

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarterly Period Ended March 31, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 333-201391

TeleHealthCare, Inc.

(Exact name of registrant issuer as specified in its charter)

Wyoming

(State or other jurisdiction of incorporation or organization)

80-0873491

(I.R.S. Employer Identification No.)

**1031 Calle Recodo Suite B,
San Clemente, CA 92673**

(Address of principal executive offices, including zip code)

Registrant's phone number, including area code: **(949) 423-6870**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (section 232.405 of this chapter) during the preceding twelve months (or shorter period that the registrant was required to submit and post such files). Yes No

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class

Common Stock, \$.001 par value

Outstanding at May 19, 2017

88,373,000

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PART I - FINANCIAL INFORMATION

ITEM I — FINANCIAL STATEMENTS

TELEHEALTHCARE, INC.
CONDENSED BALANCE SHEETS

	March 31, 2017	September 30, 2016
	(Unaudited)	(Audited)
ASSETS		
Current Assets		
Cash	\$ 19,758	\$ 19,414
Other current assets	—	—
Deposit	5,900	—
Subscription Receivable	7,500	—
Total other current assets	13,400	—
Total Current Assets	33,158	19,414
TOTAL ASSETS	\$ 33,158	\$ 19,414
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
Current Liabilities		
Accounts payable and accrued expenses	\$ 126,299	\$ 122,730
Salary Payable	90,000	45,000
Note payable and interest payable	73,110	21,910
Customer Deposit	7,500	7,500
Total Current Liabilities	\$ 296,908	\$ 197,140
Total Liabilities	296,908	197,140
STOCKHOLDERS' DEFICIT:		
Common stock, \$0.001par value; 500,000,000 shares authorized; 88,373,000 and 153,873,000 shares issued and outstanding, respectively	88,373	153,873
Additional paid in capital	3,102,485	300,954
Accumulated deficit	(3,454,609)	(632,553)
TOTAL STOCKHOLDERS' DEFICIT	(263,751)	(177,726)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 33,158	\$ 19,414

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

TELEHEALTHCARE, INC.
CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended		Six Months Ended	
	March 31,		March 31,	
	2017	2016	2017	2016
REVENUES	\$ 509	\$ —	\$ 509	\$ —
COST OF SALES	—	—	—	—
GROSS PROFIT	509	—	509	—
OPERATING EXPENSES:				
General and administrative expenses	76,540	21,656	2,821,366	260,823
LOSS FROM OPERATIONS	(76,031)	(21,656)	(2,820,857)	(260,823)
Interest expense	(850)	(345)	(1,200)	(345)
LOSS BEFORE PROVISION FOR INCOME TAXES	(76,881)	(22,001)	(2,822,057)	(261,168)
Provision for income taxes	—	—	—	—
NET LOSS	\$ (76,881)	\$ (22,001)	\$ (2,822,057)	\$ (261,168)
NET LOSS PER SHARE OF COMMON STOCK —				
Basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)
WEIGHTED AVERAGE SHARES OUTSTANDING —				
Basic and diluted	144,058,393	152,158,713	149,047,033	150,922,179

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

TELEHEALTHCARE, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended	
	March 31,	
	2017	2016
Cash flows from operating activities:		
Net loss	\$(2,822,057)	\$ (261,168)
Stock compensation	42,611	220,000
Warrant expense	2,685,920	—
Changes in operating assets and liabilities:		
Deposits	(5,900)	—
Accounts payable and accrued expenses	3,569	6,500
Salary payable	45,000	—
Accrued interest	1,200	345
Net cash used in operating activities	(49,657)	(34,323)
Cash flows from financing activities:		
Proceeds from loan	50,000	14,000
Proceeds from the sale of common stock	—	75,000
Net cash provided by financing activities	50,000	89,000
Net increase (decrease) in cash	343	54,677
Cash - beginning balance	19,414	2,315
Cash - ending balance	\$ 19,757	\$ 56,992
Supplemental disclosure of cash flows information:		
Interest paid	\$ —	\$ —
Income taxes paid	\$ —	\$ —

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

TELEHEALTHCARE, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
MARCH 31, 2017
(UNAUDITED)

NOTE 1 – ORGANIZATION

TeleHealthCare, Inc. (the Company) was incorporated under the laws of the State of Wyoming on December 10, 2012. The Company 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".

On Feb 8th, 2017, the company announced its first contract with Mission Treatment and Recovery based in San Juan Capistrano, CA. Mission Treatment and Recovery is TLLT's first pilot program to use the CarePanda App beginning in August 2016 and signed an annual agreement to use the CarePanda platform on full time basis for their entire staff and facility.

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.

Revenue Recognition

The Company recognizes revenue when service have been provided or delivered, the monthly subscription fees charged are fixed or determinable. Customers understand the specific nature and terms of the agreed upon transactions, and collectability is reasonable assured.

We record deferred revenues when cash payments are received in advance of our performance.

Cash Equivalents

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

Stock-based Compensation and stock warrant expense

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. Grants of stock to non-employees and other parties are accounted for in accordance with the ASC 505. Stock-based compensation expense is \$42,611 and \$220,000 for the six months ended March 31, 2017 and 2016, respectively. Stock warrant expense is \$2,685,920 and \$0 for six months ended March 31, 2017 and 2016, respectively.

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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. Diluted net loss per share is computed using the weighted average number of common shares and, if dilutive, potential common shares outstanding during the period. Potential common shares consist of the incremental common shares issuable upon the exercise of options and warrants. The dilutive effect of outstanding options is reflected in diluted earnings per share by application of the treasury stock method. 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.

The fair value of stock options issued is estimated at the date of issue using the Black-Scholes-Merton option-pricing model. The Black-Scholes-Merton option-pricing model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. The Black-Scholes-Merton option pricing model requires the input of highly subjective assumptions such as the expected stock price volatility and the expected period until options are exercised.

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.

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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 six months ended March 31, 2017 and 2016, 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 six months ended March 31, 2017 and 2016, 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. For the six months ended March 31, 2017 and 2016, the Company recognized \$5,244 and \$0 for advertising expenses, respectively.

Recently Issued Accounting Pronouncements

Leases

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) (“ASU 2016-02”), which modifies lease accounting for lessees to increase transparency and comparability by recording lease assets and liabilities for operating leases and disclosing key information about leasing arrangements. ASU 2016-02 will be effective for the Company beginning in its first quarter of 2020, and early adoption is permitted. The Company have early adopted this standard in the fourth quarter of 2016.

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Stock Compensation

In March 2016, the FASB issued ASU No. 2016-09, Compensation – Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (“ASU 2016-09”), which modifies certain aspects of the accounting for share-based payment transactions, including income taxes, classification of awards, and classification in the statement of cash flows. The Company will adopt ASU 2016-09 in its first quarter of 2018. Currently, excess tax benefits or deficiencies from the Company's equity awards are recorded as additional paid-in capital in its Balance Sheets. Upon adoption, the Company will record any excess tax benefits or deficiencies from its equity awards in its Statements of Operations in the reporting periods in which vesting occurs. As a result, subsequent to adoption the Company's income tax expense and associated effective tax rate will be impacted by fluctuations in stock price between the grant dates and vesting dates of equity awards.

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 \$263,751 and an accumulated deficit of \$3,454,609 at March 31, 2017. As of March 31, 2017, 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, 2016 and have an interest rate of 6%. The principal \$45,000 was paid in July 2016. As of March 31, 2017, there is \$6,865 of accrued interest payable balance.

On January 1st, 2016, the Company issued a note payable to an unrelated party for \$14,000. The notes are due on September 30, 2016 and have an interest rate of 10%. As of March 31, 2017, the notes are in default, there is \$14,000 of principal and \$1,745 of accrued interest past due.

On February 1, 2017, the Company issued a note payable to an unrelated party for \$36,000. The note is due on February 1, 2018 and have an interest rate of 6%. As of March 31, 2017, there is \$500 of accrued interest payable balance.

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NOTE 5 – SHARE CAPITAL

The Company is authorized to issue 200,000,000 shares of common stock. On April 12, 2016, the Company amended the article with the Wyoming secretary of state to increase the amount of authorized shares to 500,000,000.

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. These vested quarterly over a year.

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.

On December 29, 2015, the Company entered into an agreement to issue 400,000 shares of our common stock for services with a fair value attributed to them of \$220,000.

On February 11, 2016, the Company partially completed a private placement offering to certain institutional and accredited investors pursuant to which the Company sold an aggregate of 750,000 shares of the Company's common stock resulting in gross proceeds of \$75,000 to the Company. The numbers of shares are restated at 2,250,000 shares to reflect the one-for-three forward stock split filed on June 3, 2016.

On June 3, 2016, the Company filed an Articles of Amendment to the Company's Articles of Incorporation to effect a one-for-three forward stock split (the "Forward Stock Split") of the outstanding common stock of the Company. The Forward Stock Split became effective on June 23, 2016 and was retroactively adjusted for all periods presented. As a result of the Forward Stock Split, the number of outstanding shares of the common stock increased to approximately 153,123,000. The Forward Stock Split affected all shareholders of the Company uniformly.

On August 15, 2016, the Company sold an aggregate of 250,000 shares of the Company's common stock resulting in the gross proceeds of \$25,000 to the Company associated with the private placement offering in February 2016. The numbers of shares are restated at 750,000 shares to reflect the one-for-three forward stock split filed on June 3, 2016.

On September 1, 2016, the Company granted a consultant, an option to purchase 1,000,000 shares of common stock at \$0.1 per share. The option is exercisable as to 25% on the first quarter of the grant date and as to an additional 25% at the end of each successive fiscal quarter following the grant date. Fair value of the option is calculated using Black-Scholes Option Pricing Model with the following weighted average assumptions. Re-Habit has exercised 7,500,000 common shares as of March 31, 2017.

Black-Scholes Option Pricing Model – Stock Option

Current Stock Price	\$ 0.10
Exercise Price	\$ 0.10
Risk-Free Interest Rate	0.60%
Expected Life of Option	1
Volatility	289.2%
Dividend Yield	0%
	<u>\$ 0.09</u>

Schedule of Stock Options Roll Forward	Shares Under Option	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding as of September 30, 2015	-	\$ -	-	\$ -
Granted	1,000,000	0.1	1 year	-
Expired / Cancelled	-	-	-	-
Outstanding as of September 30, 2016	1,000,000	\$ 0.1	0.92 years	\$ -
Granted	-	-	-	-
Expired / Cancelled	-	-	-	-
Outstanding as of December 31, 2016	1,000,000	0.1	0.67 years	-
Granted	-	-	-	-
Expired/Cancelled	-	-	-	-
Outstanding as of March 31, 2017	1,000,000	0.1	0.42 years	-
Exercisable at March 31, 2017	1,000,000	\$ 0.1	0.42 years	\$ -

On October 1, 2016, the Company signed a one-year consulting agreement with Re-Habit LLC as exclusive reseller of the CarePanda App for the rehab industry. Re-Habit LLC was offered exercisable stock warrants of 7,693,650 common shares of the Company, vesting immediately upon signing the agreement. Re-Habit is entitled to additional shares of restricted common stock based on future performance, if total shares received from the Company does not exceed 33.3% of the outstanding company shares at any time. The shares have an exercise price of \$0.001 with 6 month lock up from the date the shares were issued. Fair value of the stock warrant is calculated using Black-Scholes Option Pricing Model with the following weighted average assumptions. Re-Habit has exercised 7,500,000 common shares related to the stock warrant as of March 31, 2017.

Black-Scholes Option Pricing Model – Stock Warrant

Current Stock Price	\$ 0.35
Exercise Price	\$ 0.001
Risk-Free Interest Rate	0.60%
Expected Life of Option	1
Volatility	260.0%
Dividend Yield	0%
Call Option Value	\$ 0.35

Schedule of Stock Warrant Roll Forward	Shares Under Stock Warrant	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding as of September 30, 2016	-	\$ -	-	\$ -
Granted	7,693,650	0.001	1 year	-
Expired / Cancelled	-	-	-	-
Outstanding as of December 31, 2016	7,693,650	0.001	0.75 years	-
Granted	-	-	-	-
Exercised	7,500,000	0.001	-	-
Outstanding as of March 31, 2017	193,650	0.001	0.50 years	-
Exercisable at March 31, 2017	193,650	\$ 0.001	0.50 years	\$ -

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The company recognized stock compensation expenses of \$42,611 and \$220,000 during the six months ended March 31, 2017 and 2016, respectively, related to stock option awards granted to certain individuals providing service to the company based on the grant date fair value of the awards, net of estimated forfeitures. The company recognized stock warrant expense of \$2,685,920 and \$0 during the six months ended March 31, 2017 and 2016, respectively, related to stock warrants granted to certain companies providing service to the company based on the grant date fair value of the awards, net of estimated forfeitures.

On March 14, 2017, the company entered into a Share Cancellation/Return to Treasury Agreement (the "Agreement") with Derek Cahill, the Company's Chief Executive Officer. Pursuant to the Agreement, Mr. Cahill cancelled 73,000,000 shares of the outstanding common stock held by him. By canceling these shares, Mr. Cahill and the Company's Board of Directors want the Company to be better positioned to expand and raise capital.

At March 31, 2017, the company had \$35,509 of unrecognized compensation expense (net of estimated forfeitures) associated with stock option awards which the Company expects will be recognized through September 2017.

As March 31, 2017, there are approximately 88,373,000 shares outstanding.

NOTE 6 – TRANSACTIONS WITH RELATED PARTIES

Salary payable to related parties as an officer of the Company is \$7,500 a month started in April 2016. As of March 31, 2017, salary payable accrued \$90,000. Management believes that the terms of the agreements with the related parties are comparable to the terms obtained in arm's length transactions with unrelated similarly situated officer of the Company.

The company engaged GoBigWeb, owned by the CEO of Telehealthcare Inc, to perform website development services. As of March 31, 2017, the company have made payments \$1,800 to the GoBigWeb for services rendered.

NOTE 7 – COMMITMENTS AND CONCENTRATIONS:

Office Sub-Lease – San Clemente, CA – The Company entered a sub-lease agreement for an office space in San Clemente, CA. The sub-lease period started August, 2016 on a month-to month basis, monthly payment is \$700 due on the 1st day of each month until terminated by sub-lessor or sub-lessee. Starting February 1st, 2017, rent has been increased to \$1,000 each month. In March 2017, the company expanded office space and paid \$375 additional payment.

Equisolve – The company entered into investor relations agreement with Equisolve on a month-to-month basis for \$495.00 each month due the first day of each month.

NOTE 8 – SUBSEQUENT EVENTS

Management has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. Management has determined that the following reportable subsequent events required to be disclosed:

On May 2, 2017, the Company was notified by Mediprocity, developer of the Company's CarePanda App, of their intent to cancel their White Label Agreement with the Company. At this time the Company is looking to license or partner with a new company to continue to manage our existing customers. It is unknown at this time how long this will take or whether the Company will be able to do so. The cancellation of the Mediprocity Agreement has a material adverse impact on the Company's ability to sell the CarePanda app until a new app can be developed or licensed.

On May 4, 2017, the Company was notified by Re-Habit LLC, exclusive reseller of Company's CarePanda App for the Drug and Detox markets, of its termination their Reseller Agreement. At this time the Company is looking for a new partner to resell Company's CarePanda App, but that will be dependent on finding a new mobile app developer and/or mobile app company to work with.

On May 7, 2017, James Donahue resigned as member of the Company's Board of Directors and its Chief Financial Officer.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information contained in this Form 10-Q is intended to update the information contained in our Annual Report on Form 10-K for the year ended September 30, 2016 and presumes that readers have access to, and will have read, the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other information contained in such Form 10-K. The following discussion and analysis also should be read together with our financial statements and the notes to the financial statements included elsewhere in this Form 10-Q.

The following discussion contains certain statements that may be deemed "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements appear in a number of places in this Report, including, without limitation, "Management's Discussion and Analysis of Financial Condition and Results of Operations." These statements are not guarantees of future performance and involve risks, uncertainties and requirements that are difficult to predict or are beyond our control. Forward-looking statements speak only as of the date of this quarterly report. You should not put undue reliance on any forward-looking statements. We strongly encourage investors to carefully read the factors described in our Annual Report on Form 10-K for the year ended September 30, 2016 in the section entitled "Risk Factors" for a description of certain risks that could, among other things, cause actual results to differ from these forward-looking statements. We assume no responsibility to update the forward-looking statements contained in this quarterly report on Form 10-Q. The following should also be read in conjunction with the unaudited Financial Statements and notes thereto that appear elsewhere in this report.

Overview

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.

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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 March 31, 2017 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

Until the end of the quarter reporting, we continued customizing our CarePanda mobile app for Apple and Android platforms. CarePanda launched in April 2016 and includes secure text and chat communication between medical professionals, nurses, staff, vendors, pharmacists, lab contacts and many others.

Based on initial pilot programs with CarePanda and customer feedback, we are evolving our business model based. Telehealth will be launching a new telehealth service, branded On.Care™ to target emerging opportunities in the telehealth market for specialty and private label telehealth services. While CarePanda connects medical clinics and specialists together, On.Care™ connects physicians, patients and insurers (billing) together. By launching both systems, TeleHealthCare will have a full service solution that customers have been asking for.

We see five key areas driving demand for telehealth services:

- **Escalating Healthcare Costs** – Healthcare represents \$3 trillion USD in costs per year (CMS.gov) in the U.S. There is an urgent and growing need to control and lower the cost of providing healthcare. (<https://www.cms.gov/research-statistics-data-and-systems/statistics-trends-and-reports/nationalhealthexpenddata/downloads/highlights.pdf>)
- **Expanded Insured Patient Base** – There has been a rapid rise in patient volumes as more people are insured with passage and implementation of the Affordable Care Act.
- **Aging Population** – As we age we have a higher incidence of chronic diseases. The average age of the population in the U.S. is growing resulting in an increase demand for services. It's estimated that 65 million baby boomers will become Medicare enrollees over the next decade (<http://www.handsontelehealth.com/past-issues/74-why-is-telehealth-a-driving-force-in-healthcare>)
- **Shortage of Medical Professionals** – In many cities and towns throughout the U.S. there is a shortage of medical professionals, especially medical specialists. This is especially true for rural populations. This has created an imbalance of the available supply of practitioners to many areas' demand.

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- **Regulations** – Although only a few regulations have passed that allow billing and adoption of telehealth services in Medicare, Medicaid or Commercial health insurance services, new regulations look to greatly expand telehealth adoption. S. 2484 called the CONNECT for Health Act, would move to waive restrictions on Medicare telehealth coverage that many consider antiquated or arbitrary. In addition to a coalition of six senators and three representatives, the bill has the support of the American Medical Association, the American Telemedicine Association, and a number of other industry groups, health systems, and tech vendors. <http://mobihealthnews.com/content/latest-telemedicine-bill-could-save-18b-waiving-medicare-restrictions>.

A bipartisan group of US Senators led by Brian Schatz (D-HI) has introduced new telemedicine legislation that would move to waive restrictions on Medicare telehealth coverage that many consider antiquated or arbitrary. In addition to a coalition of six senators and three representatives, the bill has the support of the American Medical Association, the American Telemedicine Association, and a number of other industry groups, health systems, and tech vendors. <http://mobihealthnews.com/content/latest-telemedicine-bill-could-save-18b-waiving-medicare-restrictions>

"Telehealth is the future of health care," Schatz said in a statement. "It saves money and improves health outcomes. Our bipartisan bill puts us on a path to transform health care delivery, making it less costly and more convenient for patients and providers."

<http://www.schatz.senate.gov/imo/media/doc/CONNECT%20for%20Health%20Act.pdf>

PRODUCTS & SERVICES:

Based on the growing market for telehealth services, TeleHealthCare will focus its energies on building an "end to end" telehealth solution company that incorporates the following services, software and devices. Many companies, including medical groups, disease management firms, mental health providers, and others find it difficult to get all these services within one solution.

- **Information Technology (IT) Services**
 - **Secure Video and Chat**
- **Platform for Electronic Medical Records (EMR), Scheduling and Billing**
 - **Monitoring Devices**
 - **Telehealth Programs**
 - **Marketing Services**

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IT Services

These services offered on a 'menu' basis would include everything from setting up and managing a customer's IT network for telehealthcare; to providing training, support, setup and configuration of the telehealth services, monitoring devices, mobile apps, an EMR platform and a billing system.

Secure Video and Chat

TeleHealthCare will be offering secure, HIPAA compliant video and chat capabilities. Some customers may only want chat, others video and some both services. TeleHealthCare can integrate video and chat into a customer's existing systems.

Platform for EMR, Scheduling and Billing

While the majority of hospitals have adopted EMR systems, most disease management firms, specialty medical clinics, long term care centers, skilled nursing facilities, rehab centers and others have not yet adopted these systems. An EMR is necessary to document patient visits, manage online scheduling of telehealth services and track billing of telehealth services.

<http://dashboard.healthit.gov/index.php>

Monitoring Devices

To effectively monitor and manage patients in telehealth programs, especially patients with chronic care conditions, medical providers will need access to patient information gathered from remote monitoring devices that can track vital signs such as ECG, heart rate, pulse oximetry, blood pressure, temperature, weight, glucose levels, activity levels, etc. TeleHealthCare, Inc. will incorporate monitoring device management directly into their platform to provide vital sign history and alerts on the patient's condition. The Company will also sell certain devices to its customers.

Telehealth Programs

TeleHealthCare will develop "packaged" telehealth programs that include turn-key business plans for customers to launch a telehealth program. This includes all the organization, billing and marketing of their telehealth solution.

Telehealth Platform

Our telehealth platform will be branded as On.Care™. The certified platform is built upon Microsoft .NET technology and is 100% SaaS based product and hosted with a secure HIPAA compliant hosting company. On.Care™ will be a web-based platform that provides very low initial investment from customers and no major upgrade charges or expensive licensing fees. On.Care™ provides flexibility to access telehealth information from anywhere and on most devices – desktops, tablets and mobile devices.

On.Care™ is designed and developed from physician input and is developed to reduce data entry and maximize physician time.

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Features:

- Electronic Health Record
 - Patient Chart
- Scheduling for in-office and online visits
- Billing for in-office and online visits
 - ICD-10 support
- Secure video and chat for online visits
- Secure text and chat for in office communication and vendor communication
 - E-prescriptions
 - Lab integration
- Patient device integration (vital sign measurements, activity monitors, etc.)
- Patient portal for patients to view physician notes, connect to online visits, manage devices and health information
 - Practice management
 - Organizing patient information
- Monitoring medical billing & reduce billing errors
 - Improved claim accuracy
 - Reporting
- Customizable Online Forms for any medical specialty
- Transcription interface to easily capture notes and update charts
 - Meaningful use dashboard
 - HI Exchange for patient data interoperability

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On.Care™ also supports the latest billing codes for ICD-10.

On.Care™ Product Advantages:

- Accessible anytime, anywhere
- Easy to navigate user interface
- Multi-platform compatible on desktop, tablet or mobile
- Template driven chart notes to support any medical specialty
 - Customizable dashboard
 - Fully integrated patient reminders
 - ePrescriptions
 - Automatic transfer of Lab results
 - Dictation and transcription interface
 - Built-in Patient Portal
 - Referral Portal
 - Patient Education Materials on Patient Portal
 - Customized Reports
 - Phone and Email Customer Support

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.

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Results of Operations

Comparison of the six months ended March 31, 2017 and 2016

Revenues

Revenues were \$509 and \$0 for six months ending March 31, 2017 and 2016, respectively.

Cost of Sales

Cost of sales were \$0 and \$0 for six months ending March 31, 2017 and 2016, respectively.

General and Administrative Expenses

General and administrative expenses were \$2,821,366 and \$260,823 for six months ending March 31, 2017 and 2016, respectively. For 2017, the expenses consisted primarily of \$42,611 for stock compensation, \$2,685,920 for stock warrant, \$13,768 for professional fees, \$48,569 for payroll expense, \$5,000 for consulting expenses, \$5,244 advertising expenses, and \$5,157 rent expense. For 2016, the expenses consisted primarily of \$220,000 for stock compensation, \$39,750 consulting fee, and \$4,255 for professional fees.

Interest Expense

Interest expense was \$1,200 and \$345 for the six months ending March 31, 2017 and 2016, respectively.

Liquidity and Capital Resources

The following is a summary of the Company's cash flows provided by (used in) operating, investing, and financing activities for the six months ended March 31, 2017 and 2016:

	Six Months Ended	
	March 31,	
	2017	2016
Operating Activities	\$ (49,657)	\$ (34,323)
Investing Activities	—	—
Financing Activities	50,000	89,000
Net Effect on Cash	\$ 343	\$ 54,677

In the six months ending March 31, 2017, the Company incurred a net loss of \$2,822,057. This was offset by stock compensation of \$42,611, stock warrant expense of \$2,685,920, a decrease in deposits of \$5,900, an increase in accrued expenses of \$3,569, salary payable of \$45,000 and accrued interest of \$1,200.

Going Concern Uncertainties

We have sufficient working capital for the next 9 months and may secure additional working capital through loans or sales of common stock. Nevertheless our auditor has issued a "going concern" qualification as part of his opinion in the Audit Report for the year ended September 30, 2016, and our unaudited financial statements for the quarter ended March 31, 2017 include a "going concern" footnote contingent on us to be able to raise working capital to grow our operations.

Commitments and Contractual Obligations

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

Off-Balance Sheet Arrangements

We have not entered into any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources and would be considered material to investors.

Recently Issued Accounting Pronouncements

Refer to the notes to the financial statements for a complete description of recent accounting standards which we have not yet been required to implement and may be applicable to our operation, as well as those significant accounting standards that have been adopted during the current year.

Critical Accounting Policies

Our financial statements were prepared in conformity with U.S. generally accepted accounting principles. As such, management is required to make certain estimates, judgments and assumptions that they believe are reasonable based upon the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the periods presented. The significant accounting policies which management believes are the most critical to aid in fully understanding and evaluating our reported financial results include the following:

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures: We conducted an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. The term "disclosure controls and procedures", as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended ("Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures also include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded as of March 31, 2017, that our disclosure controls and procedures are effective to a reasonable assurance level of achieving such objectives. However, it should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

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Management's Report on Internal Control Over Financial Reporting: Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed 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. The internal controls for the Company are provided by executive management's review and approval of all transactions. Our internal control over financial reporting also includes those policies and procedures that:

1. pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with the authorization of our management; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2017. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework. Management's assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of these controls.

Based on this assessment, management has concluded that as of March 31, 2017, our internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

This quarterly report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

Changes in Internal Control over Financial Reporting: There were no changes in our internal control over financial reporting during the quarter ending March 31, 2017, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II -- OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

To the best knowledge of our sole officer and director, the Company is not a party to any legal proceeding or litigation.

ITEM 1A. RISK FACTORS.

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item. See the Company's Annual Report on Form 10-K for the period ending September 30, 2016 which identifies and discloses certain risks and uncertainties including, without limitation, those "Risk Factors" included in Item 1A of the Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

On February 10, 2017, the Company issued 7,500,000 shares of Common Stock upon the exercise of Common Stock Purchase Warrants. The exercise price of the Warrants was \$0.0001.

All of the securities set forth above were issued by the Company pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended, or the provisions of Rule 504 of Regulation D promulgated under the Securities Act. All such shares issued contained a restrictive legend and the holders confirmed that they were acquiring the shares for investment and without intent to distribute the shares. All of the purchasers were friends or business associates of the Company's management and all were experienced in making speculative investments, understood the risks associated with investments, and could afford a loss of the entire investment. The Company did not utilize an underwriter or a placement agent for any of these offerings of its securities.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 5. OTHER INFORMATION.

None.

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ITEM 6. EXHIBITS.

<u>31.1</u>	<u>Certification of Chief Executive and Acting Financial Officer pursuant to Exchange Act Rule 13a-14 and 15d-14.</u>
<u>32</u>	<u>Certification of the Company's Chief Executive Officer and Acting Chief Financial Officer, pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	INS XBRL Instance Document *
101.SCH	SCH XBRL Schema Document *
101.CAL	CAL XBRL Calculation Linkbase Document *
101.DEF	DEF XBRL Definition Linkbase Document *
101.LAB	LAB XBRL Label Linkbase Document *
101.PRE	PRE XBRL Presentation Linkbase Document *

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TELEHEALTHCARE, INC.

Date: May 19, 2017

By: /s/ Derek Cahill
Name: Derek Cahill
Title: Chief Executive Officer, Acting Chief
Financial Officer and President
(Principal Executive and Financial
Officer)

TELEHEALTHCARE, INC.
Certification of Chief Executive Officer Pursuant to
Securities Exchange Act Rules 13a-14 and 15d-14

I, Derek Cahill, certify that:

1. I have reviewed this quarterly report on Form 10-Q of TeleHealthCare, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control to be designed under our supervision, 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.
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 19, 2017

By: /s/ Derek Cahill

Name: Derek Cahill

Title: Chief Executive Officer, Acting Chief
Financial Officer and President
(Principal Executive and Financial
Officer)

TELEHEALTHCARE, INC.
CERTIFICATION
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(SUBSECTIONS (a) AND (b) OF SECTION 1350, CHAPTER 63 OF TITLE 18,
UNITED STATES CODE)

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of Title 18, United States Code), the undersigned officer of TeleHealthCare, Inc. (the "Company"), does hereby certify with respect to the Quarterly Report of the Company on Form 10-Q for the period ended March 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), to the best of the undersigned's knowledge that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 19, 2017

By: /s/ Derek Cahill
Name: Derek Cahill
Title: Chief Executive Officer, Acting Chief
Financial Officer and President
(Principal Executive and Financial
Officer)