



Reliq Health Technologies, Inc. ("Reliq Health Technologies" or the "Company")

SUMMARY OF OFFERING

What are we offering?

Offering:	Private placement (the " Offering ") of up to 15,000,000 units (the " Units ") of the Company. Each Unit will consist of one common share (a " Share ") and one transferable Share purchase warrant (a " Warrant "). Each Warrant shall be exercisable into one additional common share (a " Warrant Share ") of the Company for a period of 30 months from the Closing Date (as defined below) at an exercise price of \$0.52 per Warrant Share (the " Warrant Share Price "). All references to currency herein are to Canadian Dollars.
Offering Price:	\$0.40 per Unit.
Offering Amount:	Minimum Offering of \$5,000,000 to a Maximum Offering of \$6,000,000.
Closing Date:	On or about October 5, 2023, or on such other date as the Company may determine (the " Closing Date "), with the possibility of a second close for any amounts over the Minimum Offering.
Exchange:	The Common Shares are listed on the TSX Venture Exchange (the " TSXV ") under the trading symbol "RHT" and OTCQB Venture Market (the " OTCQB ") under the trading symbol "RQHTF".
Last Closing Price:	The last closing price of the Common Shares on the TSXV and on the OTCQB on September 27, 2023 was \$0.46 and USD\$0.35 respectively.

No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

Reliq Health Technologies, Inc. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this offering, the issuer represents the following is true:

- The issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The issuer has filed all periodic and timely disclosure documents that it is required to have filed.
- The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$9.20 Million.

- **The issuer will not close this offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The issuer will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This release does not constitute an offer to sell or a solicitation of an offer to buy of any securities in the United States. The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities laws or pursuant to available exemptions therefrom.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning: Reliq Health Technologies current and future development efforts, including timelines and anticipated costs; Reliq Health Technologies partnerships and the anticipated benefits thereof; Reliq Health Technologies funding expectations; Reliq Health Technologies expectations with respect to the use of proceeds and the use of the available funds following completion of the Offering; the completion of the Offering; and the expected Closing Date. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information are subject to a variety of risks and uncertainties, which could cause actual events or results to differ from those reflected in such forward-looking statements and forward-looking information, including, without limitation, risks with respect to: Reliq Health Technologies ability to obtain the necessary financing and the general impact of financial market conditions; the demand for Reliq Health Technologies services; the success of Reliq Health Technologies current and future development efforts; changes in prices of required commodities; volatility of the capital markets; competition risks; government regulations; potential conflicts of interest; political instability and hyperinflation; coronavirus; Russia’s military action in Ukraine; litigation risks; volatility in the price of the Common Shares; potential dilution of present and prospective shareholdings; currency risks; financial reporting standards; and climate change. This list is not exhaustive of the factors that may affect any of the Company’s forward-looking statements or forward-looking information. Forward-looking information includes statements about the future and are inherently uncertain, and the Company’s actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in the “Risk Factors” section of the Company’s annual audited financial statements for the year ended June 30, 2022 and other filings available at www.sedarplus.ca.

The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Reliq Health Technologies is a healthcare technology company that specializes in developing innovative Virtual Care solutions for the multi-billion dollar Virtual Care market. The Company's iUGO Care Software as a Service platform (the "**IUGO Care platform**") allows clinicians to monitor complex chronic condition patients in the home to identify potential complications early and allow for timely interventions by the care team. The iUGO Care platform has been proven to reduce costly hospital readmissions and ER visits by over 80%. The Company generates recurring revenue from software subscriptions and services. The Company currently has contracts with customers in 16 US States, Puerto Rico, the US Virgin Islands and Mexico.

Recent developments

In the last nine months the Company has signed new contracts with:

- A physician network with over 300 locations across the United States and over 750 physicians. The contract is expected to add over 100,000 new patients to Reliq Health Technologies's iUGO Care platform by the end of 2025.
- A leading US healthcare company with 75 locations in 8 States. The client has been recognized by both Newsweek and US News & World Report for having some of the top US long-term care and skilled nursing facilities.
- A large US healthcare system that operates over 1,200 care centers across seven States, including Skilled Nursing Facilities (SNFs), hospitals, home health agencies, hospice agencies and primary care clinics. The healthcare system has more than 10 million patient encounters a year across their network.
- A large US health plan that operates Accountable Care Organizations (ACOs) in five States with more than 3,000 doctors and over 1,000,000 patients. The client is a subsidiary of one of the nation's largest providers of hospital and healthcare services and a Fortune 500 Company.
- A large inpatient healthcare organization in Florida to deploy the iUGO Care platform in over 180 Skilled Nursing Facilities and Acute and Long-Term Care Hospitals.
- Reliq Health Technologies's first client in Mexico, a healthcare organization in San Luis Potosi that works directly with Universidad Autonoma de San Luis Potosi Medical School.

Material Facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds?

Event	Time Frame	Cost
Hire, train and deploy (virtual roles – no travel required) new Care Managers to support immediate deployment under the recent contracts listed above.	Through end of 2024	\$3,400,000

Hire, train and deploy (includes travel to client sites) new Implementation Specialists to support immediate deployment under the recent contracts listed above.	Through end of 2024	\$1,210,000
Hire, train and deploy (includes travel to client sites) new Operations Management resources to support immediate deployment under the recent contracts listed above.	Through end of 2024	\$750,000
Continue to deliver services to existing clients to achieve a revenue run rate of \$100M annually (including new contracts) by the end of 2024. Includes Salaries and Wages, Administrative costs and Cost of Sales.	Through end of 2024	\$16,300,000

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

		Assuming Minimum offering only	Assuming 100% of offering
A	Amount to be raised by this offering	\$5,000,000	\$6,000,000
B	Selling commissions and fees	\$400,000	\$480,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$160,000	\$160,000
D	Net proceeds of offering: $D = A - (B+C)$	\$4,440,000	\$5,360,000
E	Working capital as at most recent month end	\$16,300,000	\$16,300,000
F	Additional sources of funding	\$0	\$0
G	Total available funds: $G = D+E+F$	\$20,740,000	\$21,660,000

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming minimum offering only	Assuming 100% of offering
New hires in Care Management, Implementations and Operations Management to support the recent contracts (total costs through 2024)	\$2,900,000	\$3,550,000
Working capital for inventory (total costs through 2024)	\$790,000	\$950,000
Travel to support deployments under the new contracts (total costs through 2024)	\$750,000	\$860,000
Salaries and wages for existing staff to support current clients (fully loaded costs through 2024)	\$5,000,000	\$5,000,000
Audit, Accounting & Finance, Legal and other administrative fees (total costs through 2024)	\$400,000	\$400,000

Contract software maintenance and upgrades (total costs through 2024)	\$2,000,000	\$2,000,000
Cost of Sales	\$8,900,000	\$8,900,000
Total:	\$20,740,000	\$21,660,000

The above-noted allocation of capital and anticipated timing represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

The financial statements dated June 30, 2022 contains a going concern note, which includes a statement regarding the company's ability to obtain necessary revenues form sales and financing. The above noted new contracts in addition to the Offering will assist to reduce the uncertainty associated with ongoing operations.

How have we used the other funds we have raised in the past 12 months?

The company has not raised any funds or proceeds from a financing in the last 12 months.

FEES AND COMMISSIONS

Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?

Reliq Health Technologies is working with PI Financial Corp. ("**PI Financial**" or the "**Agent**") as lead agent and sole bookrunner for the marketed best efforts private placement of the Units outlined in this offering. The Company will pay PI Financial a commission of 8% of the gross proceeds of the offering on the Closing Date.

In addition to the fees payable to the Agent, the Company will issue to the Agent on the Closing Date compensation options (the "**Compensation Options**") entitling the Agent to purchase, at the Offering Price, that number of Units equal to 8.0% of the aggregate number of Units issued by the Company under the Offering. The Compensation Options may be exercised at any time and from time to time for a period of 30 months following the Closing Date, and the Compensation Option certificates will be in form and substance satisfactory to the Company and Agent and their respective counsel, acting reasonably, and will be delivered to the Agent on the closing of the Offering.

Does PI Financial have a conflict of interest?

No conflicts of interest for PI Financial.

PURCHASER'S RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- a) to rescind your purchase of these securities with Reliq Health Technologies, Inc., or

- b) to damages against Reliq Health Technologies, Inc. and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

ADDITIONAL INFORMATION

Where can you find more information about us?

A security holder can access the Company's continuous disclosure filings on SEDAR+ at www.sedarplus.ca under the Company's profile and at the issuer's website at www.reliqhealth.com.

DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after September 28, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

September 28, 2023

Lisa Crossley

Name: Lisa Crossley
Title: CEO