



## MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED MARCH 31, 2024

**1. CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

The Management Discussion and Analysis (“MD&A”) of Aquarius Surgical Technologies Inc. (the “Corporation”) may contain forward-looking statements, which involve risks and uncertainties. Actual events could differ from those anticipated in forward-looking statements. While this MD&A reflects the year ending March 31, 2024, it also addresses key events that have occurred up to and including the date of this Report. Readers are specifically referred to Note 20 – Litigation, in the Notes to the Consolidated Financial Statements to March 31, 2024.

Forward-looking statements may include sales, earnings, and profitability comments. These statements may contain words such as “anticipated”, “expected”, “could”, “should”, “may”, “plans”, “will”, or similar expressions that are based on and arise out of our experience, our perception of trends, current conditions and expected future developments as well as other factors. By their very nature, forward-looking statements involve uncertainties and risks that the forecasts and targets will not be achieved. Readers are cautioned not to place undue reliance on forward looking statements as a number of important factors, as disclosed herein and in the Corporation’s other continuous disclosure documents, could cause actual results to differ materially from those expressed in such forward looking statements.

Readers are also referred to the Corporation’s documents filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) for additional information.

**2. INTRODUCTION**

The following is a discussion and analysis of the Corporation's results of operations and financial condition for the year ended March 31, 2024 and should be read in conjunction with its Consolidated Financial Statements for the year ended March 31, 2024 and the related notes thereto. Unless otherwise indicated the amounts included in the following discussions are expressed in Canadian dollars.

**3. GOING CONCERN**

The Consolidated Financial Statements have been prepared on a going concern basis which assumes the Corporation will be able to realize its assets and discharge its liabilities in the normal course of operations. The Corporation incurred operating losses in prior years and in the current year and has a significant shareholders deficiency. These circumstances cast significant doubt on the ability of the Corporation to continue as a going concern which is dependent on the support of its creditors, the ability to obtain additional financing, and ultimately, the attainment of profitable operations. The Corporation's lenders, who are significant shareholders, have indicated that their support will continue over the forthcoming year. Significant working capital was raised during prior fiscal years which was been further supplemented during the current year by advances from a significant shareholder. As indicated in Note 2 to the Consolidated Financial Statements, those Statements do not include any adjustments to the amounts or classification of financial statement items that might be necessary if the Corporation was unable to continue as a going concern and no adjustment has been made in those financial statements to reflect liquidation values of assets on a non-going concern basis as any such adjustment, if required, would not have a material effect on the Corporation’s Statement of Financial Position.

**4. MATERIAL ACCOUNTING POLICIES**

The financial statements of the Corporation have been prepared by management using the accounting policies and methods as outlined in Note 3 to the Consolidated Financial Statements for the year ended March 31, 2024. The Consolidated Financial Statements have, in management’s opinion, been properly prepared using judgement within reasonable limits of materiality and are in conformity with IFRS Accounting Standards (“IFRS Accounting Standards”) as issued by the International Accounting Standards Board (“IASB”).

**5. BUSINESS OVERVIEW**

As of March 20, 2017, the Corporation acquired all the outstanding shares of Surgical Lasers Inc. (“SLI”). SLI, is principally a provider of innovative, minimally invasive medical laser systems and consumables for multiple medical disciplines, principally in the field of urology.

The Corporation’s primary focus is the development, sale, distribution, marketing, and exploitation of technologies for use in surgical environments.

The Corporation is currently generating revenue from lasers and fibers sales and service operations through its subsidiary SLI. With the addition of new marketing personnel along with sourcing potential new value added services and technologies sales are expected to increase going forward.

SLI's focus has always been on clinical efficacy, evidence-based research, proven technologies, and value. This allows SLI to deliver practical solutions which not only enhances patient care, but also introduces operational and financial benefits to medical practices. In this regard, SLI delivers measurable benefits to patients, clinicians, and the medical system alike and offers the following benefits:

- Enhanced patient care
- Minimally invasive laser treatments
- Value based, cost-effective & practical laser based solutions
- Best of breed technology
- Cost effective consumables
- Unparalleled support & comprehensive educational programs

Following the temporary setbacks caused by shutdowns during the pandemic, we are looking forward to getting back to a more normal and predictable environment and steady recovery and regrowth for our shareholders and clients.

As described in Press Releases issued in February and March, 2021, former management personnel were removed in February, 2021, Salumatics Inc. has been retained to provide overall Management and Administration services to SLI and the offices of SLI have been moved to Mississauga, Ontario. Further, as described in Note 20 to the Consolidated Financial Statements, significant litigation has been commenced against certain former management personnel and their related corporations.

SLI utilized the opportunity of the consequences of the COVID epidemic and the reorganization of management and administration to redevelop many processes, procedures and systems including an online e-commerce storefront for consumables and cost saving improvements that will provide benefits in the future.

**6. OVERALL PERFORMANCE RELATING TO OPERATIONS FOR THE YEAR ENDING MARCH 31, 2024**

Revenues from operations for the year ended March 31, 2024 were \$205,249 (March 31, 2023 - \$203,733). Cost of goods sold in the year ended March 31, 2024 was \$72,395 (March 31, 2023 - \$121,821). The gross margin for the year ended March 31, 2024 was \$132,854 (March 31, 2023 - \$81,912).

General and administrative expenses in the year ended March 31, 2024 were \$591,586 (March 31, 2023 - \$725,837). Selling and admin expenses were \$333,825 (March 31, 2023 - \$260,962); Professional fees were \$108,121 (March 31, 2023 - \$157,942); Stock based compensation was \$ nil (March 31, 2023 - \$12,000) and Consulting fees were \$129,000 (March 31, 2023 - \$276,481).

Interest and bank charges in the year ended March 31, 2024 were \$261,124 (March 31, 2023- \$218,824). The increase in interest expense is a reflection of the increase in the prime rate. The interest charges in the current year include \$ nil (2023 - \$2,980) imputed interest on the long term debt.

Amortization expense in the year ended March 31, 2024 was \$30,876 (March 31, 2023- \$7,788). The increase in the current year reflects the depreciation of the Right to Use Asset.

Gain on debt conversion in the year ended March 31, 2024 was \$ nil (March 31, 2023 - \$117,600). The gain in the prior year arose from the issuance of shares in settlement of an account payable.

Interest income in the year ended March 31, 2024 was \$1,728 (March 31, 2023 - \$6,212). The Corporation also recorded an increase in the carrying value of investment of \$382 (March 31, 2023 - \$23,285) reflecting changes in foreign exchange rates.

Income tax expense for the year ended March 31, 2024 was \$9,038 (March 31, 2023 - \$ nil). This expense relates to income taxes incurred by a US subsidiary.

The net loss and comprehensive loss for the year ended March 31, 2024 was \$757,660 (March 31, 2023 - \$723,440).

**7. SELECTED CONSOLIDATED FINANCIAL INFORMATION**

Selected items from the Consolidated Statements of Financial Position as at March 31, 2024, March 31, 2023, and March 31, 2022:

<b>Consolidated Statements of Financial Position Item</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>	<b>31-Mar-22</b>
	<b>\$'s</b>	<b>\$'s</b>	<b>\$'s</b>
Cash and cash equivalents	107,381	122,016	158,190
Accounts receivable	46,485	76,239	87,090
Inventory	17,760	43,709	44,539
Prepaid expenses and deposits	20,371	29,603	53,675
Due from former related party	-	-	265,391
Long term investment	304,257	303,875	280,590
Equipment	78,184	104,702	5,506
Accounts payable	1,138,419	1,017,660	867,660
Operating loan	326,632	194,710	156,488
Current portion lease liability	24,957	25,074	-
Current portion long term debt	384,113	276,726	622,663
Related party advances	3,251,590	2,683,802	2,463,026
Lease liability	54,283	80,068	-
Long term debt	-	250,000	-
Shareholders Deficiency	(4,605,556)	(3,847,896)	(3,214,856)

**8. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents on hand decreased to \$107,381 at the end of the current year from \$122,016 in the prior year. The current year balance includes a certificate of deposit in the amount of \$100,000 compared to \$100,000 in the prior year.

**9. ACCOUNTS RECEIVABLE**

Accounts receivable decreased to \$46,485 at March 31, 2024 compared to \$76,239 in the prior year. Included in accounts receivable is HST receivable of \$12,087 compared to \$17,642 in the prior year.

**10. INVENTORIES**

Inventories at March 31, 2024 were \$17,760 compared to \$43,709 in the prior year.

**11. PREPAID EXPENSES AND DEPOSITS**

Prepaid expenses and deposits at March 31, 2024 were \$20,371 compared to \$29,603 in the prior year

**12. LONG TERM INVESTMENT**

Long term investment at March 31, 2024 was \$304,257 compared to \$303,875 in the prior year (see Note 7 to the Consolidated Financial Statements).

**13. EQUIPMENT**

Equipment at March 31, 2024 was \$78,184 compared to \$104,702 in the prior year. This amount includes Right of Use asset for the net amount of \$75,781 compared to \$102,526 in the prior year.

**14. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable increased to \$1,138,419 at March 31, 2024 from \$1,017,660 in the prior year. Accounts payable to a related party and to key management was \$1,023,133 compared to \$854,557 in the prior year (see Notes 6(C) to the Consolidated Financial Statements).

**15. OPERATING LOAN**

The operating loan at March 31, 2024 was \$326,632 compared to \$194,710 in the prior year (see Notes 6(C) to the Consolidated Financial Statements).

**16. CURRENT PORTION LEASE LIABILITY**

The current portion of lease liability at March 31, 2024 was \$24,957 compared to \$25,074 in the prior year.

**17. CURRENT PORTION LONG TERM DEBT**

The current portion of long term debt at March 31, 2024 was \$384,113 compared to \$276,726 in the prior year.

**18. RELATED PARTY TRANSACTIONS**

The amount due to related party increased to \$3,251,590 at March 31, 2024 compared to \$2,683,802 in the prior year. Please refer to Note 6(A), (B) and (C) to the Consolidated Financial Statements for pertinent information pertaining to the Related Party transactions.

**19. LEASE LIABILITY**

Lease liability as at March 31, 2024, was \$54,283 compared to \$80,068 in the prior year. Please refer to Note 10 to the Consolidated Financial Statements for pertinent information concerning the lease liability.

**20. LONG TERM DEBT**

Long term debt at March 31, 2024, was \$ nil compared to \$250,000 in the prior year. Please refer to Note 10 to the Consolidated Financial Statements for pertinent information concerning the long term debt.

## 21. SELECTED QUARTERLY FINANCIAL DATA

The table below presents selected unaudited financial data for each of the eight quarters ending March 31, 2024:

DESCRIPTION	31-Mar 2024 \$'s	31-Dec 2023 \$'s	30-Sep 2023 \$'s	30-Jun 2023 \$'s	31-Mar 2023 \$'s	31-Dec 2022 \$'s	30-Sep 2022 \$'s	30-Jun 2022 \$'s
<b>OPERATIONS</b>								
Sales								
Equipment	-	-	47,313	-	-	-	-	64,424
Fibers	31,473	55,509	14,128	51,709	35,729	33,171	22,611	30,501
Other	3,284	546	245	1,041	1,185	5,791	862	9,460
	34,757	56,055	61,686	52,750	36,914	38,962	23,473	104,385
Cost of sales	15,782	25,982	7,147	23,484	22,600	32,037	13,814	53,370
Gross Margin	18,975	30,073	54,539	29,266	14,314	6,925	9,659	51,015
Expenses and other items								
General and administrative	150,585	123,256	188,671	129,072	165,137	203,678	146,230	210,793
Interest and bank charges	80,689	77,719	32,227	70,489	64,710	57,201	51,615	45,298
Amortization	7,738	7,737	7,882	7,520	5,290	833	833	833
Gain on debt settlement	-	-	-	-	(117,600)	-	-	-
Interest income	(432)	(444)	(441)	(412)	(185)	(188)	(2,360)	(3,479)
Change in fair value of investment	(7,275)	6,602	(6,287)	6,579	247	3,660	(18,435)	(8,757)
	231,305	214,870	222,053	213,248	117,599	265,184	177,883	244,688
Net Loss and comprehensive loss before tax	(212,330)	(184,797)	(167,513)	(183,982)	(103,285)	(258,259)	(168,224)	(193,673)
Provision for income tax	7,045	-	18	1,975	-	-	-	-
Net Loss and comprehensive loss after tax	(219,375)	(184,797)	(167,531)	(185,957)	(103,285)	(258,259)	(168,224)	(193,673)
EPS	(0.01)	(0.01)	(0.01)	(0.01)	(0.00)	(0.01)	(0.01)	(0.01)

### Discussion of Selected Quarterly Financial Data - Operations

In the quarter ended March 31, 2024 Equipment sales were \$ nil (March 31, 2023 - \$ nil); Fiber sales were \$31,473 (March 31, 2023 - \$35,729) and other sales and services were \$3,284 (March 31, 2023 - \$1,185). Cost of sales for the quarter ended March 31, 2024 were \$15,782 (March 31, 2023 - \$22,600). The gross margin for the quarter ended March 31, 2024 was \$18,975 (March 31, 2023 - \$14,314).

For the quarter ended March 31, 2024 General and administrative expenses were \$150,585 (March 31, 2023 - \$165,137); Interest and bank charges were \$80,689 (March 31, 2023 - \$64,710); Amortization was \$7,738 (March 31, 2023 - \$5,290); Gain on debt settlement \$ nil (2023 \$117,600); Interest income was \$432 (March 31, 2023 - \$185); Increase in fair value of investment \$7,275 (March 31, 2023 - \$247 decrease); Income tax expense was \$7,045 (2023 \$ nil).

The net loss and comprehensive loss for quarter ended March 31, 2024 was \$219,375 (\$0.01 per share) compared to loss of \$103,285 (\$0.01 per share) in the prior year. For the quarter ended March 31, 2024 the weighted-average number of shares outstanding was 27,599,172 (March 31, 2023 - 27,599,172).

**22. MANAGEMENT OF CAPITAL**

The Corporation defines capital that it manages as the aggregate of its loans payable, amount due to related party, share capital, contributed surplus and deficit. Its objectives when managing capital are to ensure that the Corporation will continue as a going concern, so that it can provide returns to its shareholders.

<b>Management of Capital</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	<b>\$</b>	<b>\$</b>
Cash and cash equivalents	<b>107,381</b>	122,016
Operating loan	<b>326,632</b>	194,710
Long term debt	-	250,000
Current portion long term debt	<b>384,113</b>	276,726
Amount due to related party	<b>3,251,590</b>	2,683,802
Share capital	<b>19,953,307</b>	19,953,307
Contributed surplus	<b>9,315,859</b>	9,315,859
Deficit	<b>(33,874,722)</b>	(33,117,062)
<b>Total Capital</b>	<b>(535,840)</b>	(320,642)

The Corporation manages its capital structure and makes adjustments to it in light of economic conditions. The Corporation, upon approval from its Board of Directors, will make changes to its capital structure as deemed appropriate under the specific circumstances. The Corporation's lenders, who are significant shareholders, have indicated that their support will continue over the forthcoming year.

The Terms of the Credit Facility include financial covenants by the Corporation, including the obligation to maintain Debt Service Coverage, defined as the ratio of EBITDA to the total of Interest Expense and scheduled principal payments in respect of Funded Debt, at the end of each financial year of not less than 1.25:1. The Corporation is in default of these terms of the Credit Facility accordingly the balance is presented in current liabilities. At this time it cannot be determined what action the Lender may take upon review of the Audited Financial Statements for the year ended March 31, 2024. Please see Note 21(b) – Subsequent Events to the Audited Financial Statements.

**23. CONTRACTUAL OBLIGATIONS**

Effective February 1, 2023 SLI US Inc., a wholly owns subsidiary of SLI, committed to a lease agreement related to office and warehouse premises in Powhatan, Virginia, commencing on February 1, 2023, and terminating on January 31, 2024. At the option of the tenant the lease is renewable for three further one year terms at the same rental. The lease is inclusive of all costs and the tenant is not required to pay any additional rent.

Minimum payments required – fiscal year 2024 US\$20,000

**24. CAPITAL RESOURCES**

The Corporation does not anticipate any major expenditure on capital resources.

**25. OFF-BALANCE SHEET ARRANGEMENTS**

The Corporation has no off-balance sheet arrangements.

**26. LONG-TERM INVESTMENTS**

**Woodland Biofuels Inc. ("Woodland")**

The Corporation holds 112,272 shares in Woodland; further details appear in Note 7 of the Consolidated Financial Statements for the year ended March 31, 2024. Woodland recently completed a placement of common shares to unrelated third parties at US\$2 per share. Accordingly, the Corporation has increased the carrying value of the investment to US\$2 per share and recognizes the changes in value in the statement of loss.

## 27. RISKS AND UNCERTAINTIES

In addition to the general Risks and Uncertainties, Readers are referred to Note 20 – Litigation and Note 21 – Subsequent Events – in the Consolidated Financial Statements to March 31, 2024.

There are risks and uncertainties with the business operation and results of the Corporation. The risks noted below are not the only risks associated with the Corporation and its business, in particular the business of its wholly owned operating subsidiary, SLI. Additional risks and uncertainties, including ones that the Corporation is not aware of or that the Corporation believes currently are not material, may also adversely affect the Corporation's business.

*The Corporation is in the Development Stage:* The business of SLI, in particular as it is a development stage company, involves a high degree of risk, including, but not necessarily limited to, the risk factors described below.

*Limited Operating History:* Investment in the Corporation should be regarded as speculative, due to the nature of and the present stage of development of its business. SLI has a limited operating history. The likelihood of the success of the SLI, and thus the Corporation, must be considered in light of the risks inherent in, and the difficulties, costs, and complications encountered in the early growth stage of a business enterprise and the development and marketing of new technologies. As a result of its early growth stage of business and its limited operating history, sales and results from operations are inherently more difficult to predict, and as a result, SLI may sustain operating losses.

*Uncertainty of Market Acceptance:* The Corporation currently derives a substantial portion of its revenues from the sale of its portable laser systems and related fiber-optic consumables. Those sales are exclusively to sophisticated medical professionals, and are presently concentrated only in the United States of America. Because of this limited marketplace and target market concentration, a decline in the demand for the products would have a material adverse effect on the Corporation. There can be no assurance that the Corporation's expanded marketing and sales efforts will result in increased market acceptance for its products.

*Supply Dependency:* Manufacture of the products distributed by SLI is dependent on the continued efficient supply of component parts from two key exclusive suppliers, both based in Europe. The shortage of supply of any machines, parts or materials would seriously jeopardize the SLI's ability to bring its products to market.

*Dependence on Distribution Relationships:* The business of SLI is dependent on the performance of its distributors.

*Technological Factors:* Technology of the complexity developed by SLI and its manufacturers may contain errors which, from time to time, become apparent subsequent to product introduction. To date, the cost to SLI of meeting its warranty obligations has not been significant and is, as far as possible, passed back to the respective manufacturer. However, SLI's product operating experience is limited, and increased warranty claims could have a material adverse effect on SLI's stature and acceptability in its marketplace.

*Product Liability:* The Corporation believes that it has adequate third party liability and errors and omissions insurance. To date, it has not made any claims with respect to this insurance. However, future product liability claims not covered by such insurance or in excess of the limits of such insurance could have a material adverse effect on the financial condition of the Corporation.

*Technological and Product Obsolescence:* The medical/surgical laser industry is characterized by rapid and significant technological changes. Current competitors or new market entrants could introduce new or enhanced products with features that render SLI's products obsolete or less marketable. Certain competitors are significantly larger, and thus have substantially greater financial resources. The ability of SLI to compete successfully will depend in large measure on the ability of SLI and its respective exclusive manufacturers to maintain a technically superior research and development staff and to adapt to technological changes and advances in the industry, including providing for the continued compatibility of its products with evolving industry standards.

*Protection of Intellectual Property:* The Corporation has not applied for patents relating to the products it distributes because, at this time, the relevant technology rights belong to third parties, namely the manufacturers. SLI is preparing certain technological products and improvements that it may, if and when the opportunity arises, become the subject of application for patent or other proprietary right protection. It may be possible for competitors or customers to copy or duplicate certain aspects of the products distributed by SLI or obtain information that SLI and/or its manufacturers regard as proprietary. Furthermore, there can be no assurance that others will not independently develop products similar to those developed or planned by SLI and its manufacturers.



*Infringement of Proprietary Rights:* Although the Corporation believes that the products it distributes do not infringe on the proprietary rights of others and has not received any notice of claimed infringement, certain of the products it distributes could infringe on existing proprietary rights. If any such infringement does exist, there can be no assurance that any necessary licenses or rights could be obtained on terms satisfactory to Corporation or the respective manufacturer or that necessary modification could be made to the infringing products in a timely or commercially feasible manner.

*Strict regulatory environment:* SLI's laser devices and fiber delivery systems require regulatory approval for commercial sale. Numerous statutes and regulations govern human testing and the manufacture and sale of medical devices in the United States, Canada and the European Union and other countries where SLI intends to market its product. Such legislation and regulation bears upon, among other things, the approval of protocols, human testing, the approval of manufacturing facilities, testing procedures and controlled research, review and approval of manufacturing, preclinical and clinical data prior to marketing approval, as well as regulation of marketing activities including advertising and labelling.

While SLI has obtained relevant regulatory approvals in the United States for its current range of key laser products, future products and future developments of existing products may require submission for further testing of which the outcome cannot be guaranteed. Any failure to obtain necessary regulatory approval in future would materially adversely affect SLI's business, financial condition and results of operations.

*Dependence Upon Key Personnel:* The success of the Corporation is largely dependent on the personal efforts of certain key officers and employees. The loss of any of these key individuals could have a material adverse effect on the Corporation's business and prospects. In this respect the Corporation does not currently maintain keyman insurance. All employees, as a condition of employment, have signed confidentiality and non-compete agreements.

*Government Assistance:* The Corporation may utilize its entitlement for government assistance under applicable plans or programs that are designed to encourage investment in technology. There can be no assurance that such assistance will be made available to the Corporation with respect to any research and development of its technologies. There can be no assurance that the Corporation's research and development efforts will qualify for such assistance.

*Risk of International Sales:* The continued growth of the Corporation's business will depend to a significant extent on sales to customers located outside Canada – principally in the United States of America and the Caribbean. The cost of supporting a widespread customer base could have a materially adverse effect on the Corporation.

*Insurance costs could negatively impact profitability:* The cost of insurance, including director and officer, worker's compensation, property, product liability and general liability insurance, has risen significantly in recent years and is expected to continue to increase. These increases, and the Corporation's increased risk due to increased deductibles and reduced coverages, could have a negative impact on results of operations, financial condition and cash flows.

*Risk of product liability claims:* The use of medical devices for treatment of humans, even after regulatory marketing clearance approval is obtained, can result in product liability claims. Product liability claims can be expensive, difficult to defend and may result in large judgments or settlements. The Corporation currently maintains product liability insurance in connection with the use of its devices but may not, in the future, be able to obtain or maintain adequate protection against potential liabilities arising from such use. If the Corporation is unable to obtain sufficient levels of insurance at acceptable cost or otherwise protect against potential product liability claims, it will be exposed to product liability claims. A successful product liability claim in excess of the Corporation's insurance coverage could harm the Corporation's financial condition, results of operations and ability to continue in business. Even if a claim is not successful, defending such a claim may be time-consuming and expensive.

*Risk of use of product in unapproved circumstances:* While the Corporation is prohibited by law from marketing or promoting any unapproved use of its products, physicians/clinicians in most jurisdictions, can use these products in ways or circumstances other than those strictly within the scope of the regulatory approval. Although the product training the Corporation will provide to physicians and other health care professionals will be limited to approved uses or for clinical trials, no assurance can be given that claims might not be asserted against the Corporation if its product is used in ways or for procedures that are not approved.

*Unexpected product safety or efficacy concerns:* Unexpected safety or efficacy concerns can arise with respect to marketed products, whether or not scientifically justified, leading to product recalls, withdrawals or declining sales, as well as product liability, consumer fraud and/or other claims. This could have a material adverse effect on the Corporation's business, financial results and operating results

*Future Financing Requirements:* The Corporation anticipates that it will require additional financing in the future in order to fund continued product development and marketing. There is no assurance that such financing will be available.

*Debt Service Coverage:* The Terms of the Credit Facility include financial covenants by the Corporation, including the obligation to maintain Debt Service Coverage, defined as the ratio of EBITDA to the total of Interest Expense and scheduled principal payments in respect of Funded Debt, at the end of each financial year of not less than 1.25:1.

*Foreign Exchange Rates:* Substantially all of the Corporation's sales are denominated in U.S. dollars. General and Administrative costs are incurred principally in Canadian dollars, while costs of product acquisition from manufacturers in Europe are denominated in Euros. The economics of the Corporation's business may be adversely affected by fluctuations in foreign exchange rates which may adversely affect both sales and gross margins from the sales of its products.

*Dilution:* Calls for additional capital to develop the Corporation's business in the future may be met by issuance of common shares, leading to dilution of existing shareholder interests.

*No Dividends:* The Corporation has not paid any dividends with respect to its Common Shares and does not anticipate paying any dividends in the foreseeable future.

In addition to the foregoing risks and uncertainties, there also financial risks which are discussed in detail in Note 16 to the Consolidated Financial Statements for the year ended March 31, 2024.

**28. DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING**

As required by National Instrument 52-109, the Corporation's Interim Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") will be filing annual and quarterly certificates of disclosure concurrent with the filing of its annual and quarterly filings.

The Board of Directors together with an independent and qualified Audit Committee provide direct oversight responsibilities for the review of the quarterly and annual financial statements.

**29. STOCK EXCHANGE LISTING**

Since June 21, 2017, the shares have been listed on the Canadian Securities Exchange, trading under the symbol ASTI.

**30. SHARE CAPITAL, WARRANTS AND INCENTIVE STOCK OPTIONS**

As at March 31, 2024 and at the date of this report there are 27,599,172 issued and outstanding common shares (March 31, 2023 – 27,599,172).

As at March 31, 2024 and at the date of this Report there are 1,500,000 issued and outstanding Incentive Stock Options to purchase common shares (March 31, 2023 – 1,750,000).

Please refer to Notes 8 and 9 to the Consolidated Financial Statements for the year ended March 31, 2024 for additional information on Share Capital, Warrants and Incentive Stock Options.

**Further Information**

Additional information may be found in the Corporation's documents filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**DATED:** July 29, 2024

**CORPORATE PROFILE**

**Board of Directors**

David J. Hennigar, Bedford, Nova Scotia	Director, Chairman
Charlotte Janssen, Toronto, Ontario	Director
Dr. Rajiv Singal, Toronto, Ontario	Director
Dr. Stanley Swierzewski III, Holyoke, MA, USA	Director

**Corporate Officers**

Michael Machika, Fonthill, Ontario	Interim Chief Executive Officer
Lorne S. MacFarlane, Dartmouth, Nova Scotia	Chief Financial Officer
Christopher H. Freeman, King City, Ontario	Secretary

**Corporate Office**

89 Scollard Street  
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Tel.: (902) 496-7594  
Fax: (902) 484-7599

**Corporate Information**

Bankers	Royal Bank of Canada, Richmond Hill, Ontario
Lawyers	C. H. Freeman, Barrister & Solicitor, King City, Ontario
Auditors	Grant Thornton LLP, Mississauga, Ontario
Transfer Agent & Registrar	TSX Trust Company, Toronto, Ontario