COMPREHENSIVE HEALTHCARE SYSTEMS, INC.
(FORMERLY GREENSTONE CAPITAL CORP.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2021
(Expressed in US dollars)

This management discussion and analysis ("**MD&A**") of the consolidated financial position of Comprehensive Healthcare Systems Inc. ("CHS", the "**Company**" and "**Company**," "**our**" or "**we**"), formerly known as Greenstone Capital Corp., including its wholly owned subsidiaries Health Plan Systems Inc., New York Medical Management Inc. and Health Plan Systems Services Corp. ("The Company") and results of its operations for the year ended December 31, 2021 and 2020 is prepared as at May 6, 2022. This MD&A should be read in conjunction with the unaudited consolidated financial statements for the year ended December 31, 2021 and 2020 and the related notes thereto. Those consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). All currency amounts are expressed in US dollars, unless otherwise noted.

Forward-Looking Information

Certain statements in this MD&A that are not based on historical facts constitute forward-looking information. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. This MD&A may contain forward-looking statements that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Such statements reflect our management's current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and known or unknown risks and contingencies. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements. Please see the risk factors discussed under the heading "Risk Factors" in this Prospectus.

Company Overview

Comprehensive Healthcare Systems, Inc. (the "Company"), formerly known as Greenstone Capital Corp., was incorporated on June 6, 2018 and became a "Reporting Issuer" in each of the Provinces of Alberta, British Columbia and Ontario pursuant to applicable securities legislation on April 11, 2019.

On September 29, 2021, the Company completed a reverse takeover with Comprehensive Healthcare Systems Inc. ("CHS"), a Delaware "C" Corporation founded in 2015, providing healthcare administrative software, licensing and maintenance services to various interests in the healthcare industry, including insurance companies, hospitals, doctors and labor unions,. Pursuant to the reverse takeover, the Company changed its name to "Comprehensive Healthcare Systems Inc." and began trading on the TSX Venture Exchange under the stock symbol CHS. The head office of the Company is at 2025 Lincoln Highway, State Route 27 – Suite 340, Edison, NJ 08817, US. The Company's registered and records office is at 220 – 333 Terminal Avenue, Vancouver, BC V6A 4C1.

The Company's state of the art HPS NOVUS Healthcare Welfare and Benefits Administration ("HPS NOVUS") SaaS platform is used by clients for all aspects of healthcare benefits administration (including insurance companies, hospitals, doctors and labor unions) through various corporations in which the majority shareholder has controlling ownership, providing healthcare administrative software, licensing and maintenance services. This system simplifies how organizations and individuals transact benefits. The Company's customers rely on the platform to manage, scale and exchange benefits seamlessly. This creates solutions that drive value for all participants in the US. healthcare ecosystem.

The Company's upcoming Telehealth user-facing app will integrate the benefits administration ecosystem into one single platform. The Telehealth platform will be available on the web, and iOS and Android will be fully integrated with the HPS NOVUS platform. Any user can interact with doctors, clinics and hospitals in the Company's network. The app will allow its users to connect to most major electronic medical records databases, payment gateways and billing systems. All the records on the app will be encrypted giving full control to its users.

Industry Overview

The US healthcare system is not a universally accessible system like Canada, and most insured Americans are under employer-sponsored health insurance. One variant of this is that the employees and the employers will jointly pay contributions into a healthcare fund, then the funds will be used to purchase a group insurance or a create a self-insured plan. Self-insured plans usually cost less for larger employers compared to traditional insurance policies, which incentivises a shift towards self-insurance. The daily operations of insurance claims, billing and other related procedures for self-funded insurance plans can be managed through "Third-Party Administrators" ("TPAs") or managed in-house. Under this structure, the industry operator is a software provider or TPA and is processes health benefit payments on behalf of clients.

TPAs play a critical role in the insurance market by enabling businesses to outsource claims processing, administration and risk management. When an employee uses a healthcare provider (such as a clinic, a hospital or a doctor), the employee can monitor their claim through a TPA. The TPA processes the claim after receiving the claim from the healthcare provider, and then pays out claims on behalf of the insurance plan. Generally and historically, TPAs are highly reliant on manual, labor-intensive procedures for claims processing. TPAs subscribe to various software to manage filing, as well as communication of claims, thereby reducing cost margins. Such software is typically designed to streamline operations, reduce process complexity and costs, manage compliance with new regulations and increase customer satisfaction. However, the industry is fragmented because different software is used for different steps in the claims process. Given that different software will use different mechanisms for filing, processing and reimbursement, there are several manual handoffs in the entire process. The industry is rapidly shifting towards cloud computing, in order to expand software capabilities on platforms previously limited by hardware. The industry is also striving to make data more accessible, which paves the wave for new business models, such as SaaS.

Strategy

The Company's goal is to be a leader in the development, sale and maintenance of a sophisticated platform for all aspects of healthcare and benefits administration.

The Company can transform how employers, insurance brokers and insurance carriers deliver value for employees and their families. This is to be achieved by strengthening the Company's position as a leading cloud-based benefits management platform for buyers and sellers, working closely with insurance brokers as partners in the ecosystem. Key elements of the Company's growth strategy includes the following:

1. Reach more potential clients: The Company achieved significant growth in recent years despite that it only has one full time salesperson. Adding to the sales team will unleash a new round of organic growth for the HPS NOVUS platform.

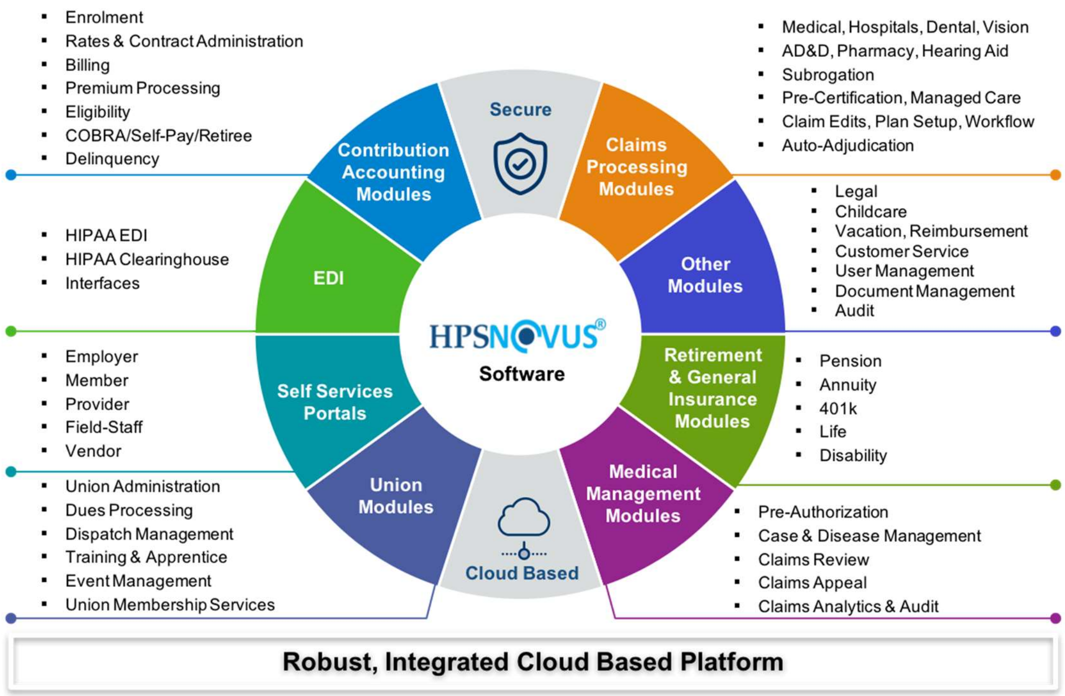
2. Acquisitions: Look for strategic opportunities to increase its current market share within the healthcare and insurance sectors by acquiring competitors.

3. Telehealth: Leveraging its extensive client base, The Company expects to experience significant growth after launching its Telehealth platform. The Telehealth platform will allow the Company to have a role in every single stage of financial transactions within the healthcare and insurance ecosystem.

HPS NOVUS – Software Platform

HPS NOVUS is a fully integrated and extensible platform of health and benefits administration, including insurance plan design, claim processing, recording keeping and more. The platform was built with a modular approach that provides an extensible and scalable solution for all services related to insurance and benefits. HPS NOVUS ensures that an organization or a TPA fully automates every aspect of its insurance claims administration by bringing everyone from the employee to the insurer onto a single platform.

HPS NOVUS is compliant with the US Health Insurance Portability and Accountability Act of 1996 ("HIPAA") standards, as well as the US Health Information Technology for Economic and Clinical Health Act ("HITECH Act"). All data and communication on HPS NOVUS is encrypted.



Sterling MM – Clinical Utilization Services

Sterling MM provides a comprehensive medical management program and it specializes in using modern technical tools, such as Electronic Data Interchange ("EDI"), with confidentiality and security features mandated by HIPAA and the HITECH Act. Sterling MM services are managed by physicians and nurses with over 60 years of experience in healthcare management and administration. Sterling MM's platform can serve as primary service provider or as a sub-contracted servicer for another TPA service provider. Sterling MM is URAC (Utilization Review Accreditation Commission) accredited for Health Utilization Management and has been managing healthcare in partnership with payers since 1995.

Services provided by Sterling MM follow the following steps:

1. Pre-certification review (by phone, fax or secure online portal) and approval for elective hospitalizations. The program relies upon standardized criteria to conduct review for inpatient care and medical policies and clinical guidelines for use in both inpatient and outpatient services.

2. Retrospective review of all cases that were not pre-authorized in a timely fashion, including emergency admissions.

3. Plan design consultation by experience medical staff for insurance companies and self-insured welfare funds. Sterling MM's staff help determine medical necessity to cover or not cover services and also help determine appropriate fees for procedure codes. Outpatient services will review for a specific list of outpatient services as determined by the insurer. A medical review and analysis of services is also conducted.

4. Discharge planning is coordinated along with the discharge coordinator for the hospital and the patient or family for care after discharge.

5. Sterling MM will also determine if there is a need for case management services and initiate case management where necessary.

6. Claims audits are conducted prior to payment to avoid over payment, or post-payment recovery. All transaction are electronic and turn-around time can be done as quickly as in one business day.

7. Sterling MM's nursing staff conduct review of continued stays for inpatient care on a daily basis after admission.

LionGen – TPA Services

LionGen is a licensed TPA in the US and has experience running TPA's on HPS NOVUS with great service efficiency. The Company is seeking a target TPA acquisition pipeline to integrate the highly fragmented market where currently no TPA has more than a 5% share.

LionGen is a TPA that manages different functions of benefits such as: claims processing, utilization review and membership functions, including the processing of retirement plans and flexible spending accounts. For self-funded entities, LionGen administers: medical/dental provider networks, stop loss insurance, pharmacy benefit manager, medical management, voluntary benefits and more.

Telehealth

Telehealth is an emerging market in the United States that has only recently ramped up in terms of patient visits due to the COVID-19 pandemic. The Company's upcoming Telehealth platform will include a user facing app available on the web, iOS and Android that is fully integrated with the HPS NOVUS platform. Any user can interact with doctors, clinics and hospitals.

The app allows its users to connect to most major electronic medical records databases, payment gateways and billing systems. All of the records on the app will be encrypted giving full control to the user. Every transaction from benefit to claim is now in one single system.

Licensing

The Company licenses its healthcare administrative software, HPS NOVUS, to customers, providing customization to the core software, ongoing maintenance services and consulting services therein. The Company's customers include: unions, union funds, self-insured funds, insurance companies, TPAs, hospitals, doctors, dentists and practitioners, and healthcare consumers. The licensing of core software involves a multiple-element arrangement consisting of delivery of a core license, customizations and installations of modules, and subsequent maintenance services (such as telephone consulting, product updates and releases of new versions of products previously purchased by the customer, as well as error reporting and correction services).

Claims Processing and Related Services

CHS provides claims processing and related services, such as consulting, implementation and training.

Reverse Takeover and Listing Transaction

On December 7, 2020 and as amended on May 20, 2021, Greenstone Capital Corp. ("Greenstone") and CHS entered into a merger agreement to complete a reverse takeover transaction (the "Transaction"). The Transaction was closed on September 29, 2021.

Under the terms of the Transaction, Greenstone consolidated all of its issued and outstanding common shares on a 3.5323:1 basis.

Prior to the completion of the Transaction, CHS converted all issued and outstanding preferred shares into common shares in accordance with the conversion terms as set out in its certificate of incorporation. CHS also enacted a stock split on a 2,178.2738:1 basis immediately prior to the completion of the Transaction such that holders of the CHS's common shares as at the merger date would hold an aggregate of 41,333,333 common shares in the resulting issuer following the Transaction. After completion of this transaction, the current shareholders of CHS would own the majority of the issued and outstanding common shares of the resulting issuer. CHS would become a wholly-owned subsidiary of the resulting issuer. In order to facilitate the completion of this transaction, the Company intends to complete a private placement of not less than 9,976,949 subscription receipts for total proceeds of $3,622,303 ($4,489,627 CAD). Each subscription unit is comprised of a common share of the Company and one-half of a share purchase warrant. Each share purchase warrant entitles its holder to acquire one share of the Company at $0.75 CAD. Following this transaction, the resulting issuer would be a publicly listed company.

After completion of the Transaction and concurrent private placement, on a non-diluted basis, the former holders of CHS shares will own approximately 66,237,286 Resulting Issuer shares, representing 96.97% of the shares of the Resulting Issuer. The existing holders of Greenstone will own 2,066,667 shares, representing 3.03% of the total Resulting Issuer shares.

As part of the Transaction, rights to purchase shares continue. On April 24, 2019, Greenstone granted 729,999 options to directors and officers. These options vested immediately and are exercisable at a price of $0.10 CAD per option for a period of 10 years from the date of the option agreement. As of the reverse takeover transaction date, 698,260 director and officer options were outstanding. As part of the Transaction, the 698,260 director and officer options were exchanged for 197,681 options respectively of the Resulting Issuer exercisable at $0.15 CAD per unit.

In preparation for the Transaction, CHS issued convertible notes to investors in exchange for $3,698,596 ($4,722,660 CAD) less transaction costs of $344,271 ($439,556 CAD). The notes bore interest at 10% and matured in one year following the date of issuance. On completion of the Transaction, the convertible notes and accrued interest on the notes converted automatically into units of CHS at approximately $0.36 CAD per unit. Upon conversion, debenture holders received 13,118,139 CHS units for the converted principal balance and 942,800 units for the accrued interest. Each unit received on conversion is comprised of one common share and a half warrant. Each warrant entitles its holder to acquire one share of the Resulting Issuer at a price of $0.60 CAD for a duration of two years.

Results of Operations – Year Ended December 31, 2021

	December 31, 2021	December 31, 2020
Revenue	$ 4,496,185	$ 4,737,092
Net income (loss)	(4,925,605)	(221,499)
Weighted average shares outstanding	30,211,127	21,790,904
Earnings (loss) per share	(0.16)	(0.01)

The Company incurred a net loss of $4,925,605 (2020 – $221,499). The loss incurred in 2021 relative to the 2020 comparative period was due to a fall in revenue recognized in relation to work being completed on the Company's software development projects. At the same time, costs associated with software project development and maintenance, such as server, contractor and employee costs, increased. An increase in operating expenses, particularly general and administration and selling costs, also increased the Company's net loss during the year ended December 31, 2021 relative to the comparative period. Additionally, during the year ended December 31, 2021, the Company incurred new convertible debenture interest, accretion and reverse takeover listing expenses that were not incurred during the 2020 comparative period.

Revenue and Costs of Revenue

During the year ended December 31, 2021, the Company generated revenue of $4,496,185 (2020 - $4,737,092). The fall in revenue from the 2020 comparative period was due to the Company recognizing less revenue in relation to its software development projects and miscellaneous services during the year ended December 31, 2021.

During the year ended December 31, 2021, the Company incurred costs of revenue of $3,129,583 (2020 - $2,667,611). The increase in costs from 2020 was primarily due to an increase in expenses associated with software development and maintenance. These include expenses related to paying external consultants and internal employees. Ongoing equipment and server rental costs also rose during the year ended December 31, 2021 in comparison to the 2020 comparative period.

Operating expenses

During the year ended December 31, 2021, the Company incurred operating expenses of $3,845,983 (2020 - $2,431,523). The increase from 2020 to 2021 is mainly due to a rise in general and administrative and selling expenses.

General and administrative expenses increased to $2,800,084 (2020 - $1,781,645) during the year ended December 31, 2021. The increase from 2020 to 2021 was primarily due to a rise in legal, other professional fees and listing expenses relating to preparing the Company for its reverse takeover transaction that closed on September 29, 2021.

Research and development expenses fell to $388,512 (2020 - $498,112) during the year ended December 31, 2021. This decrease was due to a 25% decline in monthly research and development activity in comparison to the 2020 comparative period.

Selling expenses increased to $559,793 (2020 - $50,574) during the year ended December 31, 2021. This increase was due to new marketing consulting services received by the Company during 2021. The services were retained to promote the Company as it pursues possible business acquisition targets.

Depreciation expenses decreased to $97,594 (2020 – $101,192). This decrease was due to a decline in monthly depreciation being taken on the Company's office right-of-use asset during the year ended December 31, 2021.

Results of Operations – Three Months Ended December 31, 2021

	December 31, 2021	December 31, 2020
Revenue	$ 902,013	$ 882,408
Net income (loss)	(2,194,847)	(963,755)
Weighted average shares outstanding	68,303,956	21,814,302
Earnings (loss) per share	(0.03)	(0.04)

The Company incurred a net loss of $2,194,847 (2020 – $963,755) during the three months ended December 31, 2021. The higher loss during the three months ended December 31, 2021 in comparison to the 2020 comparative period was due to an increase in operating expenses, particularly general and administration and selling costs.

Revenue and Costs of Revenue

During the three months ended December 31, 2021, the Company earned revenue of $902,013 (2020 - $882,408). The increase in revenue from the 2020 comparative period was due to the Company completing work on one of its software customization projects and earning more maintenance revenues from its various different customers.

During the three months ended December 31, 2021, the Company incurred costs of revenue of $763,100 (2020 - $987,926). The fall in costs from the 2020 comparative period was primarily due to a decrease in external consultant and internal developer costs.

Operating expenses

During the three months ended December 31, 2021, the Company incurred operating expenses of $832,599 (2020 - $457,620). The increase from 2020 to 2021 is due to a rise in general and administrative and selling expenses.

General and administrative expenses increased to $729,825 (2020 - $264,405) during the three months ended December 31, 2021. The rise from 2020 to 2021 was mainly due to a significant rise in legal, professional and consultant costs relating to the Company's reverse takeover transaction and searching for business acquisition targets. The Company also incurred salaries and benefit expenses during the three months ended December 31, 2021 relative to the 2020 comparative period as a result of hiring additional employees during 2021.

Research and development expenses fell to $97,127 (2020 - $158,751) during the three months ended December 31, 2021. This decrease was due to a 25% reduction in research and development activities during 2021 relative to 2020.

Selling expenses rose to $241,277 (2020 - $9,611) during the three months ended December 31, 2021. This increase was due to the Company incurring marketing expenses pertaining to new marketing consulting services that were not performed during the 2020 comparative period. The Company also retained various promotion services as it investigated potential acquisition targets.

Depreciation expenses decreased to $24,370 (2020 - $24,853). This decrease was due to a decline in depreciation being taken on the Company's leased office right-of-use asset.

Summary of Quarterly Results

The following table provides selected quarterly audited financial data for the most recently completed quarters:

	Three months ended							
	Dec. 31, 2021	**Sep. 30, 2021**	**Jun. 30, 2021**	**Mar. 31, 2021**	**Dec. 31, 2020**	**Sep. 30, 2020**	**Jun. 30, 2020**	**Mar. 31, 2020**
Revenue	902,013	1,312,456	1,177,566	1,104,150	882,408	1,242,806	1,093,422	1,518,456
Net loss for the period	(2,194,847)	(992,192)	(1,052,319)	(686,247)	(963,755)	38,780	242,949	460,527
Earnings (loss) per share	(0.03)	(0.04)	(0.04)	(0.03)	(0.04)	0.00	0.01	0.02

Summary of Results During Quarters

The Company incurred a higher net loss during the three months ended December 31, 2021 in comparison to the three months ended December 31, 2020. The increase was largely due to increased costs incurred in conjunction with the Company's reverse takeover transaction and the pursuit of potential business acquisition targets. Salary and benefit expenses also increased due to the Company hiring additional employees throughout 2021. The Company's revenue fell due to a decline in revenue recognized on its software development projects.

The Company incurred a net loss during the three months ended September 30, 2021 in comparison to a net income during the three months ended September 30, 2020. This change occurred due to higher professional and external consultant costs incurred in preparing the Company for its planned reverse takeover transaction. The Company also incurred listing expenses that were directly associated with executing this transaction.

The Company incurred a net loss during the three months ended June 30, 2021 in comparison to a net income during the three months ended June 30, 2020. This change occurred due to higher legal, professional and external consultant costs incurred in preparing the Company for its planned qualifying transaction. Interest expenses also increased due to the Company incurring interest, accretion and transaction cost expenses on convertible debentures issued during late 2020 and early 2021.

The Company incurred a net loss during the three months ended March 31, 2021 in comparison to net income in the 2020 comparative period. This change was mainly due to a decline in software development project revenues recognized during the three months ended March 31, 2021 in comparison to the 2020 comparative period. Costs of earning revenues increased due to a rise in external consultant, employee and server costs incurred in earning software development and maintenance revenues. The Company also incurred new expenses during the three months ended March 31, 2021 pertaining to interest, accretion and transaction costs on convertible debentures.

Liquidity and Capital Resources

The accompanying consolidated financial statements have been prepared on a basis that contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The Company anticipates that it will have sufficient resources to meet the working capital requirements of the Company for at least the next 12 months. This assessment is based on the Company's current cash, as well as the net proceeds of the equity financings the Company expects to consummate in relation to its completed reverse takeover transaction.

During the year ended December 31, 2021, the Company had working capital of $568,149 (December 31, 2020 - $3,594,784 deficit). The improvement of working capital in 2021 was primarily due to the receipt of additional debenture financing during January 2021 and subscription financing upon completion of its reverse takeover transaction. All debentures were converted to shares on close of the Company's reverse takeover transaction on September 29, 2021.

Cash Flows

Historically and prospectively, the Company's primary source of liquidity and capital resources has been and will continue to be proceeds from operations. Based on its current level of operations and expected results of operations over the next 12 months, the Company believes that cash generated from operations and cash on hand and anticipated future capital raises, will be adequate to meet anticipated liquidity requirements, capital expenditures and working capital needs for the next 12 months. However, it cannot be certain that the Company will be able to raise capital through the issuance of debt or equity to continue operations. The Company's future operating performance and its ability to service its debt will be subject to future economic conditions and to financial, business and other factors, many of which are beyond its control. See "Financial Instrument Risk Management" of this MD&A for a discussion of the risks related to our liquidity and capital structure.

As at December 31, 2021, the Company had cash of $3,395,094 (December 31, 2020 - $2,060,209). Cash was raised from operations, debenture and subscription financing and government COVID-19 relief loans.

Net cash used in operating activities for the year ended December 31, 2021 was $3,271,452 (2020 - $645,302). The Company continues to generate net losses and negative cash flows from operating activities due to the expenses incurred relating to selling and general and administrative expenses. During the year ended December 31, 2021, the Company incurred $2,872,872 of salaries and benefits (2020 - $2,566,861) and $1,757,603 in consulting expenses (2020 - $1,399,574). Operating activity for the period was significantly affected by these expense categories.

Net cash generated from investing activities for the year ended December 31, 2021 was $215,136 (2020 - $4,872 outflow). The inflows related to cash assumed by the Company on completion of its reverse takeover transaction. Investing cash outflows during the year ended December 31, 2021 and the 2020 comparative period were due to expenditures on new equipment.

Net cash raised in financing activities for the year ended December 31, 2021 was $4,391,201 (2020 – $2,705,531). The financing cash inflows during the year ended December 31, 2021 related to proceeds from convertible debenture and subscription financing and government loans. Financing cash inflows during the comparative period related to the receipt of proceeds from government loans.

Other Factors Affecting Liquidity

The Company may also raise additional equity or debt capital or enter into arrangements to secure necessary financing to fund the completion of development projects, to meet obligations or for the general corporate purposes of the Company. Such arrangements may take the form of loans, strategic agreements, joint ventures or other agreements. The sale of additional equity could result in additional dilution to the Company's existing stockholders, and financing arrangements may not be available to us, or may not be available in sufficient amounts or on acceptable terms.

From time to time, the Company may pursue various strategic business opportunities. These opportunities may include proposed development and/or management of investment in or ownership of additional businesses through direct investments, acquisitions, joint venture arrangements and other transactions. The Company can provide no assurance that it will successfully identify additional opportunities or that, if it does identify and pursue existing opportunities, any of them will be consummated.

Off-Balance Sheet Arrangements

None.

Contractual Commitments:

None.

Related Party Transactions

Key management compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

The remuneration of directors and key management personnel during the year ended December 31, 2021 and 2020 was as follows:

		2021		2020
Salaries and benefits	$	857,856	$	858,063
Consulting fees		151,641		161,700
Director fees		153,333		-
	$	1,162,830	$	1,019,763

The Company also owed $26,943 (2020 - $Nil) to ACM Management Inc., $20,833 (2020 - $Nil) to Amit Dutta and $8,000 (2020 - $Nil) to Vikas Ranjan. These balances were unsecured, did not bear interest and had no fixed terms of repayment.

The Company had the following key management personnel and related companies as of December 31, 2021:

Key management personnel:	
Dr. Hassan Mohaideen	CEO and Director
Alex McAulay	CFO
ACM Management Inc.	Company controlled by the CFO
Mariam Cather	CSO and Director
Satish Kurian	CIO
Vikas Ranjan	Director
Amit Dutta	Director
Dr. Fiona Gupta	Director
Mo Fazil	Director

On April 1, 2022, Dr. Hassan Mohaideen resigned from his position as CEO and director of the Company. Chris Cosgrove was appointed as the new CEO of the Company.

Proposed Transactions

On January 10, 2022, the Company signed a binding letter of intent to acquire all the assets and intellectual property related to an India-based telehealth platform MISOHE (Mind Soul Heal) from True Base Private Ltd., a company registered under the Indian Companies Act, 2013 (the "Acquisition").

Under the terms of the LOI, the purchase price will be equal to $500,000 USD, plus the assumption of liabilities under contracts that are to be perform on or after the closing. The purchase price would be payable as follows:

- $480,000 USD in the form of common shares
- $20,000 USD cash

On February 10, 2022, the Company entered into a non-binding letter of intent to acquire Claimreturn, Inc., a San Diego, California based premier artificial intelligence provider in the health care analytics and financial recovery space.

Critical Accounting Estimates and Judgments

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates, and as such, the estimates and underlying assumptions are reviewed on an ongoing basis. Significant accounting estimates and judgments are outlined in Note 2 to the consolidated financial statements.

Changes in Accounting Policies including Initial Adoption

Initial adoption of new accounting standards

No new accounting standards were adopted during the year ended December 31, 2021. The Company's existing accounting policies are outlined in Note 3 to its consolidated financial statements.

Financial Instrument Risk Management

Financial assets included in the statement of financial position are as follows:

	December 31, 2021	December 31, 2020
FVTPL:		
Cash	$ 3,395,094	$ 2,060,209
Amortized cost:		
Accounts receivable	194,968	238,694
	$ 3,590,062	$ 2,298,903

Financial liabilities included in the statement of financial position are as follows:

	December 31, 2021	December 31, 2020
FVTPL:		
Derivative liabilities	$ -	$ 1,217,448
Amortized cost:		
Accounts payable and accrued expenses	1,369,458	1,056,612
Notes payable	-	128,654
Line of credit	987,399	987,399
Term loan	304,418	424,418
Loan payable	69,583	71,759
Debenture	-	897,714
	$ 2,730,858	$ 4,784,004

Fair Value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

a) Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
b) Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
c) Level 3 – Inputs that are not based on observable market data.

The carrying value of the Company's financial assets and liabilities as at December 31, 2021 and December 31, 2020 approximate their fair value due to their short terms to maturity.

The carrying value of debt where interest is charged at a fixed rate is not significantly different from the fair value.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and trade accounts receivable. The Company's credit risk is primarily concentrated in its cash which is held with institutions with a high credit worthiness. The Company mitigates its credit risk on receivables by actively managing and monitoring its receivables. The Company mitigates credit risk by evaluating the creditworthiness of customers prior to conducting business with them and monitoring its exposure for credit losses with existing customers.

During the year ended December 31, 2021, the Company identified significantly overdue trade accounts receivables with two customers. Since these trade accounts receivables have been outstanding for more than one year and there is significant uncertainty surrounding collection of the receivables, the Company recognized an impairment loss on the trade accounts receivables of $184,479 (2020 - $Nil).

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis.

Historically, the Company's primary source of funding has been the issuance of equity securities for cash, primarily through the issuance of preferred shares. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

The following is an analysis of the contractual maturities of the Company's financial liabilities as at December 31, 2021:

	Within one year	Between one and five years	More than five years
Accounts payable and accrued expenses	$ 1,369,458	$ -	$ -
Line of credit	987,399	-	-
Term loan	304,418	-	-
Lease liabilities	137,065	331,934	38,913
Loan payable	8,772	43,860	196,639
Debenture	-	-	-
Derivative liabilities	-	-	-
	$ 2,807,112	$ 375,794	$ 235,552

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to currency risk on its Canadian dollar accounts payable, debentures and bank account. Based on these foreign currency financial instruments held as at December 31, 2021, a 10% change in foreign exchange rates would change the Company's net loss by approximately $318,000 (December 31, 2020 - $192,000).

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Based on borrowings that accrue interest and do not have a fixed interest rate as at December 31, 2021, a 1% change in interest rates would change its net loss by approximately $13,000 (2020 - $Nil).

Capital Management

In the management of capital, the Company includes components of stockholders' equity. The Company aims to manage its capital resources to ensure financial strength and to maximize its financial flexibility by maintaining strong liquidity and by utilizing alternative sources of capital including equity, debt and bank loans or lines of credit to fund continued growth. The Company sets the amount of capital in proportion to risk and based on the availability of funding sources. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. Issuance of equity has been the primary source of capital to date. Additional debt and/or equity financing may be pursued in future as deemed appropriate to balance debt and equity. To maintain or adjust the capital structure, the Company may issue new shares, take on additional debt or sell assets to reduce debt.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended December 31, 2021. There are no external restrictions on the management of capital.

Share Capital

As at December 31, 2021, there were 68,303,956 (2020 – 24,658,410) common shares issued and outstanding. 39,298,931 of these shares were held in escrow.

During the year ended December 31, 2021:

a) Immediately preceding the closing of the Transaction, CHS converted all 16,674,923 of its preferred shares into common shares. The shares were then split on a 2,178.2738:1 basis such that holders of the CHS's common shares as at the closing date would hold an aggregate of 41,333,333 common shares in the resulting issuer following the Transaction. The effect of the split has been presented on a retrospective basis in the Company's consolidated financial statements.

b) In connection with the Transaction, the Company converted the convertible notes and accrued interest on the notes into units of the Company at approximately $0.36 CAD per unit. Upon conversion, the Company issued 13,118,139 units for the principal balance and 942,800 units for the accrued interest. Each unit is comprised of one common share and half of a warrant. Each warrant entitles its holder to acquire one share at a price of $0.60 CAD for a period of two years. Upon conversion, $843,656 of the debenture value was allocated to the warrant component of the units issued with the residual $3,948,139 allocated to share capital. The warrant value of $843,656 was determined using the Black Scholes option pricing model with the following inputs: share price of $0.38 CAD, exercise price of $0.75, 100% volatility and 0.25% discount rate.

c) During the year ended December 31, 2021, the Company repurchased 864,331 shares previously issued to Advanced Technology Consultants Inc. for $260,000. Following the repurchase, these shares were issued to existing shareholders in proportion to each individual's share ownership in the Company. The Company classified the re-issuance of the $260,000 in shares as a dividend.

d) During the year ended December 31, 2021, the Company issued 866,068 finders shares in connection to the reverse takeover transaction. The Company recognized $258,305 in listing expense expenses pursuant to this issuance of finder's shares. The Company also incurred an obligation to issue 1,200,000 finders shares in connection with the reverse takeover transaction. $357,900 in listing expenses were recognized pursuant to this obligation to issue

e) In April 2021, the Company issued 9,976,949 units for gross proceeds of $3,622,303 ($4,489,627 CAD). Each unit consists of one common share and one-half of a share purchase warrant. Each share purchase warrant entitles its holder to purchase one common share at a price of $0.75 CAD per share for two years following the issuance date.

Management's Responsibility for Financial Statements

The Company's management is responsible for presentation and preparation of the financial statements and the MD&A. The MD&A have been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

The financial statements and information in the MD&A necessarily include amounts based on informed judgments and estimates of the expected effects of current events and transactions with appropriate consideration to materiality. In addition, in preparing the financial information, we must interpret the requirements described above, make determinations as to the relevancy of information included, and make estimates and assumptions that affect reported information.

The MD&A also includes information regarding the impact of current transactions and events, sources of liquidity and capital resources, operating trends, risks and uncertainties. Actual results in the future may differ materially from our present assessment of this information because future events and circumstances may not occur as anticipated.