Relay Medical Corp.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2021
(Expressed in Canadian Dollars)

Dated May 31, 2021

Management's Discussion and Analysis of Operations
For the three months ended March 31, 2021

This Management's Discussion and Analysis ("MD&A) is prepared as of May 31, 2021 and has been prepared in accordance with International Financial Reporting Standards ("IFRS). All amounts are in Canadian dollars.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's directors follow recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

Caution Regarding Forward Looking Statements

This document contains forward-looking statements, such as statements regarding future sales opportunities in various global regions and financing initiatives that are based on current expectations of management. These statements involve uncertainties and risks, including the Company's ability to obtain and/or access additional financing with acceptable terms, and delays in anticipated product sales. Such forward-looking statements should be given careful consideration and undue reliance should not be placed on these statements.

The preparation of the MD&A may require management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Management bases estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions. Management believes the accounting policies, outlined in the Significant Accounting Policies section of its consolidated financial statements, affect its more significant judgments and estimates used in the preparation of its consolidated financial statements.

Introduction

The following MD&A for the three months ended March 31, 2021 has been prepared to help investors understand the financial performance of Relay Medical Corp. ("the Company" or "Relay"), in the broader context of the Company's strategic direction, the risk and opportunities as understood by management, and the key metrics that are relevant to the Company's performance. The Audit Committee of the Board of Directors has reviewed this document and all other publicly reported financial information for integrity, usefulness, reliability and consistency.

All amounts are expressed in Canadian dollars (CAD) unless otherwise noted.

Additional information about Relay Medical Corp., this document, and the related quarterly financial statements can be viewed on the Company's website at www.relaymedical.com and are available on SEDAR at www.sedar.com.

The Company's Common Shares are listed and traded on the CSE ("CSE") under the symbol RELA.

Corporate Overview

Relay Medical is a technology company headquartered in Toronto, Ontario, with a team of experts focused on the development of novel technologies in the diagnostics, AI data science sectors, and IoT cybersecurity sectors.

By utilizing proven methodologies, innovation culture, a multi-disciplinary techno-commercial team and a flexible funding vehicle, the Company has organized the resources to commercialize a suite of products in the healthcare and related marketplace.

Results of Operations

Overview

During the quarter ended March 31, 2021, the Company completed a private placement in January which raised over $8.5M in gross proceeds while also receiving a considerable amount of funding in warrant and option exercises adequately funding the Company to continue the commercial operations and ramp up of both the Fionet and Cybeats platforms with additional capital for special situations should they arrive. The Company began to show its first commercial revenues from the commencement of initial FRR deployments. Relay Medical also completed the acquisition of Cybeats Technologies Inc. on March 18, 2021, which is an innovative IoT cybersecurity platform that is commercially available and under Relay's leadership now has multiple commercial pilots underway.

Fionet Rapid Response Group

The Fionet Rapid Response Group enables mass distributed testing and automated aggregation, triage, and tracking to contain COVID-19, for deployment by public health agencies, retail health providers and private sector companies in Canada, the United States, Europe, Africa, and elsewhere.

The combined capabilities of the JV significantly strengthens Fio's ability to rapidly advance and pursue commercial opportunities related to its technology, which has been proven on more than one million cases in over a dozen countries for managing community-based RDT testing, triage, and tracking outbreaks of high-consequence infectious diseases, such as malaria, HIV, dengue, and Ebola, and has been further validated by several dozen publications in scientific journals.

Drawing on resources from both Relay and Fio, the JV has been jointly managed under a collective infrastructure to customize and deploy the Fionet for COVID-19 test-triage-track regimes using approved third-party rapid diagnostic tests (RDT), and on connectivity to molecular tests (such as PCR). Relay has leveraged its expertise and complimentary assets such as machine vision, AI and cloud processing from Relay's portfolio including HemoPalm Corp. and Pharmatrac technologies, to extend Fio's data-device platform. Rapid diagnostic tests (RDTs) are being approved to detect active infections by targeting antigens of the COVID-19 virus and to detect past infections and immune response by targeting specific antibodies. These tests can be manufactured in high volumes and provide results on the spot. When combined with the AI-based quality control and automated interpretation of Fionet devices, such tests provide fast accurate results that are instantly transmitted to a cloud and distributed to public health and other stakeholders responsible for managing the pandemic. Given the importance of the data, tools which can help assure diagnostic accuracy and collate results are needed to facilitate safe and effective mass testing of the population for disease presence and exposure.

The JV has commenced operations of the Fionet Rapid Response Group (“FRR”) to bring a new COVID-19 mobile testing and tracking platform to market. FRR has also began deployment and testing with the Greater Toronto Airports Authority (“GTAA”), the largest airports in Canada. FRR has also entered an agreement to provide nation-wide COVID-19 testing with Lifelabs LP (“LifeLabs”) which is a specialty laboratory company who supports over 20 million patient visits annually and conducts over 100 million laboratory tests through its cutting-edge technologies. This positions FRR as a national leader in rapid COVID-19 screening.

Cybeats Technologies Inc.

On March 18, 2021, the Company closed the acquisition of Cybeats Technologies Inc. (“Cybeats”). Cybeats is an innovative IoT security platform that addresses a growing market of IoT devices. The IDC report predicts there to be over 55 billion connected devices by 2025. The global IoT market is growing in an unprecedented way which has left a crucial delta in the cybersecurity of over 20 billion devices worldwide.

Cybeats' solution not only allows the security experts to focus on real and immediate threats, but it can also eliminate malicious code within seconds. Cybeats competitive advantage is the unique microagent protection it provides to devices without affecting their normal operation and enables the visibility from within the device. It continuously monitors for vulnerabilities and maintains the software responsible for the device communications and operations to detect and block threats. Cybeats allows manufacturers of IoT devices to integrate their equipment with high-end security in a cost-efficient manner. As part of the design and development process, Cybeats also supports the development managers with the ability to create, consume and share cybersecurity enriched data with their customers using the Software Bill of Materials (SBOM) standards and format, which is an inventory of software that the product is using, a criteria becoming more commonly required.

Numerous private and public institutions have come under attack within the last few months causing governments to prioritize security standards for internet-connected devices. Most recently security cameras installed in multiple government and corporate sensitive locations were hacked allowing the attacker access to the footage to the extent of embedding malicious software to operate on the cameras which emphasizes that even advanced firms need to prioritize security. In May, United States President Joe Biden outlined a policy making cybersecurity a top priority and essential that the Federal Government lead by example for all Federal Information Systems to exceed the standards and requirements set forth by the order. The order's primary mandate is to enhance the integrity of software supply chains by requiring a Software Bill of Materials (SBOM); a solution that is already at the core of Relay Medical's Cybeats' cybersecurity platform.

Since acquisition Relay has added two new strategic advisors; Inventor of the first commercial Firewall and Digital Software Bill of Materials, Chris Blask, and two-time Presidential Appointee and cybersecurity thought leader, Chuck Brooks, have joined as strategic advisors. The Company has engaged in a scale-up of the platform solution to address the growing market interest. The Company has quickly expanded the development team to accelerate the commercialization of Cybeats and increased business development resources to support sales activities. The Cybeats platform is now commercially available with three pilots underway. Initial pilots include two mid-sized companies based in North America, and a multinational IoT company, from different market segments.

Relay has been engaged in the integration of the Company and scale-up of the platform solution to address market interest. Significant to this transaction, there has been increased global attention to SBOM and the need to track and monitor the supply chain of software, as mandated by the May 12th Whitehouse EO. The Company has quickly expanded the development team to accelerate the commercialization of Cybeats and increased business development resources to support sales activities. With significant cash in hand, an innovative product, and key strategic advisors the Cybeats is well positioned to capture a growing market of IoT cybersecurity.

Glow Lifetech Corp

The Company was incorporated as "Ateba Mines Inc." under the laws of the OBCA on February 1, 1988. Ateba subsequently changed its name to "Ateba Technology & Environmental Inc." on January 17, 2001. Ateba subsequently changed its name to "Ateba Resources Inc." on October 16, 2008. Ateba completed the Consolidation on February 26, 2021 and changed its name to its current name, "Glow Lifetech Corp." in connection with the Transaction. Ateba was inactive and had no operating business of its own prior to the Transaction.

Upon closing of the Transaction on March 3, 2021: (i) the Company (then Ateba) and Glow consummated a business combination pursuant to the Business Combination Agreement by way of a three-cornered amalgamation, pursuant to which the Company became the direct parent and sole shareholder of Amalco; (ii) the Company changed its name to "Glow Lifetech Corp."; and (iii) Subco changed its name to "Glow Lifetech Ltd.". The Transaction constituted a Reverse Takeover of the Company by Amalco, with Amalco as the reverse takeover acquirer and the Company as the reverse takeover acquiree, under applicable securities laws and for accounting purposes under IFRS.

The Common Shares were listed for trading on the CSE under the symbol “GLOW” on March 15, 2021.

On April 27, 2021, the Glow Lifetech Corp announced it submitted on Mar 11, 2021 an application to Health Canada, to obtain product licenses for its Natural Health Product (NHP), ArtemiC™, which recently reported successful results from a COVID-19 Phase II clinical trial. ArtemiC™ was submitted to Health Canada’s Natural and Non-prescription Health Products Directorate (NNHPD) on Mar 11, 2021. The application, which is currently under review by Health Canada, included ArtemiC™ supporting COVID-19 Phase II clinical trial results. Under Canadian regulations, all NHPs must obtain premarket approval by Health Canada to assure they are safe, effective and of high quality before being allowed to be sold in Canada. Once Health Canada makes this assessment, they are issued a Natural Product Number (NPN).

Funding

The Company’s operations were funded by the following;

i. On January 22, 2021, the Company announced that further to its press releases of December 18, 2020, January 8, 2021, and January 15, 2021, the Company had completed the third and final tranche of its non-brokered private placement financing through the issuance of 3,862,500 units at a price of $0.20 per Unit for gross proceeds of $772,500. The aggregate gross proceeds raised pursuant to the offering is $8,572,500 through the issuance of 42,862,500 units. Each unit is comprised of: (i) one common share in the capital of the Company; and (ii) one common share purchase warrant. Each warrant entitles the holder to purchase one additional Common Share at an exercise price of $0.30 on or before July 22, 2022.

ii. On February 11, 2021, the Company announced that it has received proceeds of $3,018,331 from the exercise of 9,440,508 common share purchase warrants and 1,850,000 options. The exercise of these warrants and options has resulted in 11,290,508 common shares being issued.

The Company has raised a significant amount of capital and announced on April 30, 2021, that it has over $9MM in working capital which will be used to fund ongoing operations and growth initiatives primarily for FRR and Cybeats. Relay’s primary focus is to scale up the operations of these two platforms to advance them into commercial revenues. Relay has no need or intention to raise additional capital at present.

Selected Quarterly and Annual Information

The following table sets forth selected financial information for Relay Medical Corp. for the three months ended March 31, 2021. This information has been derived from the Company's financial statements for the years and should be read in conjunction with financial statement and the notes thereto.

	For the three months ended March 31, 2021	For the three months ended March 31, 2020	For the six months ended March 31, 2021	For the six months ended March 31, 2020
Expenses	8,203,799	3,092,430	10,500,566	3,857,952
Loss for the period	(8,203,799)	(3,092,430)	(10,500,566)	(3,857,952)
Loss per share	(0.04)	(0.02)	(0.06)	(0.03)
Total assets	20,209,716	1,748,843	20,209,716	1,748,843
Total Liabilities	2,470,288	1,422,872	2,470,288	471,703
Working capital	10,011,105	(153,469)	10,011,105	(153,469)

The following table sets forth selected financial information for Relay Medical Corp. for the years ended December 31, 2020, 2019 and 2018. This information has been derived from the Company's financial statements for the periods indicated and should be read in conjunction with audited financial statement and the notes thereto.

	Year Ended 30-Sep-20	Year Ended 30-Sep-19	Year Ended 30-Sep-18	Year Ended 30-Sep-17
Loss before non-operating income	$ 7,119,077	$ 8,091,108	$ 8,104,207	$ 3,880,397
Loss before income taxes	7,119,077	8,091,108	8,104,207	3,880,397
Loss per common share, basic and diluted	(0.05)	(0.07)	(0.09)	(0.06)
Net and comprehensive loss	7,119,077	8,091,107	8,104,207	3,880,397
Net Loss per Common Share, Basic and Diluted	(0.05)	(0.07)	(0.09)	(0.06)
Weighted average number of shares outstanding	130,890,338	116,746,941	89,887,697	66,683,816
Total assets	2,850,473	2,530,610	7,315,004	2,282,763
Net working capital	(25,304)	(272,784)	2,462,722	424,589

For the three months ended March 31, 2021 and 2020

The net loss for the three months ended March 31, 2021, was $8,203,798 (includes non-cash expenses of $4,199,034) equal to $0.04 per share (2020: $3,072.657, $0.02 per share).

	Three months ended	
	2021-03-31	**2020-03-31**
Consulting and management fees	716,174	630,271
Salaries and benefits	596,511	218,461
Product research and development costs	561,774	320,791
Non-cash - Patent amortization expense	4,000	120,254
Shareholder communications and marketing	1,191,372	122,257
Office, general and administrative	234,784	20,183
Non-cash - Depreciation	46,321	25,183
Professional fees	656,607	100,037
Transfer agent and filing fees	18,899	3,000
Interest and accretion	28,645	19,773
Services to associate expense recovery	-	(300,000)
Net Loss before Share-based compensation and loss in associate	**4,055,087**	**1,280,210**
Non-cash - Share-based compensation	3,261,560	1,486,674
Non-cash Loss on investment in associate	1,620,769	24,736
Non-cash Dilution gain on reduction of ownership in associate	(733,616)	-
Net loss and comprehensive loss	**8,203,798**	**1,580,210**

- Share based compensation increased due to the timing and magnitude of stock option grants. The increased share-based compensation was also due to compensation given out for the private placement in January and the Cybeats acquisition.
- Consulting and management fees increased due increased given out for the private placement in January and the Cybeats acquisition.
- Salaries and benefits increased due to increased headcount from the Cybeats acquisition and increase in headcount due to the ramping up of the Fionet JV.
- Product research and development costs increased due to the increased direct expenses and increased resources allocated to the Fionet JV.
- Amortization expense decreased due to the revaluation of some of the intangible assets held at December 31, 2019 and represents a non cash item.
- Shareholder communications and marketing increased due one-time non-reoccurring promotion and marketing efforts for the private placement in January 2021.
- Office, general and administration expense increased due increasing costs from the Fionet JV and Cybeats.
- Depreciation increased due to more depreciation from Cybeats.
- Professional fees increased due to extra activities from the January 2021 private placement, Cybeats acquisition and general corporate activity.
- Transfer agent and filing fees increased due to a larger amount of news filings due to increased commercial and operational activities.

- Loss on investment in associate relates to Relay's share of expenses incurred in Glow LifeTech Ltd. which did not occur in the comparative period and represents a non-cash item.
- Dilution gain refers to the gain on the decreased ownership in Glow LifeTech Ltd. due to Glow's private placement and its RTO.

For the six months ended March 31, 2021 and 2020

The net loss for the six months ended March 31, 2021, was $10,500,566 (includes non-cash expenses of $5,046,924) equal to $0.06 per share (2020: $3,072.657, $0.02 per share).

	Six months ended		
	2021-03-31	**2020-03-31**	**Variance**
Consulting and management fees	1,169,882	717,855	452,027
Salaries and benefits	729,764	432,365	297,399
Product research and development costs	851,966	519,935	332,031
Amortization expense	8,000	287,610	(279,610)
Shareholder communications and marketing	1,554,797	140,472	1,414,325
Office, general and administrative	462,231	82,661	379,570
Depreciation	62,808	65,216	(2,408)
Professional fees	685,106	138,817	546,289
Transfer agent and filing fees	43,176	12,517	30,659
Impairment Loss on intangible assets	-	205,433	(205,433)
Interest and accretion	45,463	38,846	6,617
Loss on Settlement of Debt	-	(300,000)	300,000
Government grant revenue	(43,278)	-	(43,278)
Net Loss before Share-based compensation and loss in associate	**5,569,914**	**2,341,727**	**3,228,187**
Non-cash - Share-based compensation	4,030,496	1,516,224	2,514,272
Non-cash Loss on investment in associate	1,634,418	-	1,634,418
Non-cash Dilution gain on reduction of ownership in associate	(734,260)	-	(734,260)
Net loss and comprehensive loss	**10,500,567**	**3,857,951**	**6,642,616**

- Share based compensation increased due to the timing and magnitude of stock option grants. The increased share-based compensation was also due to compensation given out for the private placement in January and the Cybeats acquisition.
- Consulting and management fees increased due increased given out for the private placement in January and the Cybeats acquisition.
- Salaries and benefits increased due to increased headcount from the Cybeats acquisition and increase in headcount due to the ramping up of the Fionet JV.
- Product research and development costs increased due to the increased direct expenses and increased resources allocated to the Fionet JV.
- Amortization expense decreased due to the revaluation of some of the intangible assets held at December 31, 2019 and represents a non cash item.
- Shareholder communications and marketing increased due one-time non-reoccurring promotion and marketing efforts for the private placement in January 2021.
- Office, general and administration expense increased due increasing costs from the Fionet JV and Cybeats.
- Professional fees increased due to extra activities from the January 2021 private placement, Cybeats acquisition and general corporate activity.
- Transfer agent and filing fees increased due to a larger amount of news filings due to increased commercial and operational activities.

- Loss on investment in associate relates to Relay's share of expenses incurred in Glow LifeTech Ltd. which did not occur in the comparative period and represents a non-cash item.
- Dilution gain refers to the gain on the decreased ownership in Glow LifeTech Ltd. due to Glow's private placement and its RTO.

Summary of Quarterly Results

The following table is a summary of selected unaudited financial information for the eight most recent fiscal quarters.

Quarter ended	Income	Net income (loss)	Net income (loss) per share
March 31, 2021	Nil	(8,203,799)	(0.04)
December 31, 2020	Nil	(2,340,045)	(0.02)
September 30, 2020	Nil	(1,781,172)	(0.04)
June 30, 2020	Nil	(3,092,430)	(0.01)
March 31, 2020	Nil	(3,072,657)	(0.02)
December 31, 2019	Nil	(785,295)	(0.01)
September 30, 2019	Nil	(4,062,013)	(0.01)
June 30, 2019	Nil	(1,472,137)	(0.02)

There was a large loss in this quarter primarily due to the non-cash expense of share-based compensation and loss on investment in associate. There was also a significant amount of non-reoccurring shareholder communications and marketing expenses related to promotion for the private placement in January 2021.

Liquidity

The majority of financing of current operations is achieved by issuing share capital. The Company is well capitalized and looks to expand commercial revenues in the coming months.

Key Balance Sheet Information

	Period Ended 31-Mar-21
Cash	$ 10,698,233
Receivables	301,194
Accounts Payable	1,836,697
Working Capital	9,802,176

The Company is well capitalized with over $10.6M in cash and a working capital amount over $9.8M. This balance will be used to advance the commercialization of both Cybeats and Fionet platforms.

During the period ended March 31, 2021 the Company completed the following equity transactions;

i. On January 22, 2021, the Company announced that further to its press releases of December 18, 2020, January 8, 2021 and January 15, 2021, the Company had completed the third and final tranche of its non-brokered private placement financing through the issuance of 3,862,500 units at a price of $0.20 per Unit for gross proceeds of $772,500. The aggregate gross proceeds raised pursuant to the offering is $8,572,500 through the issuance of 42,862,500 units. Each unit is comprised of: (i) one common share in the capital of the Company; and (ii) one common share purchase warrant. Each warrant entitles the holder to purchase one additional Common Share at an exercise price of $0.30 on or before July 22, 2022.

ii. On February 11, 2021, the Company announced that it has received proceeds of $3,018,331 from the exercise of 9,440,508 common share purchase warrants and 1,850,000 options. The exercise of these warrants and options has resulted in 11,290,508 common shares being issued.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors, Corporate Officers and Vice Presidents.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet arrangements, other than previously disclosed, that has, or is reasonably likely to have, an impact on the current or future results of operations or the financial condition of our company.

Critical Accounting Policies and Estimates

The preparation of these consolidated financial statements in conformity with IFRS requires that management make estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the consolidated financial statements. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

Share based payments and warrants
The fair value of stock options and warrants issued are subject to the limitation of the Black Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Useful life of intangible assets
Management has exercised their judgment in determining the useful life of its patents, patent applications and software license. The estimate is based on the expected period of benefit of the patent and the expected life of the product in the market place.

(ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are, but are not limited to, the following:

Evaluation of going concern
The preparation of the financial statements requires management to make judgments regarding the going concern of the Company.

Impairment of intangible assets
Management has exercised their judgment in determining if the intangible assets are impaired. The judgment is based on management's ability to assess for indicators of impairment.

Income taxes
Management has exercised their judgment in determining the provision for future income taxes. The judgment is based on the Company's current understanding of the tax law as it relates to the transactions and activities entered into by the Company.

Control
The Company uses judgement when assessing if the Company controls an investee, which includes the assessment of whether it holds power over the relevant activities, is exposed to variable returns and has the ability to use that power to affect those variable returns.

Research vs. Development Stage
The Company uses judgement when assessing if the Company has achieved development stage activities with its internally generated intangible assets.

Accounting standards and amendments issued but not yet adopted

Amendment to IFRS 3 – Business Combinations

On October 22, 2018, the IASB issued Definition of a Business (Amendments to IFRS 3: Business Combinations). The amendments to IFRS 3 are applicable for acquisitions occurring on or after January 1, 2020 and are adopted prospectively. These amendments to the implementation guidance of IFRS 3 clarify the definition of a business to assist entities to determine whether a transaction should be accounted for as a business combination or an asset acquisition. The amendments to IFRS 3 – Business Combinations may affect whether future acquisitions are accounted for as business combinations or asset acquisitions, along with the resulting allocation of the purchase price between the net identifiable assets acquired and goodwill. The Company does not expect any impact to the financial statements as a result of its adoption of the amendments to IFRS 3.

Risks and Uncertainties

History of Losses – The Company has been in a cumulative net loss position throughout its operating history. The Company's limited operating history makes it difficult to evaluate the future financial prospects of its business. There is no assurance that the Company will grow or be profitable or that the Company will have earnings or significant improvement in its cash flow from operations in the future. The future earnings on and cash flow from operations are dependent on the Company's ability to further develop and sell its products and the Company's operational expenses. Management expects that the Company will continue to have high levels of operating expenses, since the Company needs to make significant up-front expenditures for product development, and corporate development activities. Management anticipates that the operating losses for the Company may continue until such time as the Company consistently generates sufficient revenues to support operations.

Need for Additional Financing - The implementation of the Company's business plan requires significant capital outlays and operating expenditures over the next several years. There can be no assurance that additional financing will be available to the Company when needed, on commercially reasonable terms, or at all. Any inability to obtain additional financing when needed would have a material adverse effect on the Company. Further, any additional equity financing may involve substantial dilution to the Company's then existing shareholders. Debt financing, if available, may involve onerous obligations, monetary or otherwise. If adequate funds are not available, the Company may obtain funds through arrangements with strategic partners or others who may require the Company to relinquish rights to certain technologies, any of which could adversely affect its business, financial condition and results of operations.

Product Risks

Uncertain Demand for Products - Demand for medical technologies is dependent on a number of social, political and economic factors that are beyond the control of the Company. The healthcare industry is likely to continue to change as the public, government, medical practitioners, and the medical industries focus on ways to expand medical coverage while

controlling the growth in healthcare costs. While the Company believes that demand for medical technologies will continue to grow, there is no assurance that such demand will exist or that the Companies products will be purchased to satisfy that demand.

Dependence on Development of New Products - New technological or product developments in the medical industry may render the Company's products obsolete or reduce their value. The Company's future prospects are highly dependent on its ability to develop new products - from new technologies and achieve market acceptance. There can be no assurance that the Company will be successful in these efforts.

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents. The Company has reduced its credit risk by investing its cash equivalents with Canadian chartered banks.

Disclosure Controls and Procedures & Internal Controls over Financial Reporting

In accordance with the Canadian Securities Administrators National Instrument 52-109 ("NI 52-109"), Certification of Disclosure in Issuers' Annual and Interim Filings, the Company has filed certificates signed by the Chief Executive Officer and the Chief Financial Officer that, among other things, report on the design and effectiveness of disclosure controls and procedures and the design and effectiveness of internal controls over financial reporting.

The Company continues to review and document its disclosure controls and procedures and internal controls over financial reporting and may, from time to time, make changes aimed at enhancing their effectiveness and to ensure that its systems evolve with the business. There were no changes in the Company's internal controls over financial reporting during the three months ended March 31, 2021, that have materially affected, or are reasonably likely to materially affect, its disclosure controls and procedures and internal controls over financial reporting.

Share Data

As at March 31, 2021 there were 239,708,804 shares issued and outstanding and 51,452,937 warrants outstanding and 26,063,913 options outstanding. As at May 31, 2021, there were 241,197,328 shares issued and outstanding and 51,120,937 warrants outstanding and 33,244,835 options outstanding

"Yoav Raiter"
Chief Executive Officer
May 31, 2021

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