

**Terms for Proposed Private Placement of
Units in Health Choices First LP
(Valid for acceptance until December 2019)**

Issuer:	Health Choices First LP a [BC, Canadian] Limited Partnership (the “ Company ”)
The ask:	C \$1,000,000 equity funding Canadian, 454 Series A Units, representing 10% post-closing stake.
Price; Valuation:	\$2,200 per unit (the “ Purchase Price ”). The Purchase Price represents a fully diluted pre money valuation of \$9,944,000 million and a fully diluted post-money valuation of \$10,944,000 million. 5,420 units issued to date.
Closing:	Anticipated to take place on or before December 30 2019.
Type of Security:	Series A unit, consisting of one Limited Partner share and one General Partner unit.
Other matters:	The Employee Pool will be equal to 8 % of the post-closing fully-diluted capitalization. Currently 60 Investors, total capital invested to date: \$3.5 Million

Founded in 2009 by a group of angel investors and one doctor lead by Jack Poole, Frank Palmer, Mark Godsy, Andrew Harries, Jackson Sayers, Dr Ruth Magrath the partnership soon moved into primary physician funded. While markets were tested yearly to the sales amount of \$150,000 HCF only raised enough capital on a yearly basis to fund video production until 2015-2016 -2017 when sales were increased to develop the pharma offering offered today. To date the business has done \$2.4 million in sales that has allowed us to reduce dilution over time and build out sales markets. It’s important to date HCF has only had myself for sales and tested one salesman in 2017.

Medical Board Dr. John Wade, Dr. Daniel Ngui, Dr. Richard Bebb, Dr. David Maberley, Dr Graham Wong Dr. Ronald Goldenberg, Dr. Alan Low , Dr Frank Halperin, Dr Bert Perey

Board of Directors: The size of the Company's Board of Directors is set at (5) persons. The Board is comprised of management (2) and partners (3) representative[s]
Dr Mark Schonfeld, Jackson Sayers, Allen Wales, John Tse

New Partner Offering New Medical partners are offered up to 10 professional created video and a personal website as a ROI in the first year. Value is \$10,000 dollars

Limited Partnership The LP structure has returned on average a 8% tax loss every year to partners as we built out the data base and IT to support the subscription based model and video production. It has been talked about once we are cash flow positive envisioned in 2021 we look at converting to a corporation, however the LP structure has been very beneficial to partners as we built the video library to gain access to the losses over the time period.

Use of Proceeds

Outlined in Presentation Deck

Except for the provisions contained below entitled "Right to Conduct Activities", "Legal Fees and Expenses", "No Shop Agreement", "Confidentiality" and "Governing Law" which are explicitly agreed by the Investors and the Company to be binding upon execution of this term sheet, this summary of terms, including the accompanying terms and conditions, is not intended as a legally binding commitment by the Investors, and any obligation on the part of the Investors is subject to the following conditions precedent: completion of legal documentation satisfactory to the prospective Investors, satisfactory completion of due diligence by the prospective Investors, and delivery of all closing deliverables described in the definitive agreements.