Nova Leap Health Corp.

(a Capital Pool Company)

Audited Interim Consolidated Financial Statements
For the period from November 16, 2015,
date of incorporation, to July 31, 2016

(Canadian dollars)

Independent auditor's report

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To the shareholders of **Nova Leap Health Corp.** (a Capital Pool Company)

We have audited the accompanying financial statements of Nova Leap Health Corp., which comprise the statement of financial position as at July 31, 2016, and the statements of loss and comprehensive loss, statements of changes in equity and statements of cash flows for the period from November 16, 2015, the date of incorporation, through July 31, 2016, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Grant Thornton

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Nova Leap Health Corp. as at July 31, 2016, and its financial performance and its cash flows for the period from November 16, 2015, the date of incorporation, through July 31, 2016 in accordance with International Financial Reporting Standards.

Emphasis of matter

Without modifying our opinion, we draw attention to Note 1 in the financial statements which indicates that Nova Leap Health Corp. has a net loss in the period and has no operations at this time that will generate revenue. These conditions, along with other matters as set forth in Note 1 in the financial statements, indicate the existence of a material uncertainty that casts significant doubt about Nova Leap Health Corp.'s ability to continue as a going concern.

Grant Thornton LLP

Halifax, Canada
September 14, 2016

Chartered Professional Accountants

Nova Leap Health Corp.
(a Capital Pool Company)
Interim Consolidated Statement of Financial Position
(Canadian Dollars)
As at July 31, 2016

	$
Assets	
Current assets	
Cash and cash equivalents	615,997
Prepaid expenses	30,066
Sales tax recoverable	29,416
	675,479
Liabilities	
Current liabilities	
Accounts payable and accrued liabilities	90,815
Shareholders' Equity	
Capital stock (note 4)	683,629
Contributed surplus (note 4)	136,935
Deficit	(235,900)
	584,664
	675,479

Going concern (note 1)
Subsequent events (note 8)

The accompanying notes form an integral part of these interim consolidated financial statements.

Approved on behalf of the Board of Directors

"Michael O'Keefe"
(signed) Director

"Chris Dobbin"
(signed) Director

Nova Leap Health Corp.
(a Capital Pool Company)
Interim Consolidated Statement of Changes in Shareholders' Equity
(Canadian Dollars)
For the period from November 16, 2015, date of incorporation, to July 31, 2016

	Common shares	Share capital $	Contributed surplus $	Deficit $	Total equity $
Balance – May 1, 2016	13,500,000	683,629	136,935	(132,490)	688,074
Loss and comprehensive loss for the period	-	-	-	(103,410)	(103,410)
Balance – July 31, 2016	13,500,000	683,629	136,935	(235,900)	590,335
Balance – November 16, 2015	-	-	-	-	-
Shares issued for cash (note 4)	10,000,000	500,000	-	-	500,000
Shares issued, net of issuance costs (note 4)	3,500,000	183,629	-	-	183,629
Stock based compensation (note 4)	-	-	136,935	-	136,935
Loss and comprehensive loss for the period	-	-	-	(235,900)	(235,900)
Balance – July 31, 2016	13,500,000	683,629	136,935	(235,900)	584,664

The accompanying notes form an integral part of these interim consolidated financial statements.

Nova Leap Health Corp.
(a Capital Pool Company)
Interim Consolidated Statement of Loss and Comprehensive Loss
(Canadian Dollars)

	For the three months ended July 31, 2016	For the period from November 16, 2015, date of incorporation, to July 31, 2016
	$	$
Expenses		
Stock based compensation (note 4)	-	119,610
Professional fees (note 5)	80,450	89,224
Transfer, filing and listing fees	6,499	10,605
Travel	7,340	7,340
Subscriptions and conferences	4,911	4,911
Consulting fees	4,500	4,500
Office and other	468	468
	104,168	236,658
Income		
Interest income	758	758
Loss and comprehensive loss for the period	103,410	235,900
Weighted average number of shares outstanding during the period	13,500,000	9,541,668
Basic and diluted loss per share	(0.01)	(0.02)

Nova Leap Health Corp.
(a Capital Pool Company)
Interim Consolidated Statement of Cash Flows
(Canadian Dollars)
For the period from November 16, 2015, date of incorporation, to July 31, 2016

	For the three months ended July 31, 2016	For the period from November 16, 2015, date of incorporation, to July 31, 2016
	$	$
Cash provided by (used in)		
Operating activities		
Net loss for the period	(103,410)	(235,900)
Stock based compensation (Note 4)	-	119,610
Net changes in non-cash working capital balances related to operations		
Increase in sales tax recoverable	(14,258)	(29,416)
Increase in prepaid expense	(30,066)	(30,066)
Increase in accounts payable and accrued liabilities	90,815	89,225
	(56,919)	(84,957)
Financing activities		
Proceeds from issuance of common shares, net of share issue	-	700,954
Cash and cash equivalents – beginning of period	672,916	-
Cash and cash equivalents – end of period	615,997	615,997

The accompanying notes form an integral part of these interim consolidated financial statements.

1. Nature of operations and going concern

Nature of operations

Nova Leap Health Corp. (the "Corporation") is the Group's ultimate parent company and was incorporated under the Canada Business Corporations Act on November 16, 2015. The Corporation is classified as a Capital Pool Company as defined in the TSX Venture Exchange (the "Exchange") Policy 2.4. The principal business of the Corporation is the identification and evaluation of a Qualifying Transaction ("QT") and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. These interim consolidated financial statements include the accounts of the Corporation and its United States subsidiaries, Nova Leap Health Corp. Holdings, Inc. and Nova Leap Health NH, LLC from the date of their incorporation on July 22, 2016.

The head office and the registered head office of the Corporation are located at Founder's Corner, 37 Wentworth Street, Unit 104, Dartmouth, NS B2Y 2S9, Canada.

The interim consolidated financial statements were approved by the Board of Directors on September 14, 2016.

Going concern

The Corporation is currently investigating prospective acquisitions and is devoting all of its present efforts to securing and establishing a new business and its planned principal operations have not commenced. See Note 8 for further information about the proposed qualifying transaction.

Accordingly, no operating revenue has been derived during the period from November 16, 2015, date of incorporation, to July 31, 2016.

The Corporation's interim consolidated financial statements as at July 31, 2016 have been prepared on the basis of International Financial Reporting Standards applicable to a going concern, which assumes the Corporation will continue in operation for the foreseeable future realize its assets and settle its liabilities and commitments in the normal course of business. There is significant doubt about the appropriateness of the going concern assumption as the Corporation incurred a net loss for the period of $235,900 and has no operations at this time which will generate revenue. The Corporation completed an Initial Public Offering ("IPO") to raise gross proceeds of $350,000 through the issuance of 3,500,000 common shares on April 26, 2016. Management cannot provide assurance that the Corporation will ultimately achieve profitable operations, become cash flow positive, or raise additional debt and/or equity capital.

These interim consolidated financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Corporation be unable to continue as a going concern, and these adjustments could be material.

2. Significant accounting policies

Statement of compliance

The interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

2. Significant accounting policies (continued)

a) Basis of measurement

The interim consolidated financial statements are prepared on a historical cost basis except for any financial assets and liabilities classified as available for sale or fair value through profit and loss which are stated at fair value, and stock based compensation plans.

b) Basis of consolidation

The interim consolidated financial statements consolidate those of the parent company and its subsidiary as of July 31, 2016. All transactions and balances between group companies are eliminated on consolidation, including unrealised gains and losses on transactions between group companies. Amounts reported in the financial statements of the subsidiary have been adjusted where necessary to ensure consistency with accounting policies adopted by the group. Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable.

c) Foreign currency translation

Functional and presentation currency
The interim consolidated financial statements are presented in currency CAD, which is also the functional currency of the parent company.

Foreign currency transactions and balances
Foreign currency transactions are translated into the functional currency of the respective group entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at year-end exchange rates are recognized in profit or loss.

Non-monetary items are not retranslated at year-end and are measured at historical costs (transacted using the exchange rates at the transaction date) except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

d) Cash and cash equivalents

Cash and cash equivalents consist of cash on deposit and cash held in trust when cash held in trust is not restricted for use. Interest earned is recognized in the interim consolidated statement of loss and comprehensive loss.

e) Stock-based compensation

The Corporation has a stock-based compensation plan that is described in note 4. The Corporation accounts for stock options using the fair value method by applying the Black Scholes model. The estimated fair value of all stock options granted is recorded in the statement of loss over their vesting periods except for amounts related to agents' options on share issuances which are recorded as share issuance cost as outlined below.

f) Share issuance costs

Costs directly attributable to the raising of capital are charged against the related share capital. Costs related to shares not yet issued are recorded as deferred share issuance costs. These costs are deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

2. Significant accounting policies (continued)

g) Loss per share

The Company presents basic and diluted earnings per share data for its common shares. Basic earnings per share is calculated by dividing earnings attributable to equity shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share are determined by adjusting the weighted average number of common shares for the dilutive effect of share-based payments, employee incentive share units, and warrants using the treasury stock method (if, and when, applicable). Under this method, stock options, whose exercise price is less than the average market price of the Company's common shares, are assumed to be exercised and the proceeds used to repurchase common shares at the average market price for the period. The incremental number of common shares issued under stock options and repurchased from proceeds is included in the calculation of diluted earnings per share.

h) Income taxes

The Corporation uses the liability method of accounting for income taxes.

Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability is settled. The effect on deferred tax assets or liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- Where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit; and

- In respect of taxable temporary differences associated with investments in subsidiaries, and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled by the parent, or venture and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When results from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of deductible temporary differences associated with investments in subsidiaries, and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

2. Significant accounting policies (continued)

i) Management estimates

The preparation of interim consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the interim consolidated financial statements and the reported amounts of revenues and expenses during the period. Actual results may differ from those estimates.

Estimates and assumptions that could have a significant impact on the amounts recognized in the interim consolidated financial statements are summarized below. Estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future.

Share-based payments
The Company issued equity-settled share-based payments to certain employees and third parties outside the Company. Equity-settled share-based payments are measured at fair value, excluding the effect of non-market based vesting conditions, at the date of grant. Fair value is estimated using the Black-Scholes pricing model and requires the exercise of judgment in relation to variables such as expected volatilities which are based on information available at the time the fair value is measured.

j) Financial instruments

The Corporation has classified its cash and cash equivalents as "Loans and receivables". After its initial measurement, it is measured at amortized cost using the effective interest method, less any provision for impairment.

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instrument, including: held to maturity, loans and receivables, fair value through profit or loss ("FVTPL"), available for sale, FVTPL liabilities or other liabilities.

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivables, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the changes in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in an active market and whose fair value cannot be reliably measured, which are measured at cost.

The Corporation has classified its financial instruments as follows:

- Cash and cash equivalents / sales tax recoverable – Loans and receivables
- Accounts payable and accrued liabilities – other liabilities

Additional fair value measurement disclosure includes classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements which are as follows:

2. Significant accounting policies (continued)

i) Financial instruments (continued)

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

There are no financial instruments measured at fair value on the Statement of Financial Position as at July 31, 2016.

j) Future accounting standards issued but not yet applied

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning on or after January 1, 2016 and have not been applied in preparing these interim consolidated financial statements. Accordingly, the Corporation expects to adopt these standards as set forth below.

i) IFRS 9, Financial Instruments

IFRS 9, introduces new requirements for the classification and measurement of financial assets. IFRS 9 requires all recognized financial assets that are within the scope of IAS 39 Financial Instruments: Recognition and Measurement to be measured at amortized cost or fair value in subsequent accounting periods following initial recognition. Specifically, financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods.

Requirements for classification and measurement of financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

IFRS 9 was amended in November 2013 to (i) include guidance on hedge accounting, (ii) allow entities to early adopt the requirement to recognize changes in fair value attributable to changes in an entity's own credit risk, from financial liabilities designated under the fair value option, in other comprehensive loss, without having to adopt the remainder of IFRS 9, and (iii) remove the previous mandatory effective date for adoption of January 1, 2015, although the standard is available for early adoption.

The final version of IFRS was issued in July 2014 and includes: (i) a third measurement category for financial assets – fair value through other comprehensive income; (ii) a single, forward-looking expected loss impairment model; and (iii) a mandatory effective date for IFRS 9 of annual periods beginning on or after January 1, 2018, with early adoption permitted. The Corporation is currently evaluating the impact of the new standard on its financial statements.

2. Significant accounting policies (continued)

j) Future accounting standards issued but not yet applied (continued)

ii) IFRS 15, Revenue from Contracts with Customers

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

iii) IFRS 16, Leases

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

iv) IAS 7, Statement of Cash Flows

New accounting standard amendment requiring entities to provide disclosures that enable users of the financial statements to evaluate changes in liabilities arising from financing activities. IAS 7 is effective for annual periods beginning on or after January 1, 2017.

v) IAS 12, Income Taxes

New accounting standard amendment clarifying how to account for deferred tax assets related to debt instruments measured at fair value. IAS 12 is effective for annual periods beginning on or after January 1, 2017.

(Canadian Dollars)

3. Capital management

The Corporation manages its capital structure and makes adjustments to it, based on the funds available to the Corporation, in order to support the identification and evaluation of a Qualifying Transaction and continue as a going concern. The Corporation considers capital to be shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Corporation's management to sustain future development of the business. Additional funds may be required to finance the Corporation's Qualifying Transaction.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities, or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the Exchange. The Corporation is required to complete its QT on or before two years from the date the Corporation receives regulatory approval. See Note 8 for information related to the proposed QT.

4. Capital stock

Authorized

Unlimited number of common shares, without nominal or par value

	Number of Shares	Value $
Issued		
Shares issued for cash	10,000,000	500,000
Shares issued for cash, net of share issue costs	3,500,000	183,629
Balance – July 31, 2016	13,500,000	683,629

During the period, the Corporation issued 10,000,000 common shares at $0.05 per share, which are subject to an escrow agreement. The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange and terms of escrow agreement and will be released from escrow in stages over a period of up to three years after the date of the Company receiving the final Exchange acceptance of the QT. All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a QT must also be deposited in escrow pursuant to the terms of the escrow agreement.

On April 26, 2016 the Corporation completed an Initial Public Offering issuing 3,500,000 shares at $0.10 per share for gross proceeds of $350,000. The capital stock value is net of share issuance costs of $166,371 of which $17,325 relates to the valuation of the agent options issued and constitutes a non-cash item.

(Canadian Dollars)

4. Capital stock (continued)

Stock options

The Corporation has a common share purchase option plan (the "Plan") for directors, officers, employees and consultants. The total number of options issued and outstanding at any time cannot exceed 10% of the issued and outstanding common shares of the Corporation unless shareholder and regulatory approvals are obtained. Options granted under the Plan have a ten-year term and are non-transferable. Options vest immediately upon granting and may be exercised until the greater of twelve months after the completion of the QT and ninety days following the date of termination of employment or holding office as a director or officer of the Corporation and, in the case of death, expire within one year thereafter. Options are granted at a price no lower than the market price of the common shares less any discounts allowed by the TSX Venture Exchange at the time of the grant.

In determining the stock-based compensation expense, the fair value of options issued is estimated using the Black-Scholes option pricing model.

The stock option plan is subject to regulatory approval.

On April 26, 2016 the Corporation granted 1,350,000 options to officers and directors of the Corporation. The options were priced at $0.10 per share and expire on April 26, 2026. The Corporation also issued 350,000 options to the agent with an exercise price of $0.10 per share and expire on April 26, 2018. In determining the stock based compensation expense, the fair value of options issued is estimated using the Black-Scholes option pricing model.

The following weighted average assumptions were used in the Black-Scholes option pricing model for the period:

Risk-free interest rate	1.38%
Expected volatility	100%
Expected dividend yield	0%
Expected life	7.7 years

Contributed Surplus

Contributed surplus is made up of $119,610 relating to the options issued to directors and officers and $17,325 relating to the options given to the agent.

5. Related party transactions

Legal services were provided by a firm of which a shareholder of the Corporation is the sole lawyer practitioner. The cost of these services during the period was $58,355. Of the amounts incurred for legal services, $49,000 was included in share issuance costs, $3,693 are included in transfer, filing and listing fees and $5,662 as professional fees. These transactions were in the normal course of operations and are measured at the exchange amount, which is the amount agreed to by the parties.

There were no other transactions with related parties and no remuneration paid to key management personnel during the period from November 16, 2015, date of incorporation, to July 31, 2016.

(Canadian Dollars)

6. Financial instruments

Credit risk

The Corporation's financial asset is cash and cash equivalents. The Corporation's maximum exposure to credit risk, as at period-end, is the carrying value of its financial asset. The Corporation manages credit risk by maintaining the majority of its cash with an accredited bank.

Liquidity risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at July 31, 2016, the Corporation had a cash and cash in trust balance of $615,997. The Corporations' ability to continue to meet its liabilities when due, beyond the current cash balance, is dependent on future support of shareholders through public or private equity offerings. Refer to note 1, Going Concern.

7. Income taxes

a) Losses
The Corporation has non-capital tax losses of approximately $36,050 available for carry-forward to reduce future years' taxable income. These non-capital tax losses expire in 2036.

b) The Corporation's effective income tax rate differs from the amount that would be computed from applying the federal and provincial statutory rate of 31% to the pre-tax net loss for the period. The reasons for the difference are as follows:

	3 months ended July 31, 2016	**For the period from November 16, 15 to July 31, 2016**
	$	$
Loss before income taxes	103,410	235,900
Income tax recovery based on substantively enacted rates	32,057	73,129
Stock based compensation	-	(37,079)
Current period loss for which no asset recognized	(32,057)	(36,050)
	-	-

c) The following deductible temporary difference and non-capital losses have not been recognized in the interim consolidated financial statements:

	For the period from November 16, 15 to July 31, 2016
	$
Non-capital loss carry-forwards	36,050
Share issuance costs	51,575
	87,625

8. Subsequent events

On August 26, 2016 the Company entered into a definitive asset purchase agreement ("Definitive Agreement") with Northern Family Home Care, Inc. to purchase the home care assets of Northern Family Home Care Inc. located in New Hampshire, USA (the "Significant Assets"). Pursuant to the terms of the Definitive Agreement, Nova Leap's U.S. subsidiary, Nova Leap Health NH, LLC (the "Nova Leap Subsidiary"), will acquire the Significant Assets from Northern Family Home Care Inc. for a total purchase price of US$240,000. Subject to the terms and conditions of the Definitive Agreement and the satisfaction of certain conditions precedent, including due diligence and receipt of all necessary regulatory approvals, including Exchange approval, this Agreement in Principle to acquire the Significant Assets will fulfil the requirements for Nova Leap's Qualifying Transaction. Following completion of the transaction, the resulting issuer will be a Tier 2 Issuer.