# **IMAGIN MEDICAL INC.** (Formerly Expedition Mining Inc.)

# **MANAGEMENT DISCUSSION & ANALYSIS**

For the Nine Months Ended June 30, 2016

Directors and Officers as at July 26, 2016

**Directors:** Robin Atlas

Steve Chan Bill Galine Jim Hutchens

**Officers:** President & C.E.O. – Jim Hutchens

C.F.O. – Jorge Avelino

Corporate Secretary – William Galine

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#### Form 51-102-F1

# IMAGIN MEDICAL INC. (Formerly Expedition Mining Inc)

# **MANAGEMENT DISCUSSION & ANALYSIS**

For the Nine Months Ended June 30, 2016

#### 1.1 Date of This Report

July 26, 2016

This Management's Discussion & Analysis ("MD&A") of Imagin Mining Inc. (Formerly Expedition Mining Inc.), for the nine months ended June 30, 2016 has been prepared based on information available to us as of July 26, 2016. This discussion should be read in conjunction with the Condensed Consolidated Financial Statements of the Company and notes attached thereto for the nine months ended June 30, 2016 included herewith, all of which are available at the SEDAR website at www.sedar.com.

This MD&A includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include product development timing, government regulatory approvals, hospital reimbursement, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Reported currency is stated in Canadian dollars.

# 1.2 Overall Performance

## Description of Business

The Company was involved in the acquisition, exploration and development of mineral properties. During fiscal year 2014, due to market conditions, which led to the inability to finance the Mt. Mervyn property, the Company wrote-down the property to a nominal amount of \$1 each. During the period ended March 31, 2016, the Company wrote-off the \$1 nominal amount.

On December 10, 2015, the Company announced that at its Annual and Special Shareholders Meeting held on December 8, 2015, its shareholders approved the previously announced acquisition of BSS Life Sciences Inc. ("BSS"). The Company completed the acquisition of BSS on February 9, 2016.

BSS is a private arms' length Vancouver-based company that holds the intellectual property rights to a proprietary imaging technology currently in development for the improved visualization of cancer through endoscopes. Through the acquisition of BSS, the Company now holds the exclusive licence to develop, manufacture and sell this advanced medical technology.

#### License Agreement

By way of a Licence Agreement dated May 20, 2015, BSS was granted an exclusive, nontransferable, royalty-bearing license by Lawrence Livermore National Security, LLC (LLNS), to use LLNS's patents and intellectual property rights to manufacture and sell products and services pertaining to in-vivo imaging applications.

Under the License Agreement, BSS must:

- complete a commercial prototype by December 31, 2016;
- complete submissions for United States Food and Drug Administration ("FDA") approval by December 31, 2017;
- achieve first commercial sales ("FCS") in the United States within one year of achieving the FDA approval; and
- achieve gross cumulative sales revenues from the sales of licensed products of at least \$10,000,000 within the first three years of achieving FCS.

The sales requirements may be amended and/or extended at the written request of BSS to LLNS, based upon legitimate business reasons specified in reasonable detail in such written request.

BSS must pay certain fees to LLNS for the licence, being (all amounts are in US dollars):

- (i) a nonrefundable issue fee of \$100,000 payable as follows:
  - \$10,000 upon the date of execution of the Agreement (June 22, 2015; paid);
  - \$30,000 by November 22, 2015 (paid);
  - \$30,000 by January 22, 2016 (paid); and
  - \$30,000 by March 22, 2016 (paid).
- (ii) an earned royalty of 3% of net sales, subject to minimum annual royalties of:

Calendar year	Minimum annual royalty	Due date
2017	\$5,000	February 28, 2017
2018	\$10,000	February 28, 2018
2019	\$10,000	February 28, 2019
2020 and thereafter	\$25,000	February 28 of each year

- (iii) a nonrefundable U.S. Maintenance Patent Fee of \$45,000 to be paid as follows:
  - \$15,000 on or before February 28, 2016 (paid);
  - \$15,000 on or before February 28, 2019; and
  - \$15,000 on or before February 28, 2023

#### The Technology

i/Blue Imaging System used in conjunction with imaging agents

The Company is developing the i/Blue<sup>TM</sup> Imaging System that will establish a new standard of care in bladder cancer. Current endoscopes use "white light" (or visible light) that has been the gold standard for decades. Surgeons have difficulty detecting the cancers unless the tumor protrudes above the wall of the organ. Florescent imaging agents have recently been introduced to be used with blue light. This combination improves the visibility, yet requires one hour for the agent to be absorbed by the bladder, making it impractical in our healthcare system. The i/Blue advanced combination of optical/light sensor technology, white light and near-infrared fluorescence is estimated to be five orders of magnitude (100,000 times) more sensitive than current technologies. The optics' increased power and sensitivity will greatly improve the image quality produced by conventional endoscopes and dramatically reduce the time it takes when current fluorescing agents are used with blue filter, making it practical for healthcare systems. Premalignant lesions and tumor tissues along the margins not visible with current systems will be highlighted and identified for removal, thus reducing the chances of recurrence. Producing ultra-sensitive imaging quality in less than one quarter of the time of current fluorescing systems is expected to increase the efficiency of the operating room and reduce healthcare costs by potentially enabling the procedure to be performed in the less-expensive physician's office for follow-up exams. Additionally, physicians using the i/Blue Imaging System will have the advantage of the Company's dual imaging technology. The surgeon and O.R. staff will no longer need to "switch" back and forth between the white light and the blue light images because the i/Blue Imaging System blends both lights into one image.

#### Benefits of the i/Blue Imaging System

- Adapts to blue light method with added unique fluorescence wavelengths.
- Increases sensitivity by an estimated five orders of magnitude (100,000 x).
- Superior sensitivity and specificity expected to expose the details of the cells more quickly than current technology. The surgeon will "see" the cancer in less than 15 minutes vs. one hour.
- Reduces prep time, improving flow and efficiency of the O.R. and making it practical for the physician's office which will dramatically expanding the market.
- Eliminates the need to "switch" back-and-forth between white light and blue light screens with patented dual imaging technology that blends both imaging modes into one image.
- Adapts seamlessly to most types of endoscopes on the market today.

# i/Red Imaging System used without imaging agents

The i/Red Imaging System is Imagin's next development program. It uses a unique red laser light to illuminate the cancer and will not require imaging agents. This technology uses only fluorescence produced by the body (porphyrins) and the tumor itself. This product requires specialized light sources, sensitive cameras and a unique optical design. The i/Red Imaging System will dramatically broaden the market to all cancer specialties using most endoscopes. Like i/Blue, i/Red will employ dual imaging technology, adapt to most endoscopes and be orders of magnitude more sensitive.

#### The Strategy

The Company will position the i/Blue Imaging System as a new "standard of care" in the urology community for bladder cancer. It will differentiate the i/Blue system from current technologies by emphasising its dramatic improvement in the imaging quality and the speed with which it produces them. The reduction in prep time from one hour to less than 15 minutes will improve the flow and efficiency of the O.R. This reduced prep time makes i/Blue practical for use in the less expensive physicians office which will dramatically expand the market.

The Company plans to create immediate credibility in the market by developing relationships with key physician opinion leaders. Prior to the commercialization of the i/Blue Imaging System, five "Centers of Excellence" will be established. In order to achieve profitability, the Company will use seven independent sales reps that will initially target 100 of the 1500 American College of Surgeons Centers.

A significant commercial advantage of the imaging technology is its adaptability to most endoscopes that are currently on the market. This patented adaptability will be of strategic interest in forming partnerships with the existing dominant corporations.

#### **Product Development Plan and Timing**

BSS has secured an exclusive license from Lawrence Livermore National Security, LLC (LLNS) to commercialize the technology invented by Dr. Stavros Demos. This licence agreement includes the three issued patents and two pending patent applications on technology related to exclusive spectroscopic imaging for cancer and other medical applications. These include:

- 1. Issued U.S. Patent 7,149,567 Near-Infrared Spectroscopic Tissue Imaging for Medical Applications
- 2. Issued U.S. Patent 7,257,437 Autofluorescence Detection and Imaging of Bladder Cancer Realized Through a Cystoscope
- 3. Issued U.S. Patent 8,285,015 Simultaneous Acquisition of Differing Image Types
- 4. U.S. Patent Application No. 11/796,689 Autofluorescence Detection and Imaging of Bladder Cancer Realized Through a Cystoscope
- 5. U.S. Patent Application No. 13/601,918 Simultaneous Acquisition of Differing Image Types

#### Milestones to Commercialization

The Issuer is planning for the commercialization of its first product, the i/Blue Imaging System, in the second quarter of 2018.

Imagin continues to work against its three-year plan that will be completed with the support of Dr. Stavros Demos, the inventor, currently a Senior Scientist and Group Leader of the Optical Materials Group at the University of Rochester Laboratory for Laser Energetics (LLE), and Dr. Ralph deVere White and his staff from UC Davis Comprehensive Cancer Center. In Q4 of 2016, the Company plans to retrofit and requalify the components and optics of the original alpha prototype. In Q1 of 2017, the Company plans to start clinical trials and the FDA approval process. Once these are achieved, commercialization is scheduled to begin in the first half of 2018. Below is a more detailed plan.

	2016		2017			2018					
	3Q	4Q	10	2	2Q	3Q	4Q	1Q	2Q	3Q	4Q
Quality Management System	J		Jul 2016-Dec 2017								
Improve LLNL Design to Alpha B Unit	Jul Dec 2016										
Approval of IRB Protocols (Univ Rochester & UC Davis)		ug-Dec 2016									
Clinical Studies (Univ Rochester & UC Davis)			Jar Ma 201	ar							
FDA Presentation, Application, Clearance					Apr 2017-June 2018		2018				
Industrial Design / Final Design				F	eb-Sep	2017					
Contract Manufacturing								2017- 2018			
Commercial Launch					·						

## Highlights during the period

During the period, the Company closed the acquisition of BSS. In connection with the closing, the Company:

- issued 21,500,000 common shares ("Acquisition shares") to the shareholders of BSS Life on a pro-rata basis. Of these, 11,500,000 shares are subject to escrow, to be released over three years (10% on the closing date and an additional 15% every six months thereafter);
- issued 10,000,000 warrants ("Acquisition Warrants") to the holders of warrants of BSS Life on a pro-rata basis; each Acquisition Warrant exercisable at \$0.15 per share for three years;
- issued 5,000,000 performance shares to certain shareholders of BSS. These shares are subject to escrow, and to be released upon the successful conclusion of a beta prototype pertaining to BSS Life's technology which satisfactorily demonstrates the commercial viability of products based on such technology;
- changed its name from Expedition Mining Inc. to Imagin Medical Inc.; and changed its trading symbol to "IME";
- closed a non-brokered financing of 7,007,413 units ("Unit") at \$0.15 per Unit for gross proceeds of \$1,051,112. Each Unit is comprised of one common share ("Shares") and one share purchase warrant ("Finance Warrant"). Each Finance Warrant is exercisable for a period of two years at \$0.25 in the first 12 months and at \$0.35 thereafter, provided that in the event the closing price of the Company's Shares on the CSE is equal to greater than \$0.50 per share for 20 consecutive trading days at any time following four months after the date of closing the Acquisition, the Company may reduce the remaining exercise period of the Finance Warrants to not less than 30 days following the date of such notice. The private placement securities are subject to a four month hold period from the date of issuance. The Company paid a total of \$41,368 and issued a total of 245,786 brokers' warrants @ \$0.15 per warrant expiring 2 years;
- completed a shares-for-debt transaction to settle \$155,416.27 of past debt owed to former directors and officers of EXU, by the issuance of 1,036,108 shares at a deemed price of \$0.15 per share. These shares are subject to a four month hold period from the date of issuance;
- granted 2,000,000 incentive stock options, exercisable at \$0.15 per share for a period of five years. The options are subject to a four month hold period from the date of grant;

- changed its business from that of a mining exploration company to a medical technology company;
- started trading on the OTC Pinksheets under the symbol "IMEXF" and on the Frankfurt, Stuttgart and Berlin Exchanges under the symbol DPD2;
- announced that Ralph deVere White, M.D. (Director of the UC Davis Comprehensive Cancer Centre), has accepted the position of Chairman of the Company's Scientific Medical Advisory Board;
- announced that Dr. Stavros Demos, the inventor of the i/Blue Imaging System, has accepted the position of "Senior Scientist and Group Leader of the Optical Materials Group" at the University of Rochester Laboratory for Laser Energetics ("LLE") in New York;
- signed a Collaborative Research Agreement with the University of Rochester Laboratory of Laser Energetics (LLE) and the U.S. Department of Energy (D.O.E.) that will facilitate the development of the i/Blue Imagining System;
- signed a Loan Agreement with the D.O.E. that has granted Imagin permission to move the original prototype from LLNL to LLE. This prototype is now in the hands of the development team at the University of Rochester;
- received an additional amount of \$201,000 for the exercise of 1,340,000 acquisition warrants;
- granted 1,800,000 incentive stock options, exercisable at \$0.15 per share for a period of five years. The options are subject to a four month hold period from the date of grant.
- announced that the process of retrofitting and requalifying components to optimize the design of the i/Blue Imaging System is on schedule. As previously announced, the i/Blue Alpha Prototype A was successfully moved from Lawrence Livermore National Lab to the University of Rochester Laboratory for Laser Energetics where Dr. Stavros Demos, the inventor of the technology, continues to assist the Company's team with the development of the Alpha Prototype B.

At the date of this report, the Company currently has 39,772,634 issued and outstanding Shares; 8,660,000 Acquisition Warrants; 7,007,413 Finance Warrants; 245,786 brokers' warrants; and 2,000,000 incentive stock options.

#### 1.3 Selected Annual Information

The highlights of financial data for the Company for the three most recently completed financial years are as follows:

	Sept. 30, 2015	Sept. 30, 2014	Sept. 30, 2013
(a) Loss before other items			
(i) Total loss	\$404,259	\$550,597	\$502,940
(ii) Loss per share – basic	\$0.10	\$0.14	\$0.13
(iii) Loss per share – diluted	\$0.10	\$0.14	\$0.13
(b) Net loss			
(i) Total loss	\$402,757	\$2,014,360	\$493,373
(ii) Loss per share – basic	\$0.10	\$0.52	\$0.13
(iii) Loss per share – diluted	\$0.10	\$0.52	\$0.13
(c) Total assets	\$41,498	\$300,934	\$2,286,866

# 1.4 Results of Operations

#### Discussion of Operations and Financial Condition

On February 9, 2016, the Company completed the acquisition BSS Life Sciences Inc. ("BSS"). In connection with the closing, the Company issued 26,500,000 common shares to the shareholders of BSS (see note 10). As a result of the exchange, the transaction resulted in a reverse asset acquisition. Accordingly, BSS will be considered the continuing entity for accounting and financial reporting purposes and Imagin Medical Inc. ("Imagin"), the continuing public company, being the corporation acquired. As Imagin was a public 'shell' company, there was, in the opinion of management, no basis to reliably measure the consideration paid for it by BSS, other than to use the current carrying values of its assets acquired and liabilities assumed.

Accordingly, the purchase price allocation of the acquisition is based on the fair value of the net liabilities assumed, which was charged to operations as a listing expense.

The fair values of assets acquired and liabilities assumed are as follows:

Cash	\$ 1,000
Other assets	120,301
Accounts payable	(504,077)
Net liabilities acquired	\$ (382,776)

For comparative purposes, the financial statement continuity presented herein is that of BSS. However, the continuity of issued share capital, prior and subsequent to the date of the acquisition, is that of Imagin.

The following should be read in conjunction with the condensed interim consolidated financial statements for the nine months ended June 30, 2016 of the Company and notes attached hereto.

During the nine months ended June 30, 2016, the Company reported a net loss of \$1,610,875. No comparison to the nine months ended June 30, 2015 is presented as the expenses reported for the comparative figure is that of BSS Life Sciences, which was a start-up company during the period.

During the nine months ended June 30, 2016, the Company incurred the following major expenditures:

- 1. Consulting fees (Total \$224,938)
  - Marketing and Investor Relations (\$185,846) The Company engaged numerous consultants to provide services primarily related to raising capital and public relations, specifically, internet marketing, research reports, news and press releases and their distribution.
  - DTC and Frankfurt Listings (\$39,092) To assist with US investment, the Company was registered with the DTC for an OTC Listing. In addition, the Company was listed on the Frankfurt, Stuttgart and Berlin Exchanges.
- 2. Product development (Total \$106,230)
  - Engineering, operations, quality and regulatory (\$87,840) The development program at Lawrence Livermore National Lab (LLNL) was successfully moved to the University of Rochester Laboratory for Laser Energetics (LLE). Dr. Demos, the inventor of the technology, transitioned from LLNL to LLE in April. Imagin entered into a loan agreement with the US Department of Engery and received the alpha prototype in April at LLE where

development continues. The Company's development team is working with the support of Dr. Demos and is focused on sourcing and retrofitting optical components, creating an alpha B prototype. Supporting these development efforts, the Company is establishing its quality management system (QMS) with emphasis on design control procedures. Beyond consulting fees, the Company purchased high quality light sources and various fiber optic cables for testing.

- The Company incurred travel costs of \$18,290 related to product development.
- 3. Legal & accounting (Total \$119,399) These costs were all related to the change of business, the acquisition of BSS, the listing statement, and the private placement.
- 4. Corporate & administrative (Total \$25,654) See above item #2.
- 5. Management fees (Total 178,099) Please refer to Note 9 of the Financial Statements for the nine months ended June 30, 2016, attached hereto or to Section 1.9 of this report.

#### **Shareholders Communication and Travel**

The Company reported shareholder communication and travel expenses totaling \$33,323 and broken down as follows:

	30-Jun-16
Communication & information	\$ 4,743
Press releases	6,702
Telephone & website	13,267
Travel & entertainment	8,611
	\$ 33,323

#### **Summary of Quarterly Results**

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Q3 30-Jun-16	Q3 31-Mar-16	Q1 31-Dec-15	Q4 30-Sep-15
	IFRS	IFRS	IFRS	IFRS
Net loss	(643,378)	(845,613)	(121,884)	(113,964)
Per Share	(0.02)	(0.02)	(0.01)	(0.03)
	Q3 30-Jun-15	Q2 31-Mar-15	Q1 31-Dec-14	Q4 30-Sep-14
	IFRS	IFRS	IFRS	IFRS
Net loss	(82,152)	(100,731)	(105,910)	(1,418,150)
Per Share	(0.02)	(0.03)	(0.03)	(0.14)

# Discussion

#### Nine months ended June 30, 2016:

For the nine months ended June 30, 2016, please refer to Section 1.4 Results of Operations.

#### 1.5 Liquidity

The Company has no current operating income or cash flow. In management's view, given the nature of the Company's operations, the most relevant financial information relates primarily to

current liquidity, solvency and planned expenditures. The Company's financial success will be dependent upon the acquisition of a viable business and such a development may take time to complete and the amount of resulting income, if any, is difficult to determine. The Company completed the previously announced private placement for a total of 7,007,413 units at \$0.15 per unit for gross proceeds of \$1,051,112. Subsequent to the private placement, an additional 1,340,000 warrants were exercised @ \$0.15 per warrant, for total proceeds of \$201,000. Please refer to Section 1.2 Overall Performance – Highlights during the period. The Company will be seeking additional financing in the near future.

At June 30, 2016, the Company had \$217,094 in cash, \$5,750 in security deposits and \$154,016 in prepaid expenses and accounts receivable. The Company has no revenue generating projects at this time. The Company's historical capital needs have been met by equity subscriptions. On June 30, 2016, the Company had working capital of \$303,272 (September 30, 2015 – working capital deficiency of \$12,687).

## Cash and cash equivalents

	 30-Jun-16	30-Sep-15
Cash deposits	\$ 217,094	\$ 4,990
Subscriptions received	 -	-
Total cash and cash equivalents	\$ 217,094	\$ 4,990

# Credit Risk

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with a Canadian bank.

#### Currency Risk

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company faces certain foreign exchange risks related to expenses incurred in U.S. dollars, a currency which may appreciate against the Canadian dollar, the Company's reporting currency. Additionally, net working capital balances denominated in non-reporting currencies are also subject to fluctuations in value. The Company mitigates these threats by limiting its exposure to such balances where their expenditure in the same non-reporting currency is not imminent.

#### Commitments

The Company has certain commitments related to the license agreement with Lawrence Livermore National Security. Please refer to Sections 1.2 Overall Performance – License Agreement.

## 1.6 Capital Resources

The Company's capital resources ts fixed assets (computers & office equipment) with a book value of \$3,106 (\$Nil – September 30, 2015).

#### 1.7 Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

#### 1.8 Third Quarter

The third quarter results differ significantly from other quarters as this is the second report consolidating the Company and BSS.

#### 1.9 Transactions with Related Parties

As the acquisition of BSS was treated as a Reverse Take-over, all expenses prior to the Reverse Take-over date were charged against retained earnings and only the expenses since the acquisition were recorded in the current statement of loss. The amount of related party transactions prior to the acquisition was \$41,000 and the amount subsequent to acquisition on February 9, 2016 was \$207,599 (Nine months total of \$248,599).

	09-Feb-16 to
	30-Jun-16
Management fees	\$ 178,099
Accounting fees	23,500
Directors fees	6,000
Total	\$ 207,599

During the period, the Company issued 1,036,108 shares as a debt settlement of \$155,416 due to directors and officers for unpaid fees. In addition, on February 9 and June 30, 2016, the Company granted a total of 1,450,000 incentive stock options to directors and officers at an exercise price of \$0.15, vesting immediately and expiring within 5 years. The fair values of the options granted were \$0.1464 and \$0.105 for total share-based payment of \$183,293. Included in accounts payable are directors' fees payable of \$3,000 and unpaid management fees and expenses of \$31,738 due to the president (September 30, 2015 - \$3,750), which are non-interest bearing, unsecured, and payable on demand. Fair value cannot be reliably determined.

#### 1.10 Proposed Transactions

N/A

#### 1.11 Critical Accounting Estimates

In preparing financial statements, management has to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Based on historical experience, current conditions and expert advice, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis for judgments about the carrying value of assets and liabilities and reported amounts for revenues and expenses. Different assumptions would result in different estimates and actual results may differ from results based on these estimates. These estimates and assumptions are also affected by management's application of accounting policies. Critical accounting estimates are those that affect the consolidated financial statements materially and involve a significant level of judgment by management.

#### 1.12 Financial and Other Instruments

The carrying value of cash and cash equivalents, marketable securities, accounts receivable, accounts payable and due from (to) related parties approximate their fair values due to the short maturity of those instruments.

#### 1.13 **Other**

Disclosure of Outstanding Share Capital: July 26, 2016

Common Shares Number 39,772,634

Disclosure of Outstanding Stock Options: July 26, 2016

Incentive Stock Options  $\frac{\text{Number}}{3,650,000}$ Disclosure of Outstanding Share Purchase Warrants: July 26, 2016

Number

Warrants  $\frac{15,913,199}{59,335,833}$ Fully diluted  $\frac{15,913,199}{59,335,833}$ 

#### **Disclosure Controls and Procedures**

It should be noted that pursuant to Multilateral Instrument 52-511 (adopted by the British Columbia Securities Commission on November 23, 2007), that the officers of the Company are no longer required to certify the effectiveness of disclosure controls and procedures used by the Company, as was required in previous filings under National Instrument 52-109. Accordingly, the new forms of certificate to be signed by the Company's Chief Executive Officer and Chief Financial Officer contain the following Note to Reader:

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of and annual filings and other reports provided under securities legislation.

#### **Additional information**

Additional information relating to the company is on SEDAR at www.sedar.com.