



MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE THREE AND SIX MONTHS ENDED

OCTOBER 31, 2024

Introduction

The following Management's Discussion and Analysis ("MD&A") of AI/ML Innovations Inc. (the "Company" or "AIML") has been prepared to provide updates to the business, operations, liquidity and capital resources of the Company since its last annual MD&A for the fiscal year ended April 30, 2024. Additional information relating to AI/ML is available under the Company's SEDAR+ profile at www.sedarplus.ca.

This MD&A has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and six months ended October 31, 2024 ("Interim Financial Statements") and the audited annual consolidated financial statements of the Company for the year ended April 30, 2024, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the period ended October 31, 2024 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at date of this report, unless otherwise indicated.

The Interim Financial Statements, were prepared using accounting policies consistent with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares (the "Common Shares"); or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Going concern

The Interim Financial Statements were prepared with the assumption that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Continued operations of the Company are dependent on the Company's ability to receive financial support, complete additional debt, or equity financing, or generate profitable operations in the future. The Company believes it will be able to raise the necessary funding to continue operations however, there is no assurance that these funds will be available on terms acceptable to the Company or at all. These conditions indicate a material uncertainty that casts significant doubt upon the Company's ability to continue as a going concern. The condensed interim consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern.

Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These forward-looking statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "budgets", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Description of Business

The Company was incorporated under the Canada Business Corporations Act and was continued under the Business Corporations Act (British Columbia) on November 4, 2009. On December 30, 2020, the Company filed a listing application with the Canadian Securities Exchange (CSE).

During the year ended April 30, 2021, the Company entered and closed a share exchange agreement (the "Share Agreement") with Salu Design Group Inc. (hereinafter referred to as "Health Gauge"), which is a private technology company based in Edmonton, Alberta. Health Gauge holds the rights to intellectual property in the area of wearable technologies, and the application and methods associated with the applied AI/ML (artificial intelligence/machine learning) software using accelerometers, ECG (electrocardiogram), PPG (photoplethysmogram – used to measure blood volume changes in tissue), and other forms of physiological sensors to measure heart rate, heart rate variability, pulse oximetry, pulse wave velocity, pulse transit time, blood pressure, and activity. Health Gauge's intellectual property also includes proprietary methods and IP relating to behavioral tagging for the purposes of psychometric analysis.

Health Gauge's products completed beta testing in 2021 and were commercially available in the same year. Health Gauge developed strategic partnerships with several organizations during the fiscal year end April 30, 2022.

The Company's registered and records office at 850 – 2nd Street SW, 15th Floor, Bankers Court, Calgary, Alberta, T2P 0R8 and head office at Suite 203, 645 Fort Street, Victoria, BC, V8W 1G2.

Overall Performance and Outlook

Corporate

AI/ML Innovations Inc. has aligned its business operations to capitalize on the burgeoning areas of artificial intelligence (AI) and machine learning (ML), with an initial focus on emerging companies in the digital healthcare space.

On September 11, 2023, the Company announced Paul Duffy as its new Chief Executive Officer (CEO) of its wholly owned subsidiary, Health Gauge. The Company also appointed Mr. Fabrice Pakin, Masters (Marketing & International Business), to the Board of Directors.

On October 11, 2023, the Company entered into a Debt Settlement Agreement with Tormin Resources Limited of Roslin, Ontario (the "Creditor"). The Company owes the Creditor an aggregate amount of \$733,441, plus \$68,500 in accrued fees, for a total amount of \$801,941.00 (the "Debt") pursuant to a loan. The Company and the Creditor have entered into a Debt Settlement Agreement dated October 11, 2023, wherein the Creditor has agreed to accept a cash payment of \$70,000 in full and complete settlement of the debt. The cash settlement was completed and paid in June 2024.

On November 27, 2024, the Company re-appointed Follow The Money Investment Group ("FTMIG") as a marketing consultant.

On December 10, 2024 the Company entered into an arms-length share purchase agreement dated (the "SPA") to acquire all of the issued and outstanding shares (the "Acquisition") of Quantum Sciences Ltd. ("Quantum"). Quantum currently carries on the business of designing transformative digital health care solutions utilizing artificial intelligence, machine learning and quantum inspired methodologies. Specifically, Quantum is developing various products and services that enable meaningful participation of both patients and care providers to improve health care trajectories and enable more efficient and effective workflows.

Health Gauge

Health Gauge was incorporated for the purpose of commercializing new technology that could revolutionize ways to measure and track personal health biometrics, and ultimately help people better manage their ongoing health challenges. Health Gauge's patent-pending solution is a personal health monitoring & management system, which combines the latest wearable health monitors with sophisticated artificial intelligence software tools and a proprietary cloud computing software platform, to help caregivers, patients, and healthcare professionals access and utilize relevant data. Health Gauge's robust, real-time data capture capability provides fast feedback, resulting in better recovery outcomes and the realization of healthy living objectives through the ability to make immediate and better-informed health choices.

On March 6, 2024, the Company announced that its wholly owned subsidiary, Health Gauge, introduces the commercial launch of "Follow Your Heart," a unique wellness-oriented product set to redefine how individuals monitor their blood pressure trends through the convenience of a smart watch. Combining cutting-edge technology with user-friendly design, "Follow Your Heart" leverages Health Gauge's proprietary and patented AI PrecisionPulse Neural Network measurement technology. The result is a non-invasive solution that is able to provide medical grade accuracy for blood pressure measurements and trends, through the convenience of a smartwatch. The product will be available for purchase through retail pharmacies and other channels catering to individuals managing hypertension.

According to recent statistics, nearly one half of adults in the U.S. suffer from high blood pressure, underscoring the critical need for reliable and accessible blood pressure monitoring solutions. "Follow Your Heart" emerges as a timely response to this health challenge, empowering users to take control of their cardiovascular well-being with ease.

Addressing the Hypertension Epidemic in the United States (<https://www.cdc.gov/bloodpressure/facts.htm>)

- Having hypertension puts you at risk for heart disease and stroke, which are leading causes of death in the United States.
- In 2021, hypertension was a primary or contributing cause of 691,095 deaths in the United States.
- Nearly half of adults have hypertension (48.1%, 119.9 million), defined as a systolic blood pressure greater than 130 mmHg or a diastolic blood pressure greater than 80 mmHg or are taking medication for hypertension.
- About 1 in 4 adults with hypertension have their hypertension under control (22.5%, 27.0 million).
- About half of adults (45%) with uncontrolled hypertension have a blood pressure of 140/90 mmHg or higher. This includes 37 million U.S. adults.
- About 34 million adults who are recommended to take medication may need it to be prescribed and to start taking it. Almost two out of three of this group (19 million) have a blood pressure of 140/90 mmHg or higher.
- High blood pressure costs the United States about \$131 billion each year, averaged over 12 years from 2003 to 2014.

On March 13, 2024, the Company announced that its wholly owned subsidiary, Health Gauge, introduces The Pulse Guru (formerly known as The Pulse Whisperer), the second innovative product based upon the Company's wearable technology patented solution and advanced Neural Network.

The Pulse Guru offers healthcare innovators, researchers, and other users unparalleled access to rich biometric raw ECG and PPG signal data capture through Health Gauge's proprietary and patented AI Precision Pulse Neural Network solution. This enables in-depth analysis and insights into cardiovascular health and wellness that is not possible with the mainstream wearables on the market today.

Empowering Users with Vital Insights - The Pulse Guru Value Proposition

The Pulse Guru stands out in the competitive landscape of smart sensor wearables by delivering a continuous stream of rich time-series data, unlocking vital insights into cardiovascular health. The comprehensive value proposition includes:

1. Rich Time-Series Data:

The Pulse Guru provides a continuous and rich stream of time-series data from both ECG and PPG data streams, setting it apart from mainstream wearables such as Apple Health, Google Fit, Garmin, and Fitbit that do not provide access to streaming biosignals and measurements. This wealth of information from The Pulse Guru allows for the ability to conduct greater in-depth analysis and insights into cardiovascular health, as well as making it easier for innovators to conduct their own original research.

2. Proprietary AI PrecisionPulse Neural Network:

Health Gauge's AI PrecisionPulse Neural Network, based on our a proprietary and patented technology, sets a new standard for accuracy and precision in analyzing raw biometric signals. This

advanced neural network ensures reliable and real-time health & wellness data assets, providing users with a more comprehensive understanding of their well-being.

3. **Neural Network Licensing Program:**

The introduction of the Neural Network licensing program signifies a strategic move towards collaboration. Wearable device manufacturers, medical device developers, researchers, data scientists, and machine learning engineers in Health Tech, along with educational institutions, now have the opportunity to leverage the power of the AI PrecisionPulse Neural Network.

4. **Micropay Access for Blood Pressure Measurement:**

The Pulse Guru offers micropay access to the proprietary AI PrecisionPulse Neural Network for Blood Pressure Measurement. This opens avenues for seamless integration of this cutting-edge technology into various applications and services.

5. **Target Buyers:**

Wearable Device Manufacturers
Medical Device Developers and Innovators
Medical Researchers Clinical Trial Researchers
Data Scientists and Machine Learning Engineers in Health Tech
Educational Institutions

General

The Company has limited revenues, so its ability to ensure continuing operations is dependent on its ability to obtain necessary financing to complete product development and marketing activities, and ultimately, the future profitable operation by way of sustained revenue generation from its goods and services.

Trends

Although there can be no assurance that additional funding will be available to the Company, nor that the Company's sales in the short term will ramp up, management is of the opinion that the digital healthcare industry trends will continue to be favourable and hence, it may be possible to obtain additional funding for its project development. However, the Company remains cautious in case the economic factors that impact the digital healthcare industry deteriorate.

There is a growing awareness and acceptance amongst the public, healthcare providers, insurers/payors, and regulators towards the use of digital and virtual healthcare in general, with mental healthcare making up an increasing component of that. This trend is expected to continue at double digit growth rates globally for the next several years. Its acceptance was expedited by the CV-19 pandemic as patients were discouraged from face-to-face medical intervention in all but the most dire of circumstances. The general public has grown to understand the ease and convenience of digital healthcare as a result and healthcare payors understand that the deployment of digital health solutions both improves outcomes and reduces costs. Governments across Europe are implementing laws requiring payors to cover the cost of digital mental health therapy to the same extent as conventional methods.

Additionally, with the recent advancements in artificial intelligence and the general public's awareness of same, investors and strategic partners are showing a keen and growing interest in sourcing investments in

the AI space. Predictions show that AI will have a multi trillion-dollar impact on the global economies and effect almost all facets of modern society. As this is the core business of the Company, we expect to benefit positively and significantly, both in terms of investor awareness as well as business development opportunities from this generational event.

Apart from these and the risk factors noted under the heading "Risks and Uncertainties", the Company is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

Selected Quarterly Financial Information

	Three months ended			
	October 31, 2024	July 31, 2024	April 30, 2024	January 31, 2024
	\$	\$	\$	\$
Total revenue	41,003	41,098	40,202	108,593
Net loss	(974,964)	(75,040)	(1,951,641)	(515,024)
Comprehensive loss	(974,964)	(75,040)	(1,951,641)	(515,024)
Basic and diluted loss per share	(0.01)	(0.00)	(0.01)	(0.01)

	Three months ended			
	October 31, 2023	July 31, 2023	April 30, 2023	January 31, 2023
	\$	\$	\$	\$
Total revenue	-	172,571	156,145	138,228
Net income / (loss)	(455,533)	(368,230)	(250,961)	(351,736)
Comprehensive income / (loss)	(455,533)	(368,230)	(250,961)	(351,736)
Basic earnings (loss) per share	(0.01)	(0.01)	(0.04)	(0.01)

Increased loss for the quarter ended October 31, 2024 compared with the quarter ended July 31, 2024 was primarily due to gain on settlement of debt of \$756,845 recognized in the prior quarter.

Decreased loss for the quarter ended July 31, 2024 compared with the quarter ended April 30, 2024 was primarily due to gain on settlement of debt of \$756,845. This increase was offset by revenue of \$41,098.

Increased loss for the quarter ended April 30, 2024 compared with the previous quarter was primarily due to consulting of \$109,598, salaries and benefit of \$92,903, professional fees of \$50,474, and impairment of investment in associate of \$1,439,108. This increase was offset by revenue of \$40,202.

Increased loss for the quarter ended January 31, 2024 compared with the previous quarter was primarily due to consulting of \$152,228, salaries and benefit of \$85,257, advertising and promotion of \$87,280 and professional fees of \$74,583. This increase was offset by revenue of \$108,593.

Increased loss for the quarter ended October 31, 2023 compared with the previous quarter was primarily due to consulting of \$68,165, salaries and benefit of \$55,924, advertising and promotion of \$78,553 research and development cost of \$30,115 and professional fees of \$56,829.

Decreased loss for the quarter ended July 31, 2023 compared with the previous quarter was primarily due to salaries and benefit of \$125,531, advertising and promotion of \$64,673, research and development cost of \$62,158 and professional fees of \$70,827. This increase was offset by revenue of \$172,677.

Decreased loss for the quarter ended April 30, 2023 compared with the previous quarter was primarily due to revenue of \$156,145 and decreased overall costs, such as advertising and promotion of \$13,840, foreign exchange of \$907 and salaries and benefit of \$112,342. This decrease was offset by general and administrative expenses of \$40,023, research and development cost of \$62,056, and loss on marketable securities of \$7,884.

Results of Operations

Financial Performance

For the three months ended October 31, 2024

Three months ended	October 31, 2024	October 31, 2023	Variance \$	Variance %
Revenue				
Goods	-	6,327	(6,327)	-100%
License fee	41,003	40,731	272	1%
Services	-	127,420	(127,420)	-100%
Total revenues	41,003	174,478		
Cost of sales	(1,980)	(200,980)	199,000	-99%
Gross profit (loss)	39,023	(26,502)		
Operating expenses				
Marketing and shareholder relations	59,102	78,553	(19,451)	-25%
Consulting expense	250,720	68,165	182,555	268%
Depreciation	7,732	10,513	(2,781)	-26%
Office and administration	63,555	10,366	53,189	513%
Management and director fees	359,360	39,630	319,730	807%
Professional fees	229,056	56,829	172,227	303%
Research and development	7,129	30,115	(22,986)	-76%
Rent expense	7,359	7,221	138	2%
Salaries, wages, and benefits	35,804	55,924	(20,120)	-36%
Share-based payments	10,737	19,600	(8,863)	-45%
Travel	16,102	3,538	12,564	355%
Transfer agent, regulatory, and filing fees	20,685	14,813	5,872	40%
Total operating expenses	(1,067,341)	(395,267)		
Operating loss	(1,028,318)	(421,769)		
Other income (expenses)				
Foreign exchange gain (loss)	8,001	(3,305)	11,306	-342%
Grant income	60,758	-	60,758	100%
Interest expense	(4,848)	(8,987)	4,139	-46%
Interest income	460	-	460	100%
Share of loss on investment in associate	-	(20,039)	20,039	-100%
Gain (loss) on settlement of debt	(9,492)	-	(9,492)	100%
Unrealized foreign exchange gain (loss)	(92)	-	(92)	100%
Unrealized loss on marketable securities	(1,433)	(1,433)	-	0%
Total other income (expenses)	53,354	(33,764)		
Net loss and comprehensive loss	(974,964)	(455,533)		

A brief explanation of the significant changes is provided below:

- i) The Company has shifted its business strategy and objectives; services revenues and corresponding costs of sales have decreased within its subsidiary Health Gauge as a result.

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- ii) Consulting expense, professional fees, and office and administration expenses are higher in current period due to increased corporate activities within the Company as compared to the same period in 2023. The Company engaged consultants to assist with financing, talent acquisition, and research and development of recently acquired technology assets. The Company incurred more legal expenses in the current period as a result of financing activities, regulatory requirements, as well as other legal work to execute various corporate strategies.
- iii) Management and director fees were significantly higher in current period due to the settlement of various signing and retention bonuses paid out to the CEO of the Company.

For the six months ended October 31, 2024

Six months ended	October 31, 2024	October 31, 2023	Variance \$	Variance %
Revenue				
Goods	-	6,337	(6,337)	-100%
License fee	82,101	80,586	1,515	2%
Services	-	260,232	(260,232)	-100%
Total revenues	82,101	347,155		
Cost of sales	(3,156)	(201,086)	197,930	-98%
Gross profit (loss)	78,945	146,069		
Operating expenses				
Marketing and shareholder relations	111,452	143,227	(31,775)	-22%
Consulting expense	528,077	134,318	393,759	293%
Depreciation	10,309	21,026	(10,717)	-51%
Office and administration	98,818	36,159	62,659	173%
Management and director fees	664,529	74,130	590,399	796%
Professional fees	338,450	127,656	210,794	165%
Research and development	7,380	92,273	(84,893)	-92%
Rent expense	14,678	13,350	1,328	10%
Salaries, wages, and benefits	57,524	181,455	(123,931)	-68%
Share-based payments	22,084	19,600	2,484	13%
Travel	25,546	5,088	20,458	402%
Transfer agent, regulatory, and filing fees	44,427	39,978	4,449	11%
Total operating expenses	(1,923,274)	(888,260)		
Operating loss	(1,844,329)	(742,191)		
Other income (expenses)				
Foreign exchange gain (loss)	8,522	(5,943)	14,465	-243%
Grant income	60,758	-	60,758	100%
Interest expense	(13,767)	(24,889)	11,122	-45%
Interest income	509	-	509	100%
Correction of accounts payable	-	(5,250)	5,250	-100%
Share of loss on investment in associate	-	(43,699)	43,699	-100%
Gain (loss) on settlement of debt	747,353	-	747,353	100%
Unrealized foreign exchange gain (loss)	(92)	-	(92)	100%
Unrealized loss on marketable securities	(8,958)	(1,791)	(7,167)	400%
Total other income (expenses)	794,325	(81,572)		
Net loss and comprehensive loss	(1,050,004)	(823,763)		

A brief explanation of the significant changes is provided below:

- i) The Company has shifted its business strategy and objectives; services revenues and corresponding costs of sales have decreased within its subsidiary Health Gauge as a result.
- i) Consulting expense, professional fees, and office and administration expenses are higher in current period due to increased corporate activities within the Company as compared to the same period in 2023. The Company engaged consultants to assist with financing, talent acquisition, and research and development of recently acquired technology assets. The Company incurred more legal expenses in the current period as a result of financing activities, regulatory requirements, as well as other legal work to execute various corporate strategies.
- ii) Management and director fees were significantly higher in current period due to the settlement of various signing and retention bonuses paid out to the CEO of the Company.
- iii) The Company's investment in associate was fully impaired during the year ended April 30, 2024. Subsequently, no share on loss on investment in associate has been recognized during the six months ended October 31, 2024.
- iv) Salaries wages and benefits decreased in the current period as compared to prior period due to a reduction of the workforce within Health Gauge. This reduction was driven by a shift in business strategy and direction. This change also resulted in lower research and development activity.
- v) Gain on settlement of debt of \$747,353 (2023 - \$Nil) due to a debt settlement agreement with a former CFO during the current period.

Analysis of Cash Flow

Cash provided by (used in):	Six months ended	
	October 31, 2024	October 31, 2023
Operating activities	\$ (1,371,944)	\$ (923,424)
Investing activities	-	(325,980)
Financing activities	2,315,357	1,483,764
Increase (decrease) in cash	\$ 943,413	\$ 234,360

Operating Activities

Cash flows from operating activities can vary significantly from period to period as a result of the Company's working capital requirements, which are dependent on corporate activities as well efforts to commercialize recently acquired technology assets. There was greater cash used in operating activities during the six months ended October 31, 2024 primarily due to higher corporate activities relating to equity financings and commercialization efforts, as well as higher corporate costs in connection with use of consultants to execute various business strategies.

Investing Activities

Cash flows used in investing activities can vary depending on the nature of the transactions occurring during a period. There were no investing activities observed during the six months ended October 31, 2024. Cash used in the comparative period was related to the Company's investment in its associate which has been fully impaired as at April 30, 2024 and October 31, 2024.

Financing Activities

During the six months ended October 31, 2024, the Company collected total proceeds of approximately \$2,466,000 from private placement financings. The Company also received cash from the exercise of

investor share warrants totaling approximately \$71,000. This was offset by cash commissions paid on the financing of approximately \$139,000 and repayment of due to related party balances totaling approximately \$94,000.

Liquidity and Capital Resources

The Company has non-material operating revenues and therefore must utilize its funds obtained from equity financing and other financing transactions to maintain its capacity to meet ongoing R&D and operating activities. The cash resources of AI/ML are held with major Canadian financial institution.

The Company's uses of cash at present occur, and in the future are expected to occur, principally in three areas, namely, funding of its general and administrative expenditures, sales and marketing efforts, and its R&D activities.

At October 31, 2024, the Company had a working capital deficiency of \$480,945 (April 30, 2024 – \$1,209,967).

Related Party Transactions

Related parties include the Board of Directors, Executive Officers and any companies owned or controlled by them.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include officers and directors. Remuneration of directors and key management personnel of the Company was as follows:

Nature	Three months ended		Six months ended	
	October 31, 2024	October 31, 2023	October 31, 2024	October 31, 2023
Management and director fees	\$ 234,360	\$ 105,217	\$ 688,022	\$ 139,717
Professional fees	-	9,000	-	18,000
Salaries, wages, and benefits	40,603	50,544	56,955	106,852
Consulting expense	3,000	-	3,000	-
Share-based payments	1,688	-	7,173	-
Total	\$ 279,651	\$ 164,761	\$ 755,149	\$ 264,569

During the six months ended October 31, 2024, the Company entered into a debt settlement agreement with a former CFO whereby \$70,000 cash was paid to extinguish all remaining debt. As a result, a gain on settlement of \$756,845 was recorded.

As at October 31, 2024, the following balances were observed to be owing to related parties:

- i) \$18,750 (April 30, 2024 - \$15,750) to the Chief Financial Officer ("CFO") and director of the Company, which is unsecured, non-interest bearing, with no fixed terms of repayment.
- ii) \$22,310 (April 30, 2024 - \$23,157) to the Chief Executive Officer ("CEO") and director of the Company, which is unsecured, non-interest bearing, with no fixed terms of repayment.
- iii) \$1,620 (April 30, 2024 - \$Nil) owing to the spouse of the CFO and director, which is unsecured, non-interest bearing, with no fixed terms of repayment.

- iv) \$Nil (April 30, 2024 - \$8,142) to the former Chief Technology Officer and former director of the Company, which is unsecured, non-interest bearing, with no fixed terms of repayment.
- v) \$3,000 (April 30, 2024 - \$78,674) to a director of the Company, which is unsecured, non-interest bearing, with no fixed terms of repayment.

During the six months ended October 31, 2024, the Company earned \$82,101 of license fee revenue from a former related company which has a former common officer and a former common former director and is therefore considered to be a related party. As at October 31, 2024, \$13,813 of this amount was included in accounts receivable.

During the six months ended October 31, 2024, the Company entered into an independent contractor agreement (the "Agreement") with Moonshot Inc. ("Moonshot"), a Company controlled by the CEO of the Company. The CEO's services are rendered through Moonshot. In connection with the Agreement, the Company agreed to pay a monthly CEO fee in addition to various signing and retention bonuses which are payable in cash or common shares of the Company as the discretion of the Company. During the six months ended October 31, 2024, the Company incurred total management fees of \$507,860 to Moonshot, of which \$412,500 is related to signing and retention bonuses as specified in the Agreement. \$312,5000 of the \$412,500 was settled through the issuance of 4,583,333 common shares of the Company. The remaining \$100,000 was settled in cash.

Acquisition of Technology Asset

On August 15, 2024, the Company acquired intangible assets from Naiad Lab Inc. ("Naiad") comprised of proprietary technology and associated intellectual property. Per the terms of the acquisition, the Company paid to Naiad the following:

Purchase price consideration		
Fair value of 6,700,000 common shares issued at \$0.06	\$	402,000
Fair value of 3,000,000 incentive share warrants issued (i)		-
Total purchase price	\$	402,000
<i>Asset acquired</i>		
Intangible asset	\$	402,000
Total amount allocated	\$	402,000

- (i) The incentive share warrants are exercisable into 3,000,000 common shares of the Company with a \$0.00 exercise price subject to the following performance conditions being achieved by June 4, 2025:
- The technology acquired, the Long ECG Neural Net, has formally entered the US FDA approval process; and
 - The technology acquired, the Long ECG Neural Net, generates gross revenue of not less than \$1,000,000.

The incentive warrants are recognized in accordance with IFRS 2. The fair value of the warrants will be recognized to intangible assets when the Company determines that the specified non-market performance conditions have been satisfied. At the end of each reporting period, the Company will revise its estimates of the number of incentive warrants that are expected to vest based on the satisfaction of the non-market performance conditions.

As part of the acquisition, the Company also agreed to a streaming royalty (the "Royalty") to Naiad Lab Inc for up to a 20-year period, as per the following terms:

- a 2% Royalty which is payable on gross revenue of not less than \$1,500,000 and not greater than \$5,000,000 inclusive per fiscal year, if and only if such revenue is directly attributable to third-party licensing of the Long ECG Neural Net; and
- a 3% Royalty which is payable on all gross revenue above \$5,000,000 per fiscal year, if and only if such revenue is directly attributable to third-party licensing of the Long ECG Neural Net; or
- the Company, at its sole discretion, may purchase the Royalty back from Naiad at any time for \$1,000,000.

Financial Instruments and Risk Management

The Company has realigned its business operations to capitalize on the burgeoning fields of artificial intelligence (AI) and machine learning (ML), with an initial investment focus on emerging digital health and wellbeing companies that leverage AI, ML, cloud computing and digital platforms to drive transformative healthcare management solutions and precision support delivery across the health continuum. The Company's financial condition, results of operations and business are subject to numerous risks.

For a complete discussion of such risks, please refer to the condensed interim consolidated financial statements for the period ended October 31, 2024 on www.sedarplus.ca.

Outstanding Share Data

As of the date of this MD&A the Company has the following outstanding equity securities outstanding:

Type	# Outstanding
Common shares	162,846,031
Share purchase warrants	113,501,956
Stock options	6,550,000

Share Capital

a) Common Shares

As at October 31, 2024, the Company is authorized to issue an unlimited number of common shares without par value.

Issued and outstanding common shares	Number of Shares	Amount
Balance at April 30, 2023	44,205,518	\$ 25,794,801
Common shares issued on private placement of units	30,518,545	1,288,556
Common shares issued on exercise of share purchase warrants	1,225,000	122,500
Share issuance costs	-	(184,610)
Common shares issued for services	1,131,134	73,524
Common shares issued to settle of debt	339,000	23,730
Balance at April 30, 2024	77,419,197	\$ 27,118,501
Common shares issued on private placement of units (i),(ii),(iii),(iv)	28,275,000	830,385
Common shares issued on exercise of share purchase warrants (vi)	677,334	87,200
Share issuance costs	-	(213,604)
Common shares issued to acquire intangible assets (Note 8)	6,700,000	402,000
Common shares issued for services (v),(Note 12)	5,333,333	350,100
Common shares issued to settle of debt (vii)	949,200	56,952
Balance at October 31, 2024	119,354,064	\$ 28,631,534

The following share transactions were observed during the six months ended October 31, 2024:

- (i) On July 2, 2024, the Company closed the first tranche of a non-brokered private placement and issued 9,200,000 units at a price of \$0.05 per unit, for gross proceeds of \$460,000 of which \$197,800 was allocated to the warrant portion of the unit and recorded in contributed surplus. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at \$0.10 expiring July 1, 2027. The Company paid cash commissions of \$29,850 and issued 357,000 broker warrants, which are on the same terms as the warrants forming part of the units.
- (ii) On July 17, 2024, the Company closed the final tranche of a non-brokered private placement and issued 10,230,000 units at a price of \$0.05 per unit, for gross proceeds of \$511,500 of which \$230,175 was allocated to the warrant portion of the unit and recorded in contributed surplus. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at \$0.10 expiring July 17, 2027. The Company paid cash commissions of \$27,877 and issued 529,550 broker warrants, which are on the same terms as the warrants forming part of the units.
- (iii) On August 19, 2024, the Company closed a non-brokered private placement and issued 7,845,000 units at a price of \$0.05 per unit, for gross proceeds of \$392,250 of which \$160,823 was allocated to the warrant portion of the unit and recorded in contributed surplus. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at \$0.10 expiring August 19, 2026. The Company paid cash commissions of \$18,200 and issued 364,000 broker warrants, which are on the same terms as the warrants forming part of the units.
- (iv) On October 31, 2024, the Company issued 1,000,000 units for gross proceeds of \$65,000. This issuance is part of a larger private placement, which closed on November 1, 2024, subsequent to the period ended October 31, 2024. Each Unit is comprised of one Common Share and one Warrant which will be exercisable into one (1) Common of the Company (each a "Warrant Share").

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Each Warrant will have a term of two (2) years and will entitle the to purchase one (1) Warrant Share at a price of \$0.15 per share following the closing date.

- (v) During the period ended October 31, 2024, the Company entered into a finder's agreement with Wonderful Ventures LLC for executive search services. The Company paid cash of \$30,000 and issued 750,000 common shares of the Company with a fair valued of \$37,600.
- (vi) The Company issued 677,334 common shares pursuant to the exercise of share purchase warrants for gross proceeds of \$71,734.
- (vii) The Company issued 949,200 common shares pursuant to a share for debt agreement to settle indebtedness of \$47,460 of services with an arm-length vendor. The common shares were fair-valued at \$56,952 based on the observable market price of the Company's common share on the date of issuance. A loss on settlement of \$9,492 was recognized for the three and six months ended October 31, 2024.

b) Warrants

The Company's warrants outstanding as at October 31, 2024 and the changes for the six months ended October 31, 2024 are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance at April 30, 2023	13,425,556	\$ 0.05
Issued	31,575,845	0.12
Exercised	(1,225,000)	0.10
Expired	(7,782,808)	0.01
Balance at April 30, 2024	35,993,593	\$ 0.12
Issued	32,585,550	0.09
Exercised	(677,334)	0.11
Balance at October 31, 2024	67,901,809	\$ 0.11

Warrants issued and outstanding as at October 31, 2024 are as follows:

Number of Warrants Outstanding	Number of Warrants Exercisable	Exercise Price	Expiry Date	Weighted Average Remaining Contractual Life in Years
4,040,414	4,040,414	\$0.10	March 14, 2025	0.37
3,000,000	-	\$0.00	June 4, 2025	0.59
3,141,087	3,141,087	\$0.20	July 12, 2025	0.70
12,995,166	12,995,166	\$0.12 ⁽¹⁾	December 19, 2025	1.13
8,209,000	8,209,000	\$0.10 ⁽⁴⁾	August 19, 2026	1.80
60,000	60,000	\$0.15	October 31, 2026	2.00
1,000,000	1,000,000	\$0.15	November 1, 2026	2.00
9,557,000	9,557,000	\$0.10 ⁽⁵⁾	July 2, 2027	2.67
10,759,550	10,759,550	\$0.10 ⁽⁶⁾	July 17, 2027	2.71
3,983,500	3,983,500	\$0.20 ⁽²⁾	June 8, 2028	3.61
11,156,092	11,156,092	\$0.20 ⁽³⁾	July 4, 2028	3.68
67,901,809	64,901,809	\$0.13		2.17

- (1) Subject to the Company's right to accelerate expiry upon 30 days' notice if the shares trade at \$0.30 for a 10 day period

- (2) \$0.10 on or before June 8, 2024, \$0.20 on or before June 8, 2025, \$0.30 on or before June 8, 2026, \$0.40 on or before June 8, 2027, and \$0.50 on or before June 8, 2028.
- (3) \$0.10 on or before July 4, 2024, \$0.20 on or before July 4, 2025, \$0.30 on or before July 4, 2026, \$0.40 on or before July 4, 2027, and \$0.50 on or before July 4, 2028.
- (4) Subject to the Company's right to accelerate expiry upon 30 days' notice if the shares trade at \$0.25 for a period of at least 20 consecutive trading days.
- (5) Subject to the Company's right to accelerate expiry upon 30 days' notice if the shares trade at \$0.25 for a period of 10 days.
- (6) Subject to the Company's right to accelerate expiry upon 30 days' notice if the shares trade at \$0.25 for a period of at least 30 consecutive trading days.

Share Based Compensation

The Company has adopted a stock option plan pursuant to which options may be granted to directors, officers, employees, and consultants of the Company to a maximum of 10% of the then issued and outstanding common shares, and not exceeding 5% granted to any individual. The stock options have a maximum term of ten years and cannot be assigned or transferred.

During the three and six months ended October 31, 2024 and 2023, the Company recognized the following share-based payments:

	Three months ended		Six months ended	
	October 31, 2024	October 31, 2023	October 31, 2024	October 31, 2023
Stock options	\$ 10,737	\$ 19,600	\$ 22,084	\$ 19,600

a. Stock options

The following table summarizes the continuity of the Company's stock options:

	Number of Options	Weighted Average Exercise Price
Balance at April 30, 2023	2,500,000	\$ 0.30
Issued (i),(ii)	1,700,000	0.20
Expired/Cancelled	(1,100,000)	0.42
Balance at April 30, 2024	3,100,000	\$ 0.20
Issued (iii),(iv),(v)	2,300,000	0.20
Expired/Cancelled	(500,000)	0.20
Balance at October 31, 2024	4,900,000	\$ 0.20

- (i) The Company granted 300,000 stock options to a consultant of the Company at an exercise price of \$0.20 per share, exercisable for a period of one year. The options vested immediately.
- (ii) The Company granted an aggregate of 1,400,000 stock options to directors and officers of the Company at an exercise price of \$0.20 per share, exercisable for a period of one year. 300,000 options vested immediately, 100,000 options will vest 50% every six months over one year period and 1,000,000 options will vest 12.5% every three months over 24 months period.
- (iii) The Company granted 1,500,000 stock options to the CEO of the Company at an exercise price of \$0.20 per share, exercisable for a period of 5 years. The options vest and are exercisable when certain market or non-market conditions are met.

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- (iv) The Company granted 100,000 stock options to a consultant of the Company at an exercise price of \$0.20 per share, exercisable for a period of 1 year. The options vested immediately.
- (v) Granted an aggregate of 700,000 stock options to employees of the Company at an exercise price of \$0.20 per share. 25% of the options vest immediately on grant date with 25% vesting each year over three years.

The options were fair-valued using the Black-Scholes option pricing model. The weighted average inputs used in the Black-Scholes model were as follows:

	Six months ended October 31, 2024	Year ended April 30, 2024
Share price at grant date (\$)	\$0.06	\$0.07
Exercise Price	\$0.20	\$0.20
Expected life (in years)	3.41	1.83
Expected annual volatility	148%	165%
Expected dividend yield	0%	0%
Risk-free interest rate	3.51%	3.29%
Fair-value per warrant	\$0.043	\$0.043

Stock options outstanding as at October 31, 2024 have the following expiry dates and exercise prices:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date	Weighted Average Remaining Contractual Life in Years
1,100,000	475,000	\$0.20	November 29, 2025	1.08
100,000	100,000	\$0.20	May 15, 2026	1.54
700,000	700,000	\$0.20	April 11, 2027	2.44
500,000	500,000	\$0.20	March 12, 2028	3.36
300,000	300,000	\$0.20	November 29, 2028	4.08
1,500,000	-	\$0.20	May 15, 2029	4.54
700,000	175,000	\$0.20	August 27, 2029	4.82
4,900,000	2,250,000	\$0.20		3.29

Subsequent Events

- On November 1, 2024, the Company completed the first tranche of a non-brokered private placement and issued 18,688,461 Units for gross proceeds of \$1,214,750. Each Unit is comprised of one Common Share and one Warrant which will be exercisable into one (1) Common of the Company (each a "Warrant Share"). Each Warrant will have a term of two (2) years and will entitle the to purchase one (1) Warrant Share at a price of \$0.15 per share following the closing date.

Finders fees of \$44,070 and 504,000 broker warrants having the same terms as the subscriber warrants were issued.

- On November 26, 2024, the Company completed the final tranche of a non-brokered private placement and issued 24,500,615 Units for gross proceeds of \$1,592,539.98. Each Unit is comprised of one Common Share and one Warrant which will be exercisable into one (1) Common Share of the Company (each a "Warrant Share"). Each Warrant will have a term of two (2) years and will entitle the holder to purchase one (1) Warrant Share at a price of \$0.15 per share following

the closing date, subject to the Company's right to accelerate expiry upon 30 days' notice if the shares trade at \$0.30 for a 10 day period.

The Company paid finders fees of \$76,032.90 and 1,169,737 broker warrants having the same terms as the subscriber warrants were issued in connection with closing of the final tranche.