

**ALTERNATE HEALTH CORP.**  
(FORMERLY 1017344 BC Ltd.)  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD FROM INCORPORATION ON OCTOBER 26, 2014 TO DECEMBER 31,**  
**2014**

**General**

**Disclaimer**

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at [www.sedar.com](http://www.sedar.com). No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented here.

This management discussion and analysis of financial position and results of operations (“**MD&A**”) is prepared as at November 25, 2015 and should be read in conjunction with the December 31, 2014 audited financial statements and related notes of Alternate Health Corp. (“**AHC**” or the “**Company**”). These financial statements, including comparatives, have been prepared in accordance with the International Financial Reporting Standards (“**IFRS**”) issued by the International Accounting Standards Board (“**IASB**”) and interpretations of the IFRS Interpretations Committee (“**IFRIC**”).

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and Management Discussion and Analysis (“**MD&A**”), is complete and reliable.

All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company’s management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com).

**Cautionary Statement on Forward Looking Information**

Certain statements contained in this document constitute “forward-looking statements”. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements. Such factors include, among others, capitalization requirements.

**DATE OF MD&A**

This MD&A was prepared on November 25, 2015.

## OVERVIEW

### Description of Business

The Company was incorporated under the Business Corporations Act (British Columbia) on October 26, 2014.

As a result of a Plan of Arrangement described below the Company became a reporting issuer in the provinces of British Columbia and Alberta in April 2015 and will seek to do a share exchange with a company with an operating business.

### Plan of Arrangement

On October 29, 2014, the Company entered into an Arrangement Agreement with Riske Capital Corp. (“Riske”). Riske is a reporting issuer in the provinces of Alberta and British Columbia.

Final Court Order approving the Arrangement was received by Riske on December 3, 2014. Under the terms of the Arrangement: (i) Riske will transfer to the Company all of its interest in a letter of intent with Fusion Business Group and \$1,000 cash; and (ii) the Company will issue 396,600 Common Shares to the shareholders of Riske. By resolution of the board of directors of Riske, the Closing of the transaction and Effective Date of Arrangement as it pertains to the Company was deemed to have occurred on April 15, 2015. The letter of intent with Fusion Business Group was cancelled on April 15, 2015.

Following completion of the Arrangement Agreement, the Company became a reporting issuer subsequent to the end of the period.

## SELECTED ANNUAL INFORMATION

The following is a summary of financial results for the Company’s three most recently completed financial years: As the Company was incorporated in 2014, there are no comparatives for 2012 or 2013.

<b>Year Ended Dec. 31</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>
Total revenues	\$0.00	-	-
Net income (loss)	\$0.00	-	-
Earnings (loss) per share – basic and diluted	\$0.00	-	-
Total assets	\$1.00	-	-
Short term liabilities	\$0.00	-	-
Long term liabilities	\$Nil	-	-
Cash dividends declared per share	\$Nil	-	-

## SUMMARY OF QUARTERLY RESULTS

As required by Form 51-102F1, the following is a summary of the Company's financial results for the most recently completed quarters. As the Company came into existence on October 26, 2014, the results from incorporation to December 31, 2014 are included.

<b>For the quarter ended</b>	<b>Dec. 31, 2014</b>			
Net loss	<b>\$0.00</b>			
Loss per share – basic and diluted	<b>\$0.00</b>			

## OPERATIONS

The Company had no operations during the period.

## LIQUIDITY AND CAPITAL RESOURCES

During the period ended December 31, 2014, the Company was in a start up mode and had no significant assets, liabilities nor working capital. Management is seeking private equity and debt capital to sustain its business but there can be no assurance that it will be successful in its efforts.

## RELATED PARTY TRANSACTIONS

The Company had no related party transactions from the date of incorporation on October 26, 2014 to December 31, 2014.

## CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Areas requiring a significant degree of estimation and judgment relate to the fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets and liabilities and ability to continue as a going concern. Actual results may differ from those estimates and judgments.

## Financial Instruments and Risk Management

## **Fair Values**

The fair values of cash and equivalents, receivables and trade payables approximate their book values because of the short-term nature of these instruments.

### **(a) *Financial Risk Management***

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

### **(b) *Financial Instrument Risk Exposure***

The Company can be exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

#### *Credit Risk*

Credit risk is the risk of a financial loss to the Company if counter-party to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash and receivables. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

#### *Liquidity Risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

#### *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Such fluctuations may be significant.

##### **(a) Interest rate risk**

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

##### **(b) Foreign currency risk**

The Company is not exposed to foreign currency risk on fluctuations in exchange rates.

## **Contingencies**

The Company is not aware of any contingencies or pending legal proceedings as of December 31, 2014.

### **Additional share information**

As at December 31, 2014 the Company had one Class A common share outstanding. Subsequent to the end of the period, the Company re-designated its Class A common shares to “common shares” and eliminated its Class B preferred shares (of which none were outstanding). As of the date of this MD&A, the Company had 396,600 common shares outstanding

### **NEW ACCOUNTING STANDARDS**

#### International Financial Reporting Standards (“IFRS”)

The Company’s audited financial statements as at December 31, 2014 have been prepared in accordance with IFRS as issued by the IASB.

### **SUBSEQUENT EVENTS**

#### Plan of Arrangement

Pursuant to the Plan of Arrangement, the Company issued 396,600 common shares to Riske at \$0.02 per share and such shares were subsequently distributed to each shareholder of Riske pursuant to the Arrangement. On April 15, 2015 the Company cancelled one common share which was issued on October 26, 2014 for gross proceeds of \$1.00.

#### Share Exchange Agreement

On November 23, 2015, the Company, Alternate Health Inc. (“AHI”), an arms’ length Ontario-based private Company and the AHI shareholders, signed a definitive share exchange agreement to complete a proposed acquisition of AHI by the Company (the “Share Exchange Agreement”).

Pursuant to the terms of the Share Exchange Agreement, the Company will acquire all of the issued and outstanding shares of AHI in exchange for issuance of AHC shares to the AHI shareholders on a one for one basis, which will result in AHI becoming a wholly-owned subsidiary of AHC and the business of AHI becoming the business of AHC (the “Acquisition”). Pursuant to the terms of the proposed Acquisition, AHC will issue 29,970,000 shares to the shareholders of AHI for the Acquisition, resulting in AHI becoming a wholly-owned subsidiary of AHC 550,000 Warrants of AHC will also be issued to/exchanged with the holders of warrants of AHI on a one for one basis.

On April 16, 2015, the Company changed its name from 1017344 B.C. Ltd to Alternate Health Corp.

The proposed Acquisition will be used by AHC to file for listing on the Canadian Securities Exchange (“CSE”). Completion of the Acquisition is subject to approval of the CSE.

During the period ending September 30, 2015 the Company acted as paying agent for Alternate Health Inc. a company with overlapping directors with AHC. Under the paying agent arrangement AHI made an interest free loan of \$76,000 to the Company to pay AHI expenses. AHC did not charge a fee for this arrangement and the expenses paid have been recorded on the books of AHI.

**Additional Information**

Additional information relating to the Company is available on the SEDAR website at [www.sedar.com](http://www.sedar.com) or by contacting the Company at Suite 309 – 1485 6<sup>th</sup> Avenue West, Vancouver, BC, Canada V6H 4G1.