Nova Leap Health Corp.

Management Discussion & Analysis
For the three and six months ended June 30, 2018

BACKGROUND

This Management's Discussion and Analysis ("MD&A") of Nova Leap Health Corp. ("Nova Leap" or "the Corporation") is dated August 23, 2018 and provides an analysis of the Corporation's operations for the periods ended June 30, 2018 and 2017. 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, 2018 and 2017 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and the audited consolidated financial statements for the year ended December 31, 2017. 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 and Adjusted EBITDA (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 Gross Margin, EBITDA and Adjusted EBITDA are as follows:

- Gross margin is service revenue less cost of services; and
- Earnings before interest, taxes, depreciation and amortization ("EBITDA"), is calculated as the net loss, before interest expense, net of interest income, income tax expense and amortization.
- Adjusted EBITDA is defined as EBITDA before acquisition and transaction costs and non-cash expenses, including loss from disposal of assets, impairments, and stock-based compensation expense.

CORPORATION OVERVIEW

The Home Care Providers industry is becoming one of the fastest growing healthcare industries in Canada and the United States. Home care saves patients billions of dollars every year by treating them in their own homes instead of in hospitals. An aging population, the prevalence of chronic disease, growing physician acceptance of home care, medical advancements and a movement toward cost-efficient treatment options from public and private payers have all fostered industry growth. Nova Leap is focused on a highly fragmented market of small privately-held companies providing patients one on one care in their homes, 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 Unites 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.

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

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

The consolidated financial statements and MD&A include the accounts of the Corporation and its United States subsidiaries, Nova Leap Health Corp. Holdings, Inc, Nova Leap Health NH, LLC, Nova Leap Health RI, Inc., Nova Leap Health MA, Inc., Nova Leap Health MA II, Inc. and Armistead Home Care, LLC as well as its Canadian subsidiaries 3315960 Nova Scotia Ltd. and All About Homecare Services Inc. The registered head office of the Corporation is located at 2108-1969 Upper Water Street, Halifax, NS Canada B3J 3R7.

Highlights for 2018

<u>Acquisitions</u>

- February 2018, Nova Leap completed the acquisition of the business assets of Family Tree Home Care, Inc. ("Family Tree") located in Shrewsbury, Massachusetts for $2,100,000. The purchase price for the acquisition was paid with $450,000 in cash, a demand loan of $1,350,000 from a Canadian Schedule 1 Bank, and a $300,000 promissory note issued to the Vendor. Family Tree serves clients and families in the state of Massachusetts and had 2017 unaudited revenues of $3,200,000.

- April 2018, Nova Leap completed the acquisition of the business assets of Home Health Solutions, Inc. ("Home Health") located in Holyoke, Massachusetts for $1,200,000. The purchase price for the acquisition was paid with $1,000,000 in cash, partially financed by a demand loan of $750,000 from a Canadian Schedule 1 Bank, and a $200,000 promissory note issued to the Vendor. Home Health serves clients and families in the state of Massachusetts and had 2017 unaudited revenues of $1,900,000.
- June 2018, the Corporation acquired all the issued and outstanding share capital of Always Home Homecare Services Inc. ("Always Home"), a company in Halifax Nova Scotia, for approximately $2,121,259 ($2,750,000 CAD) plus closing adjustments. The purchase price for the acquisition was paid with $1,079,914 ($1,400,000 CAD) in cash, a demand loan of $771,367 ($1,000,000 CAD) from a Canadian Schedule 1 Bank, and a $252,693 ($350,000 CAD) promissory note issued to the Vendor. Always Home serves clients and families in the province of Nova Scotia and had 2017 unaudited revenues of $2,400,000.

Equity Financing

- January 2018, Nova Leap completed a non-brokered private placement for proceeds of $382,386 USD ($475,000 CAD) by the sale of units of the Corporation at a price of $0.20 CAD per unit. Each unit was comprised of one common share of the Corporation and a one-half common share purchase warrant. Two half-warrants entitle the holder to acquire one common share of the Corporation for $0.35 CAD for a period of 24 months from the closing date of this private placement.
- February 2018, Nova Leap closed a brokered private placement and raised gross proceeds of $1,350,845 ($1,711,250 CAD) through the issuance of 6,845,000 Units at a price of $0.25 CAD per unit. Each unit is comprised of one common share of the Corporation and a one-half common share purchase warrant. Two half warrants entitle the holder to acquire one common share of the Corporation for $0.375 CAD for a period of 24 months from the closing date. The Corporation paid the Agents a corporate finance fee of which $15,787 ($20,000 CAD) was paid through the issuance of 80,000 Common Shares at a deemed price of $0.25 per Common Share.
- April 2018, Nova Leap closed the first tranche of a brokered private placement and raised gross proceeds of $798,642 ($1,006,050 CAD) net of share issue costs of $114,092 through the issuance of 3,353,499 common shares at a price of $0.30 CAD per share. The Corporation paid the Agents a cash commission of $53,937 and issued 221,879 agents' warrants.
- May 2018, Nova Leap closed the second tranche of a brokered private placement and raised gross proceeds of $1,843,837 ($2,387,400 CAD) through the issuance of 7,957,999 common shares at a price of $0.30 CAD per share and closed a non-brokered private placement and raised gross proceeds of $671,269 ($869,160 CAD) through the issuance of 2,897,198 common shares at a price of $0.30 CAD per share net of total share issue costs of $219,814. All common shares issued pursuant to the private placement are subject to a 4 month hold period that expires on September 30, 2018. The Corporation paid the Agents a cash commission of $147,247 and issued 418,060 agents' warrants.

Other

- January 2018, Nova Leap granted 1,485,000 incentive stock options to directors, officers, employees and consultants of the Corporation. The stock options are exercisable for a period of 10 years at an exercise price of $0.25 CAD per share and vest 25% immediately and 25% on each anniversary date of the stock option grant date.

Highlights Subsequent to June 30, 2018

- On August 13, 2018, the Corporation announced that it had executed a definitive agreement, dated August 10, 2018, to acquire a home health care services company. The Target is in a New England state where Nova Leap has existing operations and will be considered a tuck-in acquisition. Under the terms of the Agreement, the acquisition is to be made for total consideration of $425,000 of which $325,000 is payable with cash on closing and $100,000 is by way of a promissory note. The promissory note bears interest at 6%. Three equal principal payments are to be made on September 1, 2019, September 1, 2020 and September 1, 2021 along with the accrued interest. Closing the acquisition will be subject to final due diligence and transfer approval of the state home health care license. Nova Leap expects to use existing cash resources to fund the transaction.
- On August 20, 2018, the Corporation announced that it had entered into a definitive agreement to acquire a home care services company located in Massachusetts. Under the terms of the Agreement, the acquisition is to be made for total consideration of $1,600,000 of which $1,360,000 is payable with cash on closing and $240,000 is by way of a promissory note. The promissory note bears interest at 2%. Three equal principal payments are to be made

on October 1, 2019, October 1, 2020 and October 1, 2021 along with the accrued interest. Closing the acquisition will be subject to final due diligence, financing and TSX Venture Exchange approval

NOVA LEAP'S STRATEGY

Nova Leap will continue with its strategy of acquiring home health care companies and will consider opportunities in the United States and Canada where clients pay out of pocket, are covered through commercial insurance or through a government program such as Medicare or the Department of Veteran Affairs. Nova Leap now expects to exceed its previously announced plan to complete up to five acquisitions in 2018. The Corporation has completed four acquisitions as of the date of this MD&A and has signed definitive agreements to acquire two additional businesses (see "Highlights Subsequent to June 30, 2018"). Achieving the Corporation's plans remains dependent on Management's ability to acquire profitable home health care businesses and to raise adequate funds 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 organic expansion by increased office location footprint; and
6) Implementation of risk management policies.

OPERATIONS OVERVIEW

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

- Companionship;
- Dementia care;
- Cooking and meal preparation;
- Light housekeeping;
- Respite care;
- Transportation service;
- Personal care;
- 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 six 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, 2018 and 2017 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, and
- Halifax, Nova Scotia for the period from June 1, 2018 onward.

Client service hours

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

Jun 30, 2018	Mar 31, 2018	Dec 31, 2017	Sep 30, 2017
93,272	49,797	33,698	3,506
Jun 30, 2017	**Mar 31, 2017**	**Dec 31, 2016**	**Oct 31, 2016**
1,780	1,636	1,227	630

The Corporation's client service hours increase each quarter due to the acquisition of new operations (see "Dates of Acquisition" above.

Based on the second quarter 2018 actual hours, and the timing of closing acquisitions, the expected annualized recurring client service hours for current operations are approximately 460,000.

SELECTED ANNUAL INFORMATION

	2017	2016
	$	**$**
Service revenue	1,059,845	39,991
Loss from operating activities	(907,150)	(515,240)
EBITDA	(871,559)	(511,996)
Adjusted EBITDA	(649,247)	(310,022)
Net loss	(851,609)	(489,519)
Net loss per share – basic and diluted	(0.04)	(0.04)
Total assets	2,914,446	391,466
Total current liabilities	1,092,898	67,804
Long-term financial liabilities	-	178,280

Reconciliation of Non-IFRS Measures

	2017	2016
	$	**$**
Loss from operating activities	**(907,150)**	**(515,240)**
Amortization	35,591	3,244
EBITDA	**(871,559)**	**(511,996)**
Acquisition costs	218,421	56,604
Impairment	3,891	51,056
Stock-based compensation	-	94,314
Adjusted EBITDA	**(649,247)**	**(310,022)**

RESULTS OF OPERATIONS

For the three months ended June 30, 2018 and 2017, the Corporation reported a net loss of $171,463 and $164,063, respectively and for the six months ended June 30, 2018 and 2017, the Corporation reported a net loss of $610,205 and $322,846, respectively. This represents a loss per share of $0.01 and $0.01 for the three months ended June 30, 2018 and 2017, respectively.

	For the three months ended		For the six months ended	
	June 30, 2018 $	June 30, 2017 $	June 30, 2018 $	June 30, 2017 $
Revenues				
Net service revenue	2,425,066	39,836	3,690,087	79,967
Operating expenses				
Cost of Service	1,638,745	26,644	2,459,222	53,227
	786,321	13,192	1,230,865	26,740
Corporate and administrative expenses				
Head office and operations	540,368	74,060	951,198	154,027
Corporate & administrative - other	202,387	104,275	411,461	204,075
Amortization	151,514	355	215,130	1,014
Stock based compensation	26,567	-	108,147	-
Impairment loss	-	1,386	-	1,386
	920,836	180,076	1,685,936	360,502
Loss from operating activities	134,515	166,884	455,071	333,762
Net finance, acquisition related expenses and foreign exchange				
Finance income	-	2,405	-	2,595
Finance expense	(80,568)	(2,266)	(109,160)	(6,555)
Foreign exchange gain (loss)	83,972	(4,170)	144,712	(1,716)
Acquisition related expenses	(41,255)	-	(212,667)	-
	(37,851)	(4,031)	(177,115)	(5,676)
Deferred income tax recovery	903	6,852	21,981	16,592
Net loss	171,463	164,063	610,205	322,846

Nova Leap generates home care revenues by providing services directly to clients. The Corporation receives payments for providing services from private individuals, the Department of Veteran Affairs or through long term care insurance coverage. Revenue is recognized at an hourly rate specified in client agreements and recognized as revenue at the time services are rendered. The Corporation earned $2,425,066 and $39,836 for the three months ended June 30, 2018 and 2017, respectively, and $3,690,087 and $79,967 for the six months ended June 30, 2018 and 2017, respectively.

In the home care industry, cost of services is comprised of employee compensation which is generally variable where caregivers are paid on an hourly basis along with related payroll expenses and workers compensation expense. Cost of services for the Corporation was $1,638,745 and $26,644 for the three months ended June 30, 2018 and 2017, respectively, and $2,459,222 and $53,227 for the six months ended June 30, 2018 and 2017, respectively.

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 costs related to the continued efforts for identification and evaluation of additional acquisitions.

The Corporation's business activities are conducted through two segments:

As of June 30, 2018, management identified the Group's reportable segments as Canadian operations and US operations. All businesses provide home care services to clients, with Corporate providing management oversight and expertise, and growth through acquisitions of additional business. These operating segments are monitored by the Group's Chief Executive Officer and strategic decisions are made based on segment operating results.

As a result of ongoing acquisitions, management re-evaluated the Corporation's reportable segments for the period ended June 30, 2018 and has restated the prior period segmented disclosure as a result.

For the three months ended June 30, 2018

	For the three months ended June 30, 2018		
	US	**Canada**	**Total**
	$	**$**	**$**
Segment revenues (all from external customers)	2,226,013	199,053	2,425,066
Cost of services	1,498,325	140,420	1,638,745
Gross Profit	727,688	58,633	786,321
General & administrative	657,115	42,407	699,522
Segment operating income	70,573	16,226	86,799
EBITDA	211,895	26,418	238,313
Adjusted EBITDA	213,655	26,418	240,073

Reconciliation of Non-IFRS Measures

	For the three months ended June 30, 2018		
	US	**Canada**	**Total**
	$	**$**	**$**
Segment operating income	70,573	16,226	86,799
Amortization	141,322	10,192	151,514
EBITDA	211,895	26,418	238,313
Stock-based compensation	1,760	-	1,760
Adjusted EBITDA	213,655	26,418	240,073

For the three months ended June 30, 2017

	For the three months ended June 30, 2017		
	US	**Canada**	**Total**
	$	**$**	**$**
Segment revenues (all from external customers)	39,836	-	39,836
Cost of services	26,644	-	26,644
Gross Profit	13,192		13,192
General & administrative	33,350	-	33,350
Segment operating loss	(20,158)	-	(20,158)
EBITDA	(19,803)	-	(19,803)
Adjusted EBITDA	(18,417)	-	(18,417)

Reconciliation of Non-IFRS Measures

	For the three months ended June 30, 2017		
	US	**Canada**	**Total**
	$	**$**	**$**
Segment operating loss	(20,158)	-	(20,158)
Amortization	355	-	355
EBITDA	(19,803)	-	(19,803)
Impairment	1,386	-	1,386
Adjusted EBITDA	(18,417)	-	(18,417)

The US operating segment had operating income for the three months ended June 30, 2018 of $70,573 and Adjusted EBITDA of $213,655. The Canada operating segment had operating income of $16,226 and Adjusted EBITDA of $26,418 for the period from the acquisition of Always Home on June 1, 2018 to June 30, 2018.

For the six months ended June 30, 2018

	For the six months ended June 30, 2018		
	US	**Canada**	**Total**
	$	**$**	**$**
Segment revenues (all from external customers)	3,491,034	199,053	3,690,087
Cost of services	2,318,802	140,420	2,459,222
Gross Profit	1,172,232	58,633	1,230,865
General & administrative	1,118,138	42,407	1,160,545
Segment operating income	54,094	16,226	70,320
EBITDA	258,993	26,418	285,450
Adjusted EBITDA	267,498	26,418	293,916

Reconciliation of Non-IFRS Measures

	For the six months ended June 30, 2018		
	US	**Canada**	**Total**
	$	**$**	**$**
Segment operating income	54,094	16,226	70,320
Amortization	204,938	10,192	215,130
EBITDA	259,032	26,418	285,450
Stock-based compensation and loss on disposal	8,466	-	8,466
Adjusted EBITDA	267,498	26,418	293,916

For the six months ended June 30, 2017

	For the six months ended June 30, 2017		
	US	**Canada**	**Total**
	$	**$**	**$**
Segment revenues (all from external customers)	79,967	-	79,967
Cost of services	53,227	-	53,227
Gross Profit	26,740		26,740
General & administrative	68,221	-	68,221
Segment operating loss	(41,481)	-	(41,481)
EBITDA	(40,467)	-	(40,467)
Adjusted EBITDA	(39,081)	-	(39,081)

Reconciliation of Non-IFRS Measures

	For the six months ended June 30, 2017		
	US	**Canada**	**Total**
	$	**$**	**$**
Segment operating loss	(41,481)	-	(41,481)
Amortization	1,014	-	1,014
EBITDA	(40,467)	-	(40,467)
Impairment	1,386	-	1,386
Adjusted EBITDA	(39,081)	-	(39,081)

The US operating segment had operating income for the six months ended June 30, 2018 of $54,094 and Adjusted EBITDA of $267,498. The Canada operating segment had operating income of $16,226 and Adjusted EBITDA of $26,418 for the period from the acquisition of Always Home on June 1, 2018 to June 30, 2018.

SUMMARY OF QUARTERLY RESULTS

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

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

	June 30, 2018	**Mar 31, 2018**	**Dec 31, 2017**	**Sep 30, 2017**
	$	$	$	$
Revenue	2,425,066	1,265,021	891,196	88,682
Net loss	171,463	438,742	260,742	268,004
Net loss per share - **Basic and diluted**	0.01	0.01	0.01	0.01
	Jun 30, 2017	**Mar 31, 2017**	**Dec 31, 2016**	**Oct 31, 2016**
	$	$	$	$
Revenue	39,836	40,131	26,603	13,388
Net loss	164,063	158,800	118,142	187,874
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, 2018 (see "Results of Operations", above) resulting in significantly higher revenue quarter over quarter from the date of the first acquisition in October 2016. The net loss to date primarily relates to the ongoing Head Office expenses, acquisition expenses and expenses related to ongoing evaluation of opportunities.

CASH FLOWS, LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

The Corporation's cash used in operating activities was $430,977 for the three months ended June 30, 2018 ($1,137,100 for the six months ended June 30, 2018) as compared to $260,185 for the three months ended June 30, 2017 ($313,543 for the six months ended June 30, 2017). The operating activities for the periods ended June 30, 2018 and 2017 were primarily related to corporate and administrative costs (professional fees, consulting fees and salary, regulatory and transfer agent fees, etc.) associated with operating a public company and acquisition expenses along with the ongoing management of home care operations, the continued efforts for identification, evaluation and completion of the additional acquisitions.

Financing Activities

The Corporation's cash provided by financing activities for the three months ended June 30, 2018 was $4,403,739 ($7,215,982 for the six months ended June 30, 2018) as compared to ($148,687) for the three ended June 30, 2017 ($323,291 for the six months ended June 30, 2017). Financing activities for the six months ended June 30, 2018 included the issuance of Units through private placements, for aggregate proceeds net of issue costs of $4,641,584, proceeds from the exercise of Agents options of $27,075 and proceeds from a demand loan net of transaction costs of $2,752,365 offset by principal and interest payments on the demand loan of $205,041. Financing activities for the six months ended June 30, 2017, included the issuance of Units through private placements, for aggregate proceeds net of issue costs of $509,047 offset by $148,687 for the repayment of convertible debentures.

Investing Activities

The Corporation's cash used in investing activities for the three months ended June 30, 2018 was $2,851,280 (six months ended June 30, 2018 was $4,670,702) as compared to nil for the three and six months ended June 30, 2017. 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 automobiles for home care operations.

Liquidity

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

As at June 30, 2018, the Corporation had negative working capital of approximately $1.5 million including a $3.2 million demand loan that is classified as a current liability due to its demand feature. The Corporation currently has enough cash to meet its obligations as they come due including scheduled loan payments but will require financing for future 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.

The Corporation's future revenues are expected to be from home health care businesses.

Capital Resources

The Corporation had 2,835,000 stock options exercisable and 12,467,289 warrants outstanding at June 30, 2018, which could, potentially bring in additional financing upon exercise. There is no certainty that the Corporation will receive these stock option or warrant proceeds over time as not all stock options or warrants may be exercised.

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.

Legal services were provided by a firm of which a shareholder of the Corporation is the sole lawyer practitioner. The cost of these services was as follows:

	Three months ended		**Six months ended**	
	June 30, 2018	**June 30, 2017**	**June 30, 2018**	**June 30, 2017**
	$	$	$	$
Share issue costs	-	6,416	1,064	6,416
Professional fees	1,472	2,217	4,927	2,217
	1,472	8,633	5,991	8,633

During the three and six months ended June 30, 2018, a company controlled by the CEO billed a total $3,989 and $8,671, respectively ($4,402 and $8,877 – June 30, 2017) for the rental of office space. As of August 1, 2018, the office space was no longer leased from a company controlled by the CEO as head office changed locations.

Key management personnel

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

	Three months ended		Six months ended	
	June 30, 2018	June 30, 2017	June 30, 2018	June 30, 2017
	$	$	$	$
Consulting fees	81,323	29,196	176,789	95,887
Directors fees	14,909	-	30,128	-
Stock based compensation	24,511	-	95,209	-
	120,743	29,196	302,126	95,887

As at June 30, 2018, there was $7,509 included in Accounts payable and accrued liabilities for amounts owed to officers of the Corporation (December 31, 2017 – $167,073) for consulting fees and expense reimbursements.

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 53,580,796 common shares of the Corporation issued and outstanding of which 4,500,000 were held in escrow. There were also 12,467,289 warrants outstanding and 2,835,000 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, 2018. These changes were made in accordance with the applicable transition provisions.

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. The Corporation adopted IFRS 15 in its financial statements for the annual period beginning on January 1, 2018. The Corporation has elected to apply the modified retrospective method on transition, which means that comparative periods have not been restated. On transition, cumulative impacts related to adoption are required to be recognized in opening retained earnings; however, no adjustments were required for the Corporation.

IFRS 9, Financial Instruments

In July 2014, the IASB published IFRS 9 which replaces IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). The replacement of IAS 39 is a three-phase project with the objective of improving and simplifying the reporting for financial instruments. The issuance of IFRS 9 provides guidance on the classification and measurement of financial assets and financial liabilities, and a new hedge accounting model with corresponding disclosures about risk management activity. The Corporation adopted IFRS 9 in its financial statements for the annual period beginning on January 1, 2018. The adoption of this standard has no financial impact to the Corporation.

FUTURE ACCOUNTING STANDARDS ISSUED BUT NOT YET APPLIED

Several new standards and amendments to standards and interpretations are effective for annual periods beginning on or after January 1, 2019 and have not been applied in preparing the condensed interim consolidated financial statements. Accordingly, the Corporation expects to adopt these standards as set forth below.

IFRS 16, Leases

IFRS 16 was issued by the IASB in January 2016 and supersedes IAS 17, Leases. The new standard brings most leases on the balance sheet for lessees under a single model and eliminates the distinction between operating and finance leases. Lessor accounting remains largely unchanged. IFRS 16 becomes effective for annual periods beginning on or after January 1, 2019. The Corporation is currently evaluating the impact of IFRS 16 on its consolidated financial statements.

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 periodic 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 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. 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 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

Cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, demand loans and promissory notes are all recorded at fair value and subsequently measured at amortized cost using the effective interest rate method. 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 risk in the current year as it was exposed to in the prior year and in addition is exposed to interest rate risk because of the demand loan that has variable rate interest. 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, 2018**	**December 31, 2017**
	$	$
Cash and cash equivalents	1,545,000	136,820
Accounts receivable	1,253,284	269,947
	2,798,284	406,767

In respect of trade account receivables, the Group is exposed to a certain level of credit risk as the amounts are uncollateralized. Credit risk for accounts receivable is the risk of loss associated with a client's inability to fulfil its payment obligations. The largest exposure to credit risk is in relation to receivables. The Group mitigates credit risk by both collecting client deposits prior to service for certain clients and actively monitoring the aging of accounts receivable and regularly follows up on overdue accounts. As at June 30, 2018, the Group had $75,572 collected for client deposits, representing approximately 6% of outstanding accounts receivable, billed and accrued (December 31, 2017 - $99,463). Management believes that counterparty concentrations are in the normal course of business and are not unusual.

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

Liquidity risk

Liquidity risk is the risk that the Group might be unable to meet its current and future obligations. The Group's approach to managing liquidity risk is to closely monitor working capital balances as compared to budgeted upcoming expenses and expected due diligence and acquisition expenses. During the current and previous period, the Group raised funds, primarily through private placement or demand loans. As at June 30, 2018, the Group had a cash and cash equivalents balance of $1,545,000. The Group has a working capital shortfall at June 30, 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 offerings. Refer to note 1, Going Concern.

The following table shows the timing of cash outflows relating to its liabilities:

	< 1 year	1-2 years	3-5 years	> 5 years
	$	$	$	$
Account payable and accrued liabilities	791,800	-	-	-
Demand loan	791,053	768,840	2,089,269	409,210
Promissory note	382,898	382,898	-	-

Market risk

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

Foreign currency sensitivity

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

	June 30, 2018 (CAD)	December 31, 2017 (CAD)
	$	$
Cash and cash equivalents	1,546,262	72,346
Accounts receivable	198,685	-
Sales tax receivable	95,669	-
Accounts payable & accrual liabilities	(498,593)	(274,793)
Demand loan	(954,499)	-
Promissory note	(248,778)	-
	138,746	(202,447)

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 $5,300.

Interest rate sensitivity

As at June 30, 2018, 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 $312,000 over the remaining term of the loans.

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 is approximately $3,286,194 as at June 30, 2018. The fair value of the promissory notes is approximately $765,796 as at June 30, 2018.

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 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 ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Nature of the Securities

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

Approval

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Corporation. The Board of Directors of the Corporation has approved the consolidated financial statements and the disclosure contained in this MD&A. A copy of this MD&A may be obtained upon request to the Corporation or on SEDAR.

Dated: August 23, 2018