

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-1  
Amendment No. 3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933



**TeleHealthCare, Inc.**

(Exact name of registrant as specified in its charter)

**WYOMING**

(State or other jurisdiction of incorporation or organization)

**8000**

(Primary Standard Industrial Classification Code Number)

**80-0873491**

(I.R.S. Employer Identification Number)

**20111 Greeley Rd, Lake Mathews, CA 92570, (714) 470-4825**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Incorp Services, Inc., 1621 Central Ave., Cheyenne, Wyoming 82001  
Telephone Number 1-800-246-2677**

(Name, address, including zip code, and telephone number, including area code, of agent of service)

**From time to time after the effective date of this Registration Statement**

(Approximate date of commencement of proposed sale to the public)

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: [ X ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check One):

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of Each Class Of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share <sup>1</sup>	Proposed Maximum Aggregate Offering Price <sup>1</sup>	Amount of Registration Fee <sup>2</sup>
Common stock, \$0.001 par value per share	4,181,000 shares	\$0.025	\$104,525.00	\$ 13.46

<sup>1</sup> Estimated solely for purposes of calculating the registration fee under Rule 457(a) and (o) of the Securities Act. This registration statement shall also cover any additional shares of common stock which become issuable by reason of any stock split, stock dividend, anti-dilution provisions or similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of common stock of the registrant.

<sup>1</sup> Estimated in accordance with Rule 457(o) solely for the purposes of computing the amount of the registration fee.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING, PURSUANT TO SECTION 8(a), MAY DETERMINE.

The information contained in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION  
PRELIMINARY PROSPECTUS DATED March 26, 2015

**TeleHealthCare, Inc.**  
**4,181,000 SHARES**  
**COMMON STOCK**

This prospectus relates to the offer and sale from time to time of up to 4,181,000 shares of our common stock that are held by the stockholders named in the "Principal and Selling Stockholders" section of this prospectus. The prices at which the selling stockholders will sell their shares of common stock is at a price of \$0.025 per share until our common stock is quoted on the OTC Markets or listed for trading or quoted on any other public market. We will not receive any of the proceeds from the sale of the shares. We will bear all expenses of registration incurred in connection with this offering. The selling stockholders whose shares are being registered will bear all selling and other expenses.

TeleHealthCare, Inc. ("TeleHealthCare," "Company," "we," or "us.") is an development stage company with no financial resources or known source of equity or debt financing, and our independent registered auditors included an explanatory paragraph in their opinion on our financial statements as of and for the period ended September 30, 2014 that states that Company losses from operations raise substantial doubt about our ability to continue as a going concern. Our shareholders will not be able to sell their shares in any organized market place and may be limited to selling their shares privately. Accordingly, an investment in our Company is an illiquid investment.

We are an emerging growth company as defined in Section 2(a)(19) of the Securities Act. We will continue to be an emerging growth company until: (i) the last day of our fiscal year during which we had total annual gross revenues of \$1,000,000,000 or more; (ii) the last day of our fiscal year following the fifth anniversary of the date of the first sale of our common stock pursuant to an effective registration statement under the Securities Act; (iii) the date on which we have, during the previous 3-year period, issued more than \$1,000,000,000 in non-convertible debt; or (iv) the date on which we are deemed to be a large accelerated filer, as defined in Section 12b-2 of the Exchange Act.

We are not a blank check company and our business plan does not include engaging in a merger or acquisition with an unidentified company, companies, entity, or person.

This prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**INVESTING IN OUR SECURITIES INVOLVES A HIGH DEGREE OF RISK. YOU SHOULD PURCHASE OUR SECURITIES ONLY IF YOU CAN AFFORD A COMPLETE LOSS OF YOUR INVESTMENT. SEE "RISK FACTORS" BEGINNING AT PAGE 8.**

We are considered a "shell company" under applicable securities rules and subject to additional regulatory requirements as a result, including the inability of our shareholders to sell our shares in reliance on Rule 144 promulgated pursuant to the Securities Act of 1933, as well as our inability to register our securities on Form S-8 (an abbreviated registration process). Accordingly, investors should consider our shares to be significantly risky and illiquid investments.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES, AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

The date of this prospectus is \_\_\_\_\_, 2015.

## TABLE OF CONTENTS

	<u>Page</u>
PROSPECTUS SUMMARY	5
SUMMARY FINANCIAL DATA	6
FORWARD-LOOKING STATEMENTS	7
RISK FACTORS	8
USE OF PROCEEDS	19
DETERMINATION OF OFFERING PRICE	19
DILUTION	19
SELLING SECURITY HOLDERS	19
PLAN OF DISTRIBUTION	21
DIVIDEND POLICY	23
DESCRIPTION OF REGISTRANT'S SECURITIES	23
EXPERTS	24
DESCRIPTION OF BUSINESS	25
DESCRIPTIONS OF PROPERTY	35
LEGAL PROCEEDINGS	35
MARKET FOR SECURITIES	35
MANAGEMENT'S DISCUSSION AND ANALYSIS	38
DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS	44
PRINCIPAL SHAREHOLDERS	48
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	48
WHERE YOU CAN FIND MORE INFORMATION	49

## PROSPECTUS SUMMARY

### About TeleHealthCare, Inc.

TeleHealthCare, Inc., a Wyoming corporation, (“TeleHealthCare” “Company” “we,” “us,” or “our” “THC”) was incorporated on December 10, 2012. TeleHealthCare develops platforms in the telehealth industry. Its first platform the Company developed is called CarePanda. Currently, CarePanda set up as a division of TeleHealthCare. CarePanda is an online software that helps people, family members and caregivers manage, share and control their own, their family's or their customers healthcare information. CarePanda links people and healthcare information together at the point of care and works on multiple platforms including Internet enabled devices and mobile phones. The Company develops similar platforms as private label portals for clients.

CarePanda is easy to use and has unique tools and features such as online document library, fax services and text messaging and is not dependent on electronic transfer of health information. CarePanda looks beyond healthcare and focuses on tools that help people manage their lives and care for others including, contact lists, medication lists, home inventory, emergency planning, medical bill management and many other features.

CarePanda has completed the initial BETA of the product and is gathering feedback from potential users. In early review the system requires additional development, specifically on the design, ease of use of the application and the unified communication tools.

CarePanda is in the process of redeveloping key features and the goal is to re-introduce the product to BETA customers and industry experts at key healthcare institutions later this year.

After the completion of this offering we plan to launch a market ready product on multiple platforms (mobile, iPad, iPhone, etc) and to create a multi-level system that can easily be co-branded or private labeled.

It is expected to take three to four months to complete user testing. Based on user testing, new design and product features will be added to the CarePanda platform. This will involve designing the new features, updating the database and developing new code for the new features. It will also involve updating the user interface and design of the software. Based on these changes, it is expected a market ready version of the platform will be completed in approximately six to seven months.

### The Offering

Common stock offered	4,181,000 shares by the selling stockholders
Common stock outstanding before this offering	50,416,000 shares
Common stock to be outstanding after this offering	50,416,000 shares
Use of proceeds	We will not receive any of the proceeds from the sale of shares of our common stock by the selling stockholders. See “Use of Proceeds.”
Proposed OTC symbol	“THCI”
Risk Factors	See “Risk Factors” beginning on page 8 for a discussion of factors that you should consider carefully before deciding to purchase our common stock.

## Summary Financial Data

In the table below, we provide you with our historical summary financial data for the year ended September 30, 2014 and 2013. Historical results are not necessarily indicative of the results that may be expected for any future period. When you read this historical summary financial data, it is important that you read along with it the historical consolidated financial statements and related notes and “Management’s Discussion and Analysis or Plan of Operation” included elsewhere in this prospectus.

<b><i>Balance Sheet Data:</i></b>	December 31, 2014 (Unaudited)	September 30, 2014 (Audited)
Current assets	\$ 106,747	\$ 81,805
Total assets	\$ 194,247	\$ 169,305
Current liabilities	\$ 149,350	\$ 113,170
Stockholders’ equity	\$ 44,897	\$ 56,135

<b><i>Operating Statement Data:</i></b>	Quarter Ended December 31, (Unaudited) 2014	(Unaudited) 2013
Net revenues	\$ 17,500	\$ —
Operating expenses	\$ 32,433	\$ 3,006
Net loss	\$ 15,613	\$ 3,686
Net loss per common share basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding – basic and diluted	49,891,000	45,000,000

<b><i>Balance Sheet Data:</i></b>	Years Ended September 30, 2014	(Audited) 2013
Current assets	\$ 81,805	\$ 25,881
Total assets	\$ 169,305	\$ 25,881
Current liabilities	\$ 113,170	\$ 59,520
Stockholders’ equity / (deficit)	\$ 56,135	\$ (33,639)

<b><i>Operating Statement Data:</i></b>	Year Ended September 30, 2014	Period from December 10, 2012 to September 30, 2013
Net revenues	\$ —	\$ —
Operating expenses	\$ 12,302	\$ 37,620
Net loss	\$ 15,001	\$ 38,639
Net loss per common share basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding – basic and diluted	45,719,178	45,000,000

## FORWARD-LOOKING STATEMENTS

This prospectus, including the sections entitled “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business,” contains “forward-looking statements” that include information relating to future events, future financial performance, strategies, expectations, competitive environment, regulation and availability of resources. These forward-looking statements include, without limitation: statements regarding proposed new services; statements concerning projections, predictions, expectations, estimates or forecasts for our business, financial and operating results and future economic performance; statements of management’s goals and objectives; and other similar expressions concerning matters that are not historical facts. Words such as “may,” “will,” “should,” “could,” “would,” “predicts,” “potential,” “continue,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes” and “estimates,” and similar expressions, as well as statements in future tense, identify forward-looking statements.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by which, that performance or those results will be achieved. Forward-looking statements are based on information available at the time they are made and/or management’s good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause these differences include, but are not limited to:

- our failure to implement our business plan within the time period we originally planned to accomplish; and
- other factors discussed under the headings “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business.”

Forward-looking statements speak only as of the date they are made. You should not put undue reliance on any forward-looking statements. We assume no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information, except to the extent required by applicable securities laws. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

## RISK FACTORS

*You should be aware that there are various risks to an investment in our common stock. You should carefully consider these risk factors, together with all of the other information included in this prospectus, before you decide to invest in shares of our common stock.*

*If any of the following risk were to occur, then our business, financial condition, results of operations and/or prospects could be materially adversely affected. If that happens, the market price of our common stock, if any, could decline, and investors may lose all or part of their investment.*

### ***Risks Related to the Business***

***TeleHealthCare has minimal financial resources. Our independent registered auditors' report includes an explanatory paragraph stating that there is substantial doubt about our ability to continue as a going concern.***

TeleHealthCare is an early stage company and has minimal financial resources. We had a cash balance of \$81,805 as of September 30, 2014. We have working capital deficit of \$31,365 and a stockholders' equity of \$56,135 at September 30, 2014. Our independent registered auditors included an explanatory paragraph in their opinion on our financial statements as of and for the period ended September 30, 2014 that states that Company losses from operations raise substantial doubt about its ability to continue as a going concern. We may seek additional financing beyond the amounts that may be received from this offering. The financing sought may be in the form of equity or debt financing from various sources as yet unidentified. No assurances can be given that we will generate sufficient revenue or obtain the necessary financing to continue as a going concern.

Our current resources and source of funds, which primarily consist of our fundraising and debt are sufficient to keep our business operations functioning for the next twelve months. We do not have a formal agreement with our president and chief executive officer to fund the Company's working capital needs; however our president and chief executive officer's current plan is to do the majority of the work on his own without cash compensation while he seeks other sources of funding. The Company has started the development of an initial design and framework of its proposed CaraPanda portal platform, as well as through the efforts of a software development firm which the Company has been working with on an as "needed basis." We currently spend on average between \$5,000 and \$15,000 per month in operational expenses not related to this offering. We have generated minimal revenues from our business, and our expenses will be accrued and deferred until sufficient financing is obtained or our president and chief executive officer or others who know our president and chief executive officer loans the necessary funds to pay for these expenses. No assurances can be given that we will be able to receive funds from our president and chief executive officer or others to continue our operations beyond a month-to-month basis.

***TeleHealthCare is and will continue to be completely dependent on the services of our president, chief financial officer, and vice president of sales, the loss of whose services may cause our business operations to cease, and we will need to engage and retain qualified employees and consultants to further implement our strategy.***

TeleHealthCare's operations and business strategy are completely dependent upon the knowledge and business connections of Messrs. Donahue, Hoshor and Folsom our officers. They are under no contractual obligation to remain employed by us. If any should choose to leave us for any reason or becomes ill and is unable to work for an extended period of time before we have hired additional personnel, our operations will likely fail. Even if we are able to find additional personnel, it is uncertain whether we could find someone who could develop our business along the lines described in this prospectus. We will likely fail without the services of our officers or an appropriate replacement(s).

We intend to acquire key-man life insurance on the life of Mr. Hoshor naming us as the beneficiary when and if we obtain the resources to do so and if he is insurable. We have not yet procured such insurance, and there is no guarantee that we will be able to obtain such insurance in the future. Accordingly, it is important that we are able to attract, motivate and retain highly qualified and talented personnel and independent contractors.

Messrs. Donahue, Hoshor and Folsom current employment does not limit or restrict them from being involved with our Company, and their employment allows them the flexibility to provide at least 20 hours per week to our Company.

***Because we have only recently commenced business operations, we face a high risk of business failure.***

The Company was formed in December 2012. All of our efforts to date have related to developing our business plan and beginning business activities. Through September 30, 2014, we had no material operating revenues. We face a high risk of business failure. The likelihood of the success of the Company must be considered in light of the expenses, complications and delays frequently encountered in connection with the establishment and expansion of new businesses and the competitive environment in which the Company will operate. There can be no assurance that future revenues will occur or be significant enough or that we will be able to sell its products and services at a profit, if at all. Future revenues and/or profits, if any, will depend on many various factors, including, but not limited to both initial and continued market acceptance of the Company's website and the successful implementation of its planned growth strategy.

The Company has commenced internally developing our telehealth portal. In the early stages of our operations, we will continue to keep costs to a minimum. The cost to develop our business plan as currently outlined may be in excess of \$1,000,000. We will need additional funds to market our website. If we are unable to obtain adequate funding or financing, the Company faces the ultimate likelihood of business failure. There are no assurances that we will be able to raise any funds or establish any financing program for the Company's growth.

***We may not have or ever have the resources or ability to implement and manage growth strategy.***

Although the Company expects to experience growth based on being able to implement its business plan, actual operations may never occur because the business plan may never be implemented because of lack of funds to do so. If the Company's business plan and growth strategy are implemented, of which no assurances can be given, a significant strain on the Company's management, operating systems and/or financial resources will be imposed. Failure by the Company's management to manage this growth, if it occurs, or unexpected difficulties encountered during growth, could have a material adverse impact on the Company's results of operations or financial condition.

The Company's ability to operate profitably will depend upon a number of factors, including (i) identifying distribution channels, (ii) generating sufficient funds from our then existing operations or obtaining third-party financing or additional capital, (iii) the Company's management team and its financial and accounting controls and (iv) staffing, training and retaining of skilled personnel, if any at all. Certain of these factors will be beyond the Company's control and may be adversely affected by the economy or actions taken by competing companies. There can be no assurance that the Company will be able to execute and manage a growth strategy effectively or at all.

***We may not be successful in hiring technical personnel because of the competitive market for qualified technical people.***

The Company's future success depends largely on its ability to attract, hire, train and retain highly qualified technical personnel to provide the Company's services. Competition for such personnel is intense. There can be no assurance that the Company will be successful in attracting and retaining the technical personnel it requires to conduct and expand its operations successfully and to differentiate itself from its competition. The Company's results of operations and growth prospects could be materially adversely affected if the Company were unable to attract, hire, train and retain such qualified technical personnel.

***Our reliance on referrals from outside contacts to develop business may not be effective.***

The Company initially will rely on our vice president of sales, Mr. Folsom and our chief financial officer, Mr. Hoshor, for a majority of its leads and believes that independent outside sales reps will also be an important source of sales referrals in the foreseeable future. However, as is typical within the industry, there are no contractual requirements that an outside sales person use or recommend the Company. We currently have no contracts or agreements in place with any outside sales professional. No assurances can be given that using independent outside sales reps will result in any meaningful numbers of sales leads or referrals.

***We will face competition from companies with significantly greater resources and name recognition.***

The markets in which the Company will operate are characterized by intense competition from several types of solution and technical service providers. The Company expects to face further competition from new market entrants and possible alliances among competitors in the future as the convergence of information processing and telecommunications continues. Many of the Company's current and potential competitors have significantly greater financial, technical, marketing and other resources than the Company. As a result, they may be better able to respond or adapt to new or emerging technologies and changes in client requirements or to devote greater resources to the development, marketing and sales of their services than the Company. There can be no assurance that the Company will be able to compete successfully. In addition, the Company will be faced with numerous competitors, both strategic and financial, in attempting to obtain competitive products. Many actual and potential competitors we believe are part of much larger companies with substantially greater financial, marketing and other resources than the Company, and there can be no assurance that the Company will be able to compete effectively against any of its future competitors.

***There are significant potential conflicts of interest.***

Our personnel will be required to commit substantial time to our affairs and, accordingly, these individual(s) (particularly Messrs. Donahue, Hoshor and Folsom) may have conflicts of interest in allocating management time among various business activities. In the course of other business activities, certain key personnel (particularly our president and chief executive officer) may become aware of business opportunities which may be appropriate for presentation to us, as well as other entities with which they are affiliated. As such, there may be conflicts of interest in determining to which entity a particular business opportunity should be presented.

The Company has policies in place regarding the manner in which management will resolve these types of conflicts of interest. These policies relate how to deal with conflicts of interest as they relate to outside board memberships, outside business interests, outside investments, outside employment and outside business relationships. In general, the personnel should disclose these conflicts to management or other board members. The decisions as relates to the conflict should be made by the disinterested board of directors. Specifically our code of ethics addresses these conflicts in more detail.

We cannot provide assurances that our efforts and policies to eliminate the potential impact of conflicts of interest will be effective.

***Following the effective date of our Registration Statement, of which this prospectus is a part, we will be subject to the periodic reporting requirements of Section 15(d) of the Exchange Act that will require us to incur audit fees and legal fees in connection with the preparation of such reports. These additional costs could reduce or eliminate our ability to earn a profit.***

Following the effective date of our registration statement of which this prospectus is a part, we will be required to file periodic reports with the SEC pursuant to the Exchange Act and the rules and regulations promulgated thereunder. In order to comply with these requirements, our independent registered public accounting firm will have to review our financial statements on a quarterly basis and audit our financial statements on an annual basis. Moreover, our legal counsel will have to review and assist in the preparation of such reports. The costs charged by these professionals for such services cannot be accurately predicted at this time because factors such as the number and type of transactions that we engage in and the complexity of our reports cannot be determined at this time and will have a major effect on the amount of time to be spent by our auditors and attorneys. However, the incurrence of such costs will obviously be an expense to our operations and thus have a negative effect on our ability to meet our overhead requirements and earn a profit. We may be exposed to potential risks resulting from any new requirements under Section 404 of the Sarbanes-Oxley Act of 2002. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our common stock, if a market ever develops, could drop significantly.

***Our internal controls may be inadequate, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public.***

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. As defined in Exchange Act Rule 13a-15(f), internal control over financial reporting is a process designed by, or under the supervision of, the principal executive and principal financial officer and effected by the board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and/or directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Our internal controls may be inadequate or ineffective, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public. Investors relying upon this misinformation may make an uninformed investment decision.

Currently, the Company is not be required to provide an assessment of the effectiveness of our internal controls over financial reporting until our second annual report after our initial public offering and that an auditor attestation of management's evaluation of effectiveness of the internal controls is not required as long as we are an emerging growth company and/or a smaller reporting company.

***The costs of being a public company could result in us being unable to continue as a going concern.***

As a public company, we will have to comply with numerous financial reporting and legal requirements, including those pertaining to audits, quarterly reporting and internal controls. The costs of this compliance could be significant. If our revenues are insufficient, and/or we cannot satisfy many of these costs through the issuance of our shares, we may be unable to satisfy these costs through the normal course of business which would result in our being unable to continue as a going concern.

***Having only three director limits our ability to establish effective independent corporate governance procedures and increases the control of our president and chief executive officer.***

We have three directors director who also serves as our president, chief executive officer, and chief financial officer. Accordingly, we cannot establish board committees comprised of independent members to oversee functions like compensation or audit issues.

Until we have a larger board of directors that would include some independent members, if ever, there will be limited oversight of our president and chief financial officer's decisions and activities and little ability for minority shareholders to challenge or reverse those activities and decisions, even if they are not in the best interests of minority shareholders.

***Our business venture is subject to a high risk of failure.***

Our business relies on a platform that manages health records is at a very early stage and is subject to a high risk of failure. In order to establish commercial viability, we will have to acquire a large customer base. There can be no assurances that we will be able to do so.

***We are uncertain of our ability to protect the information.***

We rely on trade secrets, know-how and continuing knowledge to achieve and thereafter maintain a competitive advantage with respect to our platform that manages health records. Although we have entered into and we intend to enter into confidentiality and invention agreements with employees, consultants, certain potential customers and advisors, no assurance can be given that such agreements will be honored or that we will be able to effectively protect our rights to our unpatented trade secrets and know-how. Moreover, no assurance can be given that others will not independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets and know-how.

***Our failure to develop our limited marketing capabilities would have a material adverse effect on our business.***

We have limited marketing capabilities and resources to expend on marketing our platform that manages health records. In order to achieve market penetration we will have to undertake significant efforts and expenditures to create awareness of, and demand for, our health records platform and ancillary products. Our ability to penetrate the market and build our customer base will be substantially dependent on our marketing efforts. No assurance can be given that we will succeed. Our failure to successfully develop our marketing capabilities, both internally and through third-party joint ventures, would have a material adverse effect on our business, operating results and financial condition.

***Risks Related to Our Common Stock***

***Because we have nominal assets and no revenue, we are considered a "shell company" and will be subject to more stringent reporting requirements.***

The Securities and Exchange Commission ("SEC") adopted Rule 405 of the Securities Act and Exchange Act Rule 12b-2 which defines a shell company as a registrant that has no or nominal operations, and either (a) no or nominal assets; (b) assets consisting solely of cash and cash equivalents; or (c) assets consisting of any amount of cash and cash equivalents and nominal other assets. Our balance sheet reflects that we have no cash or any other tangible asset and, therefore, we are defined as a shell company. The new rules prohibit shell companies from using a Form S-8 to register securities pursuant to employee compensation plans. However, the new rules do not prevent us from registering securities pursuant to S-1 registration statements. Additionally, the new rule regarding Form 8-K requires shell companies to provide more detailed disclosure upon completion of a transaction that causes it to cease being a shell company. If an acquisition is undertaken (of which we have no current intention of doing), we must file a current report on Form 8-K containing the information required pursuant to Regulation S-K within four business days following completion of the transaction together with financial information of the acquired entity. In order to assist the SEC in the identification of shell companies, we are also required to check a box on Form 10-Q and Form 10-K indicating that we are a shell company. To the extent that we are required to comply with additional disclosure because we are a shell company, we may be delayed in executing any mergers or acquiring other assets that would cause us to cease being a shell company. The SEC adopted a new Rule 144 effective February 15, 2008, which makes resales of restricted securities by shareholders of a shell company more difficult. Resales of our securities are not permitted under Rule 144(i) until 12 months after we are no longer considered a shell company.

***Shareholders may be diluted significantly through our efforts to obtain financing and satisfy obligations through issuance of additional shares of our common stock.***

We have no committed source of future financing. Wherever possible, our board of directors will attempt to use non-cash consideration to satisfy obligations. In many instances, we believe that the non-cash consideration will consist of restricted shares of our common stock. Our board of directors has authority, without action or vote of the shareholders, to issue all or part of the authorized (200,000,000) shares but unissued (150,109,000) shares. In addition, if a trading market develops for our common stock, we may attempt to raise capital by selling shares of our common stock, possibly at a discount to market. These actions will result in dilution of the ownership interests of existing shareholders, further dilute common stock book value, and that dilution may be material.

***The interests of shareholders may be hurt because we can issue shares of our common stock to individuals or entities that support existing management with such issuances serving to enhance existing management's ability to maintain control of our company.***

Our board of directors has authority, without action or vote of the shareholders, to issue all or part of the authorized but unissued common shares. Such issuances may be issued to parties or entities committed to supporting existing management and the interests of existing management which may not be the same as the interests of other shareholders. Our ability to issue shares without shareholder approval serves to enhance existing management's ability to maintain control of our company.

*Currently, there is no established public market for our securities, and there can be no assurances that any established public market will ever develop or that our common stock will be quoted for trading and, even if quoted, it is likely to be subject to significant price fluctuations.*

Prior to the date of this prospectus, there has not been any established trading market for our common stock, and there is currently no established public market whatsoever for our securities. We have not found a market maker. There can be no assurance that we will find a market maker willing to file an application with FINRA on our behalf and if we do that the market maker's application will be accepted by FINRA nor can we estimate as to the time period that the application will require. We are not permitted to file such application on our own behalf. If the application is accepted, there can be no assurances as to whether

- (i) any market for our shares will develop;
- (ii) the prices at which our common stock will trade; or
- (iii) the extent to which investor interest in us will lead to the development of an active, liquid trading market. Active trading markets generally result in lower price volatility and more efficient execution of buy and sell orders for investors.

If we become able to have our shares of common stock quoted on the OTCQB and/or OTCBB, we will then try, through a broker-dealer and its clearing firm, to become eligible with the Depository Trust Company ("DTC") to permit our shares to trade electronically. If an issuer is not "DTC-eligible," then its shares cannot be electronically transferred between brokerage accounts, which, based on the realities of the marketplace as it exists today (especially the OTCQB/OTCBB), means that shares of a company will not be traded (technically the shares can be traded manually between accounts, but this takes days and is not a realistic option for companies relying on broker dealers for stock transactions - like all companies on the OTCQB and OTCBB. What this boils down to is that while DTC-eligibility is not a requirement to trade on the OTCQB or OTCBB, it is a necessity to process trades on the OTCBB if a company's stock is going to trade with any volume. There are no assurances that our shares will ever become DTC-eligible or, if they do, how long it will take.

In addition, our common stock is unlikely to be followed by any market analysts, and there may be few institutions acting as market makers for our common stock. Either of these factors could adversely affect the liquidity and trading price of our common stock. Until our common stock is fully distributed and an orderly market develops in our common stock, if ever, the price at which it trades is likely to fluctuate significantly. Prices for our common stock will be determined in the marketplace and may be influenced by many factors, including the depth and liquidity of the market for shares of our common stock, developments affecting our business, including the impact of the factors referred to elsewhere in these Risk Factors, investor perception of the Company and general economic and market conditions. No assurances can be given that an orderly or liquid market will ever develop for the shares of our common stock.

Because of the anticipated low price of the securities being registered, many brokerage firms may not be willing to effect transactions in these securities. Purchasers of our securities should be aware that any market that develops in our stock will be subject to the penny stock restrictions. See "Plan of Distribution" and Risk Factor #22 below.

***If we were designated a shell your ability to resell your shares would be limited.***

All of the presently outstanding shares of our common stock are "restricted securities" as defined under Rule 144 promulgated under the Securities Act and may only be sold pursuant to an effective registration statement or an exemption from registration, if available. The SEC has adopted final rules amending Rule 144 which have become effective on August 15, 2008. Pursuant to the new Rule 144, one year must elapse from the time a "shell company," as defined in Rule 405 of the Securities Act and Rule 12b-2 of the Exchange Act, ceases to be a "shell company" and files a Form 8-K addressing Item 5.06 with such information as may be required in a Form 10 Registration Statement with the SEC, before a restricted shareholder can resell their holdings in reliance on Rule 144. The Form 10 information or disclosure is equivalent to the information that a company would be required to file if it were registering a class of securities on Form 10 under the Exchange Act. Under amended Rule 144, restricted or unrestricted securities that were initially issued by a reporting or non-reporting shell company or a company that was at anytime previously a reporting or non-reporting shell company, can only be resold in reliance on Rule 144 if the following conditions are met:

- 1) the issuer of the securities that was formerly a reporting or non-reporting shell company has ceased to be a shell company;
- 2) the issuer of the securities is subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act;
- 3) the issuer of the securities has filed all reports and material required to be filed under Section 13 or 15(d) of the Exchange Act, as applicable, during the preceding twelve months (or shorter period that the Issuer was required to file such reports and materials), other than Form 8-K reports; and
- 4) at least one year has elapsed from the time the issuer filed the current Form 10 type information with the SEC reflecting its status as an entity that is not a shell company.

At the present time, we are classified as a "shell company" under Rule 405 of the Securities Act Rule 12b-2 of the Exchange Act. To the extent the Company is designated a shell, you would be unable to sell your shares under Rule 144.

***Any market that develops in shares of our common stock will be subject to the penny stock regulations and restrictions pertaining to low priced stocks that will create a lack of liquidity and make trading difficult or impossible.***

The trading of our securities, if any, will be in the over-the-counter market which is commonly referred to as the OTCQB/OTCBB as maintained by FINRA. As a result, an investor may find it difficult to dispose of, or to obtain accurate quotations as to the price of our securities.

Rule 3a51-1 of the Exchange Act establishes the definition of a "penny stock," for purposes relevant to us, as any equity security that has a minimum bid price of less than \$5.00 per share or with an exercise price of less than \$5.00 per share, subject to a limited number of exceptions which are not available to us. It is likely that our shares will be considered to be penny stocks for the immediately foreseeable future. This classification severely and adversely affects any market liquidity for our common stock.

For any transaction involving a penny stock, unless exempt, the penny stock rules require that a broker or dealer approve a person's account for transactions in penny stocks and the broker or dealer receive from the investor a written agreement to the transaction setting forth the identity and quantity of the penny stock to be purchased. In order to approve a person's account for transactions in penny stocks, the broker or dealer must obtain financial information and investment experience and objectives of the person and make a reasonable determination that the transactions in penny stocks are suitable for that person and that that person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prepared by the SEC relating to the penny stock market, which, in highlight form, sets forth:

- the basis on which the broker or dealer made the suitability determination, and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Disclosure also has to be made about the risks of investing in penny stock in both public offerings and in secondary trading and commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Additionally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

Because of these regulations, broker-dealers may not wish to engage in the above-referenced necessary paperwork and disclosures and/or may encounter difficulties in their attempt to sell shares of our common stock, which may affect the ability of selling shareholders or other holders to sell their shares in any secondary market and have the effect of reducing the level of trading activity in any secondary market. These additional sales practice and disclosure requirements could impede the sale of our securities, if and when our securities become publicly traded. In addition, the liquidity for our securities may decrease, with a corresponding decrease in the price of our securities. Our shares, in all probability, will be subject to such penny stock rules for the foreseeable future and our shareholders will, in all likelihood, find it difficult to sell their securities.

***The market for penny stocks has experienced numerous frauds and abuses that could adversely impact investors in our stock.***

Company management believes that the market for penny stocks has suffered from patterns of fraud and abuse. Such patterns include:

- Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;
- Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;
- "Boiler room" practices involving high pressure sales tactics and unrealistic price projections by sales persons;
- Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and
- Wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

***Any trading market that may develop may be restricted by virtue of state securities "Blue Sky" laws that prohibit trading absent compliance with individual state laws. These restrictions may make it difficult or impossible to sell shares in those states.***

There is currently no established public market for our common stock, and there can be no assurance that any established public market will develop in the foreseeable future. Transfer of our common stock may also be restricted under the securities or securities regulations laws promulgated by various states and foreign jurisdictions, commonly referred to as "Blue Sky" laws. Absent compliance with such individual state laws, our common stock may not be traded in such jurisdictions. Because the securities registered hereunder have not been registered for resale under the blue sky laws of any state, the holders of such shares and persons who desire to purchase them in any trading market that might develop in the future, should be aware that there may be significant state blue sky law restrictions upon the ability of investors to sell the securities and of purchasers to purchase the securities. These restrictions prohibit the secondary trading of our common stock. We currently do not intend to and may not be able to qualify securities for resale in at least 17 states which do not offer manual exemptions (or may offer manual exemptions but may not to offer one to us if we are considered to be a shell company at the time of application) and require shares to be qualified before they can be resold by our shareholders. Accordingly, investors should consider the secondary market for our securities to be a limited one. See also "Plan of Distribution-State Securities-Blue Sky Laws."

***The ability of chairman to control our business may limit or eliminate minority shareholders' ability to influence corporate affairs.***

Upon the completion of this offering, Chairman and treasurer, Mr. Hoshor will beneficially own an aggregate of 80.17% of our outstanding common stock. Because of his beneficial stock ownership, Mr. Hoshor will be in a position to continue to elect our board of directors, decide all matters requiring stockholder approval and determine our policies. The interests of Mr. Hoshor may differ from the interests of other shareholders with respect to the issuance of shares, business transactions with or sales to other companies, selection of officers and directors and other business decisions. The minority shareholders would have no way of overriding decisions made by Mr. Hoshor. This level of control may also have an adverse impact on the market value of our shares because Mr. Hoshor may institute or undertake transactions, policies or programs that may result in losses, may not take any steps to increase our visibility in the financial community and/or may sell sufficient numbers of shares to significantly decrease our price per share.

***All of our presently issued and outstanding common shares are restricted under Rule 144 of the Securities Act, as amended. When the restriction on any or all of these shares is lifted, and the shares are sold in the open market, the price of our common stock could be adversely affected.***

All of the presently outstanding shares of common stock (50,416,000 shares) are "restricted securities" as defined under Rule 144 promulgated under the Securities Act and may only be sold pursuant to an effective registration statement or an exemption from registration, if available. Rule 144 provides in essence that a person who is not an affiliate and has held restricted securities for a prescribed period of at least six (6) months if purchased from a reporting issuer or twelve (12) months (as is the case herein) if purchased from a non-reporting Company, may, under certain conditions, sell all or any of his shares without volume limitation, in brokerage transactions. Affiliates, however, may not sell shares in excess of 1% of the Company's outstanding common stock every three months. As a result of revisions to Rule 144 which became effective on August 15, 2008, there is no limit on the amount of restricted securities that may be sold by a non-affiliate (i.e., a stockholder who has not been an officer, director or control person for at least 90 consecutive days) after the restricted securities have been held by the owner for the aforementioned prescribed period of time. A sale under Rule 144 or under any other exemption from the Act, if available, or pursuant to registration of shares of common stock of present stockholders, may have a depressive effect upon the price of the common stock in any market that may develop.

***We do not expect to pay cash dividends in the foreseeable future.***

We have never paid cash dividends on our common stock. We do not expect to pay cash dividends on our common stock at any time in the foreseeable future. The future payment of dividends directly depends upon our future earnings, capital requirements, financial requirements and other factors that our board of directors will consider. Since we do not anticipate paying cash dividends on our common stock, return on your investment, if any, will depend solely on an increase, if any, in the market value of our common stock.

***Because we are not subject to compliance with rules requiring the adoption of certain corporate governance measures, our stockholders have limited protection against interested director transactions, conflicts of interest and similar matters.***

The Sarbanes-Oxley Act of 2002, as well as rule changes proposed and enacted by the SEC, the New York and American Stock Exchanges and the Nasdaq Stock Market, as a result of Sarbanes-Oxley, require the implementation of various measures relating to corporate governance. These measures are designed to enhance the integrity of corporate management and the securities markets and apply to securities that are listed on those exchanges or the Nasdaq Stock Market. Because we are not presently required to comply with many of the corporate governance provisions and because we chose to avoid incurring the substantial additional costs associated with such compliance any sooner than legally required, we have not yet adopted these measures.

Because none of our directors (currently three persons) are independent directors, we do not currently have independent audit or compensation committees. As a result, these directors have the ability, among other things, to determine their own level of compensation. Until we comply with such corporate governance measures, regardless of whether such compliance is required, the absence of such standards of corporate governance may leave our stockholders without protections against interested director transactions, conflicts of interest, if any, and similar matters and investors may be reluctant to provide us with funds necessary to expand our operations.

We intend to comply with all corporate governance measures relating to director independence as and when required. However, we may find it very difficult or be unable to attract and retain qualified officers, directors and members of board committees required to provide for our effective management as a result of Sarbanes-Oxley Act of 2002. The enactment of the Sarbanes-Oxley Act of 2002 has resulted in a series of rules and regulations by the SEC that increase responsibilities and liabilities of directors and executive officers. The perceived increased personal risk associated with these recent changes may make it more costly or deter qualified individuals from accepting these roles.

***You may have limited access to information regarding our business because our obligations to file periodic reports with the SEC could be automatically suspended under certain circumstances.***

As of the effective date of our registration statement of which this prospectus is a part, we will become subject to certain informational requirements of the Exchange Act, as amended and we will be required to file periodic reports (i.e., annual, quarterly and material events) with the SEC which will be immediately available to the public for inspection and copying. In the event during the year that our registration statement becomes effective, these reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act if we have less than 300 shareholders and do not file a registration statement on Form 8-A (of which we have no current plans to file). If this occurs after the year in which our registration statement becomes effective, we will no longer be obligated to file such periodic reports with the SEC and access to our business information would then be even more restricted. After this registration statement on Form S-1 becomes effective, we may be required to deliver periodic reports to security holders as proscribed by the Exchange Act, as amended. However, we will not be required to furnish proxy statements to security holders and our directors, officers and principal beneficial owners will not be required to report their beneficial ownership of securities to the SEC pursuant to Section 16 of the Exchange Act until we have both 500 or more security holders and greater than \$10 million in assets. This means that access to information regarding our business and operations will be limited. However, we plan to voluntarily continue reporting in the absence of an SEC reporting obligation.

**We are an emerging growth company within the meaning of the Securities Act, and as a consequence of taking advantage of certain exemptions from reporting requirements that are available to emerging growth companies, our financial statements may not be comparable to companies that comply with public company effective dates.**

We are an emerging growth company as defined in Section 2(a)(19) of the Securities Act of 1933, as amended (the “Securities Act”). Pursuant to Section 107 of the Jumpstart Our Business Startups Act, we may take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards, meaning that we can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have chosen to take advantage of the extended transition period for complying with new or revised accounting standards applicable to public companies to delay adoption of such standards until such standards are made applicable to private companies. Accordingly, our financial statements may not be comparable to the financial statements of public companies that comply with such new or revised accounting standards.

*For all of the foregoing reasons and others set forth herein, an investment in our securities in any market that may develop in the future involves a high degree of risk.*

## USE OF PROCEEDS

We will not receive any proceeds from the sale of shares to be offered by the selling stockholders. The proceeds from the sale of each selling stockholder's common stock will belong to that selling stockholder.

## DETERMINATION OF OFFERING PRICE

The selling security holders will sell their shares of our common stock at a price of \$0.025 per share until shares of our common stock are quoted on the OTC Markets or listed for trading or quoted on any other public market and thereafter at prevailing market prices or privately negotiated prices as determined by the selling stockholders. The offering price of \$0.025 per share was established by our board of directors based on the estimated value of our Common Stock only from past offerings and does not have any relationship to any established criteria of value, such as book value or earnings per share. Additionally, because we have no significant operating history and have not generated any material revenue to date, the price of the common stock is not based on past earnings, nor is the price of the common stock indicative of the current market value of the assets owned by us. No valuation or appraisal has been prepared for our business and potential business expansion. Our common stock is presently not traded on any market or securities exchange and we have not applied for listing or quotation on any public market.

## DILUTION

The shares to be sold by the selling stockholders are shares of our common stock that are currently issued and outstanding. Accordingly, there will be no price dilution to our existing shareholders or purchasers of such shares. Sales of the shares of our common stock will not result in any change in the net tangible book value per share before and after the distribution of shares by the selling stockholders. There will be no change in the net tangible book value per share attributable to cash payments made by purchasers of the shares being offered by the selling stockholders. Prospective investors in the shares held by the selling stockholders should be aware, however, that the price of the shares being offered by the selling stockholders may not bear any rational relationship to our net tangible book value per share.

## SELLING SECURITY HOLDERS

The following table identifies the selling stockholders, as of March 26, 2015, and indicates certain information known to us with respect to (i) the number of common shares beneficially owned by the selling stockholder, (ii) the number of common shares that may be offered for the selling stockholder's account, and (iii) the number of common shares and percentage of outstanding common shares to be beneficially owned by the selling stockholders assuming the sale of all of the common shares covered hereby by the selling stockholders. The term "beneficially owned" means common shares owned or that may be acquired within 60 days. The number of common shares outstanding for purposes of determining beneficial ownership as of March 26, 2015, was 50,416,000. The number and percentages set forth below under "Shares Beneficially Owned After Offering" assumes that all offered shares are sold.

Each selling stockholder will determine the number of shares that he or she may actually sell. The selling stockholders are under no obligation to sell all or any portion of the shares offered, nor are the selling stockholders obligated to sell such shares immediately under this prospectus. Particular selling stockholders may not have a present intention of selling their shares and may offer less than the number of shares indicated. Because a selling stockholder may sell all, some or none of his or her shares of common stock, no estimate can be given as to the number of shares of our common stock that will be held by a selling stockholder upon termination of the offering. Shares of our common stock may be sold from time to time by the selling stockholders or by pledges, donees, transferees or other successors in interest.

Except as described below, no selling stockholder has had a material relationship with us within the past three years other than as a result of the ownership of our common stock. The Common Stock to be sold by the selling stockholders was issued in private placement transactions exempt from registration under the Securities Act in 2014.

None of the selling shareholders are broker-dealers or affiliates of broker dealers.

Name	Beneficial Ownership of Stock Before Offering -		% of Class	Shares of Common Stock Registered Hereby	Beneficial Ownership of Common Stock After Offering	
	Number of Shares				No. (1)	% of Class
Just Appraisals, Inc (3)	8,000	*		8,000	-	*
Sean Clarke	100,000	*		100,000	-	*
Ksenia Borlan	20,000	*		20,000	-	*
Craig McMillan	40,000	*		40,000	-	*
Suha Tillman	10,000	*		10,000	-	*
Paul B. Matthews	500,000	*		500,000	-	*
Joshua C. Smith	10,000	*		10,000	-	*
Anderson Hinsch, Trustee of the Anderson Muir Hinsch Declaration of Trust Dated July 12, 2003	200,000	*		200,000	-	*
Mark & Cindy Ontiveros	10,000	*		10,000	-	*
Thomas Chen	200,000	*		200,000	-	*
Joseph Sai	200,000	*		200,000	-	*
SkillSet Group, LLC (4)	5,000	*		5,000	-	*
Glen LaPalme	20,000	*		20,000	-	*
Jeffrey Hoss	60,000	*		60,000	-	*
Fredrick Pieracci	6,000	*		6,000	-	*
Wendy Polanco	10,000	*		10,000	-	*
Charles P. Brunson	20,000	*		20,000	-	*
Charlie McCall	4,000	*		4,000	-	*
David Wilson	4,000	*		4,000	-	*
Max Wilson	16,000	*		16,000	-	*
Matthew J Parsons	4,000	*		4,000	-	*
Brian David Robbins	4,000	*		4,000	-	*
Veritas Surgical, LLC (5)	40,000	*		40,000	-	*
Julie J Payne	14,000	*		14,000	-	*
Malachi Grieves	16,000	*		16,000	-	*
Sam Dabbas	20,000	*		20,000	-	*
Patricia Calo	40,000	*		40,000	-	*
HLM Journey, Inc. (6)	80,000	*		80,000	-	*
Kevin Peterson	6,000	*		6,000	-	*
Aaron Lowenstein	10,000	*		10,000	-	*
Paul Mehl	4,000	*		4,000	-	*
MD Capital Advisors, Inc. (7)	2,500,000	4.96%		2,500,000	-	*
Total	4,181,000			4,181,000	-	

\* indicates less than one percent.

- 1) Percentages and share ownership numbers are based on the assumption that all such shares will be sold by the Selling Shareholder. Excludes additional shares of common stock which the Selling Shareholder may acquire from time to time subsequent to the date of this prospectus.
- 2) We sold 1,681,000 shares of common stock at a purchase price of \$0.025 per share to various outside investors in a private placement transaction which was completed on September 30, 2014.
- 3) Just Appraisals is controlled by Matt Just.
- 4) SkillSet Group, LLC is controlled by Clint Armstrong.
- 5) Veritas Sugical, LLC is controlled by Scott Sherman
- 6) HLM Journey, Inc. is controlled by Brian Jensen
- 7) MD Capital Advisors, Inc. is controlled by Derek Cahill

## PLAN OF DISTRIBUTION

We are registering certain outstanding shares of our common stock to permit the resale of these shares of our common stock by the holders of the outstanding shares from time to time after the date of this prospectus. We will not receive any of the proceeds from the sale by the selling stockholders of the shares of our common stock. We will bear all fees and expenses incident to the registration statement of which this prospectus is a part.

The selling stockholders may sell all or a portion of the shares of our common stock beneficially owned by them and offered hereby from time to time directly or through one or more underwriters, broker-dealers or agents. If the shares of our common stock are sold through underwriters or broker-dealers, the selling stockholders will be responsible for underwriting discounts or commissions or agent's commissions. The shares of our common stock will be sold a price of \$0.025 per share until our common stock is quoted on the OTC Markets or listed for trading or quoted on any other public market. These sales may be effected in transactions, which may involve crosses or block transactions:

- on any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale;
- in the over-the-counter market;
- in transactions otherwise than on these exchanges or systems or in the over-the-counter market;
- through the writing of options, whether such options are listed on an options exchange or otherwise;
- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- short sales;
- sales pursuant to Rule 144;
- broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;
- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

If the selling stockholders effect such transactions by selling shares of our common stock to or through underwriters, broker-dealers or agents, such underwriters, broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the selling stockholders or commissions from purchasers of the shares of our common stock for whom they may act as agent or to whom they may sell as principal (which discounts, concessions or commissions as to particular underwriters, broker-dealers or agents may be in excess of those customary in the types of transactions involved). In connection with sales of the shares of our common stock or otherwise, the selling stockholders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of the shares of our common stock in the course of hedging in positions they assume. The selling stockholders may also sell shares of our common stock short and deliver shares of our common stock covered by this prospectus to close out short positions and to return borrowed shares in connection with such short sales. The selling stockholders may also loan or pledge shares of our common stock to broker-dealers that in turn may sell such shares.

The selling stockholders may pledge or grant a security interest in some or all of shares of our common stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of our common stock from time to time pursuant to this prospectus or any amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act, amending, if necessary, the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus. The selling stockholders also may transfer and donate the shares of our common stock in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.

The selling stockholders and any broker-dealer participating in the distribution of the shares of our common stock may be deemed to be “underwriters” within the meaning of the Securities Act, and any commission paid, or any discounts or concessions allowed to, any such broker-dealer may be deemed to be underwriting commissions or discounts under the Securities Act. At the time a particular offering of the shares of our common stock is made, a prospectus supplement, if required, will be distributed which will set forth the aggregate amount of shares of our common stock being offered and the terms of the offering, including the name or names of any broker-dealers or agents, any discounts, commissions and other terms constituting compensation from the selling stockholders and any discounts, commissions or concessions allowed or reallocated or paid to broker-dealers.

Under the securities laws of some states, the shares of our common stock may be sold in such states only through registered or licensed brokers or dealers. In addition, in some states the shares of our common stock may not be sold unless such shares have been registered or qualified for sale in such state or an exemption from registration or qualification is available and is complied with.

There can be no assurance that any selling stockholder will sell any or all of the shares of our common stock registered pursuant to the registration statement of which this prospectus is a part.

The selling stockholders and any other person participating in such distribution will be subject to applicable provisions of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations thereunder, including, without limitation, Regulation M of the Exchange Act, which may limit the timing of purchases and sales of any of the shares of our common stock by the selling stockholders and any other participating person. Regulation M may also restrict the ability of any person engaged in the distribution of the shares of our common stock to engage in market-making activities with respect to the shares of our common stock. All of the foregoing may affect the marketability of the shares of our common stock and the ability of any person or entity to engage in market-making activities with respect to the shares of our common stock.

We will pay all expenses of the registration of the shares of our common stock estimated to be approximately \$55,000 in total, including, without limitation, SEC filing fees and expenses of compliance with state securities or “blue sky” laws; provided, however, that a selling stockholder will pay all underwriting discounts and selling commissions, if any. We will indemnify the selling stockholders against liabilities, including some liabilities under the Securities Act, or the selling stockholders will be entitled to contribution. We may be indemnified by the selling stockholders against civil liabilities, including liabilities under the Securities Act, that may arise from any written information furnished to us by the selling stockholder specifically for use in this prospectus, or we may be entitled to contribution.

Once sold under the registration statement of which this prospectus is a part, the shares of our common stock will be freely tradable in the hands of persons other than our affiliates.

## DIVIDEND POLICY

We have never paid cash or any other form of dividend on our common stock, and we do not anticipate paying cash dividends in the foreseeable future. Moreover, any future credit facilities might contain restrictions on our ability to declare and pay dividends on our common stock. We plan to retain all earnings, if any, for the foreseeable future for use in the operation of our business and to fund the pursuit of future growth. Future dividends, if any, will depend on, among other things, our results of operations, capital requirements and on such other factors as our board of directors, in its discretion, may consider relevant.

## DESCRIPTION OF REGISTRANT'S SECURITIES

As of March 26, 2015, our authorized capital stock consisted of:

- 200,000,000 shares of common stock, par value \$0.001 per share; and

As of March 26, 2015, there were outstanding:

- 50,416,000 shares of common stock held by 38 stockholders of record.

### **Common Stock**

#### *Dividend Rights*

The holders of outstanding shares of our common stock are entitled to receive dividends out of funds legally available at the times and in the amounts that our board of directors may determine.

#### *Voting Rights*

Each holder of common stock is entitled to one vote for each share of common stock held on all matters submitted to a vote of stockholders. Cumulative voting for the election of directors is not provided for in our articles of incorporation, as amended, which means that the holders of a plurality of the voting shares voted can elect all of the directors then standing for election.

#### *No Preemptive or Similar Rights*

Holders of our common stock do not have preemptive rights, and our common stock is not convertible or redeemable.

#### *Right to Receive Liquidation Distributions*

Upon our dissolution, liquidation or winding-up, the assets legally available for distribution to our stockholders are distributable ratably among the holders of our common stock, subject to the preferential rights and payment of liquidation preferences, if any, on any outstanding shares of preferred stock.

#### *Transfer Agent*

The Transfer Agent for our common stock is Issuer Direct Corporation, 500 Perimeter Park Dr, Suite D Morrisville, NC 27560. Its telephone number is 919-481-4000.

INTEREST OF NAMED EXPERTS AND COUNSEL

The financial statements appearing in the registration statement have been audited by TAAD, LLP, an independent registered public accounting firm, to the extent and for the periods indicated in their report appearing elsewhere herein, which report expresses an unqualified opinion and includes an explanatory paragraph relating to our ability to continue as a going concern and are included in reliance upon such report and upon the authority of such firm as experts in accounting and auditing.

The validity of the shares of common stock offered by the selling stockholders will be passed upon by Logan Law Firm PLC

## DESCRIPTION OF BUSINESS

We are an emerging growth company as defined in Section 2(a)(19) of the Securities Act. We will continue to be an emerging growth company until: (i) the last day of our fiscal year during which we had total annual gross revenues of \$1,000,000,000 or more; (ii) the last day of our fiscal year following the fifth anniversary of the date of the first sale of our common stock pursuant to an effective registration statement under the Securities Act; (iii) the date on which we have, during the previous 3-year period, issued more than \$1,000,000,000 in non-convertible debt; or (iv) the date on which we are deemed to be a large accelerated filer, as defined in Section 12b-2 of the Exchange Act.

As an emerging growth company, we are exempt from:

- Sections 14A(a) and (b) of the Exchange Act, which require companies to hold stockholder advisory votes on executive compensation and golden parachute compensation;
- The requirement to provide, in any registration statement, periodic report or other report to be filed with the Securities and Exchange Commission (the "Commission" or "SEC"), certain modified executive compensation disclosure under Item 402 of Regulation S-K or selected financial data under Item 301 of Regulation S-K for any period before the earliest audited period presented in our initial registration statement;
- Compliance with new or revised accounting standards until those standards are applicable to private companies;
- The requirement under Section 404(b) of the Sarbanes-Oxley Act of 2002 to provide auditor attestation of our internal controls and procedures; and
- Any Public Company Accounting Oversight Board ("PCAOB") rules regarding mandatory audit firm rotation or an expanded auditor report, and any other PCAOB rules subsequently adopted unless the Commission determines the new rules are necessary for protecting the public.

We have elected to use the extended transition period for complying with new or revised accounting standards under Section 102(b)(1) of the Jumpstart Our Business Startups Act.

We are also a smaller reporting company as defined in Rule 12b-2 of the Exchange Act. As a smaller reporting company, we are not required to provide selected financial data pursuant to Item 301 of Regulation S-K, nor are we required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act of 2002. We are also permitted to provide certain modified executive compensation disclosure under Item 402 of Regulation S-K.

### **The Company**

TeleHealthCare, Inc., a Wyoming corporation, was incorporated on December 10, 2012. TeleHealthCare develops telehealth platforms. TeleHealthCare develops platforms in the telehealth industry. Its first platform the Company developed is called CarePanda. Currently, CarePanda set up as a division of TeleHealthCare. CarePanda is an online software that helps people, family members and caregivers manage, share and control their own, their family's or their customers healthcare information. CarePanda links people and healthcare information together at the point of care and works on multiple platforms including Internet enabled devices and mobile phones. The Company plans to develop similar platforms for clients.

CarePanda looks beyond healthcare and focuses on tools that help people manage their lives and care for others including, contact lists, medication lists, home inventory, emergency planning, medical bill management and many other features. CarePanda helps the management of people's information and the ability to track and manage healthcare through changes in healthcare regulations, socio-demographics of an aging population, growing shortage of healthcare workers and impact of "Obama Care".

The Company develops similar platforms as private label portals for clients. We currently have one client. We are paid by the client as we reach milestones.

CarePanda has completed the initial BETA of the product and is gathering feedback from potential users. In early review the system requires additional development, specifically on the design, ease of use of the application and the unified communication tools.

CarePanda is in the process of redeveloping key features and the goal is to re-introduce the product to BETA customers and industry experts at key healthcare institutions later this year.

After the completion of this offering we plan to launch a market ready product on multiple platforms (mobile, iPad, iPhone, etc) and to create a multi-level system that can easily be co-branded or private labeled.

It is expected to take three to four months to complete user testing. Based on user testing, new design and product features will be added to the CarePanda platform. This will involve designing the new features, updating the database and developing new code for the new features. It will also involve updating the user interface and design of the software. Based on these changes, it is expected a market ready version of the platform will be completed in approximately six to seven months.

## **Our Market**

### **Healthcare Ecosystem**

The healthcare ecosystem is undergoing major changes. This includes:

- New regulatory changes with “Obama Care”
- Aging population
- Increasing healthcare costs
- Growing shortage of healthcare resources
- Source of healthcare provisioning is changing (e.g., retail health e)
- Quality of care is becoming more important
- More technology and more people are being added to the system
- Smart devices, tablets, phones and WiFi devices make it easier to monitor and collect healthcare information.

Millions of Americans have at least one chronic care condition. Anyone who has a loved one with a chronic condition or extended healthcare issue knows the difficulty of managing, monitoring and communicating their care between family members, caregivers and other medical providers.

### **Problem for Consumers - You Own Your Healthcare Record**

Under new medical guidelines consumers now own their own healthcare record which presents several challenges:

- How will you collect and manage your healthcare information?
- How will you access it?
- How will you share it with family members or caregivers?
- How will you secure it?

CarePanda will attempt to make it easy for family’s to collect health information anywhere and everywhere they go via mobile phone, iPad, computer, fax, email or Internet kiosk. In addition, CarePanda will make it easy to capture the information customers need, store it for future reference and share it with others including family members, caregivers, medical professionals, legal, other family members and more.

CarePanda works by a customer creating an online account and entering their healthcare information into online forms or uploading their medical information documents into their online account. Information and documents can be shared by email, fax or text message based on the customer settings to family members, caregivers or other medical providers.

CarePanda will provide a comprehensive healthcare information management (HIM), service to customer. By designing and developing our service to be a low-cost, easy-to-use application that is delivered through a standard Web browser, we substantially reduce many of the traditional processes and complexities of managing your healthcare information.

Our service will help customers more effectively manage their healthcare information. We intend to market our service on a subscription basis, primarily through our direct sales efforts and also indirectly through partners.

The pervasiveness of the Internet, along with the increase in adoption of smart phones and tablet devices will make it easier for users to track and manage information. TeleHealthCare

Cloud application services enable businesses to subscribe to a wide variety of application services that are developed specifically for, and delivered over, the Internet on an as-needed basis with little or no implementation services required and without the need to install software.

## Existing Problem for Business – Regulations

As part the new HITECH Act and American Recovery and Reinvestment Act (“ARRA”), healthcare providers are incentivized to implement electronic health records and to meet “Meaningful Use Guidelines” (“MUGs”). It is not mandatory that the healthcare providers meet these requirements but penalties will begin in 2015.

Under these guidelines, CarePanda helps healthcare providers meet the following MUGs:

### Patient Discharge Meaningful Use Guideline (“MUG”)

Healthcare provide must provide information to patient including “compliance issues, dietary advice, follow-up monitoring, and information about the potential for adverse drug reactions & interactions including when and when not to call a doctor”

### Patient Rights MUG

Healthcare providers must “Provide patients and families with timely access to data, knowledge, and tools to make informed decisions and to manage their health”

### Transition Requirements MUG

Healthcare providers must provide electronic health information “During transition of patient care...” and make sure that information is communicated to family or other care taker.

### HIPAA - Privacy & Security Compliance

HIPAA or Healthcare Insurance Portability and Accountability Act is existing legislation that requires healthcare providers to keep healthcare information confidential. Several large institutions have been fined significantly for not protecting the healthcare privacy of their patients.

## Our Solution



CaraPanda will put you in control of your healthcare information and bridges the gap between healthcare providers and family members. CarePanda works like a smart dashboard and can easily collect information and automatically alert you, family members or caregivers about specific healthcare changes or issues. CarePanda helps you manage the care of others even when you're not there.

For example, in a situation where an individual is discharged from a hospital and transported to an assisted living facility. CarePanda provides the tools that allow the individual and other family members to receive an update from the time the individual is discharged from the hospital to each time a caregiver visits the individual in the assisted living facility. CarePanda also has the ability for individuals and other family members to update or add notes to the individual's account from their mobile phone or iPad as well as maintain a list of the individual's personal belongings and online files of her medical directives.

Managing care can be a daunting task including prescriptions, medical bills, caregiver schedules, lab results, physician office visits, medical equipment, insurance, Medicare and more! CarePanda allows clients to manage and monitor care regardless of where they are or what they are doing that day. By using CarePanda, families free up valuable time, can make more informed healthcare decisions and can be reassured that someone is able to manage care even on the days they are not available. It also allows customers to receive email alerts or even give permissions to caregivers or staff at the assisted living center to update status, send mobile pictures or fax bills directly into their CarePanda account.

CarePanda is also a critical tool for hospitals, nursing homes and other healthcare facilities to help them document and comply with an increasing array of regulations. Representatives from these facilities have been involved in the development of the CarePanda platform and view a co-branded or private label version of CarePanda as a key tool in meeting compliance requirements. Facilities would use CarePanda to improve the patient discharge process and extend their brand into the community.

## **BUSINESS MODEL & MARKET OPPORTUNITIES**

CarePanda has a large target market focused on three (3) major revenue opportunities.

### **1) B2C - Business to Consumer Model.**

Consumer model allows families to sign up for free and purchase monthly add-on services. Target markets are caregivers, snowbirds, court appointed care and families with loved ones having a chronic condition.

### **2) B2B - Business to Business Model.**

CarePanda will license and create recurring revenue by co-branding with hospitals, medical groups, assisted living centers, skilled nursing facilities and other medical providers. There is significant awareness and concern among providers of how they are going to solve regulatory changes. Hospitals alone estimate regulatory changes will cost between \$50 million to \$100 million dollars for each facility. CarePanda solves this problem by creating a cost effective tool that will be utilized by staff at the point of patient discharge. There are approximately 6,000 hospitals, 34.9 million hospital discharges per year, 102 million outpatient visits per year, over 1 million residents in 33,000 assisted living centers and over 1.8 million skilled nursing rooms in the United States.

### **3) OEM - Private Label Licensing Model.**

Initial focus is on the B2C and B2B models. In the future CarePanda will license and provide private label solution for companies who want to create a new revenue model based on their brand and extension of their existing services. Examples include home healthcare providers, retail, medical device companies, insurance companies, self insured employers, TPAs, tele-healthcare providers, schools, universities, non-government organizations (NGOs) such as the YMCA and electronic health record (EHR) companies. CarePanda has already been approached by one of the nation's largest hearing aid manufacturers to private label a tool for their audiology clinics.

CarePanda will address the market at the point of care through industry relationships and regulatory pressures being put on hospitals and nursing homes. Market share will be driven by several factors:

- Being first to market
- Leveraging key industry contacts
- Accessibility of CarePanda on multiple platforms

## CURRENT STATUS

CarePanda has completed the initial BETA of the product and is gathering feedback from potential customers. In early review the system requires additional development, specifically on the design, ease of use of the application and the unified communication tools.

CarePanda is in the process of redeveloping key features and the goal is to re-introduce the product to BETA customers and industry experts at key healthcare institutions later this year.

After the completion of this offering we plan to launch a market ready product on multiple platforms (mobile, iPad, iPhone, etc) and to create a multi-level system that can easily be co-branded or private labeled.

It is expected to take three to four months to complete user testing. Based on user testing, new design and product features will be added to the CarePanda platform. This will involve designing the new features, updating the database and developing new code for the new features. It will also involve updating the user interface and design of the software. Based on these changes, it is expected a market ready version of the platform will be completed in approximately six to seven months.

## PRODUCT DETAILS

- **Easy to use “Centers” make it easy for people to track, manage and centralize multiple sets of information**
  - o Family Center – family management
  - o Health Center – personal health records, HIPAA
  - o Legal Center – legal documents and information
  - o Finance Center – medical and insurance billing / management
  - o House & Home Center – home inventory, home monitoring
- **Unified communications**
  - o Each person is assigned an unique number and can receive information by email, text message, voice mail (speech to text) or fax.
- **“Opt In / Opt Out” multi-user security**
  - o You determine who has access to your CarePanda data by sending them an email.
  - o You always see who can access to your data and who’s data you can view or edit on every page.
- **View 1 / View Many feature**
  - o On every page you can view your data, other “opt in” users data or all data.
  - o Example, caregiver: on the calendar page or to-do-list page or medication page they can view individual or all users data on one page to better manage their services.
- **CompareCare Feature – Save Money & Improve Life (Augmented Content)**
  - o Each page CarePanda allows you to compare data to other users on CarePanda site or compare yourself to local, county, state or national data.
    - Doctors name – is he/she State Certified, have AMA number? Board certified? School?
    - Medical bill cost comparison and validation (improper billing codes, over-billing, negotiation lower rates...)
    - Medications - on medication page you see recent news on drug, FDA link and drug recalls
    - Allergies = # of people on CarePanda who have same allergy, prevalence by city, state, etc.
    - Maps and directions for addresses
    - Emergency Info page automatically includes 911 and Poison Control, etc. Link to CPR instructions...
  - o **CompareCare Private Label / OEM**
    - Licensed organizations can setup a Private Label version of CarePanda that allows them to use the ComapreCare just to compare and view data between their users. For example, a large company like Ford Motors can setup a Private Label version of CarePanda and have statistics compare and link users data for Allergy information, Chronic Diseases, etc.
- **Integrated Alerts & Reminders**
  - o Each CarePanda page allows you to receive alerts by email or text message.
  - o Reminders – Daily Reminder or Weekly

- **Integrated Log and Journal**
  - o Integrated log on each page let's track and manage activities on a daily basis similar to a daily journal.
- **Audit Trail**
  - o Each page and record has a create date, created by, last modified date and modified by
  - o Each page and record has a history that can be viewed by feature (log page of all changes highlighted) – Page History Log
- **Transition of Care**
  - o During a major medical condition create a “transition of care” list that tracks patient from facility to facility (ambulance, hospital, outpatient, acute care, assisted living, home)...
- **Technology Value-Add**
  - o Highly secure
  - o Security and audit trail of all of your information.
  - o Last login date, last time people viewed your data and on what page.
  - o Centralized location for family and healthcare information
  - o Audit trail of all transactions
  - o Opt In / Opt Out data access
  - o HIPAA compliance management
  - o Integrated eDocument Signing / Online Document Signing
  - o Home monitoring via video over IP (low cost video monitoring for up to 4 months)
- **Medical Dictionary**
  - Online medical dictionary in family terms...
- **24/7 Chat and Phone Support**
  - o Services: Medical record retrieval service, telehealth service,
- **Integrated Notes on each Page**
  - o Running blog at bottom of each page to leave notes and have discussion thread.

\*\*\*\*\*

**Main B2C Solutions:**

- **You** – managing daily family care and tasks
- **Family Care in Assisted Living Centers** – Grandma & Grandpa, parents or special needs children
- **Court Appointed Care** – custody cases, divorce court, etc.
- **Snow Birds** – Traveling from one location to another

**Main B2B Solutions:**

- **Transition of Care solutions / CMS reimbursement**
- **Retail Health**
- **Hospital / Medical Group - OEM / Private Label**
- **Assisted Living Centers**
- **Home Healthcare Providers**
- **TPAs**
- **Schools**

CarePanda is an online family planner and healthcare organizer software that allows Website Users (“Users”) to securely track and manage family and healthcare information (collectively the “**Website**” or “**CarePanda**”).

CarePanda is divided up into **Centers** including:

- My Account Center
- Family Center
- Health Center
- Legal Center
- Finance Center
- House & Home Center

Each Center provides **Online Forms** to track and manage data and content including family information, health information, legal information, finance information and house and home information. **Online Forms** include data tables, input tables, reports, calendar views, field views, reference materials, dictionary content, notes, blogs, guides, **documents**, images, PDF files, faxes, emails, text messages and other online displays of data tied to specific information for each **Center**.

Online Forms can be searched, sorted or filtered by the data contained in each Online Form (collectively “**Search**” or “**Filter**”)

Website Users (“**Users**”) are people who have registered for an online account to the CarePanda website and who have permission and control over their CarePanda Website and all the data on each Center on that website. Permission and control includes the ability to create new content, edit content, delete content, allow other users to access their Centers content for each Center and the ability to prevent other users from accessing their Centers content and information. Users can see a complete audit trail of all users on each Online Form and each Center and Opt-In or Opt-Out to view or edit data on any Online Form.

**Documents** are online documents uploaded, faxed or emailed to an Online Form on the CarePanda Website. Examples include PDF Files, Microsoft Word Documents, Microsoft PowerPoint Documents, Microsoft Excel Documents, Open Office Documents, images, Image files, JPG files, PNG files, GIF files, and other proprietary and non-proprietary document files.

**Opt-In Security (“Opt-In”), Opt-Out Security (“Opt-Out”) and Audit Trail Feature (“Audit Trail”):**

For each **Online Form** users have **Opt-In** and **Opt-Out User Security** and complete **Audit Trail** of the information on that page and form:

- Opt In Security lets other users **view** the data on this page
- Opt In Security lets other users **edit** the data on this page
- Opt Out Security prevents other users from **viewing** this page
- Opt Out Security prevents other users from **editing** this page
- Audit Trail Report showing what users currently can view or edit this page
- Audit Trail Date and Time Stamp showing what data users created or modified last

**View/Viewing/View Permissions** – A user can only view the data on the Online Form. They cannot add new content, change, edit, modify, delete or change the data in any way for this Online Form.

**Edit/Editing/Edit Permissions** – A user can view and edit the data on the Online Form. They can add new content, change, edit, modify, delete or change the data on this Online Form.

**Audit Trail** – AuditTrail is a report that includes the date, time and Opt-In users who currently have View and Edit access to this **Online Form**. The Audit Trail also shows which users previously had View or Edit access to the **Online Form**.

**HIPAA Compliance** – Some sections of the Website require an Opt-In user to meet HIPAA Compliance to access specific users Online Form. HIPAA Compliance information will need to be electronically signed and agreed to by each Opt-In user access HIPAA compliant Online Forms on the CarePanda website.

**View One, View Many Feature:**

For each **Online Form** users have the ability to view other user's data and information using **Opt-In Security and Opt-Out Security and Audit Trail Feature** via an online drop down box.

Users can select to view their data ("My Data" or "My Information") or to view other users' data ("Other User Data") who have provided Opt-In Audit Trail permissions or to view or all users data ("All Users Data") on the same **Online Forms** for all Opt-In Audit Trail permission users' data including "My Information".

The View One, View Many Feature allows users to view all family or Opt-In permissible data on the same page without having to search, filter or sort on family or Opt-In permissible data individually or one at a time.

The View One, View Many Feature allows users to edit all family or Opt-In permissible data on the same page without having to search, filter or sort on family or Opt-In permissible data individually or one at a time.

**Unified Communications:**

For each user on the website, they will be assigned a unique Unified Communications ID which will be used to send and receive information from any **Online Form or Feature** on the website. The unique Unified Communications ID will allow users and Opt-In users to send a fax, send a text message (from mobile phone or any text enabled website or device) or send email to any users account and Online Form.

Unified Communications will also be used to send and receive information from any **Online Form or Feature** on the website to import electronic data sets such as a comma-delimited text files, database files, HL7 healthcare files, public data records including Federal and State electronic data sets or other electronic data sets.

Unified Communications will allow CarePanda users to view, edit, manage, send, receive data for Online Forms using mobile devices, hand-held devices and websites.

**CompareCare**

Each page on the website allows you to compare data to other users on the website and to compare your data to other online or offline data sets including local, county, state or national data sets and reports, industry data sets and reports, publically available data sets and reports and CarePanda licensed data sets and reports.

## Examples of CompareCare:

- When a user puts in a doctors name, CompareCare checks the to see if doctor is State Certified, Board Certified, has a AMA number, where graduated school and also checks available online and offline data sets and reports for other comparative data.
- When a user enters a medical bill, CompareCare checks to see the cost comparison of Medicare and Medicaid data sets, State Medical Data Sets, Comparison of cost from other users on CarePanda website and Industry available or Industry licensed data sets to compare bill cost to other medical costs, to check bill for improper billing codes, duplicate billing codes or over-billing
- When a user enters a medication or drug, the user will see how many other users on CarePanda are taking this drug and view recent news from the FDA website on drugs, drug recalls and drug comparisons on generics, pricing, brands, drug formulas and more.
- When a user enters allergy, users on CarePanda will see how many people in the same city, state or nation who have same allergy and see statistical data and prevalence by ZIP Code, city, county, state or other comparison data.
- Also see CompareCare Private Label capabilities below ("**Private Label**")

**Online Form - Alerts and Notifications:**

Alerts and Notifications is an integrated feature on each Online Form that are Text Messages, Emails or Automated Phone Calls. CarePanda allows users to set Alerts and Alarms on each **Online Form** allowing users to receive a Text Message, Email or Automated Phone Call for each activity on an Online Form. Activities for Online Forms include New Data, Edit Data and Deleted Data on each Online Form and New or Updated CompareCare Data and Opt-In User(s) and Opt-Out User(s). **Alerts and Notifications** can be set to be received immediately, daily, weekly or monthly for each **Online Form**.

**Online Form - Notes:**

Notes is an integrated feature on each Online Form that is a data field at the bottom of each Online Form. Notes is text that can be published on any Online Form by any Opt-In user. Notes will collect at the bottom of each Online Form and serve as a blog, discussion group or forum to capture notes or discuss information related to the Online Form. Only Opt-In users can view notes and only Opt In users with edit capability can change or delete a note.

**Online Form – Journal:**

Journal is an integrated feature on each Online Form that allows users to keep a journal of activities for each Online Form. The Journal includes the ability to track a activity including the date, time, people, user, location, amount, level, create date, create user, modified date, modified user and other Journal related activities for each Online Form. Only users or Opt-In users with edit permissions can use the Journal on each Online Form. Journal Activities are added to a central Journal Online Form which can be viewed in the users My Account Center.

**Online Form – Resources:**

Resources is an integrated feature on each Online Form that are online data sets publically available on the Internet, print or on CarePanda website that allow users to look-up and reference information about data in their Online Forms. This may include medical dictionaries, drug databases, maps, directions, statistics, tips, resources, websites, phone numbers, databases, lists, and more. Examples include medical dictionary, hospital address list, physician address list, online map with directions, etc.

**Online Form – Expenses:**

Expenses is an integrated featured on each Online Form that allows users to keep track of expenses and costs related to data on that Online Form. For example Expenses help track the cost of drugs on the Medication Online Form or the cost of a Surgeries, Allergies or Test Results on the corresponding Online Form. Expenses capture the date, time, provider, location, cost, insurance coverage and related expense information. Expenses are captured and totaled by month and year under the Finance Center.

**Online Form – Print and Export Features:**

CarePanda website allows Users to Print or Export their Online Form data. Each user can print from their online device to a printer of a Online Form, create a downloadable PDF file of a Online Form, download a text, comma-delimited file of a Online Form, email a Online Form, Fax a Online Form or Text Message a Online Form. Print and Export can also be used from within any Search, Sort or Filter.

**My Account:**

CarePanda website allows users to manage their Account (My Account) online including change passwords, track and manage Opt-In and Opt-Out Security Users, track and manage HIPAA compliance for their healthcare information and keep a complete audit trail of each Online Form, mange Journal entries, Notes and Expenses. Other tools include the ability to set Alerts and Alarms on each Online Form, export data for each Online Form, Compare data with other CarePanda users, etc.

**Private Label & Co-Branding:**

CarePanda website can be private labeled or co-branded for other companies. This feature allows licensed companies to brand or private label CarePanda website and add their own sponsoring information to the website. Private Label companies can also create closed data sets that let them compare data using the “CompareCare” tools just between their company or organization for users on the CarePanda website.

## **COMPETITION**

There are several healthcare websites that offer personal health records (Google Health, Microsoft Health Vault), diet or health advice (WebMD, Health Grades), healthcare portals (Med Seek) or even caregiver planning websites.

CarePanda is unique and completely different offering from these competitors. CarePanda links people and healthcare information together at the point of care, works on multiple platforms, solves a number of regulatory problems for hospitals and nursing homes and is not dependent on integration with electronic health records.

CarePanda looks at tools and features such as document libraries, fax systems, picture libraries and text messaging that are not dependent on electronic health records and not available on other systems. CarePanda also focuses on tools that help people manage their lives and care including home inventory tracking, emergency planning, medical bill management tools and much more. These unique CarePanda solutions are not available in other competitor systems.

## Competitive Comparison

Competitive Company	Key Advantage Over	Key Threat From
<b>Google Health</b> <b>Microsoft Health Vault</b>	CarePanda works on multiple platforms, meets regulatory requirements, provides more features and can be private labeled or co-branded.	Google and Microsoft have extensive resources and funds
<b>WebMD</b> <b>Health Grades</b> <b>MedSeek</b>	CarePanda works on multiple platforms, meets regulatory requirements, provides more features and can be private labeled or co-branded.	WebMD's website could offer similar tools to CarePanda and their Medical Manager product for physicians could be used to create an integrated solution between families and their doctors. MedSeek offers hospital medical portals that could be used to offer similar services as CarePanda
<b>Intuit</b>	CarePanda works on multiple platforms, meets regulatory requirements, provides more features and can be private labeled or co-branded.	Intuit Quicken Medical Expense Manager is a great tool for families to track medical expenses. Intuit could decide to offer similar services.

## DESCRIPTION OF PROPERTY

Our corporate offices are provided free of charge by our Karl Hoshor, our Chairman. They are located at 20111 Greeley Rd, Lake Mathews, CA 92570. The phone number is 714-470-4825.

## LEGAL PROCEEDINGS

We are not involved in any pending, and have no knowledge of any threatened, litigation, legal proceedings or claims.

## MARKET FOR SECURITIES

There is no established public market for our common stock, and a public market may never develop. No market maker has agreed to file an application with FINRA. There can be no assurance as to whether such a market maker will agree to file an application or the market maker's application will be accepted by FINRA nor can we estimate the time period that will be required for the application process. Even if our common stock were quoted in a market, there may never be substantial activity in such market. If there is substantial activity, such activity may not be maintained, and no prediction can be made as to what prices may prevail in such market.

If we become able to have our shares of common stock quoted on the OTCQB and/or OTCBB, we will then try, through a broker-dealer and its' clearing firm, to become eligible with the DTC to permit our shares to be traded electronically. If an issuer is not "DTC-eligible," its shares cannot be electronically transferred between brokerage accounts, which, based on the realities of the marketplace as it exists today (especially the OTCQB and OTCBB), means that shares of a issuer will not be able to be traded (technically the shares can be traded manually between accounts, but this may take days and is not a realistic option for issuers relying on broker-dealers for stock transactions - like all the companies on the OTCQB and OTCBB). What this boils down to is that while DTC-eligibility is not a requirement to trade on the OTCBB, it is however a necessity to efficiently process trades on the OTCQB or OTCBB if a company's stock is going to trade with any volume. There are no assurances that our shares will ever become DTC-eligible or, if they do, how long it may take.

We do not have common stock or equity subject to outstanding options or warrants to purchase or securities convertible into our common stock or equity. Also, 80.17% of our outstanding common stock is held by Mr. Hoshor, Chairman of the Board and CFO (40,000,000). In general, under Rule 144, a holder of restricted common shares who is an affiliate at the time of the sale or any time during the three months preceding the sale can resell shares, subject to the restrictions described below.

If we become a public reporting company under the Exchange Act for at least 90 days immediately before the sale, then at least six months must have elapsed since those shares were acquired from us or an affiliate, and we must remain current in our filings for an additional period of six months; in all other cases, at least one year must have elapsed since the shares were acquired from us or an affiliate.

The number of shares sold by such person within any three-month period cannot exceed the greater of:

- 1% of the total number of our common shares then outstanding; or
- The average weekly trading volume of our common shares during the four calendar weeks preceding the date on which notice on Form 144 with respect to the sale is filed with the SEC (or, if Form 144 is not required to be filed, then four calendar weeks preceding the date the selling broker receives the sell order) (This condition is not currently available to the Company because its securities do not trade on a recognized exchange).

Conditions relating to the manner of sale, notice requirements (filing of Form 144 with the SEC) and the availability of public information about us must also be satisfied.

All of the presently outstanding shares of our common stock are "restricted securities" as defined under Rule 144 promulgated under the Securities Act and may only be sold pursuant to an effective registration statement or an exemption from registration, if available. The SEC has adopted final rules amending Rule 144 which have become effective on August 15, 2008. Pursuant to the new Rule 144, one year must elapse from the time a "shell company," as defined in Rule 405 of the Securities Act and Rule 12b-2 of the Exchange Act, ceases to be a "shell company" and files a Form 8-K addressing Item 5.06 with such information as may be required in a Form 10 Registration Statement with the SEC, before a restricted shareholder can resell their holdings in reliance on Rule 144. The Form 10 information or disclosure is equivalent to the information that a company would be required to file if it were registering a class of securities on Form 10 under the Exchange Act. Under amended Rule 144, restricted or unrestricted securities that were initially issued by a reporting or non-reporting shell company or a company that was at any time previously a reporting or non-reporting shell company, can only be resold in reliance on Rule 144 if the following conditions are met:

- 1) the issuer of the securities that was formerly a reporting or non-reporting shell company has ceased to be a shell company;
- 2) the issuer of the securities is subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act;
- 3) the issuer of the securities has filed all reports and material required to be filed under Section 13 or 15(d) of the Exchange Act, as applicable, during the preceding twelve months (or shorter period that the Issuer was required to file such reports and materials), other than Form 8-K reports; and
- 4) at least one year has elapsed from the time the issuer filed the current Form 10 type information with the SEC reflecting its status as an entity that is not a shell company.

At the present time, we are classified as a "shell company" under Rule 405 of the Securities Act Rule 12b-2 of the Exchange Act. As such, all restricted securities presently held by our sole stockholder may not be resold in reliance on Rule 144 until: (1) we file a Form 8-K addressing Item 5.06 with such information as may be required in a Form 10 Registration Statement with the SEC when we cease to be a "shell company"; (2) we have filed all reports as required by Section 13 and 15(d) of the Securities Act for twelve consecutive months; and (3) one year has elapsed from the time we file the Form 8-K with the SEC reflecting our status as an entity that is not a "shell company".

*Current Public Information*

In general, for sales by affiliates and non-affiliates, the satisfaction of the current public information requirement depends on whether we are a public reporting company under the Exchange Act:

- If we have been a public reporting company for at least 90 days immediately before the sale, then the current public information requirement is satisfied if we have filed all periodic reports (other than Form 8-K) required to be filed under the Exchange Act during the 12 months immediately before the sale (or such shorter period as we have been required to file those reports).
- If we have not been a public reporting company for at least 90 days immediately before the sale, then the requirement is satisfied if specified types of basic information about us (including our business, management and our financial condition and results of operations) are publicly available.

However, no assurance can be given as to:

- the likelihood of a market for our common shares developing,
- the liquidity of any such market,
- the ability of the shareholders to sell the shares, or
- the prices that shareholders may obtain for any of the shares.

No prediction can be made as to the effect, if any, that future sales of shares or the availability of shares for future sale will have on the market price prevailing from time to time. Sales of substantial amounts of our common shares, or the perception that such sales could occur, may adversely affect prevailing market prices of the common shares.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

We are an emerging growth company as defined in Section 2(a)(19) of the Securities Act. We will continue to be an emerging growth company until: (i) the last day of our fiscal year during which we had total annual gross revenues of \$1,000,000,000 or more; (ii) the last day of our fiscal year following the fifth anniversary of the date of the first sale of our common stock pursuant to an effective registration statement under the Securities Act; (iii) the date on which we have, during the previous 3-year period, issued more than \$1,000,000,000 in non-convertible debt; or (iv) the date on which we are deemed to be a large accelerated filer, as defined in Section 12b-2 of the Exchange Act.

As an emerging growth company, we are exempt from:

- Sections 14A(a) and (b) of the Exchange Act, which require companies to hold stockholder advisory votes on executive compensation and golden parachute compensation;
- The requirement to provide, in any registration statement, periodic report or other report to be filed with the Securities and Exchange Commission (the "Commission" or "SEC"), certain modified executive compensation disclosure under Item 402 of Regulation S-K or selected financial data under Item 301 of Regulation S-K for any period before the earliest audited period presented in our initial registration statement;
- Compliance with new or revised accounting standards until those standards are applicable to private companies;
- The requirement under Section 404(b) of the Sarbanes-Oxley Act of 2002 to provide auditor attestation of our internal controls and procedures; and
- Any Public Company Accounting Oversight Board ("PCAOB") rules regarding mandatory audit firm rotation or an expanded auditor report, and any other PCAOB rules subsequently adopted unless the Commission determines the new rules are necessary for protecting the public.

We have elected to use the extended transition period for complying with new or revised accounting standards under Section 102(b)(1) of the Jumpstart Our Business Startups Act.

We are also a smaller reporting company as defined in Rule 12b-2 of the Exchange Act. As a smaller reporting company, we are not required to provide selected financial data pursuant to Item 301 of Regulation S-K, nor are we required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act of 2002. We are also permitted to provide certain modified executive compensation disclosure under Item 402 of Regulation S-K.

TeleHealthCare, Inc., a Wyoming corporation, ("TeleHealthCare" "Company" "we," "us," or "our") was incorporated on December 10, 2012. Most of the activity through September 30, 2014 involved incorporation efforts, development of our internet portal, mobile applications and preparation for this Offering.

We are a development stage company and have limited financial resources. We have not established a source of equity or debt financing. Our financial statements include a note emphasizing the uncertainty of our ability to remain as a going concern.

### **Company Overview**

TeleHealthCare develops platforms in the telehealth industry. Its first platform the Company developed is called CarePanda. Currently, CarePanda set up as a division of TeleHealthCare. CarePanda is an online software that helps people, family members and caregivers manage, share and control their own, their family's or their customers healthcare information. CarePanda links people and healthcare information together at the point of care and works on multiple platforms including Internet enabled devices and mobile phones. The Company develops similar platforms as private label portals for clients.

CarePanda is easy to use and has unique tools and features such as online document library, fax services and text messaging and is not dependent on electronic transfer of health information. CarePanda looks beyond healthcare and focuses on tools that help people manage their lives and care for others including, contact lists, medication lists, home inventory, emergency planning, medical bill management and many other features.

## **Product Overview**

CarePanda puts you in control of your healthcare information and bridges the gap between healthcare providers and family members. CarePanda works like a smart dashboard and can easily collect information and automatically alert you, family members or caregivers about specific healthcare changes or issues. CarePanda helps you manage the care of others even when you're not there.

## **Our Plan**

Our plan is to focused on three (3) major revenue opportunities.

### **1) B2C - Business to Consumer Model.**

Consumer model allows families to sign up for free and purchase monthly add-on services.

### **2) B2B - Business to Business Model.**

CarePanda will license and create recurring revenue by co-branding with hospitals, medical groups, assisted living centers, skilled nursing facilities and other medical providers.

### **3) OEM - Private Label Licensing Model.**

Initial focus is on the B2C and B2B models. In the future CarePanda will license and provide private label solution for companies who want to create a new revenue model based on their brand and extension of their existing services.

The following outlines the steps or stages that we expect to encounter and the necessary funding needed for each stage. Within each stage we have outlined the metrics or performance that we must accomplish as we move forward with our business plan. This should enable the Company to continue as a going concern as long as we are able to seek additional financing on acceptable terms.

#### *Stage One (Months 1 – 3) (\$25,000 est. costs)*

We have completed our first step of the initial BETA of the product and relied heavily on input and suggestions from BETA customers, advisors, industry experts and prospects from key healthcare institutions.

#### *Stage Two (Months 3 – 5) (\$20,000 est. costs)*

Feedback and final requirements from the BETA clients are currently being built into version 3.x of the product.

#### *Stage Three (Months 6 – 8) (\$40,000 est. costs)*

Launch a market ready product on multiple platforms (mobile, iPAD, iPhone, etc)

*Stage Four (Month 9 - 12) (\$80,000 est. costs)*

Create a multi-level system that can easily be co-branded or private labeled.

As mentioned above the time-line estimate(s) (stages) are predicated upon the Company obtaining the necessary financing either through additional equity or debt financing. If we are not able to obtain the necessary levels of financing as determined by the above stages, we will not be able to meet or achieve any of the time-line objectives. In that case the Company will be forced to proceed on a piecemeal basis using primarily the services of our president and chief executive officer and limited use of outside contractors when and if limited funds are obtained. Our president and chief financial officer devotes in excess of twenty (20) hours a week to our continued business efforts. There is no realistic way to predict the timing or completion in that scenario.

Our business plan requires further completion of these tasks which will require the hiring of employees and/or outside contractors. With the level of sophistication and expertise of our president and chief financial officer, as well as other various industry professionals that they know, the Company should make further progress in its development of the intended products and services for its planned divisions, but currently no specific timeframe can be provided. Most if not all of these actions will be predicated on the Company obtaining the necessary financing to accomplish these steps. If financing is not available on terms reasonable to the Company and its shareholders, then the progression steps of this business plan will not occur as planned and may never occur.

We currently have no additional sources of financing and no commitments for financing. There are no assurances that we will obtain sufficient financing or the necessary resources to enter into contractual agreements with outside developers or sales/marketing firms. If we do not receive any funding or financing, our business is likely to be maintained with limited operations for at least the next twelve months because our president and chief executive officer, will continue providing his professional services without current compensation. We do not currently have a formal agreement in place with our president and chief financial officer covering this period; however, our president and chief financial officers' current plan is to do substantially all administrative and planning work as well as basic programming and marketing work without cash compensation with minimal external assistance while they seek other sources of funding for the Company.

*Other*

As a corporate policy, we will not incur any cash obligations that we cannot satisfy with known resources, of which there are currently none except as described in "Liquidity" below and/or elsewhere in this prospectus. We believe that the perception that many people have of a public company make it more likely that they will accept restricted securities from a public company as consideration for indebtedness to them than they would from a private company. We have not performed any studies of this matter. Our conclusion is based on our own observations. However, there can be no assurances that we will be successful in any of those efforts even if we become a public entity. Additionally, the issuance of restricted shares will dilute the percentage of ownership interest of our stockholders.

***For the three months ended December 31, 2014 and 2013***

*Revenues*

Revenues were \$25,000 and \$0 for three months ending December 31, 2014 and 2013, respectively. The revenue was earned for developing a private label portal with the same functionalities as CarePanda.

*Cost of Sales*

Cost of sales were \$7,500 and \$0 for three months ending December 31, 2014 and 2013, respectively.

*General and Administrative Expenses*

General and administrative expenses were \$32,433 and \$3,006 for three months ending December 31, 2014 and 2013, respectively. For 2014, the expenses consisted primarily of \$25,000 for legal fees, \$3,000 for accounting expenses and \$4,375 for stock compensation. For 2013, the expenses consisted primarily of \$3,000 for accounting expenses.

#### *Interest Expense*

Interest expense was \$680 and \$680 for three months ending December 31, 2014 and 2013, respectively.

#### ***For the year ended September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013***

#### ***Results from Operations***

##### *Revenues*

Revenues were zero for year ending September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013, respectively.

##### *General and Administrative Expenses*

General and administrative expenses were \$12,302 and \$37,620 for year ending September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013, respectively. For 2014, the expenses consisted primarily of \$12,000 for accounting expenses and legal fees. For 2013, the expenses consisted primarily of \$17,500 for consulting expenses and legal fees, \$15,000 for purchase of domain and \$4,992 for rent from related party.

##### *Interest Expense*

Interest expense was \$2,700 and \$2,019 for year ending September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013, respectively.

#### ***Liquidity***

We will pay all costs relating to this registration statement at \$55,000. This amount will be paid as and when necessary and required or otherwise accrued on the books and records of TeleHealthCare until we are able to pay the full amount due either from revenues or loans from a related or unrelated third party. Absent sufficient revenues to pay these amounts within six months from the date of this prospectus, we will seek financial assistance from our shareholders or a third party who may agree to loan us the funds to cover the balance of outstanding professional and related fees relating to our prospectus to the extent that such liabilities cannot be extended or satisfied in other ways and our professionals insist upon payment. If and when loaned, the loans will be evidenced by a noninterest-bearing unsecured corporate note to be treated as a loan until repaid, if and when TeleHealthCare has the financial resources to do so. No formal written arrangement exists with respect to anyone's commitment to loan funds for this purpose.

Since starting the Company, most of our resources and work have been devoted to planning our business, platform development, mobile application development, implementing systems and controls, and completing our registration statement. When those procedures are done, which we believe will occur over the next few months, we will primarily work on our intended service offerings as well further internal development of software for which we have developed our initial framework of and completed some coding of this software. We believe that the work needed to initiate and complete our software development, attract developers, and initiate our marketing plans, including the development of a saleable product suite, will range between \$250,000 and \$500,000 if outside contractors and experts are used. If we are able to secure funding to outsource these procedures, of which there are no assurances, we can commence the launch of our intended services and software products to the public. If we are only able to use internal resources only (primarily consisting of the services of our president and chief financial officer), the process will take much longer and our initial launch may be limited to a much smaller target market. If we are unable to raise any funds, the development costs would have to be provided by our president and chief financial officer to the extent that he is capable and willing to provide such funds. While we have engaged the services of an established software development firm which we use on an as "needed basis" their function and assistance is limited by our availability of financing. Our goal would be to have multiple sales channels and a comprehensive corporate website up and running within one year, but there is no way of estimating what the likelihood of achieving that goal would be.

Private capital, if sought, we believe will be sought from former business associates of our president and chief executive officer or through private investors referred to us by those same business associates. To date, we have received a loan for \$45,000 from unrelated parties. .. We have limited our cash use to approximately \$5,000 to \$15,000 per month. Our cash can sustain our current operations for approximately twelve months.

If a market for our shares ever develops, of which there can be no assurances, we may use restricted shares of our common stock to compensate employees/consultants and independent contractors wherever possible. We cannot predict the likelihood or source of raising capital or funds that may be needed to complete the development of our business plan and its stages as outlined above.

We have embarked upon an effort to become a public company and, by doing so, have incurred and will continue to incur additional significant expenses for legal, accounting and related services. Once we become a public entity, subject to the reporting requirements of the Exchange Act of 1934, we will incur ongoing expenses associated with professional fees for accounting, legal and a host of other expenses including annual reports and proxy statements, if required. We estimate that these costs will range up to \$50,000 per year over the next few years and may be significantly higher if our business volume and transactional activity increases but should be lower during our first year of being public because our overall business volume (and financial transactions) will be lower, and we will not yet be subject to the requirements of Section 404(b) of the Sarbanes-Oxley Act of 2002 relating to having our independent registered public accounting firm attest to, and report on, management's assessment of its internal controls until we exceed \$75 million in market capitalization (if ever). These obligations will certainly reduce our ability and resources to expand our business plan and activities. We hope to be able to use our status as a public company to increase our ability to use noncash means of settling outstanding obligations (i.e. issuance of restricted shares of our common stock) and compensate independent contractors who provide professional services to us, although there can be no assurances that we will be successful in any of these efforts. We will also reduce compensation levels paid to management (if we attract or retain outside personnel to perform this function) if there is insufficient cash generated from operations to satisfy these costs.

There are no current plans to seek private investment. We do not have any current plans to raise funds through the sale of securities except as set forth herein. We hope to be able to use our status as a public company to enable us to use non-cash means of settling obligations and compensate persons and/or firms providing services to us, although there can be no assurances that we will be successful in any of those efforts. However, these actions, if successful, will result in dilution of the ownership interests of existing shareholders, may further dilute common stock book value, and that dilution may be material. Such issuances may also serve to enhance existing management's ability to maintain control of the Company because the shares may be issued to parties or entities committed to supporting existing management. The Company may offer shares of its common stock to settle a portion of the professional fees incurred in connection with its registration statement. No negotiations have taken place with any professional and no assurances can be made as to the likelihood that any professional will accept shares in settlement of obligations due them.

As of September 30, 2014, we owed \$113,169 in connection with organizational costs, professional services related to this offering, business and framework development costs incurred. We have not entered into any formal agreements, written or oral, with any vendors or other providers for payment of services or expenses and to our as "needed basis" software development firm as further described below. There are no other significant liabilities at September 30, 2014.

#### *Recently Issued Accounting Pronouncements*

In June 2014, the FASB issued ASU 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. ASU 2014-10 eliminates the distinction of a development stage entity and certain related disclosure requirements, including the elimination of inception-to-date information on the statements of operations, cash flows and stockholders' equity. The amendments in ASU 2014-10 will be effective prospectively for annual reporting periods beginning after December 15, 2014, and interim periods within those annual periods, however early adoption is permitted. The Company adopted ASU 2014-10 since the quarter ended May 31, 2014, thereby no longer presenting or disclosing any information required by Topic 91

#### *Critical Accounting Policies*

The preparation of financial statements and related notes requires us to make judgments, estimates, and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities.

An accounting policy is considered to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the financial statements.

Financial Reporting Release No. 60 requires all companies to include a discussion of critical accounting policies or methods used in the preparation of financial statements. There are no critical policies or decisions that rely on judgments that are based on assumptions about matters that are highly uncertain at the time the estimate is made. Note 2 to the financial statements, included elsewhere in this prospectus, includes a summary of the significant accounting policies and methods used in the preparation of our financial statements.

*Seasonality*

We have not noted a significant seasonal impact in our business (or businesses like ours) although having just commenced operations it is too early to tell.

*Off-Balance Sheet Arrangements*

We have no off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K, obligations under any guarantee contracts or contingent obligations. We also have no other commitments, other than the costs of being a public company that will increase our operating costs or cash requirements in the future.

## DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

Our management consists of:

<u>Name</u>	<u>Age</u>	<u>Title</u>
James Donahue	70	Director and President Chairman, principal financial officer and principal accounting officer, treasurer and secretary
Karl Hoshor	43	secretary
Matthew Folsom	42	Director

*James Donahue* – Mr. Donahue has been our director and president since September 2014. Prior to joining our company Mr. Donahue was president of MS2 Group West from 2008 to 2009 where he establish medical strategies and systems to expand hospital emergency room operations with improved revenues and profits through enhanced process and procedures. He served as president of ATC Healthcare from 2007 to 2008 where he was responsible for grow and expand existing healthcare lines in travel and per diem. He served as president of TeamStaffRx from 2006 to 2007 were he was responsible for growth, development and profitability to its parent Allied Healthcare. He served as COO for Telecom Relocation Services, Inc. from 2004 to 2006 where he created new infrastructure for private Voice, Data and Fiber Optics. Since 2009, Mr. Donahue currently owns and operates his own coffee cafe. Mr. Donahue obtained his BBA in Marketing and Management from Washburn University. and a Graduate Studies in Law from Washburn University.

*Karl Hoshor* – Mr. Hoshor has been our chairman and treasurer since October 2012. During this time he has managed and overseen all aspects of our operations. From 2009 to present Mr. Hoshor also serves as manager for Air Ducks Duct Cleaning. Mr. Hoshor manages employees, handles all aspects of customer service and does accounts payable and receivable for this service based company. Mr. Hoshor was a shift manager at The Score nightclub from 2004 to 2009. Mr. Hoshor managed operations, employees, customer service and a sales team for this prolific Los Angeles nightclub. From 1990 to 2003, Mr. Hoshor owned and operated The Personal Touch Auto Detailing. Mr. Hoshor was responsible for all aspects of operations for this service based business which he sold in 2003.

*Matthew Folsom* – Mr. Folsom has been in sales and service for Audiometrics since 2004 covering all of Southern California and Nevada. Specializing in the hearing and balance industry, he distributes instrumentation from multiple manufacturers and provides service to hospitals, schools, ears, nose and throat, and audiologists. He also serves on the board for National Association of Special Equipment Distributors. He is responsible for continuing education for service technicians around the nation who service the hearing and balance equipment sold. Mr. Folsom earned a Bachelor's of Arts degree at the California State University, Chico in 1995.

### *Possible Potential Conflicts*

The OTCQB and OTCBB on which we plan to have our shares of common stock quoted does not currently have any director independence requirements.

No member of management will be required by us to work on a full time basis. Accordingly, certain conflicts of interest may arise between us and our officer(s) and director(s) in that they may have other business interests in the future to which they devote their attention, and they may be expected to continue to do so although management time must also be devoted to our business. As a result, conflicts of interest may arise that can be resolved only through their exercise of such judgment as is consistent with each officer's understanding of his/her fiduciary duties to us.

Currently we have only two officers and three directors (which the offers are also directors), and will seek to add additional officer(s) and/or director(s) as and when the proper personnel are located and terms of employment are mutually negotiated and agreed, and we have sufficient capital resources and cash flow to make such offers.

We cannot provide assurances that our efforts to eliminate the potential impact of conflicts of interest will be effective.

#### *Code of Business Conduct and Ethics*

In December 2012, we adopted a Code of Ethics and Business Conduct which is applicable to our future employees and which also includes a Code of Ethics for our founder, president, chief executive officer, and principal financial officers and any persons performing similar functions. A code of ethics is a written standard designed to deter wrongdoing and to promote:

- honest and ethical conduct,
- full, fair, accurate, timely and understandable disclosure in regulatory filings and public statements,
- compliance with applicable laws, rules and regulations,
- the prompt reporting violation of the code, and
- accountability for adherence to the code.

A copy of our Code of Business Conduct and Ethics has been filed with the Securities and Exchange Commission as Exhibit 14.1 to our Registration Statement of which this prospectus is a part.

#### *Board of Directors*

All directors will hold office until the completion of their term of office, which is not longer than one year, or until their successors have been elected. All officers are appointed annually by the board of directors subject to existing employment agreements (of which there are currently none) and will serve at the discretion of the board. Currently, directors receive no compensation for their role as directors but may receive compensation for their role as officers. Messrs. Donahue, Hoshor and Folsom experience in the healthcare industry has led to the conclusion that they should serve as directors of the Company.

#### *Involvement in Certain Legal Proceedings*

Except as described below, during the past ten years, no present director, executive officer or person nominated to become a director or an executive officer of TeleHealthCare:

1. had a petition under the federal bankruptcy laws or any state insolvency law filed by or against, or a receiver, fiscal agent or similar officer appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;
2. was convicted in a criminal proceeding or subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. was subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from or otherwise limiting his involvement in any of the following activities:
  - i. acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;
  - ii. engaging in any type of business practice; or
  - iii. engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodities laws; or
4. was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of a federal or state authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (3) (i), above, or to be associated with persons engaged in any such activity; or
5. was found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and for which the judgment has not been reversed, suspended or vacated.

#### *Committees of the Board of Directors*

Concurrent with having sufficient members and resources, the TeleHealthCare board of directors will establish an audit committee and a compensation committee. We believe that we will need a minimum of five directors to have effective committee systems. The audit committee will review the results and scope of the audit and other services provided by the independent auditors and review and evaluate the system of internal controls. The compensation committee will manage any stock option plan we may establish and review and recommend compensation arrangements for the officers. No final determination has yet been made as to the memberships of these committees or when we will have sufficient members to establish committees. See "Executive Compensation" hereinafter.

All directors will be reimbursed by TeleHealthCare for any expenses incurred in attending directors' meetings provided that TeleHealthCare has the resources to pay these fees. TeleHealthCare will consider applying for officers and directors liability insurance at such time when it has the resources to do so.

*Summary Executive Compensation Table*

The following table shows, for the two years ending September 30, 2014, compensation awarded to or paid to, or earned by, our Officers and Directors (the “Named Executive Officer”).

SUMMARY COMPENSATION TABLE									
Name and principal position (a)	Year (b)	Salary (\$) (c)	Bonus (\$) (d)	Stock Awards (\$) (e)	Option Awards (\$) (f)	Non-Equity Incentive Plan Compensation (\$) (g)	Nonqualified Deferred Compensation Earnings (\$) (h)	All Other Compensation (\$) (i)	Total (\$) (j)
Karl Hoshor (1) Director and CFO	2014	-	-	-	-	-	-	-	-
	2013	-	-	\$40,000	-	-	-	-	\$40,000
James Donahue (2) Director and President	2014	-	-	\$12,500	-	-	-	-	\$12,500
Matthew Folsom (3) Director	2014	-	-	\$5,000	-	-	-	-	\$5,000

There is no formal employment arrangement with Messrs. Hoshor, Donahue, and Folsom at this time. Their compensation has not been fixed or based on any percentage calculations. They will make all decisions determining the amount and timing of his compensation and, for the immediate future, has elected not to receive any compensation which permits us to meet our financial obligations. Their compensation amount may be formalized if and when the Company completes this offering and obtains any future financing beyond the offering.

- (1) Mr. Hoshor received 40,000,000 shares of common stock of the Company as founder shares. The Company does not intend on issuing any additional shares to Mr. Hoshor for organizational services or for his activities as an officer or director for the foreseeable future. The Company has valued these shares at \$40,000.
- (2) Mr. Donahue received 500,000 shares of common stock of the Company for services as president. The Company does not intend on issuing any additional shares to Mr. Donahue for his activities as an officer or director for the foreseeable future. The Company has valued these shares at \$12,500.
- (3) Mr. Folsom received 200,000 shares of common stock of the Company for services as vice president of sales. The Company does not intend on issuing any additional shares to Mr. Folsom for his activities as an officer or director for the foreseeable future. The Company has valued these shares at \$5,000.

*Grants of Plan-Based Awards Table*

None of our named executive officers received any grants of stock, option awards or other plan-based awards during the period ended September 30, 2014 except as stated above. The Company has no activity with respect to these awards.

*Options Exercised and Stock Vested Table*

None of our named executive officers exercised any stock options, and no restricted stock units, if any, held by our named executive officers vested during the period ended September 30, 2014. The Company has no activity with respect to these awards.

*Outstanding Equity Awards at Fiscal Year-End Table*

None of our named executive officers had any outstanding stock or option awards as of September 30, 2014 that would be compensatory to the officer. The Company has not issued any awards to its named executive officers. The Company and its Board of Directors may grant awards as it sees fit to its employees as well as key consultants.

PRINCIPAL SHAREHOLDERS

As of March 26, 2015, we had 50,416,000 shares of common stock outstanding which are held by thirty-seven shareholders. The chart below sets forth the ownership, or claimed ownership, of certain individuals and entities. This chart discloses those persons known by the board of directors to have, or claim to have, beneficial ownership of more than 5% of the outstanding shares of our common stock as of March 26, 2015; of all directors and executive officers of TeleHealthCare; and of our directors and officers as a group.

<u>Name</u>	<u>Amount and Nature Of Beneficial Ownership<sup>(1)</sup></u>	<u>Percentage of Common Stock<sup>(1)</sup></u>
Karl Hoshor <sup>(2)</sup>	40,000,000	79.34%
James Donahue <sup>(3)</sup>	500,000	0.99
Matthew Folsom <sup>(2)7</sup>	700,000	1.39
All officers and directors as a group (one person)	40,700,000	81.72%

(1) The percent of common stock owned is calculated using the sum of (A) the number of shares of common stock owned and (B) the number of warrants and options of the Beneficial Owner that are exercisable within 60 days, as the numerator, and the sum of (Y) the total number of shares of common stock outstanding (and the number of warrants and options of the Beneficial Owner that are exercisable within 60 days, as the denominator.

(2) Officer and director of the Company. Mr. Hoshor received 40,000,000 founder's shares of the Company in December 2012.

(2) Officer and director of the Company. Mr. Donahue received 500,000 shares of the Company in September 2014 for services as president.

(2) Director of the Company. Mr. Folsom received 200,000 founder's shares of the Company in September 2014 for services as vice president of sales.  
Mr. Folsom received 500,000 shares of the Company in February 2015 for further services as vice president of sales.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The only promoters of TeleHealthCare would be Mr. Hoshor, president, and chief executive officer, and principal financial officer.

Our office and mailing address is 20111 Greeley Rd, Lake Mathews, CA 92570. The space is provided to us by Mr. Donahue. Mr. Donahue incurs no incremental costs as a result of our using the space. Therefore, he does not charge us for its use. There is no written lease agreement.

## WHERE YOU CAN FIND MORE INFORMATION

We have filed with the Securities and Exchange Commission a registration statement on Form S-1, including exhibits, schedules and amendments, under the Securities Act with respect to the shares of common stock to be sold in this offering. This prospectus does not contain all the information included in the registration statement. For further information about us and the shares of our common stock to be sold in this offering, please refer to our registration statement.

As of the effective date of our registration statement of which this prospectus is a part, we will become subject to certain informational requirements of the Exchange Act, as amended and we will be required to file periodic reports (i.e., annual, quarterly and material events) with the SEC which will be immediately available to the public for inspection and copying. In the event during the year that our registration statement becomes effective, these reporting obligations may be automatically suspended under Section 15(d) of the Exchange Act if we have less than 300 shareholders and do not file a registration statement on Form 8-A (of which we have no current plans to file). If this occurs after the year in which our registration statement becomes effective, we will no longer be obligated to file such periodic reports with the SEC and access to our business information would then be even more restricted. After this registration statement on Form S-1 becomes effective, we may be required to deliver periodic reports to security holders as proscribed by the Exchange Act, as amended. However, we will not be required to furnish proxy statements to security holders and our directors, officers and principal beneficial owners will not be required to report their beneficial ownership of securities to the SEC pursuant to Section 16 of the Exchange Act until we have both 500 or more security holders and greater than \$10 million in assets. This means that access to information regarding our business and operations will be limited.

You may read and copy any document we file at the SEC's public reference room at 100 F Street, N. E., Washington, D.C. 20549. You should call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. Our SEC filings will also be available to the public at the SEC's web site at "<http://www.sec.gov>."

You may request, and we will voluntarily provide, a copy of our filings, including our annual report which will contain audited financial statements, at no cost to you, by writing or telephoning us at the following address:

TeleHealthCare, Inc.  
20111 Greeley Rd,  
Lake Mathews, CA 92570

TELEHEALTHCARE, INC.

INDEX TO QUARTERLY FINANCIAL STATEMENTS

<u>Contents</u>	<u>Page</u>
Balance Sheets at December 31, 2014 (unaudited) and September 30, 2014	51
Statements of Operations for the three months ended December 31, 2014 and 2013(unaudited)	52
Statements of Cash Flows for the three months ended December 31, 2014 and 2013(unaudited)	53
Notes to the Unaudited Financial Statements	54

**TeleHealthCare, Inc.**  
Balance Sheets  
December 31, 2014 and September 30, 2014

	<u>December 31,</u> <u>2014</u> <u>(Unaudited)</u>	<u>September 30,</u> <u>2014</u>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash	\$ 81,747	\$ 81,805
Accounts receivable	25,000	—
<b>Total Current Assets</b>	<u>106,747</u>	<u>81,805</u>
Intangible assets	87,500	87,500
<b>TOTAL ASSETS</b>	<u>\$ 194,247</u>	<u>\$ 169,305</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accrued expenses	\$ 98,950	\$ 63,450
Note payable and interest payable	50,400	49,719
<b>TOTAL LIABILITIES</b>	<u>149,350</u>	<u>113,169</u>
<b>STOCKHOLDERS' EQUITY:</b>		
Common stock, \$0.001 par value; 200,000,000 shares authorized; 49,891,000 shares issued and outstanding, respectively	49,891	49,891
Additional paid in capital	64,259	59,884
Accumulated deficit	(69,253)	(53,640)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<u>44,897</u>	<u>56,135</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 194,247</u>	<u>\$ 169,305</u>

The accompanying notes are an integral part of these financial statements.

**TeleHealthCare, Inc.**  
**Statements of Operations**  
(Unaudited)

	<b>December 31,</b>	
	<b>2014</b>	<b>2013</b>
Service Revenue	\$ 25,000	\$ —
Cost of Sales	7,500	—
Net Revenue	17,500	—
Expenses:		
Development, general and administration	32,433	3,006
Operating loss	(14,933)	(3,006)
Interest expense	(680)	(680)
Net loss	\$ (15,613)	\$ (3,686)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding - basic and diluted	49,891,000	45,000,000

The accompanying notes are an integral part of these financial statements.

**TeleHealthCare, Inc.**

Statement of Cash Flows  
For the Three Months Ended December 31, 2014 and 2013  
(Unaudited)

	<b>Three Months Ended December 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net loss	\$ (15,613)	\$ (3,686)
Stock compensation expense	4,375	0
Change in current assets and liabilities:		
Accounts receivable	(25,000)	—
Accrued expenses	35,500	10,000
Accrued interest payable	680	681
<b>Net Cash Used In Operating Activities</b>	<b>(58)</b>	<b>6,994</b>
<b>CHANGE IN CASH</b>	<b>(58)</b>	<b>6,994</b>
CASH AT BEGINNING OF PERIOD	81,805	25,881
CASH AT END OF PERIOD	<u>\$ 81,747</u>	<u>\$ 32,875</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid for:		
Interest	\$ —	\$ —
Income taxes	\$ —	\$ —

The accompanying notes are an integral part of these financial statements.

**TeleHealthCare, Inc.**  
Notes to the Financial Statements  
September 30, 2014 and 2013  
(Unaudited)

NOTE 1 – ORGANIZATION

TeleHealthCare, Inc. (the Company) was incorporated under the laws of the State of Wyoming on December 10, 2012. The Company issued 40,000,000 shares of its common stock to our founder, Karl Hoshor, as founder shares.

TeleHealthCare develops platforms in the telehealth industry. Its first platform the Company developed is called CarePanda. Currently, CarePanda set up as a division of TeleHealthCare. CarePanda is an online software that helps people, family members and caregivers manage, share and control their own, their family's or their customers healthcare information. CarePanda links people and healthcare information together at the point of care and works on multiple platforms including Internet enabled devices and mobile phones. The Company plans to develop similar platforms for clients.

CarePanda is easy to use and has unique tools and features such as online document library, fax services and text messaging and is not dependent on electronic transfer of health information. CarePanda looks beyond healthcare and focuses on tools that help people manage their lives and care for others including, contact lists, medication lists, home inventory, emergency planning, medical bill management and many other features. CarePanda solves a number of social and healthcare industry problems including changes in healthcare regulations, socio-demographics of an aging population, growing shortage of healthcare workers and impact of "Obama Care".

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*Basis of Accounting*

The unaudited financial statements of the Company and the accompanying notes are unaudited. In the opinion of management, all adjustments necessary for a fair presentation of the Financial Statements have been included. Such adjustments are of a normal, recurring nature. The Financial Statements, and the accompanying notes, are prepared in accordance with generally accepted accounting principles in the United States ("GAAP") and do not contain certain information included in the Company's Annual Report for the fiscal year ended September 30, 2014. The interim Financial Statements should be read in conjunction with the audited financial statements ended September 30, 2014 filed with this S-1. Results for the interim periods presented are not necessarily indicative of the results that might be expected for the entire fiscal year.

*Cash Equivalents*

For purposes of the balance sheet and statement of cash flows, the Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents.

*Accounts Receivable*

Accounts receivable are carried at their estimated collectible amounts. Trade accounts receivable are periodically evaluated for collectability based on past credit history with customers and their current financial condition. The Company has no allowance for doubtful accounts as of December 31, 2014 and September 30, 2014.

*Revenue Recognition*

The Company recognizes revenue in accordance with ASC 605, Revenue Recognition. ASC 605 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery of product has met the criteria established in the arrangement or services rendered; (3) the fee is fixed and determinable; and (4) collectability is reasonably assured. This occurs when the products or services are completed in accordance with the contracts we have with clients. In connection with our products and services arrangements, when we are paid in advance, these amounts are classified as deferred revenue and amortized over the term of the agreement.

### *Stock-based Compensation*

The Company follows ASC 718-10, *Stock Compensation*, which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized. The Company has not adopted a stock option plan and has not granted any stock options.

### *Use of Estimates and Assumptions*

Preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. The Company has adopted the provisions of ASC 260.

### *Loss per Share*

The basic loss per share is calculated by dividing the Company's net loss available to common shareholders by the weighted average number of common shares during the year. The diluted loss per share is calculated by dividing the Company's net loss available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. Diluted loss per share are the same as basic earnings loss per share due to the lack of dilutive items in the Company.

### *Fair Value Measurements and Disclosures*

ASC Topic 820 defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 - Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company's adoption of fair value measurements and disclosures did not have a material impact on the financial statements and financial statement disclosures.

### *Income Taxes*

Income taxes are provided in accordance with ASC 740, *Income Taxes*. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

No provision was made for Federal or State income taxes.

### *Long-Lived Assets*

Management assesses the carrying values of property and equipment and intangible assets with finite lives. Whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If there is indication of impairment, management prepares an estimate of future cash flows expected to result from the use of the asset and its eventual disposition to the extent possible. If these cash flows are less than the carrying amount of the asset, an impairment loss is recognized to write down the asset to its estimated fair value. Additionally, if the Company does not have historical operating experience asset carrying amounts are expensed. For the three months ended December 31, 2014 and 2013, the Company did not recognize any impairments for its long-lived assets. Management believes these intangible assets will continue to be utilized by the Company to generate revenues.

Our intellectual property is comprised of indefinite-lived brand name acquired and have been assigned an indefinite life as we currently anticipate that these brand names will contribute cash flows to the Company perpetually. We evaluate the recoverability of intangible assets periodically by taking into account events or circumstances that may warrant revised estimates of useful lives or that indicate the asset may be impaired. For the three months ended December 31, 2014 and 2013, the Company did not recognize any impairments for intellectual property.

### *Intangible Assets*

Intangible assets with finite lives are amortized over their estimated useful life. The Company monitors conditions related to these assets to determine whether events and circumstances warrant a revision to the remaining amortization period. The Company tests its intangible assets with finite lives for potential impairment whenever management concludes events or changes in circumstances indicate that the carrying amount may not be recoverable. The original estimate of an asset's useful life and the impact of an event or circumstance on either an asset's useful life or carrying value involve significant judgment. The Company has not started amortizing the intangible asset until the official launch of its website.

### *Advertising*

Advertising will be expensed in the period in which it is incurred. There have been no advertising expenses for the reporting period presented.

### *Recently Issued Accounting Pronouncements*

In June 2014, the FASB issued ASU 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. ASU 2014-10 eliminates the distinction of a development stage entity and certain related disclosure requirements, including the elimination of inception-to-date information on the statements of operations, cash flows and stockholders' equity. The amendments in ASU 2014-10 will be effective prospectively for annual reporting periods beginning after December 15, 2014, and interim periods within those annual periods, however early adoption is permitted. The Company adopted ASU 2014-10 during the period ended September 30, 2014, thereby no longer presenting or disclosing any information required by Topic 915.

The Company reviewed all recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA, and the SEC and they did not or are not believed by management to have a material impact on the Company's present or future financial statements.

### NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As reflected in the accompanying financial statements, the Company had a negative working capital of \$42,603 and an accumulated deficit of \$69,253 at December 31, 2014. As of December 31, 2014, the Company had no committed sources of capital or financing.

While the Company is generating revenues from the development of telehealth platforms, the Company's cash position may not be significant enough to support the Company's daily operations. Management believes that the actions presently being taken to further implement its business plan and generate additional products and revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to realize revenues and in its ability to raise additional funds, there can be no assurances to that effect. The Company's ability to continue as a going concern is dependent upon its ability to achieve profitable operations or obtain adequate financing.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

#### NOTE 4 – NOTE PAYABLE

On December 31, 2012, the Company issued a note payable to an unrelated party for \$45,000. The notes are due on September 30, 2015 and have an interest rate of 6%. As of December 31, 2014 and September 30, 2014, there are \$5,400 and \$4,719 of accrued interest, respectively.

#### NOTE 5 – SHARE CAPITAL

The Company is authorized to issue 200,000,000 shares of common stock.

In the year ending September 30, 2013, the Company issued 40,000,000 shares of its common stock to its chairman and treasurer as founder shares and \$5,000,000 shares for services valued by the Company at \$5,000.

In the year ending September 30, 2014, the Company issued 710,000 shares of our common stock for services with a value attributed to them of \$17,750.

In the year ending September 30, 2014, the Company issued 2,500,000 shares of our common stock for assets related to CarePanda with a value attributed to them of \$62,500.

The Company completed a private placement on September 30, 2014 whereby it sold 1,681,000 shares of common stock for \$42,025.

At December 31, 2014, there are 49,891,000 shares of common stock issued and outstanding.

**TELEHEALTHCARE, INC.**  
**INDEX TO ANNUAL FINANCIAL STATEMENTS**

<u>Contents</u>	<u>Page</u>
Report of Independent Registered Public Accounting Firm	59
Balance Sheets at September 30, 2014 and 2013	60
Statements of Operations for the year ended September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013	61
Statements of Changes in Stockholders' Equity (Deficit) for the year ended September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013	62
Statements of Cash Flows for the year ended September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013	63
Notes to the Financial Statements	64



**Report of Independent Registered Public Accounting Firm**

**To the Board of Directors and Stockholders  
TeleHealthCare, Inc.**

We have audited the accompanying balance sheets of TeleHealthCare, Inc. (the "Company") as of September 30, 2014 and 2013 and the related statements of operations, changes in stockholders' equity (deficit) and cash flows for the year ended September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits include consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. Our audits include examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also include assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of TeleHealthCare, Inc. as of September 30, 2014 and 2013, and the result of its operations and its cash flows for the year ended September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013 in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has had no revenues and earnings since inception. These conditions, among others, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans concerning these matters are also described in Note 3, which includes achieving profitable operations and raising additional funds through financing. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**/s/ TAAD, LLP**  
January 6, 2015  
Walnut, CA 91789

**TeleHealthCare, Inc.**  
Balance Sheet  
September 30, 2014 and 2013

	<b>September 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash	\$ 81,805	\$ 25,881
Total Current Assets	81,805	25,881
Intangible assets	87,500	—
<b>TOTAL ASSETS</b>	<b>\$ 169,305</b>	<b>\$ 25,881</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable and accrued expenses	\$ 63,450	\$ 12,500
Note payable and interest payable	49,719	47,019
<b>TOTAL LIABILITIES</b>	<b>113,169</b>	<b>59,519</b>
<b>STOCKHOLDERS' EQUITY (DEFICIT):</b>		
Common stock, \$0.001 par value; 200,000,000 shares authorized; 49,891,000 and 45,000,000 shares issued and outstanding, respectively	49,891	45,000
Additional paid in capital	59,884	(40,000)
Accumulated deficit	(53,640)	(38,639)
<b>TOTAL STOCKHOLDERS' EQUITY (DEFICIT)</b>	<b>56,135</b>	<b>(33,639)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>	<b>\$ 169,305</b>	<b>\$ 25,881</b>

The accompanying notes are an integral part of these financial statements.

**TeleHealthCare, Inc.**

## Statements of Operations

For the year ended September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013

	<b>September 30,</b>	
	<b>2014</b>	<b>2013</b>
Revenue	\$ <u>—</u>	\$ <u>—</u>
Expenses:		
General and administrative expense	<u>12,302</u>	<u>37,620</u>
Operating loss	(12,302)	(37,620)
Other income	—	1,000
Interest expense, net	<u>(2,699)</u>	<u>(2,019)</u>
Net loss	<u>\$ (15,001)</u>	<u>\$ (38,639)</u>
Basic and diluted loss per share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average common shares outstanding - basic and diluted	<u>45,719,178</u>	<u>45,000,000</u>

The accompanying notes are an integral part of these financial statements.

**TeleHealthCare, Inc.**  
Statement of Changes in Stockholders' Equity

	Common Stock	Common Stock Amount	Additional Paid-in- capital	Accumulated Deficit	Total
Balance - December 10, 2012 (date of inception)	-	\$ -	\$ -	\$ -	-
Shares issued for founder's shares	40,000,000	40,000	(40,000)	-	-
Shares issued for services	5,000,000	5,000	-	-	5,000
Net loss	-	-	-	(38,639)	(38,639)
Balance - September 30, 2013	45,000,000	\$ 45,000	\$ (40,000)	\$ (38,639)	\$ (33,639)
Shares issued for cash	1,681,000	1,681	40,344	-	42,025
Shares issued for platform	2,500,000	2,500	60,000	-	62,500
Shares issued for services	710,000	710	(460)	-	250
Net loss	-	-	-	(15,001)	(15,001)
Balance - September 30, 2014	<u>49,891,000</u>	<u>\$ 49,891</u>	<u>\$ 59,884</u>	<u>\$ (53,640)</u>	<u>\$ 56,135</u>

The accompanying notes are an integral part of these financial statements.

**TeleHealthCare, Inc.**

Statement of Cash Flows

For the Year Ended September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013

	September 30,	
	2014	2013
<b>OPERATING ACTIVITIES:</b>		
Net loss	\$ (15,001)	\$ (38,639)
Stock compensation expense	250	5,000
Change in current assets and liabilities:		
Accounts payable and accrued expenses	50,950	12,500
Accrued interest payable	2,700	2,019
Net Cash Provided by (Used In) Operating Activities	<u>38,899</u>	<u>(19,119)</u>
<b>INVESTING ACTIVITIES:</b>		
Expenditures for intangibles	(25,000)	—
Net Cash Used In Investing Activities	<u>(25,000)</u>	<u>—</u>
<b>FINANCING ACTIVITIES:</b>		
Note payable – related party	—	45,000
Net proceeds from issuance of common stock	42,025	—
Net Cash Provided By Financing Activities	<u>42,025</u>	<u>45,000</u>
CHANGE IN CASH	55,924	25,881
CASH AT BEGINNING OF PERIOD	25,881	—
CASH AT END OF PERIOD	<u>\$ 81,805</u>	<u>\$ 25,881</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid for:		
Interest	\$ —	\$ —
Income taxes	\$ —	\$ —
<b>NON-CASH INVESTING ACTIVITIES:</b>		
Common stock issued for CarePanda platform	\$ 62,500	\$ —

The accompanying notes are an integral part of these financial statements.

**TeleHealthCare, Inc.**  
Notes to the Financial Statements  
September 30, 2014 and 2013

NOTE 1 – ORGANIZATION

TeleHealthCare, Inc. (the Company) was incorporated under the laws of the State of Wyoming on December 10, 2012. The Company issued 40,000,000 shares of its common stock to our founder, Karl Hoshor, as founder shares.

TeleHealthCare develops platforms in the telehealth industry. Its first platform the Company developed is called CarePanda. Currently, CarePanda set up as a division of TeleHealthCare. CarePanda is an online software that helps people, family members and caregivers manage, share and control their own, their family's or their customers healthcare information. CarePanda links people and healthcare information together at the point of care and works on multiple platforms including Internet enabled devices and mobile phones. The Company plans to develop similar platforms for clients.

CarePanda is easy to use and has unique tools and features such as online document library, fax services and text messaging and is not dependent on electronic transfer of health information. CarePanda looks beyond healthcare and focuses on tools that help people manage their lives and care for others including, contact lists, medication lists, home inventory, emergency planning, medical bill management and many other features. CarePanda solves a number of social and healthcare industry problems including changes in healthcare regulations, socio-demographics of an aging population, growing shortage of healthcare workers and impact of "Obama Care".

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*Basis of Accounting*

The Company's financial statements are prepared using the accrual method of accounting. The Company has elected a September 30, fiscal year-end.

*Cash Equivalents*

For purposes of the balance sheet and statement of cash flows, the Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents.

*Stock-based Compensation*

The Company follows ASC 718-10, *Stock Compensation*, which addresses the accounting for transactions in which an entity exchanges its equity instruments for goods or services, with a primary focus on transactions in which an entity obtains employee services in share-based payment transactions. ASC 718-10 requires measurement of the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). Incremental compensation costs arising from subsequent modifications of awards after the grant date must be recognized. The Company has not adopted a stock option plan and has not granted any stock options.

*Use of Estimates and Assumptions*

Preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates. The Company has adopted the provisions of ASC 260.

### *Loss per Share*

The basic loss per share is calculated by dividing the Company's net loss available to common shareholders by the weighted average number of common shares during the year. The diluted loss per share is calculated by dividing the Company's net loss available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. Diluted loss per share are the same as basic earnings loss per share due to the lack of dilutive items in the Company.

### *Fair Value Measurements and Disclosures*

ASC Topic 820 defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 - Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company's adoption of fair value measurements and disclosures did not have a material impact on the financial statements and financial statement disclosures.

### *Income Taxes*

Income taxes are provided in accordance with ASC 740, *Income Taxes*. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

No provision was made for Federal or State income taxes.

### *Long-Lived Assets*

Management assesses the carrying values of property and equipment and intangible assets with finite lives. Whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If there is indication of impairment, management prepares an estimate of future cash flows expected to result from the use of the asset and its eventual disposition to the extent possible. If these cash flows are less than the carrying amount of the asset, an impairment loss is recognized to write down the asset to its estimated fair value. Additionally, if the Company does not have historical operating experience asset carrying amounts are expensed. For the year ended September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013, the Company did not recognize any impairments for its long-lived assets. Management believes these intangible assets will continue to be utilized by the Company to generate revenues.

Our intellectual property is comprised of indefinite-lived brand name acquired and have been assigned an indefinite life as we currently anticipate that these brand names will contribute cash flows to the Company perpetually. We evaluate the recoverability of intangible assets periodically by taking into account events or circumstances that may warrant revised estimates of useful lives or that indicate the asset may be impaired. For the year ended September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013, the Company did not recognize any impairments for intellectual property.

#### *Intangible Assets*

Intangible assets with finite lives are amortized over their estimated useful life. The Company monitors conditions related to these assets to determine whether events and circumstances warrant a revision to the remaining amortization period. The Company tests its intangible assets with finite lives for potential impairment whenever management concludes events or changes in circumstances indicate that the carrying amount may not be recoverable. The original estimate of an asset's useful life and the impact of an event or circumstance on either an asset's useful life or carrying value involve significant judgment. The Company has not started amortizing the intangible asset until the official launch of its website.

#### *Advertising*

Advertising will be expensed in the period in which it is incurred. There have been no advertising expenses for the reporting period presented.

#### *Recently Issued Accounting Pronouncements*

In June 2014, the FASB issued ASU 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. ASU 2014-10 eliminates the distinction of a development stage entity and certain related disclosure requirements, including the elimination of inception-to-date information on the statements of operations, cash flows and stockholders' equity. The amendments in ASU 2014-10 will be effective prospectively for annual reporting periods beginning after December 15, 2014, and interim periods within those annual periods, however early adoption is permitted. The Company adopted ASU 2014-10 during the period ended September 30, 2014, thereby no longer presenting or disclosing any information required by Topic 915.

The Company reviewed all recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA, and the SEC and they did not or are not believed by management to have a material impact on the Company's present or future financial statements.

#### NOTE 3 – GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As reflected in the accompanying financial statements, the Company had a negative working capital of \$31,365 and an accumulated deficit of \$53,640 at September 30, 2014. As of September 30, 2014, the Company had not generated any significant revenue and had no committed sources of capital or financing.

While the Company is attempting to generate revenues from telehealth platforms, the Company's cash position may not be significant enough to support the Company's daily operations. Management believes that the actions presently being taken to further implement its business plan and generate additional products and revenues provide the opportunity for the Company to continue as a going concern. While the Company believes in the viability of its strategy to realize revenues and in its ability to raise additional funds, there can be no assurances to that effect. The Company's ability to continue as a going concern is dependent upon its ability to achieve profitable operations or obtain adequate financing.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

#### NOTE 4 – NOTE PAYABLE

On December 31, 2012, the Company issued a note payable to an unrelated party for \$45,000. The notes are due on September 30, 2015 and have an interest rate of 6%. As of September 30, 2014 and 2013, there are \$4,719 and \$2,019 of accrued interest, respectively.

#### NOTE 5 – SHARE CAPITAL

The Company is authorized to issue 200,000,000 shares of common stock.

In the year ending September 30, 2013, the Company issued 40,000,000 shares of its common stock to its chairman and treasurer as founder shares and \$5,000,000 shares for services valued by the Company at \$5,000.

In the year ending September 30, 2014, the Company issued 710,000 shares of our common stock for services with a value attributed to them of \$17,750.

In the year ending September 30, 2014, the Company issued 2,500,000 shares of our common stock for assets related to CarePanda with a value attributed to them of \$62,500.

The Company completed a private placement on September 30, 2014 whereby it sold 1,681,000 shares of common stock for \$42,025.

At September 30, 2014, there are 49,891,000 shares of common stock issued and outstanding.

#### NOTE 6 – INCOME TAXES

As of September 30, 2014 and 2013, the Company had net operating loss carry forwards of \$53,640 and \$38,639 that may be available to reduce future years' taxable income through 2034, respectively.

	September 30,	
	<u>2014</u>	<u>2013</u>
Deferred tax assets:		
Net operating loss carryforwards	\$ 18,237	\$ 13,137
Other	<u>—</u>	<u>—</u>
Gross deferred tax assets	18,237	13,137
Valuation allowance	<u>(18,237)</u>	<u>(13,137)</u>
Net deferred tax assets	<u>\$ —</u>	<u>\$ —</u>

Realization of deferred tax assets is dependent upon sufficient future taxable income during the period that deductible temporary differences and carryforwards are expected to be available to reduce taxable income. As the achievement of required future taxable income is uncertain, the Company recorded a 100% valuation allowance due to the management determined that it is more likely than not that the U.S. federal and state deferred tax assets as of September 30, 2014 will not be realized.

Reconciliation between the provision for income taxes and the expected tax benefit using the federal statutory rate of 34% and state statutory rate of 0% for 2014 is as follows:

	<u>2014</u>	<u>2013</u>
Income tax benefit at federal statutory rate	(34)%	(34)%
State income tax benefit, net of effect on federal taxes	(0)%	(0)%
Increase in valuation allowance	34%	34%
Income tax expense	<u>—</u>	<u>—</u>

This prospectus is part of a registration statement we filed with the SEC. You should rely only on the information or representations provided in this prospectus. We have authorized no one to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date on the front of the document.

No one (including any salesman or broker) is authorized to provide oral or written information about this offering that is not included in this prospectus.

The information contained in this prospectus is correct only as of the date set forth on the cover page, regardless of the time of the delivery of this prospectus.

Until \_\_\_\_\_, 2015 (90 days after the commencement of the offering), all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

4,181,000 Shares  
TeleHealthCare, Inc.  
Common Stock

**PROSPECTUS**

\_\_, 2015

## TABLE OF CONTENTS

	<u>Page</u>
PROSPECTUS SUMMARY	5
SUMMARY FINANCIAL DATA	6
FORWARD-LOOKING STATEMENTS	7
RISK FACTORS	8
USE OF PROCEEDS	19
DETERMINATION OF OFFERING PRICE	19
DILUTION	19
SELLING SECURITY HOLDERS	19
PLAN OF DISTRIBUTION	21
DIVIDEND POLICY	23
DESCRIPTION OF REGISTRANT'S SECURITIES	23
EXPERTS	24
DESCRIPTION OF BUSINESS	25
DESCRIPTIONS OF PROPERTY	35
LEGAL PROCEEDINGS	35
MARKET FOR SECURITIES	35
MANAGEMENT'S DISCUSSION AND ANALYSIS	38
DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS	44
PRINCIPAL SHAREHOLDERS	48
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	48
WHERE YOU CAN FIND MORE INFORMATION	49

## Part II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### ITEM 13

#### OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The Registrant is bearing all expenses in connection with this registration statement other than sales commissions, underwriting discounts and underwriter's expense allowances designated as such. Estimated expenses payable by the Registrant in connection with the registration and distribution of the Common Stock registered hereby are as follows:

SEC Registration fee	\$	13.46
NASD filing fee		100.00
*Accounting fees and expenses		5,000.00
*Legal fees and expenses		40,000.00
*Transfer agent fees		2,500.00
*Blue Sky fees and expenses		5,000.00
*Miscellaneous expenses		2,386.54
Total	\$	<u>55,000.00</u>

\*Indicates expenses that have been estimated for filing purposes.

#### ITEM 14

#### INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company has a provision in its Certificate of Incorporation at Article XI thereof providing for indemnification of its officers and directors as follows.

Our Articles of Incorporation at Article X provide for indemnification as follows: "No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer: (i) for acts or omissions which involve intentional misconduct, fraud or knowing violation of law; or (ii) the payment of dividends in violation of Section 78.300 of the Wyoming Revised Statutes. Any repeal or modification of an Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification."

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any such action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**ITEM 15**  
**RECENT SALES OF UNREGISTERED SECURITIES**

During the three years preceding the filing of this Form S-1, Registrant has issued securities without registration under the Securities Act on the terms and circumstances described in the following paragraphs.

On December 10, 2012, 40,000,000 shares of common stock were issued to Mr. Hoshor, the Company's president, and chief executive officer for founder shares.

On December 10, 2012, 5,000,000 shares of common stock were issued to Mass Depth, Inc. and Verdad Telecom, Inc. for services in assisting with the business plan, website development and formation of the Company.

On June 17, 2014, 2,500,000 shares of common stock were issued for the assets related to CarePanda to MD Capital Advisors, Inc.

On September 30, 2014, 710,000 shares of common stock were issued for services to James Donahue, Matt Folsom, and Gabriel.

On September 30, 2014, 1,681,000 shares of common stock were issued for \$0.025 per share for a total of \$42,025 to private placement investors ..

On February 26, 2015, 500,000 shares of common stock were issued for services to Matt Folsom and 25,000 shares of common stock were issued to Jay Wasserman.

The foregoing issuances of securities were affected in reliance upon the exemption from registration provided by section 4(2) under the Securities Act of 1933, (the "Act") as amended.

Notwithstanding being accredited all security holders were provided with a final pre-filing copy of the Company's Registration Statement and acknowledged having read and reviewed same and having no further questions with respect to their respective investments.

**ITEM 16**  
**EXHIBITS**

3.1	Articles of Incorporation
3.2	By-Laws
5.1	Opinion of Ronald J. Logan, Logan Law Firm PLC
10.1	Note Agreement
14.1	Code of Ethics
23.1d	Consent of TAAD, LLP, a professional corporation
23.2d	Consent of Ronald J. Logan, Logan Law Firm PLC (included in Exhibit 5.1a)

Exhibits are not part of the prospectus and will not be distributed with the prospectus.

**ITEM 17**  
**UNDERTAKINGS**

- a. The undersigned registrant hereby undertakes:
1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
    - i. To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
    - ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
    - iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
  2. That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
  4. That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:
    - i. If the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

5. That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
  - ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
  - iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
  - iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

b. Request for Acceleration of Effective Date or Filing of Registration Statement Becoming Effective Upon Filing.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Irvine, State of California on March 26, 2015.

**TeleHealthCare, Inc.**

/s/ Karl Hoshor

By: Karl Hoshor, Treasurer, Chairman, Principal Financial Officer and Principal Accounting Officer

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Karl Hoshor as his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file a new registration statement under Rule 461, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James Donahue</u> James Donahue	Chief Executive Officer, President & Director (Principal Executive Officer)	March 26, 2015
<u>/s/ Karl Hoshor</u> Karl Hoshor	Chief Financial Officer, Secretary & Director (Principal Financial & Accounting Officer)	March 26, 2015
<u>/s/ Matthew Folsom</u> Matthew Folsom	Director	March 26, 2015





Wyoming Secretary of State  
State Capitol Building, Room 110  
200 West 24th Street  
Cheyenne, WY 82002-0020  
Ph. 307.777.7311  
Fax 307.777.5339  
Email: Business@wyo.gov

**Profit Corporation**  
**Articles of Incorporation**

1. Corporation name:

TeleHealthCare, Inc.

2. Name and physical address of its registered agent: (The registered agent may be an individual resident in Wyoming, a domestic or foreign entity authorized to transact business in Wyoming, having a business office identical with such registered office. The registered agent must have a physical address in Wyoming. A Post Office Box or Drop Box is not acceptable. If the registered office includes a suite number, it must be included in the registered office address.)

Incorp. Services, Inc.

1621 Central Ave.

Cheyenne, WY 82001

3. Mailing address of the corporation:

1328 W. Balboa Blvd.,

Newport Beach, CA 92661

4. Principal office address:

5. Number and class of shares the corporation will have the authority to issue:

200,000,000 Common Stock

6. Incorporators (list names and addresses of each incorporator):

Eric Stoppenhagen

7. Execution (all incorporators must sign):

Signature: \_\_\_/s/ Eric Stoppenhagen\_\_\_\_\_ Date: (11/29/2012)

Print Name: Signature: \_\_\_Eric Stoppenhagen\_\_\_\_\_

Contact Person: Eric Stoppenhagen

BYLAWS  
OF  
TELEHEALTHCARE, INC.  
(hereinafter called the "Corporation")

ARTICLE I  
OFFICES

Section 1. Registered Office. The registered office of the Corporation shall be the registered office named in the Articles of Incorporation of the Corporation or such other office as may be designated from time to time by the Board of Directors.

Section 2. Principal Place of Business. The principal place of business of the Corporation is hereby fixed and located at 1621 Central Ave., Cheyenne, WY 82001 or such other office as may be designated from time to time by the Board of Directors.

Section 3. Other Offices. The Corporation may also have offices at such other places both within and without the State of Wyoming as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II  
MEETINGS OF STOCKHOLDERS

Section 1. Place of Meetings. Meetings of the stockholders for the election of directors or for any other purpose shall be held at such time and place, either within or without the State of Wyoming, as shall be designated from time to time by the Board of Directors (and in the case of a special meeting, by the Board of Directors or the person calling the special meeting as authorized by Section 3 of this Article II) and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meetings. The Annual Meetings of Stockholders shall be held on such date and at such time and place as may be fixed by the Board of Directors and stated in the notice of the meeting, for the purpose of electing directors and for the transaction of such other business as is properly brought before the meeting in accordance with these Bylaws.

Section 3. Special Meetings. Special meetings of stockholders, for any purpose or purposes, may be called by the Board of Directors, the Chairman of the Board of Directors, or the President. Special meetings of stockholders may not be called by any other person or persons. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be given not less than 10 nor more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting, and only such business as is stated in such notice shall be acted upon thereat.

Section 4. Quorum. Except as may be otherwise provided by law or by the Articles of Incorporation, the holders of a majority in voting power of the capital stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business. If, however, such quorum shall not be present or represented at any meeting of the stockholders, a minority of the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder entitled to vote at the meeting.

Section 5. Voting. Unless otherwise required by law, the Articles of Incorporation or these Bylaws, (i) at all meetings of stockholders for the election of directors, a plurality of votes cast shall be sufficient to elect, and (ii) any other question brought before any meeting of stockholders shall be decided by the vote of the holders of a majority in voting power of the stock represented and entitled to vote thereon. Unless otherwise provided in the Articles of Incorporation, each stockholder represented at a meeting of stockholders shall be entitled to cast one vote for each share of the capital stock entitled to vote thereat held by such stockholder. The Board of Directors, in its discretion, or the officer of the Corporation presiding at a meeting of stockholders, in his discretion, may require that any votes cast at such meeting shall be cast by written ballot.

Section 6. Organization.

(a) All meetings of the stockholders shall be presided over by the Chairman of the Board of Directors and, if he is not present, by such officer or director as is designated by the Board of Directors. The Secretary of the Corporation or, if he is not present, any Assistant Secretary or other person designated by the presiding officer shall act as secretary of the meeting.

(b) The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting by the person presiding over the meeting. The Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the chairman of any meeting of stockholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the chairman of the meeting, may include, without limitation, the following (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the chairman of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. Unless and to the extent determined by the Board

of Directors or the chairman of the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 7. Inspectors of Election. Before any meeting of stockholders, the Board of Directors shall appoint one or more inspectors to act at the meeting and make a written report thereof. The Board of Directors may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability.

The inspectors shall:

- (a) ascertain the number of shares outstanding and the voting power of each,
- (b) determine the shares represented at the meeting and the validity of proxies and ballots,
- (c) count all votes and ballots,
- (d) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination made by the inspectors, and
- (e) certify their determination of the number of shares represented at the meeting and their count of all votes and ballots.

The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of the duties of the inspectors. In determining the validity and counting of proxies and ballots, the inspectors shall act in accordance with applicable law.

Section 8. Notice of Stockholder Business and Nominations.

(a) Annual Meetings of Stockholders.

(1) Nominations of persons for election to the Board of Directors of the Corporation and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders only (a) pursuant to the Corporation's notice of meeting (or any supplement thereto), (b) by or at the direction of the Board of Directors or (c) by any stockholder of the Corporation who was a stockholder of record of the Corporation at the time the notice provided for in this Section 8 is delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 8.

(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (c) of paragraph (a)(1) of this Section 8, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation and any such proposed business other than the nomination of persons for election to the Board of Directors must constitute a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the ninetieth day nor earlier than the close of business on the one hundred twentieth day prior to the first anniversary of the preceding year's annual meeting (provided, however, that in the event that the date of the annual meeting is more than thirty days before or more than seventy days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the one hundred twentieth day prior to such annual meeting or the tenth day following the day on which public announcement of the date of such meeting is first made by the Corporation). In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth: (a) as to each person whom the stockholder proposes to nominate for election as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act") (and such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend the Bylaws of the Corporation, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (ii) the class and number of shares of capital stock of the Corporation which are owned beneficially and of record by such stockholder and such beneficial owner, (iii) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and or by proxy at the meeting to propose such business or nomination, and (iv) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (a) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal or elect the nominee and/or (b) otherwise to solicit proxies from stockholders in support of such proposal or nomination. The Corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.

(3) Notwithstanding anything in the second sentence of paragraph (a)(2) of this Section 8 to the contrary, in the event that the number of directors to be elected to the Board of Directors of the Corporation at an annual meeting is increased and there is no public announcement by the Corporation naming the nominees for the additional directorships at least one hundred days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this Section 8 shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the tenth day following the day on which such public announcement is first made by the Corporation.

(b) Special Meetings of Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation's notice of meeting (1) by or at the direction of the Board of Directors, or (2) provided that the Board of Directors has determined that directors shall be elected at such meeting, by any stockholder of the Corporation who is a stockholder of record at the time the notice provided for in this Section 8 is

delivered to the Secretary of the Corporation, who is entitled to vote at the meeting and upon such election and who complies with the notice procedures set forth in this Section 8. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder entitled to vote in such election of directors may nominate a person or persons (as the case may be) for election to such position(s) as specified in the Corporation's notice of meeting, if the stockholder's notice required by paragraph(a)(2) of this Section 8 shall be delivered to the Secretary at the principal executive offices of the Corporation not earlier than the close of business on the one hundred twentieth day prior to such special meeting and not later than the close of business on the later of the ninetieth day prior to such special meeting or the tenth day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment or postponement of a special meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above.

(c) General.

(1) Only such persons who are nominated in accordance with the procedures set forth in this Section 8 shall be eligible to be elected at an annual or special meeting of stockholders of the Corporation to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 8. Except as otherwise provided by law, the chairman of the meeting shall have the power and duty (a) to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this Section 8 (including whether the stockholder or beneficial owner, if any, on whose behalf the nomination or proposal is made solicited (or is part of a group which solicited) or did not so solicit, as the case may be, proxies in support of such stockholder's nominee or proposal in compliance with such stockholder's representation as required by clause (a)(2)(c)(iv) of this Section 8) and (b) if any proposed nomination or business was not so made or proposed in compliance with this Section 8 to declare that such nomination shall be disregarded or that such proposed business shall not be transacted.

(2) For purposes of this Section 8, "public announcement" shall mean disclosure in a press release reported by the Marketwire, Business Wire, Dow Jones News Service, Associated Press or comparable national news distribution or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

(3) Notwithstanding the foregoing provisions of this Section 8, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 8. Nothing in this Section 8 shall be deemed to affect any rights of stockholders to request inclusion of proposals in the Corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act.

Section 9. No Action Without Meeting. Subject to the rights, if any, of the holders of shares of preferred shares then outstanding, any action required or permitted to be taken at any annual or special meeting of stockholders may be taken only upon the vote of the stockholders at an annual or special meeting duly noticed and called, as provided in Articles of Incorporation and these Bylaws of the Corporation, and may not be taken by written consent of the stockholders pursuant to Chapter 78 of the Wyoming Revised Statutes; provided, however, if the Corporation has only one stockholder, then any action required or permitted to be taken at any annual or special meeting of stockholders may be taken by the written consent of such stockholder.

## ARTICLE III

### DIRECTORS

Section 1. Number and Election of Directors. Subject to the rights, if any, of the holders of preferred stock of the Corporation to elect directors of the Corporation, the Board of Directors shall consist of not less than three nor more than nine members with the exact number of directors to be determined from time to time solely by resolution duly adopted by the Board of Directors. Except as provided in Section 3 of this Article, directors shall be elected by a plurality of votes cast. Each director, including a director elected to fill a vacancy, shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Directors need not be stockholders or residents of the State of Wyoming.

Section 2. Resignation of Directors. Any director may resign at any time effective upon giving written notice to the Corporation, unless the notice specifies a later time for the effectiveness of such resignation.

Section 3. Vacancies. Any vacancy on the Board of Directors, howsoever resulting may be filled by a majority of the directors then in office, even if less than a quorum, or by a sole remaining director.

Section 4. Duties and Powers. The business of the Corporation shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the stockholders.

Section 5. Chairman of the Board. The Board of Directors shall annually elect one of its members to be Chairman of the Board and shall fill any vacancy in the position of Chairman of the Board at such time and in such manner as the Board of Directors shall determine. The Chairman of the Board shall preside at all meetings of the Board of Directors and of stockholders. The Chairman shall perform such other duties and services as shall be assigned to or required of the Chairman by the Board of Directors.

Section 6. Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Wyoming. Regular meetings of the Board of Directors may be held without notice at such time and at such place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, the Chief Executive Officer, the President or by a majority of the Board of Directors. Notice thereof, stating the place, date and hour of the meeting, shall be given to each director either by mail not less than four days before the date of the meeting, or personally or by telephone, telegram, facsimile, electronic mail or similar means of communication on 12 hours' notice, or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances.

Section 7. Quorum: Action of Board of Directors. Except as may be otherwise specifically provided by law, the Articles of Incorporation or these Bylaws, at all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all the members of the Board of Directors or committee, as the case may be, consent thereto in writing, or by electronic transmission, and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board of Directors or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 9. Meetings by Means of Conference Telephone. Members of the Board of Directors of the Corporation, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 9 shall constitute presence in person at such meeting.

Section 10. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of a member of a committee, and in the absence of a designation by the Board of Directors of an alternate member to replace the absent or disqualified member, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member. Any committee, to the extent allowed by law and provided in the resolution establishing such committee, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation. The Board of Directors shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board of Directors or such committee shall otherwise provide, regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board of Directors. Each committee shall keep regular minutes and report to the Board of Directors when required.

Section 11. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board of Directors.

## ARTICLE IV

### OFFICERS

Section 1. General. The officers of the Corporation shall be chosen by the Board of Directors and shall be a Chief Executive Officer, a President, a Secretary and a Treasurer. The Board of Directors, in its sole discretion, may also choose one or more Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers. Any number of offices may be held by the same person, unless otherwise prohibited by law, the Articles of Incorporation or these Bylaws.

Section 2. Election. The Board of Directors at its first meeting held after each Annual Meeting of stockholders shall elect the officers of the Corporation who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time solely by the Board of Directors, which determination may be by resolution of the Board of Directors or in any bylaw provision duly adopted or approved by the Board of Directors; and all officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal. Any officer elected by the Board of Directors may be removed at any time by the Board of Directors with or without cause. Any vacancy occurring in any office of the Corporation may be filled only by the Board of Directors.

Section 3. Chief Executive Officer. The Chief Executive Officer of the Corporation shall, subject to the provisions of these Bylaws and the control of the Board of Directors, have general and active management, direction and supervision over the business of the Corporation and over its officers. He shall perform all duties incident to the office of chief executive and such other duties as from time to time may be assigned to him by the Board of Directors. The Chief Executive Officer shall report directly to the Board of Directors and shall have the right to delegate any of his powers to any other officer or employee.

Section 4. President. The President shall report and be responsible to the Chief Executive Officer. The President shall have such powers and perform such duties as from time to time may be assigned or delegated to him by the Board of Directors or the Chief Executive Officer or are incident to the office of President.

Section 5. Executive Vice Presidents. The Executive Vice Presidents shall have such powers and perform such duties as from time to time may be prescribed for them respectively by the Board of Directors or are incident to the office of Executive Vice President.

Section 6. Senior Vice Presidents. The Senior Vice Presidents shall have such powers and perform such duties as from time to time may be prescribed for them respectively by the Board of Directors or are incident to the office of Senior Vice President.

Section 7. Vice Presidents. The Vice Presidents shall have such powers and perform such duties as from time to time may be prescribed for them respectively by the Board of Directors or are incident to the office of Vice President.

Section 8. Secretary. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may order, a book of minutes of all meetings of stockholders, the Board of Directors and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board of Directors and committee meetings, the number of shares present or represented at stockholders' meetings, and the proceedings thereof. The

Secretary shall keep, or cause to be kept, a copy of the Bylaws of the Corporation at the principal executive office or business office of the Corporation.

The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the Corporation's transfer agent or registrar, if one be appointed, a stock register, or a duplicate stock register, showing the names of the stockholders and their addresses, the number and classes of shares held by each and, for holders of certificated shares, the number and date of certificates issued for the same and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and of the Board of Directors and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have the custody of the corporate funds and securities of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, and shall send or cause to be sent to the stockholders of the Corporation such financial statements and reports as are by law or these Bylaws required to be sent to them.

The Treasurer shall deposit all moneys and valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Chief Executive Officer, the President and directors, whenever they request it, an account of all transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 10. Other Officers. Such other officers or assistant officers as the Board of Directors may choose shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors. The Board of Directors may delegate to any other officer of the Corporation the power to choose such other officers and to prescribe their respective duties and powers.

Section 11. Execution of Contracts and Other Documents. Each officer of the Corporation may execute, affix the corporate seal and/or deliver, in the name and on behalf of the Corporation, deeds, mortgages, notes, bonds, contracts, agreements, powers of attorney, guarantees, settlements, releases, evidences of indebtedness, conveyances, or any other document or instrument which is authorized by the Board of Directors or is required to be executed in the ordinary course of business, except in cases where the execution, affixation of the corporate seal and/or delivery thereof shall be expressly and exclusively delegated by the Board of Directors to some other officer or agent of the Corporation.

## ARTICLE V

### STOCK

#### Section 1. Certificated or Uncertificated Shares.

(a) Shares of any or all of the Corporation's classes or series of stock may be evidenced by certificates for shares of stock (in such form as the Board of Directors may from time to time prescribe) or may be issued in uncertificated form. The issuance of shares in uncertificated form shall not affect shares already represented by a certificate until the certificate is surrendered to the Corporation. Except as expressly provided by law, there shall be no differences in the rights and obligations of stockholders based on whether or not their shares are represented by certificates.

(b) Within a reasonable time after the issuance or transfer of uncertificated shares, the Corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to Chapter 78 of the Wyoming Revised Statutes or a statement that the Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

#### Section 2. Signatures.

(a) Every holder of stock in the Corporation represented by certificates, and upon request every holder of uncertificated shares, shall be entitled to have a certificate signed, in the name of the Corporation (i) by the Chairman of the Board of Directors, the President or any Executive Vice President, Senior Vice President or Vice President and (ii) by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the Corporation, certifying the number of shares owned by him in the Corporation.

(b) Where a certificate is countersigned by (i) a transfer agent or transfer clerk and (ii) a registrar, any other signature on the certificate may be a facsimile. In case any officer, transfer agent, transfer clerk or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, transfer clerk or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

Section 3. Lost Certificates. The Board of Directors may direct a new certificate or uncertificated shares to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or uncertificated shares, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate, or his legal representative, to advertise the same in such manner as the Board of Directors shall require and/or give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 4. Transfers. Transfers of shares of capital stock of the Corporation shall be made only on the stock record of the Corporation by the holder of record thereof or by his attorney thereunto authorized by the power of attorney duly executed and filed with the Secretary

of the Corporation or the transfer agent thereof, and (1) in the case of certificated shares, only on surrender of the certificate or certificates representing such shares, properly endorsed or accompanied by a duly executed stock transfer power, or (2) in the case of uncertificated shares, upon receipt of proper transfer instructions from the registered owner of such uncertificated shares, or from a duly authorized attorney or from an individual presenting proper evidence of succession, assignment or authority to transfer the stock. The Board of Directors may make such additional rules and regulations as it may deem expedient concerning the issue and transfer of certificates representing shares of the capital stock of the Corporation.

Section 5. Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 60 days nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 6. Beneficial Owners. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by law.

## ARTICLE VI

### NOTICES

#### Section 1. Notices.

(a) Notice to Directors. Whenever under the provisions of applicable law, the Articles of Incorporation or these Bylaws, notice is required to be given to any director or member of any committee of the Board of Directors, personal notice is not required but such notice may be (a) given in writing and mailed to such director or member, (b) sent by electronic transmission to such director or member, or (c) given orally or by telephone or telecopy; provided, however, that any notice from a stockholder to any director or member of any committee of the Board of Directors must be given in writing and mailed to such director or member and shall be deemed to be given upon receipt by such director or member. If mailed, notice to a director or member of a committee of the Board of Directors shall be deemed to be given when deposited in the United States mail first class, or by overnight courier, in a sealed envelope, with postage thereon prepaid, addressed, to such person at his or her business address. If sent by electronic transmission, notice to a director or member of a committee of the Board of Directors shall be deemed to be given if by (i) telecopy, when receipt of the telecopy is confirmed electronically, (ii) electronic mail, when directed to an electronic mail address of the director or member, (iii) a posting on an electronic network together with a separate notice to the director or member of the specific posting, upon the later of (1) such posting and (2) the giving of the separate notice (which notice may be given in any of the manners provided above), or (iv) any other form of electronic transmission, when directed to the director or member.

(b) Notice to Stockholders. Whenever under the provisions of applicable law, the Articles of Incorporation or these Bylaws, notice is required to be given to any stockholder, personal notice is not required but such notice may be given (a) in writing and mailed to such stockholder or (b) by a form of electronic transmission consented to by the stockholder to whom the notice is given. If mailed, notice to a stockholder shall be deemed to be given when deposited in the United States mail in a sealed envelope, with postage thereon prepaid, addressed to the stockholder at the stockholder's address as it appears on the records of the corporation. If sent by electronic transmission, notice to a stockholder shall be deemed to be given if by (i) telecopy, when directed to a number at which the stockholder has consented to receive notice, (ii) electronic mail, when directed to an electronic mail address at which the stockholder has consented to receive notice, (iii) a posting on an electronic network together with a separate notice to the stockholder of the specific posting, upon the later of (1) such posting and (2) the giving of the separate notice (which notice may be given in any of the manners provided above), or (iv) any other form of electronic transmission, when directed to the stockholder.

Section 2. Waivers of Notice. Whenever any notice is required by law, the Articles of Incorporation or these Bylaws, to be given to any director or stockholder, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## ARTICLE VII

### GENERAL PROVISIONS

Section 1. Disbursements. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 3. Voting Securities Owned by the Corporation. Powers of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Corporation may be executed in the name of and on behalf of the Corporation by the Chairman of the Board of Directors, the Chief Executive Officer or the President or any other officer or officers authorized by the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer or the President, and any such officer may, in the name of and on behalf of the Corporation, vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation and take all such action as any such officer may deem advisable to vote in person or by proxy at any meeting of security holders of any corporation in which the Corporation may own securities and at any such meeting shall possess and may exercise any and all rights and power incident to the ownership of such securities and which, as the owner thereof, the Corporation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

Section 4. Certain Acquisitions by Fiduciaries. The provisions of Sections 78.378 to 78.3793 of the Wyoming Revised Statutes do

not apply to (i) an Acquisition by a person acting in a fiduciary capacity from another person acting in a fiduciary capacity for the same beneficiaries (and pursuant to the same instrument) or (ii) an Acquisition by the spouse of a person acting in a fiduciary capacity or by a relative of such fiduciary within the first, second or third degree of consanguinity, provided that such Acquisition is pursuant to the instrument creating such fiduciary relationship. "Acquisition" has the meaning set forth in Section 78.3783 of the Wyoming Revised Statutes, and the term "fiduciary" has the meaning set forth in the Uniform Fiduciaries Act as adopted in the State of Wyoming.

## ARTICLE VIII

### INDEMNIFICATION

Section 1. Indemnification. Unless otherwise provided in the Corporations' Articles of Incorporation, the Corporation shall indemnify the officers, directors, employees or agents of the Corporation to the fullest extent permitted by Wyoming law as the same exists or may hereafter be amended from time to time. For the avoidance of doubt, the indemnification permitted or contemplated herein is intended to be to the fullest extent permissible under Wyoming law as the same exists or may hereafter be amended from time to time.

Section 2. Third Party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including amounts paid in settlement and attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. For all purposes under this Article VIII, the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 3. Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged by a court of competent jurisdiction to be liable to the Corporation or for amounts paid in settlement to the Corporation, unless and only to the extent that the court in which such action or suit was brought or other court of competent jurisdiction shall determine upon application that in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 4. Successful Defense. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 2 or Section 3 of this Article VIII, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense.

Section 5. Determination of Conduct. Any indemnification under Section 2 or Section 3 of this Article VIII (unless ordered by a court or advanced pursuant to Section 6 of this Article VIII) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. Such determination shall be made (a) by the stockholders, (b) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, (c) by independent legal counsel in a written opinion if a majority vote of a quorum consisting of directors who were not parties to the act, suit or proceedings so orders, or (d) by independent legal counsel in a written opinion if a quorum consisting of directors who were not parties to the act, suit or proceeding cannot be obtained.

Section 6. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation as they are incurred and in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. The provisions of this Section 5 do not affect any rights to advancement of expenses to which corporate personnel other than directors or officers may be entitled under any contract or otherwise by law.

Section 7. Indemnity Not Exclusive. The indemnification and advancement of expenses authorized herein or ordered by a court shall not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, agreement, vote of stockholders or disinterested directors or otherwise, for either an action in his or her official capacity or an action in another capacity while holding his or her office, except that indemnification, unless ordered by a court pursuant to Section 3 of this Article VIII or for the advancement of expenses made pursuant to Section 6 of this Article VIII, may not be made to or on behalf of any director or officer if a final adjudication establishes that his or her acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action. The indemnification and advancement of expenses shall continue for a person who has ceased to be a director, officer, employee or agent and inures to the benefit of the heirs, executors and administrators of such a person.

Section 8. Elimination of Liability. The liability of an officer or director (including without limitation, any personal liability to the

Corporation or its stockholders for damages for breach of fiduciary duty as an officer or director) shall be eliminated or limited to the fullest extent permitted by Wyoming law, as the same exists or may be amended from time to time.

Section 9. Effect of Amendment or Repeal. Except as provided in the Corporation's Articles of Incorporation or by Wyoming law, this Corporation reserves the right to amend or repeal any provision contained in these Bylaws, all pursuant to and in accordance with Article IX hereof. However, any amendment to or repeal of any of the provisions in this Article VIII shall not adversely affect any right or protection of a director or officer of the Corporation for or with respect to any act or omission of such director or officer occurring prior to such amendment or repeal.

Section 10. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was an officer, director, employee or agent of the Corporation against any liability asserted against or incurred by the officer, director, employee or agent in such capacity or arising out of such person's status as such whether or not the Corporation would have the power to indemnify the officer, or director, employee or agent against such liability.

Section 11. The Corporation. For purposes of this Article VIII, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents. Accordingly, any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under and subject to the provisions of this Article VIII (including, without limitation, the provisions of Section 5) with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

## ARTICLE IX

### AMENDMENTS

Section 1. General. These Bylaws may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted by either the holders of a majority of the outstanding capital stock entitled to vote thereon or by the Board of Directors.

Approve and Adopted this 8th day of December, 2012.

/s/KARL HOSHOR

Karl Hoshor, SECRETARY

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January 6, 2015

TeleHealthCare, Inc.  
7 Whitford  
Irvine, CA 92602

Re: TeleHealthCare, Inc. (hereinafter the "Company") Registration Statement on Form S-1, Relating to 4,181,000 shares of TeleHealthCare, Inc.'s Common Stock par value \$.001 per share

Gentlemen:

I have been appointed as special counsel for TeleHealthCare, Inc., for the purpose of issuing a legal opinion with respect to 4,181,000 shares of the Company's common stock to be registered pursuant to the Company's registration statement on Form S-1 (the "Registration Statement").

I am informed that the Registration Statement will be filed by the Company with the Securities and Exchange Commission (the "SEC") for the purpose of registering these 4,181,000 shares (the "Shares") of common stock, par value \$.001 per share, of the Company pursuant to the Securities Act of 1933, as amended (the "Act").

I have been asked to render an opinion regarding whether these shares were duly and validly authorized, legally issued, fully paid and non-assessable. In connection with my opinion, I have examined and relied upon the originals or copies of such documents, corporate records, public records, and other instruments as I have deemed necessary or appropriate for the purpose of this opinion, including, without limitation, the following: (a) the articles of incorporation of the Company (b) the Bylaws of the Company; (c) actions of the Company's Board of Directors authorizing the issuance of the Shares and other relevant Board of Directors' actions; and (d) the Registration Statement, including all exhibits thereto.

Based upon the foregoing, it is my opinion that, subject to the limitations set forth herein, the Shares to be registered on Form S-1 were duly and validly authorized, legally issued, fully paid and non-assessable when issued by the Company.

In my examination, I have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified or photocopies and the authenticity of the originals of such documents, and the accuracy and completeness of the corporate records made available to me by the Company. As to any facts material to the opinions expressed below, with your permission I have relied solely upon, without independent verification or investigation of the accuracy or completeness thereof, any certificates and oral or written statements and other information of or from public officials, officers or other representatives of the Company and others.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to this firm in the Registration Statement. In so doing, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Act and the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Regards,

By: /s/ Ronald J. Logan  
Ronald J. Logan  
Logan Law Firm PLC  
Attorney at Law



**TeleHealthCare, Inc.**

**CODE OF BUSINESS ETHICS AND CONDUCT**

**Overview**

Policy Statement

TeleHealthCare is committed to complying with all applicable laws and regulations and to adhering to the highest ethical standards in the conduct of its business. This is not just a matter of being a good corporate citizen. It is essential to the long-term interests of our employees and stockholders. TeleHealthCare's business is subject to oversight by numerous federal and state government entities. The number of laws, regulations and other legal requirements that affect the Company's business will undoubtedly increase. These changes will also create new challenges as we adapt ourselves and our business to new situations. In light of these challenges, it is absolutely necessary that we have a central set of guiding principles to act as a legal and ethical compass for our employees. This Code of Business Ethics and Conduct is intended to provide that compass.

The principles set forth in this Code of Business Ethics and Conduct represent a broad outline of the standards of business conduct which TeleHealthCare expects its employees to follow. This Code cannot cover every situation which employees may confront in the day-to-day conduct of business. Additionally, under certain circumstances local country law may establish requirements that differ from this Code. TeleHealthCare employees worldwide are expected to comply with all local country laws and TeleHealthCare business conduct policies in the area in which they are conducting business. In the final analysis, the Company must rely on the individual judgment and personal ethical standards of each of its employees and representatives to maintain our standard of honesty and integrity. TeleHealthCare demands strict adherence to the letter and spirit of all laws and regulations applicable to the conduct of its business. It also demands the highest standards of integrity and ethical behavior from its employees and representatives

It is essential that we all keep an eye out for possible infringements of TeleHealthCare's business ethics—whether these infringements occur in dealings with the government or private sector, and whether they occur because of oversight or intention. If you have a question about how to apply this Code in a specific situation or about a possible violation, you should consult with the Human Resources Department or the Company's Code of Conduct Officer. Contact information for individuals in these departments is available in Appendix A.

Training and Education Programs

Training and education on this Code will be provided for all TeleHealthCare employees and members of our Board of Directors. All employees and Board members will be required to sign an Acknowledgement Form indicating their receipt, understanding and acceptance of the terms of this Code. Periodically, employees may be requested and required to acknowledge their understanding of this Code and any subsequent amendments. Participation in any mandatory training and acknowledgement of this Code is a condition of continued employment by TeleHealthCare.

Applicability

This Code applies to all directors, officers and employees of TeleHealthCare. This Code also applies, as appropriate, to our consultants, agents and other representatives.

**Waivers**

Any waiver of any provision of this Code for a member of the Board of Directors or an executive officer must be approved by the Audit Committee of the Board of Directors and promptly disclosed as required by law or stock exchange regulation. Any waiver of any provision of this Code with respect to any other employee, agent or contractor must be approved by the Code of Conduct Officer.

Disciplinary Action

It is the responsibility of every employee to conduct the Company's business in conformity with the law and the basic principles set forth in this Corporate Code. Adherence to the principles set forth in this Code is essential to our objective of maintaining the confidence and support of our customers, business partners, governmental agencies, stockholders, and the communities in which we work and live. Disciplinary action, as appropriate but up to and including termination, shall be taken for conduct that violates applicable laws or regulations or this Code. Discipline may extend, as appropriate, to individuals responsible for the failure to prevent, detect or report a violation.

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## **Reporting and Managing Suspected Violations**

### Reporting of Violations

Directors, officers and employees shall report any conduct which they believe in good faith to be a violation or apparent violation of this Code. These persons are encouraged to talk to supervisors, the Code of Conduct Officer, or Human Resources about observed illegal or unethical behavior and, when in doubt, about the best course of action in a particular situation. The Company prohibits retaliation for reports of misconduct by others made in good faith by employees. Directors, officers and employees are expected to cooperate in internal investigations of misconduct.

Directors, officers and employees are expected to act proactively, raising concerns about ethical issues, violations of this Code, or governmental rules, laws and regulations. All reports are taken seriously. Each allegation is investigated and, if substantiated, resolved through appropriate corrective action and / or discipline. If an individual making such allegations chooses to identify him or herself, he or she will be provided with feedback when the Code of Conduct Officer has completed his/her review.

If you feel uncomfortable reporting directly or you wish to remain anonymous, you may report the incident to the Code of Conduct Officer in writing anonymously.

No individual who in good faith reports suspected wrongdoing shall be subject to retaliation or discipline for having done so. If a reporting individual is directly involved in a violation of this Code, the fact that he or she reported the violation will be given appropriate consideration in any resulting disciplinary action. Failure to report wrongdoing of which an individual has knowledge may, by itself, be a basis for disciplinary action, up to and including termination for cause.

### Responding to Violations

If a violation of any applicable law or regulation relating to the conduct of our business or of this Code is reported or detected, we will take all reasonable steps to respond appropriately to the violation and to prevent further similar violations. When the Code of Conduct Officer or appropriate department manager receives information regarding a possible violation of any applicable law or regulation, he/she shall take appropriate steps to examine information and conduct the investigation necessary to determine whether an actual violation has occurred. If a violation has occurred, the Code of Conduct Officer or the Board of Directors, as appropriate, will ensure that appropriate disciplinary action is taken and will consider necessary modifications to our compliance procedures to diminish the chances of recurring violations. Disciplinary action may extend, as appropriate, up to and including discipline or termination of any employee that has participated in the violation.

### **Retaliation is Prohibited**

The Company will not tolerate retaliation against any person who, in good faith, reports any suspected violation of this Code or participates in any investigation of the matter. In the event that any employee believes that he/she has been subject to any such retaliation, that employee should immediately report that matter to Human Resources or the Code of Conduct Officer. Any such report of retaliation will also be immediately investigated, and appropriate remedial action will be taken.

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## Ensuring a Professional Working Environment

The following is a brief description of key issues relating to employees and our relationships while at work. The Company has detailed policies on these matters. Please refer to the TeleHealthCare Employee Handbook.

### Equal Opportunity

TeleHealthCare encourages a creative, diverse and supportive work environment and bases all employment decisions on the principles of equal employment opportunity. TeleHealthCare managers are expected to make all employment decisions based on merit, experience and sound business reasons. TeleHealthCare policy prohibits discrimination on the basis of sex, race, religion, color, national origin or ancestry, disability, medical condition, marital or veteran status, age, sexual orientation or any other basis protected by law in every jurisdiction that we operate. It is the responsibility of all TeleHealthCare employees to conform to this policy.

This policy applies to all employees, applicants for employment, or others who may be present in the workplace. Any person who feels he or she has been discriminated against, or feels he or she has witnessed such action, is strongly encouraged to report the incident.

### Harassment

TeleHealthCare strives to maintain a workplace free from harassment and where all employees are treated with respect. TeleHealthCare's policy prohibits harassment on the basis of sex, race, religion, color, national origin or ancestry, disability, medical condition, marital or veteran status, age, sexual orientation or any other basis protected by law in every jurisdiction that we operate.

Harassing behavior will not be tolerated. Harassment includes unwelcome conduct of a verbal or physical nature, when such conduct has the purpose or effect of creating an intimidating, hostile or offensive working environment as defined by law, has the purpose or effect of unreasonably interfering with an individual's work performance, or adversely affects an individual's employment opportunities. Examples of improper harassment include:

- **Verbal harassment:** epithets, derogatory comments, slurs or innuendos
- **Visual harassment:** derogatory, offensive or graphic written, printed or electronic materials
- **Physical harassment:** unwelcome touching or physical interference
- **Sexual harassment:** unwanted sexual advances such as repeated requests for dates, leering, making sexual gestures or displaying sexually suggestive objects or pictures, requests for sexual favors, or other verbal or physical conduct of a sexual nature
- **Retaliation:** negative employment action taken against an employee making a claim of harassment or assisting in an investigation

If you believe you have experienced or observed illegal harassment you should immediately contact your manager or Human Resources. Any manager who receives information about alleged harassment or discrimination is required to immediately report it to Human Resources.

The facts and circumstances of any claim will be fully investigated by Human Resources so that appropriate corrective action can be taken. Any employee who is determined by TeleHealthCare to have engaged in the harassment of another individual will be subject to severe discipline, up to and including termination.

### Information Resources and Electronic Communications

TeleHealthCare's information resources, including email, computers, phones and fax/copy machines, are TeleHealthCare property and intended for TeleHealthCare-related business use. While TeleHealthCare understands that employees may sometimes use such resources for personal interests, such use should be limited and consistent with the other policies outlined in this Code. Personal messages via email and voice mail may be sent, but should be minimized and brief. You may not, however, send messages that may be perceived as obscene, harassing or threatening. Misuse of TeleHealthCare's communications systems is considered misconduct and may result in disciplinary action up to and including termination.

TeleHealthCare reserves the right to examine, use, copy and/or delete user files or other information consistent with TeleHealthCare's business interests and applicable law. Because all email and voice mail stored in TeleHealthCare's equipment is considered company property, TeleHealthCare may periodically check usage to correct network problems, confirm proper use and establish security. Therefore, you should not have any expectation of personal privacy for messages that you send, receive or store on these systems. Accessing the email or voice mail of any employee by another employee is strictly prohibited without their consent. If there is a legitimate business reason to access the email or voice mail of another employee, please present your request to your manager who will seek approval through senior management. Only the IT Department, or designees, may access the email or voicemail of another employee.

### Environmental Compliance and Safety

TeleHealthCare is committed to environmental responsibility. The Company will comply with all federal, state and local regulations relating to the protection of the environment in the conduct of its business. It is the responsibility of all of our employees to ensure that their activities strictly adhere to applicable laws, regulations, and permit requirements, as well as to all Company policies and procedures on environmental protection. In addition, employees must report all circumstances in which regulated materials or wastes are improperly discharged, treated, or transported. Environmental misconduct, even if totally unintentional, carries severe penalties and could result in criminal prosecution of employees involved and the Company.

TeleHealthCare strives to provide a safe and healthy workplace for our employees and to conduct operations with minimal environmental impact. It is the responsibility of associates at each TeleHealthCare site to comply with all applicable local regulations. Each site must also comply with the corporate Environmental Health & Safety manual and its requirements.

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## **Avoiding Conflicts of Interest**

Employees are expected to make or participate in business decisions in the course of their employment with TeleHealthCare based on the best interests of the company as a whole, and not based on personal relationships or benefits. We have no desire to infringe on the personal lives of our employees and respect the right of our employees to manage their own affairs. However, conflicts of interest can compromise employees' business ethics.

At TeleHealthCare, a conflict of interest is any activity that is inconsistent with or opposed to TeleHealthCare's interests, or gives the appearance of impropriety. A conflict of interest arises whenever an employee has an interest in any business or property or an obligation to any person that might affect the employee's fulfillment of responsibilities to TeleHealthCare. An example of a conflict of interest is any opportunity for personal gain by an employee arising as a result of employment with TeleHealthCare but apart from the normal compensation provided by the Company, such as the receipt of a commission from a supplier for getting them business from TeleHealthCare.

Our employees must avoid situations or relationships where their personal interests could conflict, or reasonably appear to conflict, with the interests of the Company. While an activity constituting an actual conflict of interest is never acceptable, you must avoid activity involving even the appearance of such a conflict. In addition, you may not circumvent this policy by using other people to indirectly do what you are prohibited from doing yourself.

While it is difficult to list all of the various ways in which a conflict can arise, they often involve one or more of the following issues:

- Outside board memberships
- Outside business interests
- Outside investments
- Outside employment
- Business relationships with friends or relatives

Set forth below is specific guidance for some areas of potential conflict of interest that require special attention. These are merely examples. Ultimately, it is the responsibility of each individual to assess each situation. Employees are urged to discuss any potential conflicts of interest with their manager, Human Resources, or the Code of Conduct Officer.

Employees are expected to disclose to their supervisors any situations that may involve inappropriate or improper conflicts of interests affecting them personally or affecting other employees or those with whom we do business.

Certain activities may be authorized if approved in advance by an appropriate level of TeleHealthCare management. Prior to engaging in an activity that constitutes a potential conflict of interest, you must disclose the situation in writing and obtain written approval. You should disclose the matter to your manager, who will review the matter with Human Resources, and if necessary the Code of Conduct Officer, and respond with TeleHealthCare's approval or denial in writing. *Waivers of conflicts of interest involving TeleHealthCare's directors and executive officers require the approval of the Audit Committee of the Board of Directors.*

### **Outside Board Memberships**

As a rule, it is a conflict of interest to serve as a director or as a member of an Advisory Board (AB) of any current or likely competitor of TeleHealthCare. Although you may serve as a director or AB member of a company supplier, customer or other business partner, our policy requires that you first obtain approval from Human Resources before accepting such a position. Approval may be subject to conditions. Approval is likely to be denied where the TeleHealthCare employee either directly or indirectly has responsibility to affect or implement TeleHealthCare's business relationship with the other company. Any compensation that you receive as a director or AB member should be commensurate to your responsibilities. Generally, however, employees may not receive any form of compensation for service on a board of directors of a company if the service is at the request of the company or in connection with TeleHealthCare's investment in that company, or the directorship is in connection with a TeleHealthCare relationship.

TeleHealthCare employees should recognize outside board memberships as an opportunity to provide expertise and to broaden their experience. However, they should never place you in a position where another company expects to use an employee's board membership as a way to influence TeleHealthCare decisions or to obtain access to TeleHealthCare confidential information.

TeleHealthCare may periodically conduct an inquiry to determine the status of employee membership on outside boards and may rescind prior approvals in order to avoid a conflict of interest or for any reason deemed to be in the best interests of the Company.

### **Outside Business Interests and Corporate Opportunities**

Employees should avoid any outside financial interests that might influence their decisions or actions on behalf of the Company.

TeleHealthCare employees will occasionally find themselves in a position to invest in TeleHealthCare partners or customers. TeleHealthCare policy prohibits personal investments in any TeleHealthCare customer, supplier or competitor without disclosure to the Code of Conduct Officer and approval by senior management (who may require approval from the Board of Directors). In cases where the investment may cause divided loyalty or the perception of conflict of interest, approval is likely to be denied. (Note: this restriction does not apply to holdings of one percent or less of the stock or other securities of a corporation whose shares are publicly traded, provided that the investment is not so large financially either in absolute dollars or percentage of the individual's total investment portfolio that it creates the appearance of a conflict of interest.) In addition, as a TeleHealthCare employee, you may not make investments based on your access to customer/supplier confidential information.

If an investment is made and/or approval is granted, and an employee subsequently finds himself in a potentially conflicted position, the employee should disclose his conflict of interest to all involved and recuse himself from any involvement with the relationship until divested of the investment.

Employees are also responsible for advancing the company's legitimate interests when the opportunity arises. Employees are prohibited from taking personal opportunities that are discovered through the use of corporate property, information or position, using corporate property, information or position for personal gain, or competing with TeleHealthCare.

#### Outside Employment and Activities

Although TeleHealthCare does not prohibit all outside employment, TeleHealthCare's employees may not accept outside employment or consulting positions or engage in outside activities that would have a negative impact on the performance of their job, conflict with their obligations to TeleHealthCare, or in any way negatively affect the Company's reputation. Examples of prohibited employment include, but are not limited to:

- Performing work for a customer or supplier unless prior written approval of the Code of Conduct Officer is obtained.
- Performing work for any company that is a TeleHealthCare competitor.
- Engaging in services or selling products that directly compete with TeleHealthCare services or products.
- Engaging in activities that support or promote a competitor's products or services.
- Engaging in outside employment that uses your time at TeleHealthCare or the resources of the Company.

TeleHealthCare employees may also be requested to speak at outside events. Speaking at events, when it is in TeleHealthCare's best interests, is considered part of an employee's normal job responsibilities. Because employees may spend work time preparing for, attending and delivering presentations approved by management and are therefore already compensated for their efforts, employees should not request or negotiate a fee from the organization sponsoring the speech. An unsolicited fee may be accepted with written authorization from the Code of Conduct Officer, or alternatively, a fee can be requested and accepted provided it is accepted on TeleHealthCare's behalf or donated to a non-profit charitable organization on TeleHealthCare's behalf.

#### Receiving Gifts or Gratuities

Our employees and members of their families must not accept gifts of money under any circumstances, nor may they solicit non-monetary gifts, gratuities or any other personal benefits or favors from our vendors, customers or competitors. Employees and members of their immediate families may accept unsolicited, non-monetary gratuities of the following nature from a business, firm or individual doing or seeking to do business with TeleHealthCare:

- Gifts of nominal value, or gifts of an advertising or promotional nature (such as inexpensive novelties).
- Reasonable business meals and entertainment.

The foregoing exceptions should be infrequent, consistent with accepted business practice and for the express purpose of furthering a business relationship.

In rare circumstances, gifts of more than nominal value may be accepted on behalf of TeleHealthCare (not an individual) with the approval your supervisor if protocol, courtesy, or other special circumstances require. However, all such gifts must be turned over to Human Resources for appropriate disposition.

TeleHealthCare's personnel should courteously decline or return any kind of gift, favor, or offer of an excessive value which violates this Code and inform the offeror of our policy.

#### Giving Gifts or Gratuities

TeleHealthCare prohibits giving monetary or other compensation to people employed by TeleHealthCare customers or vendors. Advertising novelties, nominal gifts or entertainment may only be given to customers and vendors at TeleHealthCare's expense if:

- They are consistent with accepted business practice,
- They are of nominal value and cannot be construed as a bribe or payoff, and
- They do not violate any law, government regulation or generally accepted ethical standards, including state and federal procurement laws and regulations and the U.S. Foreign Corrupt Practices Act, discussed later in this Code.

In all cases, the exchange of gifts must be conducted so there is no appearance of impropriety and public disclosure would not embarrass TeleHealthCare.

#### Personal Financial Transactions and Loans

TeleHealthCare executive officers and other employees in management or supervisory positions should not engage in financial transactions with employees in the form of substantive loans, whether or not that employee is under the direct leadership of that supervisor. TeleHealthCare executive officers and other employees in management or supervisory positions are also prohibited from accepting loans

from employees.

From time to time, certain departments may ask for voluntary contributions from employees for such events as weddings and birthdays. While the Company does not discourage this type of activity, no employee should feel that he/she is compelled to contribute. Should an employee feel that he/she is being coerced into participating in any such fund raising, he/she should immediately bring it to the attention of Human Resources or the Code of Conduct Officer or report it anonymously via the Ethics Hotline.

Loans to or guarantees of obligations of loans by TeleHealthCare are not permitted to any member of our Board of Directors or any TeleHealthCare executive officer. If a transaction could in any way be construed as a loan or guarantee to one of these individuals, contact the Code of Conduct Officer for advice before proceeding.

#### **Related Party Transactions**

You should avoid conducting company business with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role. If such a related party transaction is unavoidable, you must fully disclose the nature of the related party transaction to your manager. If the relationship is determined to be material by your manager, the question should be reviewed by the Code of Conduct Officer and approved in writing in advance of such related party transaction. All related party transactions dealing with parties related to an executive officer or member of our Board of Directors must be pre-approved by the Audit Committee of the Board of Directors. Any dealings with a related party must be conducted in such a way that no preferential treatment is given.

#### **Working with Relatives**

Supervisory relationships with family members or significant others present special workplace problems, including a conflict of interest, or at least the appearance of conflict. TeleHealthCare discourages the employment of relatives and significant others within the same department and prohibits the employment of such individuals in positions with a direct reporting relationship or where significant influence over personnel decisions resides in one employee. If such a relationship exists or occurs, or if a question arises about whether a relationship is covered by this policy, the employee must report it in writing to his supervisor and Human Resources. Human Resources has the ultimate responsibility for determining the applicability of this policy.

Willful withholding of information regarding a prohibited relationship/reporting arrangement may be subject to corrective action, up to and including termination. If a prohibited relationship exists or develops between two employees, the employee in the senior position must bring it to the attention of his/her supervisor and Human Resources. Reassignment may be an option.

#### **Other Possible Conflicts of Interest**

Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts in your mind, you should consult your manager.

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## **Handling and Protecting Confidential Information**

### **Proprietary/Confidential Information of TeleHealthCare**

During your employment with TeleHealthCare, you will have access to various forms of proprietary and confidential information regarding TeleHealthCare. Any information concerning TeleHealthCare, its products or its business that is not generally available to others is confidential. Most of TeleHealthCare's technology and much of our other know-how and experience are protected as trade secrets. Such trade secrets are valuable assets. The improper disclosure of proprietary or confidential information could significantly impact TeleHealthCare's competitive position and waste valuable company assets. In addition to constituting a violation of TeleHealthCare policy, failure to observe this duty of confidentiality may additionally result in a conflict of interest or a violation of securities, antitrust, or employment laws and would be a violation of the agreement you signed when you joined TeleHealthCare to protect and hold confidential TeleHealthCare's proprietary information.

Every employee must safeguard confidential information and prevent unauthorized disclosure and make sure that all authorized disclosures are made in accordance with TeleHealthCare's policies on control of confidential information. If you determine with your manager that disclosure of confidential information is necessary, you must then contact senior management to ensure that an appropriate written Nondisclosure Agreement (NDA) or other appropriate contract is signed prior to disclosure. If not previously signed, you must have a TeleHealthCare standard NDA executed by the third party and an appropriate TeleHealthCare signatory (refer to TeleHealthCare's signature policy). You may not sign a third party's NDA or accept changes to TeleHealthCare's standard NDAs without review and approval by the President or CEO. No financial information may be disclosed about TeleHealthCare without the prior approval of the Chief Financial Officer. In addition, all employees should ensure that all disclosures of TeleHealthCare proprietary and confidential information meet the requirements set forth in TeleHealthCare's policies on control of confidential information regarding identification, classification, labeling, handling and destruction of confidential information.

The obligation to maintain the confidentiality of proprietary information continues even after your employment terminates. Likewise, TeleHealthCare requires new employees to honor any continuing confidentiality obligations that they may have with previous employers.

### **Disclosure of Inventions**

Any work developed by employees or contractors within the scope of their employment with or services to TeleHealthCare belongs to TeleHealthCare.

### **Confidential Information of Employees**

Selected human resource and personnel information must be kept strictly confidential and used only for the purpose for which it is intended. Managers and other employees with access to an employee's personal information are responsible for limiting access to that information to only those individuals with a legitimate business need to know. Please contact Human Resources for more specific guidance or for questions.

### **Confidential Information of Third Parties**

In addition to protecting our own trade secrets, it is our policy to respect the trade secrets of others. Confidential information may be received from other companies or individuals in the course of TeleHealthCare's business. Confidential information should only be received under the auspices of a written agreement. Confidential information of a third party must be disclosed only to those TeleHealthCare employees who need access to such information to perform their jobs for TeleHealthCare and must not be disclosed to anyone outside of TeleHealthCare without specific authorization. Unauthorized disclosures, including theft and misappropriation, may result in a loss of the value of the trade secrets and may constitute a crime or amount to a breach of contract. Finally, confidential information of a third party must not be used or copied by any TeleHealthCare employee, except as permitted by the third-party owner.

Unsolicited third party confidential information should be refused. If inadvertently received by a TeleHealthCare employee, confidential information should be returned unopened to the third party or transferred to the Code of Conduct Officer for appropriate disposition. If a TeleHealthCare employee is furnished with information or becomes aware of information which may have been misappropriated from another party, the employee must immediately contact the Code of Conduct Officer.

### **Legal Requests for Disclosure**

TeleHealthCare's employees, agents and contractors must consult with the Code of Conduct Officer in connection with any legal inquiries, lawsuits and legally related investigations and requests for information, documents or interviews. All government requests for information, documents or investigative interviews must also be referred to the Code of Conduct Officer.

### **Insider Information**

Until released to the public, material information concerning our business, including its plans (present and future), financial performance, financial schedules, successes or failures, is considered "inside" information and, therefore, confidential. Inside information is "material" if it would likely affect a reasonable person's decision to buy, sell, or hold a company's securities. It includes any information that could reasonably affect the price of a security. Material non-public information may be positive or negative in nature.

All material non-public information concerning our business belongs to the Company, and all employees have a duty to exercise due care to maintain the integrity of such information. Our policy precludes the unauthorized disclosure of such information or use of such information for personal benefit. Any employee who uses such information for personal benefit or discloses it to others outside the Company violates his/her duty to our Company.

Once a public announcement has been made of material information, employees should wait until the second business day after the

announcement before engaging in any transactions in our stock.

The prohibition on the use of inside information applies not only to knowledgeable Board members and officers, but also non-management employees and persons outside the Company (spouses, parents, friends, children, brokers, etc.) who have acquired the information directly or indirectly from us. The Board of Directors and officers are subject to more restrictions on the trading of stock. Any questions regarding insider trading should be directed to the Insider Trading Compliance Officer.

### **Third-Party Copyrighted Material**

An appropriate license must be obtained prior to using any third-party copyrighted material. It is against company policy for any employee to copy, reproduce, scan, digitize, broadcast or modify third-party copyrighted material when preparing TeleHealthCare products or promotional materials, unless written permission has been obtained. It is also against company policy for TeleHealthCare employees to use the company's facilities for the purpose of making or distributing unauthorized copies of third-party copyrighted materials for personal use or for use by others.

### **Communications with Media and Financial Analyst Community**

TeleHealthCare has established specific policies regarding communicating information to the media and information analyst community. In particular, company policy prohibits any unauthorized communications with outside parties, including analysts and the media, concerning TeleHealthCare's financial performance. If you are contacted by the media or financial analysts requesting this type of information, you should decline to comment and refer the inquiry to Corporate Communications/Investor Relations.

### **Document Retention and Destruction**

TeleHealthCare maintains records management policies for the retention, protection and disposition of company records to fulfill legal requirements as well as to increase operational efficiency and reduce our internal and external storage costs. Proper control of records helps to minimize litigation cost, fines imposed on the company and potential criminal prosecution of employees. Retention and disposition of TeleHealthCare business records should be carried out in the normal course of business in accordance with our Document Retention Policy. If you have any questions, you should first review the Document Retention Policy before contacting your manager.

### **Accurate Business Communications and Records**

TeleHealthCare is committed to full, fair, accurate, timely and understandable disclosure in reports and documents filed with the Securities and Exchange Commission (SEC) and in other public communications. To provide an accurate and auditable record of all financial transactions, TeleHealthCare's books, records, and accounts must be maintained in conformity with generally accepted accounting principles and the standards established by applicable laws and regulations.

Maintaining accurate and reliable business records is not only required by law, it is also of critical importance to the Company's decision-making process and to the proper discharge of its financial, legal, and reporting obligations. All business records, expense accounts, vouchers, bills, payroll documents, service records, reports to government agencies and other reports, books, and records of TeleHealthCare must be prepared with care and honesty. False or intentionally misleading entries in such reports are illegal and are not permitted. Further, the Company specifically requires that:

- All payments made on TeleHealthCare's behalf must be fully and accurately described in the supporting documentation.
- No payment may be approved or made with the intention or understanding that it is to be used for any purpose other than that described by the document supporting the payment.
- No access to TeleHealthCare's funds or assets will be allowed without proper authority.
- No fund or account may be established for a purpose that is not accurately described on the Company's books and records.
- The accounting requirements of each country in which TeleHealthCare conducts business must be complied with.
- All expense reporting must be documented in an accurate manner and include all required signature approvals.

TeleHealthCare has established accounting procedures and internal control procedures to ensure that financial transactions are accurately recorded. Strict compliance with these procedures is required at all times.

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## **Our Relationship with Customers, Business Partners and Suppliers**

### Free and Fair Competition

The U.S. and most of the countries where we do business have laws designed to encourage and enforce free and fair competition. For example, the U.S. has antitrust laws and the European Union has fair competition laws. TeleHealthCare is committed to obeying both the letter and spirit of these laws. We expect our employees to fully comply with all applicable antitrust and fair competition laws while engaged in activities on behalf of the Company.

#### *Competitors*

Antitrust or fair competition laws generally prohibit any activities that may restrain free trade. Agreements, written or oral, with competitors to do the following activities are strictly prohibited:

- Set prices and price-related terms and conditions (such as credit terms and discounts).
- Divide or allocate markets, territories or customers.
- Limit or restrict the development or production of products.
- Refuse to deal with, or boycott, particular customers or suppliers.

Collusion among competitors is illegal, and the consequences of a violation are severe. As a rule, contracts with competitors should be limited and should always avoid subjects such as prices or other terms and conditions of sale, customers and suppliers. In some cases, legitimate joint ventures with competitors may permit exceptions to these rules, as may purchases from or sales to competitors on non-competitive products. However, senior management must review all such proposed ventures in advance. Participating with competitors in a trade association or in a standards creation body is acceptable when the association has been properly established, has a legitimate purpose and limits its activities to that purpose. You must avoid any discussion and must not enter into any agreements that may violate antitrust laws or give the perception of conflict of interest, even when brought up in a casual conversation.

Finally, employees, agents or contractors of TeleHealthCare may not knowingly make false or misleading statements regarding its competitors or the products of its competitors. You should sell on the basis of TeleHealthCare's capabilities and benefits to the customer and follow these guidelines when discussing a competitor or its products:

- Avoid disparaging remarks about a TeleHealthCare competitor.
- Avoid commenting on negative publicity about a TeleHealthCare competitor.
- Avoid remarks based on rumor or other non-factual, unconfirmed data.

#### *Distributors, Resellers and Customers*

Antitrust and fair competition laws also often regulate a company's relationships with its distributors, resellers and customers. The U.S. antitrust laws generally require that competing customers be treated fairly. For example, selling products of like grade and quality to competing customers at different prices during the same time period is generally prohibited except that a price difference may be permissible if the lower price was given in good faith to meet a competitor's price or the difference between the prices can be cost-justified or justified by the receipt of a valuable right, such as a release of liability. Likewise, promotional payments, services, and facilities (such as advertising displays) extended to one reseller must generally be made available on proportionately equal terms to all other resellers for the same product if those other customers are in competition with the recipient of the promotional assistance.

Antitrust and fair competitions laws generally address the following activities with distributors, resellers and/or customers:

- Requiring resellers to maintain particular resale prices.
- Discrimination based on prices, price-related terms and conditions, or promotional services provided to resellers where the effect of such discrimination would impact competition between the resellers (certain exceptions may apply where it is necessary to meet prices offered by the competition).
- Agreeing with customers regarding the selection of other customers or the termination of customers.
- Restricting distributors or resellers from carrying competing products.
- Under certain circumstances, requiring a customer to purchase one product in order to be eligible to purchase another product.

Antitrust and fair competition laws around the world are complex and therefore TeleHealthCare sales and marketing employees must involve the senior management, and if necessary local counsel, before establishing pricing and contractual policies or deviating from existing policies. All employees should have a basic knowledge of these laws and should involve the Code of Conduct Officer early on when questionable situations arise.

### **Supplier Selection and Relationships**

When choosing a supplier, you should follow TeleHealthCare's *Supplier Selection and Evaluation Procedure*. TeleHealthCare is under no obligation to deal with all potential suppliers or award business to a supplier based solely on lowest price. However, employees should make decisions based on merits. You must avoid decisions that are based on, or give the impression of, unwarranted favoritism. You should consider quality, experience, reputation, technology, service and cost. You should give each bid equal and fair consideration before you make your decision.

TeleHealthCare is an equal opportunity employer and encourages small and minority-owned businesses to become qualified and submit

quotations to do business with TeleHealthCare. You should promote this practice in your job.

In general, use of TeleHealthCare's name and logo by a supplier is not permitted. Any use of TeleHealthCare's name as an endorsement is not permitted unless a written approval is obtained from Corporate Communications.

### **Exchanging Confidential Information**

In the course of doing business with a supplier or customer, you may have to exchange company confidential information. Do not give or accept confidential information until both parties have signed a Nondisclosure Agreement. See "Handling and Protecting Confidential Information" above.

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## **Interacting with Communities and Governments**

### Compliance with Export Control Laws

Although TeleHealthCare's business does not generally involve the export of products, TeleHealthCare, like all US parties, may send materials or ship items abroad for various reasons. Compliance with U.S. export laws and the trade regulations of other countries is the unequivocal policy of TeleHealthCare and the responsibility of all TeleHealthCare employees. No TeleHealthCare employee shall effect a transaction in violation of such laws. The United States has strict export controls against countries that the U.S. government considers unfriendly or as supporting terrorism. These regulations are complex and apply both to exports from the United States and to exports of items from other countries when those items contain U.S. origin components or technology. Since these regulations are complicated and may periodically change, advice on specific transactions should be obtained from senior management who may consult legal counsel.

### **Customs Compliance for International Shipping**

TeleHealthCare's policy is to comply fully with customs laws, regulations and policies in all countries where TeleHealthCare does business. Accurate customs information on shipping documents is required for all international shipments. Employees should not initiate international shipping documents outside approved shipping systems or the shipping department.

### **Anti-Corruption Laws and Bribery**

The Foreign Corrupt Practices Act (FCPA) and other laws prohibit a corporation and its employees and agents from directly or indirectly paying, or promising or offering to pay any money, gift or anything of value to any foreign governmental employee/official, foreign political party (or official thereof) or any candidate for foreign political office with the purpose of unlawfully influencing such person to make a decision that would favor TeleHealthCare business. The FCPA applies to TeleHealthCare, and it is company policy that TeleHealthCare employees worldwide comply with the FCPA provisions. In addition to compliance with the FCPA, it is TeleHealthCare policy that no improper or unethical payments to government officials worldwide shall be made.

The above prohibition also applies where TeleHealthCare has knowledge of any such payment made by an agent, partner, reseller or third party on TeleHealthCare's behalf. To ensure compliance with the FCPA by all agents who act on behalf of TeleHealthCare with government officials, you must review and follow any procedures established by TeleHealthCare for hiring agents and representatives before hiring any third party that will act or appear to act on TeleHealthCare's behalf in the promotion of business to government agencies or government companies outside the United States.

Note that the FCPA and other anti-corruption laws provide exceptions for certain minor payments permissible under local law for the purpose of facilitating routine, non-discretionary acts or services, such as payments for processing governmental papers, telephone service or obtaining adequate police protection. While Company policy does not prohibit such payments if allowed by local law, in cases where facilitating payments may be involved, employees must seek advice and approval in advance from their immediate supervisor and the Code of Conduct Officer. Any such facilitating payments must be properly accounted for in the Company's records.

In addition to the anti-bribery provisions, the FCPA has separate accounting standards that require that proper controls be in place to ensure the lawful use of TeleHealthCare assets. Pursuant to the FCPA accounting standards, no payment shall be made, or other transaction entered into, on behalf of TeleHealthCare without proper management approval. Likewise, TeleHealthCare funds, assets or services cannot be used for any purpose that is unlawful under the laws of the United States, any state thereof, or any jurisdiction (foreign or domestic). Complete and accurate records should be maintained of all transactions, including transactions that relate in any way, directly or indirectly, to a foreign government official. Additionally, no undisclosed or unrecorded funds or assets of TeleHealthCare shall be established for any purpose, and no false or artificial entries shall be made in any TeleHealthCare books or records for any reason. All employees must comply strictly with the accounting standards of the FCPA.

Finally, because it is illegal in almost all jurisdictions for a government official to receive personal payments as a result of their official duties, no contract or other agreement may be concluded between TeleHealthCare, or any affiliate of TeleHealthCare, and any business in which a government official is known to have an interest without the prior approval of the Code of Conduct Officer.

Any employee having information or knowledge of any unrecorded fund or asset transfer, or any violation of the FCPA, should immediately report that matter to the Code of Conduct Officer.

### Relationships with Government Personnel

We require our employees, officers, and directors, as well as consultants, agents and other representatives adhere to the highest ethical standards of conduct when dealing with government personnel. The Company's dealings with federal, state, and local government officials must not only comply with the letter and spirit of all applicable laws and regulations, they must be free from even the appearance of impropriety. To ensure compliance with such laws, the Code of Conduct Officer must be contacted prior to any interactions with government officials that are not routine – a routine procedure or law applies to all companies or persons the same way under the law.

### ***Gratuities and Gifts***

Almost all governmental jurisdictions impose some kind of limit on the value of gifts that officials may receive and require disclosure of gifts above a certain threshold. Gifts typically include meals, beverages, travel and related expenses, honoraria, and tickets to entertainment or sporting events. The laws on gifts vary considerably depending upon the jurisdiction of the official who is the recipient of the gift. In any case, a gift or promise of anything of value to a government official or employee in the hope of obtaining favorable action is prohibited by company policy and by the laws of most jurisdictions. In addition, federal agencies and organizations have strict regulations which generally forbid federal officials and employees from asking for or accepting gifts from any person or company that is regulated by or does business with their agency or that are given for or because of their status as a federal official or employee.

TeleHealthCare's employees, officers, and directors, as well as its consultants, lobbyists, agents, and other representatives must obey the law and respect the policies of federal government agencies and organizations with which TeleHealthCare does business. As a general rule, giving anything of value to a federal official or employee is strictly prohibited. In those limited situations where federal law and the particular federal agency's or organization's rules permit its employees or officials to receive certain types of gifts, no gift may be offered or given without prior approval of an executive officer of the Company. The Company will not tolerate the giving of bribes, illegal gratuities, or improper gifts in any form to government personnel. Any employee who becomes aware of any such conduct should immediately report it to the Code of Conduct Officer.

If any TeleHealthCare employee is asked by a government official or employee for a gift of any kind (including gifts of services), he/she she must courteously decline and immediately report the request to his/her supervisor or the Code of Conduct Officer.

### ***Political Activities and Campaign Contributions***

TeleHealthCare may not use its funds or assets for political contributions worldwide without the prior authorization by the Board of Directors, who will consult with outside counsel and local counsel to clear any proposed political contributions using TeleHealthCare assets. No TeleHealthCare funds or assets may be contributed to any candidate for federal office or their committees, or to political action committees (PAC) supporting or opposing federal candidates.

The following are examples of political activities that are prohibited in connection with federal election:

- Political contributions by an employee that are reimbursed by the Company through expense accounts or in other ways.
- Contributions in kind, such as lending employees to political parties, using Company facilities or Company-provided transportation to support political campaigns, or performing services for political committees, campaigns, or candidates on Company time.
- Indirect contributions by the Company through suppliers, customers, or agents.

TeleHealthCare offices must obtain approval prior to the visits of government officials or political candidates to their locations to ensure that such visits do not constitute political contributions. Employees who have used TeleHealthCare funds to make campaign contributions without obtaining the required approval in advance may be required to reimburse TeleHealthCare for such expenses and will be subject to appropriate disciplinary action.

This policy is not intended to discourage or prevent TeleHealthCare employees from engaging in political activities on their own time and at their own expense, or from making personal contributions to political candidates, political parties or PACs, or from expressing their personal views on legislative or political matters. However, it is improper for an employee to use his/her position within the Company to coerce political contributions from other employees for the purpose of supporting a political candidate, political party or PAC. Employees may make direct contributions of their own money, but such contributions are not reimbursable by TeleHealthCare.

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## Special Obligations For Employees With Financial Reporting Responsibilities

As a public company it is of critical importance that TeleHealthCare's filings with the SEC be accurate and timely. Depending on their position, employees may be requested to provide information and certifications to assure that the Company's public reports are complete, fair and understandable. TeleHealthCare expects all of its personnel to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

The President and Chief Executive Officer and the Finance Department bear a special responsibility for promoting integrity throughout the organization. The Chief Executive Officer and Finance Department personnel have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout the organization as a whole that ensures the fair and timely reporting of TeleHealthCare's financial results and condition.

Because of this special role, the President and Chief Executive Officer and all members of TeleHealthCare's Finance Department are bound by the following Financial Officer Code of Ethics, and by accepting this Code, each agrees that he or she will, to the best of his/her knowledge and ability:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that TeleHealthCare files with, or submits to, governmental agencies and in other public communications.
- Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage.
- Maintain skills and knowledge of one's profession and important and relevant to TeleHealthCare's needs and share these with others as appropriate.
- Proactively promote and be an example of ethical behavior in one's staff, one's peers and throughout the company.
- Achieve responsible use of and control over all assets and resources employed or entrusted to him/her.
- Promptly report to the Chairman of the Audit Committee any conduct that the individual believes to be a violation of law or business ethics or of any provision of this Financial Officer Code of Ethics, including any transaction or relationship that reasonably could be expected to give rise to such a violation.

Violations of this Financial Officer Code of Ethics, including failures to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, up to and including termination of employment. If you believe that a violation of the Financial Officer Code of Ethics has occurred, please contact the Audit Committee of the Board of Directors or the Code of Conduct Officer.

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## Summary

TeleHealthCare expects employees at all levels to observe and respect the laws and regulations and standards of business conduct that govern the conduct of our business. The Company is committed to designing, applying, and enforcing a corporate compliance program that will assist its employees in achieving this goal.

All employees are expected to read and understand this Code, uphold these standards in day-to-day activities, comply with all applicable policies and procedures, and ensure that all contractors, representatives and agents are aware of, understand and adhere to these standards.

Remember that the provisions of this Code are fully binding on you, without exception, as long as you are a TeleHealthCare employee. This Code is general in nature. There may be additional policies, procedures and rules that relate to employees in general or relate to your site or function and which you are expected to abide by.

Nothing in this Code or other related communications creates or implies an employment contract or term of employment.

Because we continuously review and update our policies and procedures, this Code is subject to modification. This Code supersedes all other such codes, policies, instructions, practices, rules and written or verbal representations to the extent they are inconsistent.

Please sign the acknowledgement form at the end of this Code and return the form to Human Resources indicating that you have received, read, understand and agree to comply with this Code. The signed acknowledgement will be located in your personnel file. Each year you may be asked to sign a new form and attend continued training.

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**TELEHEALTHCARE GROUP, INC.**  
**CODE OF BUSINESS ETHICS AND CONDUCT**  
**ACKNOWLEDGMENT FORM**

I have received the TeleHealthCare Code of Business Ethics and Conduct, carefully read it in its entirety, understand its provisions, and agree to comply with its provisions.

I realize that failure to observe and comply with all the Code's provisions will subject me to disciplinary action, up to and including termination.

I understand that this Code is not a contract of employment and that my compliance with this Code does not confer any right to continue in the service of the Company, or in any way affect my right to terminate employment with the Company.

*Employee Date*

Acknowledgment received from the above-named employee:

*Supervisor or HR Representative Date*

**TO BE RETAINED IN EMPLOYEE'S PERSONNEL FILE**

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors

TeleHealthCare, Inc:

We consent to the inclusion in the foregoing Registration Statement on Form S-1 Amendment No. 3 of our report dated January 6, 2015, relating to our audit of the balance sheet of TeleHealthCare, Inc. as of September 30, 2014 and 2013, and the related statement of operations, changes in stockholders' equity (deficit), and cash flows for the year ending September 30, 2014 and the period from December 10, 2012 (inception) to September 30, 2013. Our report dated January 6, 2015, relating to the financial statements includes an emphasis paragraph relating to an uncertainty as to the Company's ability to continue as a going concern.

We also consent to the reference to us under the caption "Experts" in the Registration Statement.

/s/ **TAAD, LLP**

Walnut, California

March 26, 2015