Nova Leap Health Corp.

Management Discussion & Analysis
For the three and six months ended June 30, 2019

NOVA LEAP HEALTH CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2019

BACKGROUND

This Management's Discussion and Analysis ("MD&A") of Nova Leap Health Corp. ("Nova Leap" or "the Corporation") is dated August 27, 2019 and provides an analysis of the Corporation's operations for the periods ended June 30, 2019 and 2018. This MD&A should be read in conjunction with the condensed interim consolidated financial statements and accompanying notes for the three and six months ended June 30, 2019 and 2018 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and the audited consolidated financial statements for the year ended December 31, 2018. All amounts are in United States dollars ("USD") unless otherwise specified. The financial statements and additional information relating to Nova Leap are available on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com under the Corporation's profile. The common shares of Nova Leap are traded on the TSX Venture Exchange under the symbol "NLH".

FORWARD-LOOKING INFORMATION

Certain statements in this MD&A are forward-looking statements or information (collectively, "forward-looking statements"). Any statements that express, or involve discussions as to expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook"), including statements regarding Nova Leap's business objectives and strategies, including those described under the headings "Corporation Overview", "Operations Overview" and "Nova Leap's Strategy", expected recurring client service hours, expectations for future financing activities, and intentions relating to the payment of dividends, are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

By their nature, forward-looking statements involve numerous assumptions (including assumptions in connection with the continuance of Nova Leap and its subsidiaries as a going concern, its ability to integrate its acquired businesses and general economic and market conditions), inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of Nova Leap, that could influence actual results include, but are not limited to: lack of operating history; regulatory risks; substantial capital and liquidity requirements; financing risks and dilution to shareholders; competition; reliance on management and dependence on key personnel; conflicts of interest of management; exposure to potential litigation, and other factors beyond the control of Nova Leap. See "Risk and Uncertainties" and Nova Leap's continuous disclosure materials filed from time to time on SEDAR for more information on risk factors applicable to Nova Leap.

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

Any financial outlook or future-oriented financial information in this MD&A has been approved by management of Nova Leap as of the date of this MD&A. Such financial outlook or future oriented financial information is provided for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that such outlook or information should not be used for purposes other than for which it is disclosed in this MD&A.

USE OF NON-IFRS FINANCIAL MEASURES

This MD&A contains references to certain measures that do not have a standardized meaning under IFRS as prescribed by the International Accounting Standards Board ("IASB") and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS measures by providing a further understanding of operations from management's perspective. Accordingly, non-IFRS financial measures should not be considered in isolation or as a substitute for analysis of financial information reported under IFRS. The Corporation presents non-IFRS financial measures, specifically, Gross Margin, EBITDA, annualized recurring revenue, annualized revenue, annualized EBITDA and Organic EBITDA growth (as each of such terms are hereinafter defined). The Corporation believes these non-IFRS financial measures are frequently used by lenders, securities analysts, investors and other interested parties as measures of financial performance and it is therefore helpful to provide supplemental measures of operating performance and thus highlight trends that may not otherwise be apparent when relying solely on IFRS financial measures.

The Corporation's definitions of non-IFRS financial measures are as follows:

- Gross margin is service revenue less cost of services;
- Earnings before interest, taxes, depreciation and amortization ("EBITDA"), is calculated as the net loss, before acquisition and transaction costs, non-cash expenses (including loss from disposal of assets, impairments, amortization and depreciation and stock-based compensation), interest expense, net of interest income and income tax expense.
- Annualized recurring revenue run rate is the expected annualized recurring revenue based on the most recent month's actual revenue for current operations multiplied by 12.
- Annualized revenue and annualized EBITDA are calculated as actual revenue or EBITDA extrapolated from the beginning of the year or date of acquisition over 365 days.
- Organic EBITDA growth is calculated as the increase in EBITDA period over period for entities owned for the entire reporting periods being compared.

CORPORATION OVERVIEW

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

The condensed interim consolidated financial statements and MD&A include the accounts of the Corporation and its United States and Canadian subsidiaries. The registered head office of the Corporation is located at 5003-7071 Bayers Road, Halifax, NS Canada B3L 2C2.

Highlights for 2019

- April 2019, Nova Leap completed the acquisition of the business assets of Careforce Home Care Limited ("Careforce") with locations in Kentville and New Glasgow, Nova Scotia, Canada for $561,672 ($750,000 CAD). The purchase price for the acquisition was paid with $262,113 ($350,000 CAD) in cash and a $299,558 ($400,000 CAD) promissory note issued to the Vendor.
- Achieved record quarterly revenues resulting in the Company's 8th consecutive quarter of revenue growth.
- Q2 2019 revenues of $4,249,781 were 75.2% higher than Q2 2018 revenues of $2,425,066 and 8.6% higher than Q1 2019 revenues of $3,911,855.
- Achieved record quarterly gross margin with Q2 2019 gross margin of $1,453,398 that was 84.8% higher than Q2 2018 gross margin of $786,312 and 12% higher than Q1 2019 gross margin of $1,297,449:
- Gross margin as a percentage of revenues has increased four consecutive quarters from 30.6% in Q3 2018 to 34.2% in Q2 2019.
- Achieved record quarterly EBITDA with EBITDA of $217,549 in Q2 2019, that was an increase of 399% over Q2 2018 EBITDA of $43,566 and an increase of 18.6% over Q1 2019 EBITDA of $183,376.
- Achieved record operating segment EBITDA.

- United States and Canada operating segment EBITDA was $502,719 in Q2 2019, an increase of 109% over Q2 2018 operating segment EBITDA of $240,073 and an 8.7% increase over Q1 2019 operating segment EBITDA of $462,278.
- United States and Canadian operating segment EBITDA as a percentage of revenue remained at 11.8% in the second quarter of 2019, a record for the Company first achieved in Q1 2019.
- Organic reportable operating segment EBITDA growth for Q2 2019 was 4.3% and acquisition related/inorganic EBITDA growth was 4.4%, as compared to reportable operation segment EBITDA for Q1 2019.
- The quarterly trend of a reduction in net Head office costs as a percentage of revenue continued with a decrease from 7.1% in Q1 2019 to 6.7% in Q2 2019.
- Maintained positive operating cash flows for two consecutive quarters of $178,316 for Q2 2019 and $194,460 for Q1 2019, as compared to negative operating cash flows of $356,153 for the fourth quarter of 2018.
- The Company's cash balance on December 31, 2019 was $781,391, a decline from the March 31, 2019 balance of $1.24 million, largely the result of the cash used for the Careforce acquisition reported on April 23, 2019.
- Nova Leap's overall access to capital improved as the Company received a CAD$1 million credit facility in Q2 2019 for working capital purposes from a Schedule 1 Canadian bank. The credit facility did not have an outstanding balance as at June 30, 2019.
- The Company reported a net loss of $315,208 which was a 21% reduction from the Q1 net loss of $399,134.

Highlights Subsequent to June 30, 2019

- Subsequent to June 30, 2019, 2,508,035 warrants which were outstanding and exercisable at period end, expired on July 5, 2019. 25,000 warrants set to expire on July 5, 2019 were exercised between the period end and the expiration date.

NOVA LEAP'S STRATEGY

Nova Leap will continue with its strategy of acquiring home and home health care companies and will consider opportunities in the United States and Canada where clients pay out of pocket, are covered through long term care insurance or through a government program such as Medicare or the Department of Veteran Affairs. The Corporation has completed nine acquisitions as of the date of this MD&A. Achieving the Corporation's plans remains dependent on Management's ability to acquire profitable home and home health care businesses and to arrange financing to complete such acquisitions.

Post-acquisition, Nova Leap's strategy is to enhance all businesses through the following:
1) Enhancement of sales and marketing strategies;
2) Implementation of efficiencies around payroll, scheduling, billing and accounting and human capital;
3) Increased investment in staff and staff training;
4) Expansion of services, partnerships and existing geographical coverage;
5) In-State and In-Province organic expansion by increased office location footprint; and
6) Implementation of risk management policies.

During the period, Management continued to focus on streamlining operations and centralized many of the home care support functions such as scheduling, billing, payroll and accounting function for the eight acquisitions completed to date.

OPERATIONS OVERVIEW

The Corporation through its subsidiaries provides the following services to clients and families:

- Dementia care;
- Companionship;
- Personal care;
- Respite care;
- Cooking and meal preparation;
- Light housekeeping;
- Transportation services;
- Medication reminders; and
- Medication administration by nursing staff.

The Corporation currently services clients in United States in the states of Rhode Island, New Hampshire, Vermont and Massachusetts and in Canada in the province of Nova Scotia from ten office locations under various brands.

Services are generally paid directly by clients, the Department of Veteran Affairs or through long term care insurance coverage. Services are provided in private homes, assisted living communities, hospitals, nursing homes, hospice and rehabilitation centers.

Dates of Acquisition

The operating results include the results of operations for the periods ended June 30, 2019 and 2018 for the parent company, Nova Leap Health Corp., but only the results from operations of the subsidiaries as follows:

- Littleton, New Hampshire for the period from October 13, 2016 onward
- Rhode Island for the period from September 22, 2017 onward,
- South Burlington, Vermont and Lebanon, New Hampshire for the period from October 6, 2017 onward,
- Shrewsbury, Massachusetts for the period from February 23, 2018 onward,
- Holyoke, Massachusetts for the period from April 14, 2018 onward,
- Halifax, Nova Scotia for the period from June 1, 2018 onward,
- South Deerfield, Massachusetts for the period from September 28, 2018 onward,
- Amherst, New Hampshire for the period from October 19, 2018 onward, and
- Kentville and New Glasgow, Nova Scotia for the period from April 20, 2019 onward.

Client service hours

Consolidated actual client service hours of the Corporation were as follows (by quarter):

June 30, 2019	**Mar 31, 2019**	**Dec 31, 2018**	**Sep 30, 2018**
169,741	155,742	161,707	129,496
Jun 30, 2018	**Mar 31, 2018**	**Dec 31, 2017**	**Sep 30, 2017**
93,272	49,797	33,698	3,506

Over the course of 2018, the Corporation's client service hours increased each quarter primarily due to the acquisition of new operations (see "Dates of Acquisition") above.

Based on the second quarter 2019 actual hours, the expected annualized recurring client service hours for current operations are approximately 715,000.

RESULTS OF OPERATIONS – INTERIM PERIOD ENDED JUNE 30, 2019

For the three months ended June 30, 2019 and 2018, the Corporation reported a net loss of $312,187 and $171,463, respectively and for the six months ended June 30, 2019 and 2018, the Corporation reported a net loss of $711,321 and $610,205, respectively. This represents a loss per share of $0.01 for each of the periods.

	For the three months ended		For the six months ended	
	June 30, 2019	June 30, 2018	**June 30, 2019**	June 30, 2018
	$	**$**	**$**	**$**
Revenues				
Service revenue	**4,249,781**	2,425,066	**8,161,636**	3,690,087
Operating expenses				
Cost of service	**2,796,283**	1,638,745	**5,410,689**	2,459,222
	1,453,498	786,321	**2,750,947**	1,230,865
Corporate and administrative expenses				
Head office and operations	**847,801**	540,368	**1,628,587**	951,198
General & administrative	**388,148**	202,387	**721,436**	411,461
Amortization and depreciation	**161,902**	151,514	**339,860**	215,130
Stock based compensation (note 13)	**50,822**	26,567	**195,261**	108,147
	1,448,673	920,836	**2,885,144**	1,685,936
(Income) loss from operating activities	**(4,825)**	134,515	**134,197**	455,071
Net finance, foreign exchange gains and acquisition (expenses)				
Finance expense	**(122,900)**	(80,568)	**(229,491)**	(109,160)
Foreign exchange (loss) gain	**(98,942)**	83,972	**(204,070)**	144,712
Acquisition related expenses	**(16,512)**	(41,255)	**(39,238)**	(212,667)
	(238,354)	(37,851)	**(472,799)**	(177,115)
Loss before income tax	**233,529**	172,366	**606,996**	632,186
Deferred income tax (expense)	**(63,576)**	903	**(69,912)**	21,981
Current income tax expense	**(18,103)**	-	**(37,434)**	-
Total income tax (expense) recovery	**(81,679)**	903	**(107,346)**	21,981
Net loss	**315,208**	171,463	**714,342**	610,205

Revenue is recognized at an hourly rate specified in client agreements and recognized as revenue at the time services are rendered. The Corporation earned $4,249,781 and $2,425,066 for the three months ended June 30, 2019 and 2018, respectively and $8,161,636 and $3,690,087 for the six months ended June 30, 2019 and 2018, respectively. The increase in revenue is attributable to seven fully operational locations in the first quarter of 2019, and one acquisition early in the second quarter of 2019, compared to three fully operational in 2018 as well as an increase in client billing rates in several locations effective in the first quarter of 2019.

In the home care industry, cost of services is comprised of employee compensation which is generally variable where caregivers are paid on an hourly basis along with related payroll taxes and benefits expenses and workers compensation expense. Cost of services for the Corporation was $2,796,283 and $1,638,745 for the three months ended June 30, 2019 and 2018, respectively, and $5,410,689 and $2,459,222 for the six months ended June 30, 2019 and 2018, respectively.

Gross margin for the three and six months ended June 30, 2019 were 34.2% and 33.7%, respectively, as compared to 32.4% and 33.4% for the three- and six-months period ended June 30, 2018. Margins vary by location based on staffing models (use of overtime), billing rates, worker's compensation rates and state specific payroll taxes.

The corporate and administrative expenses include professional fees, consulting fees and salary for officers and operations management, regulatory and transfer agent fees related to costs associated with operating a public company along with costs related to the ongoing management of home care operations and non-cash expenses related to amortization of customer lists and stock-based compensation. The expenses increased significantly year over year as a result of the acquisitions closed during 2018 and 2019.

Segmented Information

Management identifies the Group's reportable segments as U.S. operations and Canadian operations. All businesses provide home care services to clients, with Corporate Head Office providing management oversight and expertise, and growth through acquisitions of additional businesses. These operating segments are monitored by the Group's Chief Executive Officer and strategic decisions are made based on segment operating results.

In 2018, as a result of ongoing acquisitions, management re-evaluated the Corporation's reportable segments for the period ended December 31, 2018 and has restated the prior period segmented disclosure as a result.

Segment information for the reporting period is as follows:

For the three months ended June 30, 2019	US	Canada	Total Reportable Segments	Group Head Office	Total
	$	$	$	$	$
Segment revenues	**3,387,881**	**858,736**	**4,246,617**	**3,164**	**4,249,781**
Cost of services	2,216,302	579,981	2,796,283	-	2,796,283
Gross margin	**1,171,579**	**278,755**	**1,450,334**	**3,164**	**1,453,498**
Gross margin %	**34.6%**	**32.5%**	**34.2%**	**-**	**34.2%**
General & administrative	734,453	213,162	947,615	288,334	1,235,949
EBITDA	**437,126**	**65,593**	**502,719**	**(285,170)**	**217,549**
Amortization and depreciation	124,643	24,084	148,727	13,175	161,902
Stock based compensation	2,972	1,125	4,097	46,725	50,822
Segment operating income (loss)	**309,511**	**40,384**	**349,895**	**(345,070)**	**4,825**
Segment assets	**8,836,569**	**3,134,083**	**11,970,652**	**345,548**	**12,316,200**

Nova Leap had positive operating income and EBITDA for the US and Canada operating segments for the three months ended June 30, 2019 as well as positive consolidated EBITDA. Nova Leap also achieved positive cash flows from operations for the second consecutive quarter.

For the three months ended June 30, 2018	US	Canada	Total Reportable Segments	Group Head Office	Total
	$	**$**	**$**	**$**	**$**
Segment revenues	**2,226,013**	**199,053**	**2,425,066**	**-**	**2,425,066**
Cost of services	1,498,325	140,420	1,638,745	-	1,638,745
Gross margin	**727,688**	**58,633**	**786,321**	**-**	**786,321**
Gross margin %	**32.7%**	**29.5%**	**32.4%**		**32.4%**
General & administrative	514,033	32,215	546,248	196,507	742,755
EBITDA	**213,655**	**26,418**	**240,073**	**(196,507)**	**43,566**
Amortization and depreciation	141,322	10,192	151,514	-	151,514
Stock based compensation	1,760	-	1,760	24,807	26,567
Segment operating income (loss)	**70,573**	**16,226**	**86,799**	**(221,314)**	**(134,515)**
Segment assets	**6,897,923**	**2,362,471**	**9,260,394**	**1,309,136**	**10,569,530**

For the six months ended June 30, 2019	US	Canada	Total Reportable Segments	Group Head Office	Total
	$	$	$	$	$
Segment revenues	**6,737,212**	**1,421,260**	**8,158,472**	**3,164**	**8,161,636**
Cost of services	4,450,974	959,715	5,410,689	-	5,410,689
Gross margin	**2,286,238**	**461,545**	**2,747,783**	**3,164**	**2,750,947**
Gross margin %	**33.9%**	**32.5%**	**33.7%**	**-**	**33.7%**
General & administrative	1,453,451	329,335	1,782,786	567,237	2,350,023
EBITDA	**832,787**	**132,210**	**964,997**	**(564,073)**	**400,924**
Amortization and depreciation	269,998	43,506	313,504	26,356	339,860
Stock based compensation	17,437	4,519	21,956	173,305	195,261
Segment operating income (loss)	**545,352**	**84,185**	**629,537**	**(763,734)**	**(134,197)**
Segment assets	**8,836,569**	**3,134,083**	**11,970,652**	**345,548**	**12,316,200**

For the six months ended June 30, 2018	US	Canada	Total Reportable Segments	Group Head Office	Total
	$	$	$	$	$
Segment revenues	**3,491,034**	**199,053**	**3,690,087**	**-**	**3,690,087**
Cost of services	2,318,802	140,420	2,459,222	-	2,459,222
Gross margin	**1,172,232**	**58,633**	**1,230,865**	**-**	**1,230,865**
Gross margin %	**33.6%**	**29.5%**	**33.4%**		**33.4%**
General & administrative	904,734	32,215	936,949	425,710	1,362,659
EBITDA	**267,498**	**26,418**	**293,916**	**(425,710)**	**(131,794)**
Amortization and depreciation	204,938	10,192	215,130	-	215,130
Stock based compensation	8,466	-	8,466	99,681	108,147
Segment operating income (loss)	**54,094**	**16,226**	**70,320**	**(525,391)**	**(455,071)**
Segment assets	**6,897,923**	**2,362,471**	**9,260,394**	**1,309,136**	**10,569,530**

The Group's revenues from external customers and its non-current assets are all attributable to the U.S. and Canada segments. Revenues from external customers are identified based on the client's geographical location. Non-current assets are allocated based on their physical location.

SUMMARY OF QUARTERLY RESULTS

A summary of quarterly results is included in the table below. The financial information is extracted from or derived from the Corporation's condensed interim consolidated financial statements and conform with IFRS.

	June 30, 2019	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018
	$	$	$	$
Revenue	4,249,781	3,911,855	3,801,082	2,871,010
Net income (loss)	(315,208)	(399,134)	27,316	(378,382)
Net loss per share - **Basic and diluted**	0.01	0.01	0.00	0.01
	June 30, 2018	**Mar 31, 2018**	**Dec 31, 2017**	**Sep 30, 2017**
	$	$	$	$
Revenue	2,425,066	1,265,021	891,196	88,682
Net income (loss)	(171,463)	(438,742)	(260,733)	(268,004)
Net loss per share - **Basic and diluted**	0.01	0.01	0.01	0.01

The Corporation's QT closed in October 2016 and active operations began with the acquisition of Northern Family Home Care resulting in revenues for its subsidiaries from the date of acquisition to June 30, 2019 (see "Results of Operations", above) resulting in significantly higher revenue quarter over quarter from the date of the first acquisition in October 2016. Nova Leap reported its first quarterly Net Income in the fourth quarter of 2018 as it benefited from favourable exchange rate fluctuations resulting in a significant unrealized foreign exchange gain. The total net loss to date primarily relates to the ongoing Head Office expenses, acquisition expenses and expenses related to ongoing evaluation of opportunities.

CASH FLOWS, LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

The Corporation's cash from operating activities was $178,316 for the three months ended June 30, 2019 ($372,776 for the six months ended June 30, 2019) as compared to ($430,977) for the three months ended June 30, 2018 (($1,137,100) for the six months ended June 30, 2018). The Corporation's ability to generate positive cash flows reflects streamlining operations as well as the ability for the profitable operations to cover head office costs for the period ended June 30, 2019. The operating activities for the periods ended June 30, 2019 and 2018 were primarily related to ongoing management of home care operations, the continued efforts for identification, evaluation and completion of the additional acquisitions, management expenses for back office support of operations and the corporate and administrative costs (professional fees, consulting fees and salary, regulatory and transfer agent fees, etc.) associated with operating a public company.

Financing Activities

The Corporation's cash (used in) or provided by financing activities for the three and six months ended June 30, 2019 was ($381,711) and ($615,128), respectively as compared to $4,403,739 and $7,215,982 for the three and six months ended June 30, 2018, respectively. Financing activities for the six month period ended June 30, 2019 included the proceeds from the exercise warrants of $302,355 (2018 - $nil), proceeds from the exercise of stock options of $18,226 (2018 - $27,075), offset by principal repayments on the demand loans of $355,677 (2018 – $145,542), principal and interest payments on the promissory notes of $403,695 (2018 - nil), principal and interest payments on the lease liabilities $54,659 (2018 - nil) and interest payments on the demand loans of $121,678 (2018 - $59,500).

Financing activities for the six months ended June 30, 2018 also included the issuance of Units through private placements, for aggregate proceeds net of issue costs of $4,641,584 and proceeds from a demand loan net of transaction costs of $2,752,365.

Investing Activities

The Corporation's cash used in investing activities for the three and six months ended June 30, 2019 was $259,762 as compared to $2,851,280 and $4,670,702 for the three and six months ended June 30, 2018, respectively. The cash used in investing activities for the six months ended June 30, 2019 was for the acquisition of the assets of Careforce including $114,624 related to a building and right-of-use asset included in the acquisition and used in the operations. The cash used in investing activities for the six months ended June 30, 2018 was for the acquisition of Family Tree, Home Health and Always Home and $35,103 related to the purchase of an automobile for home care operations.

Liquidity

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

As at June 30, 2019, the Corporation had negative working capital of approximately $2.5 million including $3.3 million of Schedule 1 Canadian bank demand loans that are classified as current liabilities due to their demand feature. The Corporation currently has enough cash to meet its contractual obligations as they come due including scheduled loan payments but will require financing for future significant acquisitions.

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

Capital Resources

The Corporation had 4,455,000 stock options exercisable and 10,775,515 warrants outstanding at June 30, 2019, which could, potentially bring in additional financing upon exercise. Throughout the six-month period ended June 30, 2019, 1,138,715 warrants were exercised for proceeds of $398,250CAD, and 245,000 stock options were exercised for $24,500CAD. There is no certainty that the Corporation will receive these stock option or warrant proceeds over time as not all stock options or warrants may be exercised.

SELECTED ANNUAL INFORMATION

	2018	**2017**
	$	**$**
Service revenue	10,362,179	1,059,845
EBITDA	(161,112)	(605,131)
Less: Amortization and depreciation	*442,728*	*35,591*
Less: Stock-based compensation	*159,897*	-
Less: Impairment	-	*3,891*
Loss from operating activities	(763,737)	(644,613)
Net loss	(961,271)	(851,609)
Net loss per share – basic and diluted	(0.02)	(0.04)
Total assets	12,459,081	2,914,446
Total current liabilities	5,068,069	1,092,898
Long-term financial liabilities	563,483	-

TRANSACTIONS WITH RELATED PARTIES

Transactions with related parties were in the normal course of operations and are measured at the exchange amount, which is the amount agreed to by the parties.

Key management personnel

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

	Three months ended		**Six months ended**	
	June 30, 2019	**June 30, 2018**	**June 30, 2019**	**June 30, 2018**
	$	**$**	**$**	**$**
Consulting fees	81,310	81,323	163,129	176,789
Directors fees	14,393	14,909	28,876	30,128
Stock based compensation	43,898	24,511	161,795	95,209
	139,601	120,743	353,800	302,126

As at June 30, 2019, there was $2,396 included in Accounts payable and accrued liabilities for amounts owed to officers of the Corporation (June 30, 2018 – $7,509) for consulting fees and expense reimbursements, and $42,244 for amounts due to directors for director fees (June 30, 2018 – $14,909).

OFF BALANCE SHEET ITEMS

The Corporation has no off-balance sheet arrangements.

OUTSTANDING SHARE DATA

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

As at the date of the Management Discussion & Analysis, there were 61,023,681 common shares of the Corporation issued and outstanding of which 1,500,000 were held in escrow. There were also 8,242,480 warrants outstanding and 4,430,000 stock options outstanding as at the date of the MD&A.

ACCOUNTING CHANGES

The Corporation has adopted the following new and revised standards, along with any consequential amendments, effective January 1, 2019. These changes were made in accordance with the applicable transition provisions.

IFRS 16, Leases

IFRS 16 "Leases" replaces IAS 17 "Leases" along with three Interpretations (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"). The new Standard has been applied using the modified retrospective approach, with the cumulative effect of adopting IFRS 16 being recognized in equity as an adjustment to the opening deficit balance for the current period. Prior periods have not been restated.

For contracts in place at the date of initial application, the Group has elected to apply the definition of a lease from IAS 17 and IFRIC 4 and has not applied IFRS 16 to arrangements that were previously not identified as a lease under IAS 17 and IFRIC 4.

The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of IFRS 16, January 1, 2019. At this date, the Group has elected to measure the right-of-use assets at an amount determined as if IFRS 16 had been applied since the commencement date, discounted using the incremental borrowing rate at the date of initial application.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Group has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of IFRS 16.

On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months, and for leases of low-value assets, the Group has applied the optional exemptions to not recognize right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.

On transition to IFRS 16 the weighted average incremental borrowing rate applied to lease liabilities recognized under IFRS 16 was 6.3%.

The Group has benefited from the use of hindsight for determining lease term when considering options to extend and terminate leases.

The following is a reconciliation of total operating lease commitments at December 31, 2018 to the lease liabilities recognized at January 1, 2019.

	$	$
Total operating lease commitments disclosed at December 31, 2018		**258,929**
Recognition exemptions:		
• Leases of low value assets	(2,100)	
• Leases with remaining lease term less than 12 months	(59,886)	
		(61,986)
Operating lease liabilities before discounting		196,943
Discounted using incremental borrowing rate		(15,580)
Operating lease liabilities		181,363
Reasonably certain extension options		68,652
Total lease liabilities recognized under IFRS 16 at January 1, 2019		**250,015**

RISKS AND UNCERTAINTIES

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

Risks Related to Ownership of Nova Leap Stock

Financing Risks and Dilution to Shareholders

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

Price Volatility of Public Stock

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

Conflicts of Interest

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

Risks Related to Growth Strategy

The Corporation may not be able to integrate the operations of our acquired businesses with our current business structure in an efficient and cost-effective manner. Acquisitions involve significant risks and uncertainties, including difficulties integrating personnel and business practices into our business, the potential loss of key employees or referral sources. The failure to effectively integrate any of these businesses could have a material adverse effect on the business and consolidated financial condition, results of operations and cash flows of the Corporation.

Risks Related to Operations

Dependence on Management

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

Renewal of Home Care License

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

Competition

The home health care industry is highly competitive, with few barriers to entry in certain states. We compete based on the availability of caregivers, the quality of services, expertise of visiting staff, and the price of our services. Increased competition in the future may limit our ability to maintain or increase market share. Also, the Corporation competes with other companies that have greater financial resources. Competition could adversely affect the Corporation's ability to expand in the future.

Relationships with patient referral sources

If we are unable to maintain relationships with existing patient referral sources, our business and consolidated financial condition, results of operations and cash flows could be materially adversely affected. The Corporation's success depends on referrals from various sources in the communities we serve and our ability to maintain good relationships with existing referral sources. Our referral sources are not contractually obligated to refer clients to us and may refer clients to other providers which would impact Nova Leap adversely.

Shortage of caregivers

There is a shortage of caregivers in many of the regions in which we operate. As a result, we may face higher costs of recruiting and retaining caregivers, compensating caregivers or loss of clients and revenue which would all adversely impact the Corporation.

Information systems

The Corporation's business depends on information systems. Our ability to effectively integrate, manage and keep our information systems secure and operational could disrupt our operations.

Litigation

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

Insurance

Nova Leap's insurance liability coverage may not be sufficient for our business needs. As a result of operating in the home health care industry, our business entails an inherent risk of claims, losses and potential lawsuits alleging incidents involving our caregivers that are likely to occur in a patient's home. We maintain professional liability insurance to provide coverage to us and our subsidiaries against these risks; however, there is no assurance claims will not be made in the future in excess of the limits of our insurance.

Natural disasters

The occurrence of natural disasters, such as hurricanes, blizzards and other snow and ice events, in the markets in which we operate could impact our ability to serve our clients which could result in lower revenue for the period in which they occur.

Write-off of Goodwill

A write-off of a significant amount of intangible assets or long-lived assets could have a material adverse effect on our consolidated financial condition and results of operations. A significant and sustained decline in Nova Leap's stock price and market capitalization, a significant decline in our expected future cash flows, a significant adverse change in the business climate, or slower growth rates could result in an impairment analysis. Nova Leap has grown substantially through acquisitions; therefore, goodwill and other acquired intangible assets represent a significant portion of our assets. A write-off of these assets could have a material adverse effect on our consolidated financial condition and results of operations.

Risks Related to Liquidity

Lack of Operating History

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

Substantial Capital Requirements

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

Delays in client payments

The Corporation's business is characterized by delays from the time we provide services to the time we receive payment for those services. If we experience information system problems or experience other issues in completing adequate paperwork for the Department of Veteran's Affairs or long-term insurance reimbursement, we may encounter additional delays in our payment cycle. Timing delays in billings and collections may cause working capital shortages.

Economic Conditions

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

FINANCIAL INSTRUMENTS

The Group's risk management is coordinated at its headquarters, in close cooperation with the board of directors, and focuses on actively securing the Group's short to medium-term cash flows by maximizing cash flow from operations.

The Group is exposed to various risks in relation to financial instruments. The main types of risks are credit risk, liquidity risk and market risk. The Group is exposed to the same risks in the current year as it was exposed to in the prior year. The most significant financial risks to which the Group is exposed are described below.

Credit risk

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

Classes of financial assets – carrying amounts	June 30, 2019	December 31, 2018
	$	$
Cash and cash equivalents	781,391	1,283,505
Trade receivables	1,437,374	1,353,246
Other receivables	-	133,072
	2,218,765	2,769,823

Credit risk management

The credit risk is managed on a group basis based on the Group's credit risk management policies and procedures.

The credit risk in respect of cash balances held with banks are managed by only using major reputable financial institutions.

The Group does not specifically assess the credit quality of clients based on a credit rating but through an informal process while onboarding for service. Invoice terms are payable within seven days. The ongoing credit risk is managed through regular review of aging analysis.

At certain locations, clients are required to pay an upfront deposit, mitigating the credit risk. As at June 30, 2019, the Group had $81,524 collected for client deposits, representing approximately 6% of outstanding accounts receivable, billed and accrued (December 31, 2018 - $85,434).

Trade receivables consist of many clients in various geographical areas.

Liquidity risk

Liquidity risk is that the Group might be unable to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecasting cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below.

Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a quarterly lookout period are identified monthly. Net cash requirements are compared to available cash balances and anticipated earnings in order to determine headroom or shortfalls.

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and trade receivables. The Group's existing cash resources and trade receivables are in excess of the current contractual cash outflow requirements. Cash flows from trade and other receivables are all contractually due within 30 days.

The Group has a working capital shortfall at June, 2019 and 2018 primarily due to the presentation of demand loans as current, and the Group's ability to continue to meet its liabilities when due, beyond the current cash balance, is dependent on the growth of the home care business acquired as well as future support of shareholders through public or private equity or debt offerings.

The Group's financial liabilities have contractual maturities (including interest payments where applicable) as summarized below:

	< 1 year	1-2 years	3-5 years	> 5 years
	$	$	$	$
For the period ended June 30, 2019				
Account payable and accrued liabilities	848,015	-	-	-
Client deposits	81,524	-	-	-
Demand loan, principal and interest	964,976	955,161	2,003,754	165,476
Promissory note, principal and interest	604,946	203,822	276,634	-
Lease liability, principal and interest	135,366	114,728	20,773	-
Total	2,634,827	1,273,711	2,301,161	165,476

	< 1 year $	1-2 years $	3-5 years $	> 5 years $
For the year ended December 31, 2018				
Account payable and accrued liabilities	923,688	-	-	-
Client deposits	85,434	-	-	-
Demand loan, principal and interest	954,585	940,041	2,313,118	289,786
Promissory note, principal and interest	525,110	510,162	116,934	-
Total	2,488,817	1,450,203	2,430,052	289,786

Market risk

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

Foreign currency sensitivity

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

	June 30, 2019 (CAD) $	December 31, 2018 (CAD) $
Cash and cash equivalents	208,102	526,979
Accounts receivable	491,969	423,960
Accounts payable & accrued liabilities	(544,434)	(524,042)
Demand loan	(1,623,142)	(1,787,004)
Promissory note	(528,196)	(342,096)
Lease liabilities	(222,493)	-
	(2,218,079)	(1,702,203)

Sensitivity to a plus or minus 5.0% change in the CAD dollar exchange rate would affect net loss and comprehensive loss and deficit by approximately $80,700 (December 31, 2018 - $60,000).

Interest rate sensitivity

As at June 30, 2019, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. Sensitivity if interest rates increased or decreased by 1% would affect net loss and comprehensive loss and deficit by approximately $56,000 over the remaining term of the loans (December 31, 2018 - $120,000).

Fair value

All financial assets and liabilities except for the demand loans and promissory notes are short-term. The carrying values of short-term financial assets and liabilities are a reasonable approximation of fair value. The fair value of the demand loans and promissory notes are disclosed in note 8 and 9 of the condensed interim consolidated financial statements for the period ended June 30, 2019.

Dividends

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

Management's Responsibility for Financial Statements

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

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

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

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

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

Nature of the Securities

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

Approval

Dated: August 27, 2019