IMAGIN MEDICAL INC.

MANAGEMENT DISCUSSION & ANALYSIS

For the Six Months Ended March 31, 2023

Directors and Officers as of May 24, 2023

Directors:	Chris Bleck Ken Daignault Jim Hutchens Kayvon Namvar Kevin Slawin
Officers:	President & C.E.O. – Jim Hutchens C.F.O. & Secretary – John Vacha
Contact Names:	Jim Hutchens John Vacha
Telephone Number:	833-246-2446

Form 51-102-F1

IMAGIN MEDICAL INC.

MANAGEMENT DISCUSSION & ANALYSIS

For the Six Months Ended March 31, 2023

1.1 Date of This Report

May 24, 2023

This Management's Discussion & Analysis ("MD&A") of Imagin Medical Inc. for the six months ended March 31, 2023 has been prepared based on information available to us as of May 24, 2023. This discussion should be read in conjunction with the Condensed Interim Consolidated Financial Statements of the Company and notes attached thereto for the six months ended March 31, 2023 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

Imagin Medical Inc. is incorporated in the Province of British Columbia. On February 9, 2016, the Company completed the acquisition of BSS Life Sciences Inc. ("BSS"). BSS holds the intellectual property rights to a proprietary imaging technology developed for extremely accurate visualization of cancers. In connection with the acquisition, the Company changed its name to Imagin Medical Inc. and now focuses on research, development, and commercialization in the device/instrumentation medical technology industry.

On December 23, 2021, the shareholders approved the plan of pursuant to Division 5 of Part 9 of the British Columbia Business Corporations Act whereby the Company will continue from the jurisdiction of the BCBCA and become domesticated in Delaware

pursuant to the General Corporation Law of the State of Delaware. As of the date of this report, the Company is still in the process of completing this transition.

On July 14, 2022, the Secretary of State of the State of Delaware approved the certification of formation of IME Acquisition Sub LLC, a 100% full-owned subsidiary of the Company. The registered office is located at 251 Little Falls Drive, Wilmington, Delaware.

On August 22, 2022, IME Acquisition Sub LLC announced the acquisition of the enCage Coil™ Precision Ablation System for soft tissue (to be followed by Prostate Cancer) from TROD Medical, a Belgian company. The total acquisition cost is US$2,500,000 payable under certain milestones.

BSS 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 (first prototype completed);
- complete submissions for United States Food and Drug Administration ("FDA") approval by March 31, 2023;
- 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 (paid)
2018	$10,000	February 28, 2018 (paid)
2019	$10,000	February 28, 2019 (paid)

2020	$5,000	February 28, 2020 (paid)
2021	$5,000	February 28, 2021 (paid)
2022	$5,000	February 28, 2022 (paid)
2023	$5,000	February 28, 2023 (paid)
2024	$5,000	February 28, 2024
2025 and thereafter	$25,000	February 28, 2024

(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 (paid); and
- $15,000 on or before February 28, 2023 (not paid and currently under negotiation)

COMPANY OVERVIEW

Imagin Medical is building a best-in-class urologic oncology company, developing technologies to better visualize and treat urologic cancers through minimally invasive surgery, including bladder and prostate cancer.

The Company believes its first product, the i/Blue Imaging System™, with its advanced proprietary optics and light sensors, will greatly increase the efficiency and accuracy of detecting bladder cancer, helping to reduce recurrence and healthcare costs.

Imagin's second product, the enCage Coil™, is a device with 510(k) clearance for soft tissue ablation. Imagin intends to refine the disposable bipolar radio frequency-based probe for use in the treatment of prostate cancer and benign prostate and submit appropriate FDA premarket applications for the new indications.

Imagin believes the enCage Coil system for prostate cancer will address the limitations of current forms of treatment by enabling the surgeon to pre-set precise margins to target only the cancer cells, avoiding damage to the remaining prostate gland and surrounding erectile nerves that can impair urinary and sexual function.

Imagin's advanced technologies are poised to expand patient access through lower cost and improve outcomes.

Products - Visualizing and treating cancer in vital new ways

- **i/Blue Imaging System,** Imagin Medical's initial product, focuses on bladder cancer, the sixth most common cancer in the U.S. with over 80,000 new cases/year and 17,000 deaths annually. Due to a greater than 50% recurrence rate, bladder cancer is the most expensive cancer to treat over the lifetime of a patient with annual surveillance costs totaling over $4B.

  The i/Blue System brings several key technological advancements that improve upon Blue Light Cystoscopy, a treatment already proven to reduce the recurrence of bladder

cancer. The i/Blue System contains a patented dual view camera head that uses sophisticated optical filtering to display white and blue light images simultaneously side-by-side on the monitor in real time, eliminating the need for the surgeon to switch back and forth between the two images during the procedure. The i/Blue System delivers state-of-the-art blue light imaging technology in a more versatile, practical, and accessible format and is designed to work with existing fiberoptic endoscopes on the market.

Imagin intends to build on the i/Blue technology, which currently works with hexaminolevulinate hydrochloride (HAL), and adapt it to other U.S. Food and Drug Administration (FDA) approved contrast agents, such as Indocyanine green (ICG). These additional products will expand Imagin's market potential, facilitating entry into additional endoscopic procedures, such as laparoscopic, general and gynecology. The Company will partner with manufacturers of contrast agents that are already FDA-approved or in their final phase (Phase III) of FDA approval.

- **enCAGE Coil™,** Imagin's second product, was purchased from Trod Medical on August 22, 2022, and focuses on prostate cancer, the most prevalent cancer in men in the U.S. and the second leading cause of cancer deaths. One out of seven men will be diagnosed with prostate cancer, with 268,530 new cases each year, and over 34,000 deaths annually at a cost greater than $5B to Medicare.

  The enCage Coil is being refined as a disposable, focal therapy precision ablation device for use in the treatment of prostate cancer. The system will deliver bipolar, radio frequency-based energy through a distinctive coiled electrode probe, or "cage" and will address the limitations of other forms of prostate cancer treatment by allowing the surgeon to pre-set precise margins to target only the cancer cells, potentially avoiding total removal of the prostate gland and damage to the adjacent erectile nerves that can cause impaired urinary and sexual function. The procedure will be minimally invasive and will be performed in either the physician's office or operating room.

Trod Medical Acquisition Terms

On August 22, 2022, IME Acquisition Sub LLC, a 100% full-owned subsidiary of the Company, announced the acquisition of the enCage Coil™ Precision for Ablation System for soft tissue (to be followed by Prostate Cancer) from TROD Medical, a Belgian company.

Upon the closing of the Transaction, the Company paid US$350,000 and issued US$150,000 worth of common shares (issued 750,000 common shares).

Pursuant to the terms of the agreement, the following post-closing payments will become payable pursuant to the certain milestones, as follows:

1. Upon 510(k) approval having been achieved for the Encage 2.0 Device:
   - US$150,000 within 30 days of such approval; and
   - US$350,000 worth of the Company's common shares (calculated based on the average trading price over the 10 days prior to such approval).

2. Upon receipt of FDA de novo approval for prostate cancer having been achieved for the Encage 2.0 Device:
    - US$150,000 within 30 days of such approval; and
    - US$850,000 worth of the Company's common shares (calculated based on the average trading price over the 10 days prior to such approval).

3. Upon achieving sales of 1,000 Benign Prostate Hyperplasia ("BPH") cases following 510(k) approval of the Encage 2.0 Device:
    - US$75,000 within 30 days of such approval; and
    - US$175,000 worth of the Company's common shares (calculated based on the average trading price over the 10 days prior to such approval).

4. Upon achieving sales of 500 Prostate Cancer Cases post-de novo approval:
    - US$75,000 within 30 days of such approval; and
    - US$175,000 worth of the Company's common shares (calculated based on the average trading price over the 10 days prior to such approval).

Imagin will ensure that the i/Blue System and the enCage Coil will be in compliance with FDA and international requirements, i.e., Quality System Regulation ISO 13485:2016 and Quality Management System (QMS

Company Strategy

Imagin will differentiate its products with their state-of the-art, easy-to-use, practical and cost-effective cancer visualization and treatments systems, allowing the Company to make solid margin and price its products at a significant discount from current products.

Imagin will continue to strengthen relationships with urologists and key opinion leaders to develop physician champions and establish three Centers of Excellence. The Company will also engage in market development activities through appropriate industry events and meetings, such as American Urology Association (AUA) Annual Meetings.

Imagin plans to add products such as disposable scopes, cancer biopsy devices and other products to complement and expand its portfolio.

Intellectual Property

- **i/Blue Imaging System**
  The Company, through its wholly owned subsidiary (BSS Life Sciences) has secured an exclusive license from Lawrence Livermore National Security, LLC (LLNS) to develop and commercialize the i/Blue Imaging System. This license agreement includes three issued patents 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.

Based on product refinement and development completed at Precision Optical Corporations (formerly Lighthouse Imaging), Imagin intends to file additional patents that the Company anticipates will broaden its intellectual property portfolio.

- **enCAGE Coil**
  Included in the acquisition of Trod Medical were eleven domestic and international patents:
  1. Issued U.S. Patent 10667855 - Dual enCAGE Coil Ablation Devices
  2. Issued U.S. Patent 10864036 - Guided Ablation Devices
  3. Issued U.S. Patent 9220892 - Percutaneous & Laparoscopic Surgical Instrument
  4. Issued U.S. Patent 9445866 - Method to Remove a Tumor Using a Percutaneous Surgical Instr.
  5. Issued U.S. Patent 9901396 - Percutaneous & Laparoscopic Surgical Instrument
  6. Issued U.S. Patent 9655676 - Method of Percutaneous Localized or Focal Treatment of Prostate Lesions Using RF Ablation
  7. Issued U.S. Patent 8317785 - Medical Device Using a enCAGE Coiled Electrode
  8. Issued U.S. Patent 10398526 - Assembly for Positioning Electrodes for Tissue RFA (National phase pending in Europe)
  9. Issued U.S. Patent 20/31947 - Methods of Guiding Ablation enCAGE Coils (Claiming priority to 16409668, filed May 10, 2019)
  10. Issued U.S. Patent 17/077,841 - Ablation System with Impedance Navigation
  11. Issued U.S. Patent 16/514,754 - Coupling Device for Positioning (Overlaps US10398526, so only pursued in US)

Product Development and Regulatory Approval

- **The i/Blue Imaging System** has entered the pre-production phase. The design and development phase of the i/Blue Imaging System has been completed and resulted in a final device configuration that surpasses the required performance verification testing and confirms that the required design inputs are fulfilled.

  The pre-production phase includes numerous engineering, manufacturing, and quality related objectives focused upon final preparations for pilot manufacturing runs. These include design freeze, complete design history and device master record documentation, procurement of production tooling for component parts, establishing documented manufacturing procedures and additional verification testing.

  Once the pre-production phase is completed, the pilot build phase will begin. The validation testing data obtained from the i/Blue devices manufactured during the pilot build will be submitted for FDA approval.

  The Company intends to conduct the first-in-human usability studies to demonstrate

fluorescence when pre-production units are completed.

Imagin believes that the imaging quality and cost reduction goals for the i/Blue Imaging System will be achieved and make blue light cystoscopy more accessible to hospitals and patients. The product will be highly manufacturable with a modular design that will become a basic platform for Imagin's current and future applications.

As previously reported, the Company met with the FDA twice to proactively discuss the i/Blue System's regulatory path. The content and feedback from these meetings have been instrumental as the Company continues to refine its regulatory strategy and complete the formal FDA Pre-Market Approval (PMA) submission.

- **The enCAGE Coil** has FDA 510(k) approval and has been used in 41 patients, including 20 patients who participated in a Phase II Trial, with results published in The Journal of Urology, April 2021. Based on this experience, Imagin will be refining the current disposable design for soft tissue ablation. Based on additional feedback from users, Imagin's goal is to expand the application as a focal therapy precision ablation device for use in the treatment of prostate cancer.

  The original enCAGE device received 510(k) clearance for general soft tissue ablation in 2008. An FDA Pre-Submission meeting in February 2020 approved a Class II DeNovo clinical study plan consistent with competitive studies: *Targeted Partial Gland Prostate Bipolar RF Tissue Ablation with Clinically Localized Prostate Cancer IDE Trial*, using negative biopsy at 12-months as surrogate marker of successful ablation.

  Imagin will submit a "Special 510(k)" for the refined soft-tissue ablation device, followed by a Pre-Submission Supplement for review of the final DeNovo study protocol for prostate cancer as well as submit an FDA IDE.

  Imagin is in the final stage of selecting a contract design and manufacturing firm with expertise in both disposable RF energy device and generator technology.

Highlights from July 1, 2022 up to the date of this report

The Company announced the following:

- Announced a new $7,250,000 Convertible Note to support the enCage acquisition and the product's development.
- Announced the acquisition of the enCAGE Coil™ Precision Ablation System for Prostate Cancer from TROD Medical NV, a Belgian company (See Subsequent Events).
- Announced it closed the final tranche of the previously announced Convertible Note #2.
- Announced that, pursuant to the Company's Stock Option Plan, an aggregate of 472,187 options have been granted to certain employees, board members and consultants as incentive stock options at an exercise price of $0.28 USD per share. The options are exercisable for a period of five years, ending on April 22, 2027.

As at the date of this report, the Company reported a share structure as follows:

- Issued and Outstanding – 10,830,116
- Options granted – 649,687
- Finance warrants – 25,732,500

1.3 Selected Annual Information

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

	30-Sep-22	30-Sep-21
(a) Loss before other items		
(i) Total loss	$2,419,396	$11,345,197
(ii) Loss per share – basic	$0.24	$1.26
(iii) Loss per share – diluted	$0.24	$1.26
(b) Net loss		
(i) Total loss	$2,492,207	$11,473,412
(ii) Loss per share – basic	$0.25	$1.27
(iii) Loss per share – diluted	$0.25	$1.27
(c) Total assets	$1,350,837	$774,515

1.4 Results of Operations

Discussion of Operations and Financial Condition

The following should be read in conjunction with the condensed interim consolidated financial statements for the three months ended December 31, 2022, and notes attached hereto.

During the six months ended March 31, 2023, the Company reported a net loss of $857,286 (March 31, 2022 – net loss of $2,470,760). The decrease in the net loss is related to the issuance of convertible notes during the year, and the related revaluation of the fair value of the embedded derivative and interest expense. For the current year, the Company recorded a convertible note recovery of $176,938 compared to convertible note expense $900,601 for the comparative period.

The Company incurred the following major expenditures:

1. Legal & accounting – Total $206,099 (March 31, 2023 – $374,070) decreased by $167,971. In the previous year, the Company incurred higher legal fees which were directly related to the convertible debt.
2. Management fees – Total $236,997 (March 31, 2023 - $220,928). The increase of $16,069 is related to the higher US$ exchange rate.
3. Product Development – Total $299,539 (March 31, 2023 – $767,135); decreased by $467,596. These expenses are primarily related to the work performed by outsourced design and engineering, regulatory, FDA, legal and quality consultants for the design and development of the i/Blue system and associated FDA & regulatory plans.

The Company also reported receivables and prepaids for a total amount of $124,181 (September 30, 2022 – $145,203). The amount is broken down as follows:

		31-Mar-23	30-Sep-22
GST Receivable	$	2,693	1,923
Trust account		-	1,700
Prepaid expenses *		121,488	141,580
	$	**124,181**	**145,203**

* The Company had to make a deposit of US$275,000 (Can$357,972) to Lighthouse Imaging, the contract manufacturer for the Company's i/Blue Imaging System. The current balance of the deposit to Lighthouse Imagin is US$73,270 (Can$96,328). In addition, the Company pays the OTC Listing annual fees in advance.

Shareholders Communication and Travel

For the three months ended December 31, 2023, the Company reported shareholder communication and travel expenses totaling $40,113 (2022 – $26,252) and is broken down as follows:

		31-Mar-23		31-Mar-22
Communication & information	$	5,710	$	15,186
Telephone & website		1,635		1,713
Travel & entertainment		32,768		9,353
	$	**40,113**	**$**	**26,252**

Communication & information expenses relate to investor outreach to promote investor awareness of the progress the Company has made towards bringing the i/Blue System to market. This included digital marketing campaigns, technical articles and investor outreach.

Summary of Quarterly Results

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

	Q2 31-Mar-23 IFRS	Q1 31-Dec-22 IFRS	Q4 30-Sep-22 IFRS	Q3 30-Jun-22 IFRS
Net (loss)	(873,271)	15,985	(4,667,785)	4,646,338
Per Share	0.08)	0.002	(0.32)	0.47
	Q2 31-Mar-22 IFRS	**Q1 31-Dec-21 IFRS**	**Q3 30-Jun-21 IFRS**	**Q3 30-Jun-21 IFRS**
Net (loss)	(1,148,276)	(1,322,484)	(434,788)	(434,788)
Per Share	(0.26)	(0.14)	(0.05)	(0.05)

Income (Loss) per share was calculated using the post-consolidated weighted average for the above eight quarters.

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 on continuing to raise operating capital and successful clinical trials that validate the Company's technology. Such activities may take time to complete, and the amount of resulting income is difficult to determine.

Convertible Note #1:

During the year ended September 30, 2021, the Company issued convertible notes (the "Notes") in the aggregate of US$2,900,500. The notes bear interest at 10% annually, payable semi-annually in arrears, and mature 18 months following the date of issue, unless repurchased, redeemed or converted. Any Notes outstanding beyond the maturity date bear interest at 20% annually. The Notes are convertible at the holder's discretion into common shares at a conversion price of US$0.40 per share. In connection with the issuance of the Notes, the Company issued 3,625,625 warrants exercisable at US$0.50 and 3,625,625 warrants exercisable at US$0.60. All warrants are exercisable for five years from the date of issue.

During the year ended September 30, 2022, certain holders converted an aggregate of US$60,000 (2021 - US$133,000) in Note principal into common shares. In addition, the Company had received a deposit of $332,500 (US$250,000) related to Notes not yet issued.

Convertible Note #2:

On September 3, 2021, the Company completed a second convertible note offering totalling US$3,000,000. This offering was to be received in three tranches, with the first tranche of US$500,000 having been received during the year ended September 30, 2021. This note matures 24 months following the date of issue, unless earlier repurchased or converted, and bears interest at the rate of 10% per annum, payable on maturity or conversion. The outstanding principal balance, plus any unpaid interest, will automatically convert into common shares of the Company upon the completion of not less than US$2,000,000 in financings by the Company, at a conversion price of US$0.40.

Upon receiving the first tranche of US$500,000, the Company issued to the note holder 15,775,000 warrants, exercisable at US$0.40 per share, and expiring five years from the date of issue. As the convertible notes and associated warrants are denominated in $US, and the functional currency of the Company is the $Cdn, the convertible notes have been accounted for as a financial liability (debt host) with an embedded derivative ($USD warrants).

On August 22, 2022, the Company announced the closing of Convertible Note #2 for a total of US$2,250,000. Since the original commitment of $3,000,000 was not completed, the Company had to subsequently adjust the original 15,775,000 warrants issued. The warrants were reduced by 3,943,750 warrants, which resulted in the note holder receiving a total of 11,831,250 warrants.

Convertible Note #3:

On August 22, 2022, the Company announced the opening of a new $7,250,000 Convertible Note to support the acquisition of the encage Coil and all relate product development. As of the period ended March 31, 2023, the Company has recorded US$950,000 of Convertible Notes and has issued 6,650,000 warrants at US$0.40 and expiring January 5, 2028 as per the agreement.

Cash and cash equivalents

	31-Mar-23	30-Sep-22
Cash deposits	$ 4,570	$ 40,323
Total cash and cash equivalents	**$ 4,570**	**$ 40,323**

Included in the March 31, 2023 cash deposit is US$2,316 converted to Canadian dollars using the year end rate of 1.3534.

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 Canadian and US banks.

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 and the Acquisition of the enCage Coil™ Precision Ablation System for soft tissue. Please refer to Sections 1.2 Overall Performance.

1.6 Capital Resources

The Company has no capital resources.

1.7 Off Balance Sheet Arrangements

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

1.8 Second Quarter

The second quarter result does not differ significantly from other the previous quarter.

1.9 Transactions with Related Parties

During the six months ended March 31, 2023, the Company paid and/or accrued $418,235 (March 31, 2022 – $390,022) to directors and officers or companies controlled by directors and officers of the Company, for management, accounting, and directors' fees incurred by the Company.

		31-Mar-23	31-Mar-22
Management fees	$	236,997	220,928
Accounting fees		169,238	157,594
Directors fees		12,000	11,500
Total	$	**418,235**	**390,022**

Included in accounts payable as of March 31, 2023 are fees and expenses due to directors and officers in the amount of $706,858 (September 30, 2022 – $417,312), which are non-interest bearing, unsecured, and payable on demand. Fair value cannot be reliably determined.

	31-Mar-23	30-Sep-22
Unpaid Management fees & expenses (CEO)	469,595	299,785
Unpaid Accounting fees & expenses (CFO)	167,263	59,527
Unpaid Directors' fees	70,000	58,000
Total	**706,858**	**417,312**

During the six months ended March 31, 2023, the Company did not grant any options to directors and officers. However, during this period, 48,662 previously granted options vested, leaving 218,891 unvested options which are scheduled to vest as follows:

- October 1, 2022 to September 30, 2023 – 40,554
- October 1, 2023 to September 30, 2024 – 89,186
- October 1, 2024 to September 30, 2025 – 89,161

1.10 Proposed Transactions

None.

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, accounts receivable, accounts payable and accrued liabilities and convertible debt (debt host) approximate their fair values due to the short maturity of those instruments. The embedded derivative within the convertible note is carried measured at fair value.

1.13 Other

As of the date of this report, the Company reported the following:	
Common Shares	10,830,116
Disclosure of Outstanding Stock Options:	
Incentive Stock Options	649,687
Disclosure of Outstanding Share Purchase Warrants:	
Warrants	25,732,500
Fully diluted	37,312,303

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;

(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.

Subsequent Events

Subsequent to the period ended March 31, 2023, the Company entered into an original issue discount, unsecured, non-interest bearing promissory note with Bigger Capital Fund, LP. The purpose of the note is to maintain its corporate existence and operating business for the next four months as it seeks new financial partners. The note consisted of 4 payments of $10,000.00 USD per month for 4 months starting in April 2023 with a maturity date of December 20, 2023. The note will be converted into five times the original amount.

In addition, 137,500 incentive stock options with an exercise price of $6.20, expired on April 18, 2023.