRC, pursuant to the terms of the share purchase agreement dated as of October 18, 2020 between TRC and the shareholders of 2775554 Ontario Inc. (the "**HCP Acquisition**"), purchased all of the issued and outstanding shares of 2775554 Ontario Inc. for a purchase price of $14,624,836. The purchase price was paid as follows:

- the issuance of 2,532,222 common shares of TRC, the fair market value of which have determined to be $11,774,836;
- a cash payment equaled to $2,850,000, of which $1,850,000 was made on the closing date of the HCP Acquisition and $1,000,000 was deferred to six months after the closing date of the HCP Acquisition.

Prior to closing of the HCP Acquisition, 2775554 Ontario Inc. completed a series of acquisitions of the HCP Entities, pursuant to the following share purchase agreement:

- Pursuant to the terms of the share purchase agreement dated as of October 18, 2020, 2775554 Ontario Inc. purchased all the issued and outstanding shares of 2538606 Ontario Inc.
- Pursuant to the terms of the share purchase agreement dated as of October 18, 2020, 2775554 Ontario Inc. purchased all the issued and outstanding shares of 2538393 Ontario Inc.
- Pursuant to the terms of the share purchase agreement dated as of October 18, 2020, 2775554 Ontario Inc. purchased all the issued and outstanding shares of 2448430 Ontario Inc.
- Pursuant to the terms of the share purchase agreement dated as of October 18, 2020, 2775554 Ontario Inc. purchased 49% the issued and outstanding shares of HCP Pharmacy.
- Pursuant to the terms of the share purchase agreement dated as of October 18, 2020, 2775554 Ontario Inc. purchased all the issued and outstanding shares of CIMCC.
- Pursuant to the terms of the share purchase agreement dated as of October 18, 2020, 2775554 Ontario Inc. purchased all the issued and outstanding shares of HCP Arion.

Prior to closing of the HCP Acquisition, 2775554 Ontario Inc. also completed an asset purchase pursuant to the terms of the share purchase agreement dated as of October 18, 2020 with Grove Software Solutions ("**Grove**") to purchase all of Grove's assets relating to the KYLO primary care electronic medical record system, including licenses, software, forms, database and source code. The total purchase price was $100,000 in shares of 2775554 Ontario Inc.

For the purchase of 49% of the issued and outstanding shares of HCP Pharmacy, although 2775554 Ontario Inc. has less than majority of the voting or similar rights of HCP Pharmacy, management considered all relevant facts and circumstances in assessing whether it has power over HCP Pharmacy, including the following:

- 2775554 Ontario has entered into a management service agreement with HCP Pharmacy to provide HCP Pharmacy critical services including entering into or renewing contracts in connection with the core operations and management of HCP Pharmacy's business, including but not limited to insurance, legal services, information technology, finance and accounting.
- The Company also entered into a licensing agreement with HCP Pharmacy to license the access and use of a medication review solution for pharmacists to HCP Pharmacy. The Company is entitled to royalties equal to 20% of the gross margin of HCP Pharmacy.
- Pursuant to the shareholder agreement, 2775554 Ontario Inc. can designate two out of three board members and the board has the right to appoint officers of HCP Pharmacy.

Based on the above, management determined that, for accounting purposes, 2775554 Ontario Inc. has control over HCP Pharmacy as 2775554 Ontario Inc. is exposed, or has rights, to variable returns from its involvement and has the ability to affect those returns through its power over HCP Pharmacy with its existing rights and ability to direct the relevant activities. HCP Pharmacy has been accounted for in a consolidation basis in accordance with IFRS 3 "Business Combinations".

(Expressed in Canadian Dollars)

3. PRO FORMA PRELIMINARY PURCHASE PRICE ALLOCATION AND ASSUMPTIONS (continued)

Each of these acquisitions above, except for the asset purchase with Grove, has been accounted for in accordance with IFRS 3 “Business Combinations”, as each of their operations constitutes a business. The allocation of the purchase price has been prepared on a preliminary basis as the final purchase price allocation report had not been completed as of the date of these unaudited pro forma financial statements. The identified fair value of net assets below are a result of management’s best estimates and assumptions after taking into account all relevant information available. The final purchase price allocations may result in adjustments to the preliminary estimate of the purchase date fair values disclosed in the table below.

The following tables summarizes the consideration paid and the fair value of the identifiable assets acquired and liabilities assumed as of the date of acquisition:

Acquisition of HCP Clinics

Fair value of consideration (1,865,556 shares at $4.65 per share)	$	8,674,835
Cash		750,000
Purchase price payable		1,000,000
Total cost of acquisition	$	10,424,835
Allocated as follows:		
Identified fair value of net assets:		
Accounts receivable		164,690
Property and equipment		102,774
Right-of-use assets		484,570
Due from related parties		14,684
Accounts payable and accrued liabilities		(265,671)
Income taxes payable		(5,223)
Bank indebtedness		(67,715)
Line of credit		(28,050)
Lease liability		(555,878)
		(155,819)
Unallocated purchase price	$	10,580,654

**The preliminary purchase price allocation is prepared on a combined basis for 2538606 Ontario Inc., 2538393 Ontario Inc. and 2448430 Ontario Inc., or HCP Clinics, due to common ownership.*

(Expressed in Canadian Dollars)

3. PRO FORMA PRELIMINARY PURCHASE PRICE ALLOCATION AND ASSUMPTIONS (continued)

Acquisition of 49% HCP Pharmacy

Fair value of consideration (107,527 shares at $4.65 per share)	$	500,000
Cash		100,000
Total cost of acquisition for 49% interest	$	600,000
NCI measured at fair value (51%)		624,490
Total		1,224,490
Allocated as follows:		
Identified fair value of net assets:		
Cash		1,656
Accounts receivable		29,745
Other receivables		6,111
Inventory		53,175
Property and equipment		8,003
Right-of-use assets		147,707
Intangible assets		196,106
Goodwill		38,526
Accounts payable and accrued liabilities		(104,068)
Bank indebtedness and loan payable		(237,279)
Lease liability		(152,190)
Due to related parties		(30,000)
		(42,508)
Unallocated purchase price	$	1,266,998

Acquisition of CIMCC

Fair value of consideration (322,581 shares at $4.65 per share)	$	1,500,000
Allocated as follows:		
Identified fair value of net assets:		
Cash		238,848
Accounts receivable		22,659
Prepaids & deposit		3,731
Property and equipment		182,696
Right-of-use assets		87,404
Due from shareholder		218,139
Due from related parties		159,047
Accounts payable and accrued liabilities		(164,304)
Income taxes payable		(162,760)
Loan payable		(40,000)
Lease liability		(95,090)
		450,370
Unallocated purchase price	$	1,049,630

3. PRO FORMA PRELIMINARY PURCHASE PRICE ALLOCATION AND ASSUMPTIONS (continued)

Except for HCP Arion (see note 4 (h) for preliminary purchase price allocation), as the consolidated statement of financial position for HCP Clinics, HCP Pharmacy and CIMCC are already included, the only adjustments required (further detailed in note 4(e) to (h)) are for the payment of the consideration and elimination of all items in shareholder's equity.

c) Concurrently with or prior to the closing of the Transaction, TRC completed a private placement offering of subscription receipts with gross proceeds of $30,134,558 (the "Concurrent Financing") that resulted in the issuance by TRC of 6,480,550 common shares at an issue price of $4.65 per subscription receipt to the subscribers. Concurrent Financing does not include the anticipated closing of the Agent's over-allotment option of 615,852 Subscription Receipts, which as of the date of this Statement have not been issued but subscribers have submitted subscription agreements thereof. Each subscription receipt entitled the holder to receive one common share of TRC. Upon completion of the Transaction, each common share was exchanged for one common share in the capital of the Company. TRC incurred to the agent a cash fee of approximately $1,808,073 (the "Agency Fee"), being 6% of the gross proceeds of the Concurrent Financing. 50% of the Agency Fee was paid on the closing date of the Concurrently Financing and the balance shall be paid on the escrow release date.

d) Concurrently with or prior to the closing of the Transaction, TRC has redeemed all the issued and outstanding Class A preferred shares using a portion of the proceeds from the Concurrent Financing.

e) Concurrently with or prior to the closing of the Transaction, 113,000 Class B preferred share of TRC were automatically converted into common shares of TRC at a 1:1 ratio.

4. PRO FORMA ADJUSTMENTS

Pro forma adjustments to the consolidated statement of financial position

The unaudited pro forma consolidated financial position reflects the following adjustments as if the transactions described in note 3 had occurred on June 30, 2020:

(a) To record the issuance of 6,480,550 common shares under the Concurrent Financing, with a gross proceeds of $30,134,558, net of the Agency Fee of $1,808,073.

(b) To record the redemption of all the issued and outstanding Class A preferred shares with a carrying value of $4,266,787 as at June 30, 2020 plus (i) accrued and unpaid interest and dividend of $182,133 pertains to the period from July 1, 2020 to the anticipated closing date of the Transaction, being December 1, 2020 and (ii) loss on redemption of $1,374,158.

(c) To record the conversion of 113,000 Class B preferred shares of TRC into 113,000 common shares of TRC at a fair value per share price of $4.65. The difference of $525,451 between the carrying amount of $13 for the Class B preferred shares of TRC and the fair value of $525,438 for the common shares of TRC is recorded as a reduction of contributed surplus.

(d) To record the reverse acquisition transaction with AIM4 by assigning a fair value of (i) $2,000,000 to the common shares of TRC issued; (ii) $127,111 to replacement options for issued and outstanding AIM4 Options; and (iii) $47,529 to replacement warrants in exchange for AIM4 Warrants, eliminating AIM4's share capital of $846,821, contribution surplus of $105,802, historical deficit of $173,779 and recording the amount attribute to transaction costs resulting from the transaction of $1,395,7968.

(Expressed in Canadian Dollars)

4. PRO FORMA ADJUSTMENTS (continued)

Pro forma adjustments to the consolidated statement of financial position (continued)

(e) To record the acquisition of HCP Clinics as part of the HCP Acquisition by assigning a fair value of $8,674,835 to the common shares of TRC issued, a cash payment of $750,000 immediately at closing of and deferred cash payment of $1,000,000 six months after closing. HCP Clinics's share capital of $300 and historical deficit of $156,119 were eliminated, resulting in the recognition of unallocated purchase price in the amount of $10,580,654.

(f) To record the acquisition of 49% of HCP Pharmacy as part of the HCP Acquisition by assigning a fair value of $500,000 to the common shares of TRC issued, a cash payment of $100,000 and non-controlling interest measured at fair value of $624,490, eliminating HCP Pharmacy's share capital of $100 and historical deficit of $42,608, resulting in the recognition of unallocated purchase price in the amount of $1,266,998.

(g) To record the acquisition CIMCC as part of the HCP Acquisition by assigning a fair value of $1,500,000 to the common shares of TRC issued, eliminating CIMCC's share capital of $100 and historical retained earnings of $450,270, resulting in the recognition of unallocated purchase price in the amount of $1,049,630.

(h) To record the acquisition HCP Arion as part of the HCP Acquisition by assigning a fair value of $1,000,000 to the common shares of TRC issued and a cash payment of $1,000,000, net assets and liabilities assumed of $762,135, resulting in the recognition of unallocated purchase price in the amount of $1,237,865.

Acquisition of HCP Arion

Fair value of consideration (215,054 shares at $4.65 per share)	$	1,000,000
Cash		1,000,000
Total costs of acquisition		2,000,000
Allocated as follows:		
Identified fair value of net assets:		
Cash		213,494
Accounts receivable		522,031
Deferred tax asset		59,402
Due from related parties		1,329
Inventory		189,051
Right-of-use assets		243,458
Accounts payable and accrued liabilities		(114,543)
Income taxes payable		(62,115)
Loan payable		(40,000)
Lease liability		(249,972)
		762,135
Unallocated purchase price	$	1,237,865

(i) To record payment of transaction costs of $1,700,000 which include $350,000 M&A fees incurred for the HCP Acquisition, $750,000 for accounting fees and $600,000 for legal fees for the Transaction, of which $125,000 of the accounting fees had already been previously accrued as part of accounts payable and accrued liabilities in the statements of financial position of the various acquired businesses.

(j) To record the purchase of the intangible assets of Grove by assigning a fair value of $100,000 to the common shares of TRC issued.

5. PRO FORMA ADJUSTMENTS (continued)

Pro forma adjustments to the consolidated statement of loss and comprehensive loss for the year ended December 31, 2019

The unaudited pro forma consolidated statement of loss and comprehensive loss for the year ended December 31, 2019 reflects the following adjustments as if the transactions described in note 3 had occurred on January 1, 2019:

(k) To record the amount attributed to transaction costs resulting from the transactions described in note (d) and (i) above.

(l) To record the reversal of interest accretion and dividend paid on Class A preferred incurred between October 1, 2018 to September 30, 2019 and to record the loss of redemption of $1,887,780.

(m) To record amortization of the intangible assets purchased from Grove of $20,000 described in note (j) above, assuming a useful life of five years.

(n) To record increase in revenue and expenses for the year ended December 31, 2019 to reflect management's best estimate of additional revenue and expenses in relations to the acquisition of HCP Arion.

(o) To record increase in research and development expenses by $20,000 and general and administrative expenses by $1,000 for the year ended December 31, 2019 to reflect management's best estimate of additional expense in relations to the acquisition of AirMed Trials Inc.

Pro forma adjustments to the consolidated income statement for the six months ended June 30, 2020

The unaudited pro forma interim consolidated statement of loss and compressive loss reflects the following adjustments as if the transactions described in note 3 had occurred on January 1, 2019:

(p) To record the reversal of interest accretion and dividend paid on Class A preferred incurred between January 1, 2019 to June 30, 2020.

(q) To record amortization of the intangible assets purchased from Grove of $10,000 described in note (j) above, assuming a useful life of five years.

(r) To record increase in revenue and expenses for the six months ended June 30, 2019 to reflect management's best estimate of additional revenue and expenses in relations to the acquisition of HCP Arion.

(s) To record increase in research and development expenses by $10,000 and general and administrative expenses by $500 for the six months ended June 30, 2020 to reflect management's best estimate of additional expense in relations to the acquisition of AirMed Trials Inc.

(Expressed in Canadian Dollars)

5. PRO FORMA SHARE CAPITAL

After giving effect to the pro forma adjustments and assumptions in notes 3 and 4, the issued and fully paid share capital of the Company would be as follows:

		Capital Stock		Class B	Contributed	Warrant			
	Note 4	Shares	Amount	Preferred Shares	Surplus	Reserve	Deficit	Non-Controlling Interest	Total Equity
			$	$	$		$	$	$
Common shares of AIM4 issued and outstanding as at June 30, 2020 (post-consolidation)		430,107	846,821	-	105,802	-	-	-	952,623
Common shares of TRC issued and outstanding as at June 30, 2020		25,644,537	64,177,301	-	1,842,925	91,876	(78,767,060)	-	(12,654,958)
Class B Preferred Shares of TRC issued and outstanding as at June 30, 2020		-	-	13	-	-	-	-	13
Common shares of HCP Clinics issued and outstanding as at June 30, 2020		300	300	-	-	-	-	-	300
Common shares of HCP Pharmacy issued and outstanding as at June 30, 2020		100	100	-	-	-	-	-	100
Common shares of CIMCC issued and outstanding as at June 30, 2020		100	100	-	-	-	-	-	100
Effect of transaction:									-
Issuance of TRC shares pursuant to conversion of Class B preferred shares to common shares of TRC	(c)	113,000	525,451	(13)	(525,438)	-	-	-	-
Eliminate AIM4 common shares and share capital	(d)	-	(846,821)	-	-	-	-	-	(846,821)
Eliminate AIM4 contribution surplus	(d)	-	-	-	(105,802)	-	-	-	(105,802)
Eliminate TRC common shares acquired by AIM4		(25,757,537)	-	-	-	-	-	-	-
Eliminate HCP Clinics common shares and share capital	(e)	(300)	(300)	-	-	-	-	-	(300)
Eliminate HCP Pharmacy common shares and share capital	(f)	(100)	(100)	-	-	-	-	-	(100)
Eliminate CIMCC common shares and share capital	(h)	(100)	(100)	-	-	-	-	-	(100)
Issuance of AIM4 shares to TRC pursuant to the RTO Transaction		25,757,537	-	-	-	-	-	-	-
Shares issued to HCP Clinics pursuant to the HCP Acquisition	(e)	1,865,556	8,674,835	-	-	-	-	-	8,674,835
Shares issued to HCP Pharmacy pursuant to the HCP Acquisition and recognition of NCI	(f)	107,527	500,000	-	-	-	-	624,490	1,124,490
Shares issued to HCP Arion pursuant to the HCP Acquisition	(g)	215,054	1,000,000	-	-	-	-	-	1,000,000
Shares issued to CIMCC pursuant to the HCP Acquisition	(h)	322,581	1,500,000	-	-	-	-	-	1,500,000
Shares issued to Grove pursuant to asset purchase agreement	(j)	21,505	100,000	-	-	-	-	-	100,000
Issuance of replacement shares for AIM4 Options and AIM4 Warrants	(d)	-	-	-	127,112	47,530	-	-	174,642
Fair value of shares deemed issued to AIM4 pursuant to the reverse acquisition	(d)	-	2,000,000	-	-	-	-	-	2,000,000
Shares issued in Concurrent Financing, net of share issuance cost	(a)	6,480,550	28,326,485	-	-	-	-	-	28,326,485
Interest and dividend accrued and loss on redemption for Class A Preferred Shares	(b)	-	-	-	-	-	(1,556,291)	-	(1,556,291)
Transaction cost for HCP Acquisition	(i)	-	-	-	-	-	(1,575,000)	-	(1,575,000)
Listing expense	(d)	-	-	-	-	-	(1,395,798)	-	(1,395,798)
Balance		**35,200,417**	**106,804,072**	**-**	**1,444,599**	**139,406**	**(83,294,149)**	**624,490**	**25,718,418**

ACKNOWLEDGEMENT – PERSONAL INFORMATION

"Personal Information" means any information about an identifiable individual, and includes information contained in any Items in the attached statement that are analogous to Items 4.2, 11, 12.1, 15, 17.2, 18.2, 23, 24, 26, 31.3, 32, 33, 34, 35, 36, 37, 38, 40 and 41 of Form 3B of the TSXV, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

(a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to this Statement; and

(b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6B or as otherwise identified by the Exchange, from time to time.

AIM4 VENTURES INC.	**TRC MANAGEMENT HOLDINGS CORP.**
Per: (Signed) "*ZACHARY GOLDENBERG*" ______________________________ Zachary Goldenberg Chief Executive Officer	Per: (Signed) "*SACHIN AGGARWAL*" ______________________________ Sachin Aggarwal Chief Executive Officer

CERTIFICATE OF AIM4 VENTURES INC.

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of AIM4 Ventures Inc., assuming completion of the Arrangement.

(Signed) "*ZACHARY GOLDENBERG*"	(Signed) "*AARON SALZ*"
Chief Executive Officer	Chief Financial Officer
(Signed) "*AARON UNGER*"	(Signed) "*MARC SONTROP*"
Director	Director

CERTIFICATE OF TRC MANAGEMENT HOLDINGS CORP.

The foregoing, as it relates to TRC Management Holdings Corp. constitutes full, true and plain disclosure of all material facts relating to the securities of TRC Management Holdings Corp.

(Signed) "*SACHIN AGGARWAL*"	(Signed) "*ALEX DVORKIN*"
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) "*MARK SAKAMOTO*"	(Signed) "*ABE SCHWARTZ*"
Director	Director