AREV NUTRITION SCIENCES INC.

(formerly Immunall Science Inc.)

Management Discussion and Analysis

Of the Financial Position and Results of Operations

For the Year Ended December 31, 2016

(Expressed in Canadian Dollars)

Dated: July 21, 2017

TO OUR SHAREHOLDERS

The following is a discussion of the financial condition and results of operations of AREV Nutrition Sciences Inc. (formerly Immunall Science Inc.) (the "Corporation", "Company", or "AREV") during the year ended December 31, 2016 and to the date of this report. The following management discussion and analysis ("MD&A") should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2016, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A complements and supplements, but does not form part of the Company's financial statements.

This MD&A contains forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language on page 9. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

All dollar amounts contained herein are expressed in Canadian dollars unless otherwise indicated. This MD&A has been prepared as of July 21, 2017. Additional information on the Company is available on SEDAR at www.sedar.com.

BUSINESS OVERVIEW

AREV was incorporated under the Business Corporations Act (Alberta) on November 22, 2005. The Company owns an innovative line of emulsified 100% coconut derived MCT oil combined with Whey Protein to serve as base ingredients. The product line trademarked as COCO-MULSION will be sold online and distributed through Natural Health and Sport Nutrition stores. The COCO-MULSION products have been registered with Health Canada and target specific health benefits. The first two products released for distribution in February 2017 were the COCO-MULSION Original (providing a boost of energy and antioxidants) and COCO-MULSION Brain (improving cognitive behavior).

The Company is listed on the Canadian Securities Exchange ("CSE") under the symbol "ARV" (formerly "GNS"). On June 1, 2017, the CSE suspended the Company's shares from trading on the CSE as a result of a cease trade order issued by the British Columbia Securities Commission ("BCSC") because the Company failed to file its financial statements for the year ended December 31, 2016, as required under Part 4 of National Instrument 51-102 Continuous Disclosure Obligations ("NI 51-102"), and a Form 51-102F1 Management's Discussion and Analysis ("MDA") for the year ended December 31, 2016, within the mandatory timeline. The Company has now filed its annual audited financial statements and MDA for the year ended December 31, 2016. The head office address and principal place of business of the Company is 440-890 West Pender Street, Vancouver, BC, V6C 1J9.

HIGHLIGHTS DURING THE PERIOD

- On March 29, 2016 the shareholders elected Dr. Jon-Paul Powers, Dr. Nils Rehmann, Mr. Stephane Maher, and Mr. Bret Smith to the Company's board of directors.

- On June 30, 2016, the Company continued into British Columbia under the name AREV Nutrition Sciences Inc.

- On July 28, 2016, Mr. Bret Smith resigned from the board of directors.

- On August 24, 2016, the Company consolidated its common shares on the basis of 33 pre-consolidation common shares to 1 post-consolidation common share. All the figures in the financial statements and the MD&A as to the number of common shares, prices of issued shares, as well as the loss per share are post-consolidation amounts and the prior year comparatives have been retroactively restated to present the post-consolidation amounts.

- On September 16, 2016, the Company settled debt by issuing convertible debenture in the amount of $115,000. The debenture is unsecured and bears interest at 10% per annum, and can be converted into units of the Company at $0.05 per unit. Each unit will consist of one common share and one transferable share purchase warrant with each share purchase warrant having an exercise price of $0.05 per share and an exercise period of two years from the date of issuance. As at December 31, 2016, the unamortized discount on the debenture was $14,310, and the carrying value of the loan was $100,690. As at December 31, 2016, accrued interest of $3,340 (2015 - $nil) is included in accounts payable and accrued liabilities.

- On September 16, 2016, the Company issued a $300,000 convertible debenture for assembled apparatus for extracting oils from natural biomass using flash freezing extraction methods and certain engineering know-how. The debenture is unsecured and bears interest at a rate of 10% per annum, and can be converted into units of the Company at $0.05 per unit. Each unit will consist of one common share and one transferable share purchase warrant with the share purchase warrant having an exercise price of $0.05 per share and an exercise period of two years from the date of issuance. As at December 31, 2016, the unamortized discount on the debenture was $37,330, and the carrying value of the loan was $262,670. As at December 31, 2016, accrued interest of $8,712 (2015 – $nil) is included in accounts payable and accrued liabilities.

- On September 16, 2016, the Company purchased assembled apparatus for extracting oils from natural biomass using fast freezing extraction methods from a director of the Company. The purchase price of $400,000 was payable by issuance of 2,000,000 common shares with a fair value of $0.05 per share and a $300,000 convertible debenture. The shares were issued on December 12, 2016.

- On September 16, 2016, the Company entered into an agreement to purchase certain natural health product formulation and registration with Health Canada from the Chief Executive Officer of the Company. The purchase price of $75,000 is payable by issuance of 1,500,000 common shares with a fair value of $0.05 per share. The shares were issued on December 12, 2016.

- On September 16, 2016, the Company purchased a patent from a director of the Company. The purchase price of $75,000 is payable by issuance of 1,500,000 common shares with a fair value of $0.05 per share. The shares were issued on December 12, 2016.

- On November 15, 2016, the Company closed a private placement consisting of 5,200,000 units of the Company, at a price of $0.05 per unit, for proceeds of $260,000. Each unit consisted of one common and one share purchase warrant exercisable at $0.10 per share expiring on May 16, 2018. The warrants are subject to an accelerator clause in the event the majority of trading volume in the shares of the Company over 10 consecutive trading days exceeds $0.15, then notice may be given to warrant holders to exercise within 30 days failing which the warrants will expire.

- On December 15, 2016, the Company announced that Scott McDermid has been appointed to the board of directors of the Company effective November 10, 2016, and that Mike Withrow has been appointed Chairman of the board of directors of the Company and a director of the Company effective November 13, 2016. The Company also announced that Jon-Paul Powers has resigned as a director of the Company effective November 9, 2016.

- On December 15, 2016, AREV introduced a natural coconut flavored health product to North American consumers. Delivered in its unique emulsified format, the coconut-derived MCT (medium chain triglycerides) oil combined with Whey Protein serves as a convenient and nutritious solution for improved overall well-being. The North American market for coconut oil products currently, estimated at over $200 million, is growing exponentially each year. AREV intends to become a leader in the coconut-derived MCT oil based nutraceutical products. AREV has recently acquired rights to a full line of proprietary brand called COCO-MULSION. The products include four different products with specific health applications, COCO-MULSION ORIGINAL, COCO-MULSION BRAIN, COCO-MULSION PERFORMANCE and COCO-MULSION RELAX. The products have been registered with Health Canada.

EVENTS SUBSEQUENT TO DECEMBER 31, 2016

- On April 20, 2017, the Company's $115,000 convertible debenture was converted into 2,300,000 units of the Company at $0.05 per unit, with each unit consisting of one common share and one share purchase warrant of the Company.

- On May 23, 2017, the Company entered into a credit facility agreement with a director of the Company, up to a maximum of $50,000, to fund its operations. The credit facility is unsecured, bears interest at 10% per annum, compounded monthly, and is due on demand after January 4, 2018.

SELECTED ANNUAL FINANCIAL INFORMATION

The following table sets forth selected financial information for the years ended December 31, 2016, 2015, and 2014. The selected financial information set out below has been derived from the Annual Financial Statements and accompanying notes, in each case prepared in accordance with IFRS. The selected financial information set out below may not be indicative of the Company's future performance. The following discussion should be read in conjunction with the Annual Financial Statements.

	Fiscal 2016 **$**	**Fiscal 2015** **$**	**Fiscal 2014** **$**
Total revenue	**–**	–	–
Net loss for the year	**(251,658)**	(84,156)	(75,223)
Loss per share	**(0.12)**	(0.08)	(0.002)
Total assets	**794,038**	17,339	3,503
Total non-current financial liabilities	**363,360**	–	–

RESULTS OF OPERATIONS

The Company incurred a net loss of $251,658 during the year ended December 31, 2016, compared with a net loss of $84,156 in the comparative period. The main fluctuations in cost are as follows:

Advertising and marketing (rounded to the nearest '000)		12 months 2016		12 months 2015
	$	**11,000**	$	2,000
Variance increase	$	**9,000**		

The increase in advertising expense results from preparation for a new product line that was launched in early 2017.

Management fees (rounded to the nearest '000)		12 months 2016		12 months 2015
	$	**83,000**	$	-
Variance increase	$	**83,000**		

During the year ended December 31, 2016 the Company incurred management fees to officers and directors totalling $83,000, which includes the fair value of common shares issued as signing bonuses totalling $35,000.

Rent and utilities (rounded to the nearest '000)		12 months 2016		12 months 2015
	$	**36,000**	$	11,000
Variance increase	$	**25,000**		

During the third quarter of fiscal 2015 the Company entered into a lease agreement for the office premises in Vancouver, BC. The increase in rent and utilities agrees with management's expectations as fiscal 2016 was the first full year in which the Company incurred rental costs.

Interest expense (rounded to the nearest '000)		12 months 2016		12 months 2015
	$	**26,000**	$	2,000
Variance increase	$	**24,000**		

The increase in interest expense results primarily from the issuance of convertible debentures and loans payable bearing simple interest at a rate of 10% per annum.

SUMMARY OF QUARTERLY RESULTS

Three months ended	**Dec-16** $	**Sep-16** $	**Jun-16** $	**Mar-16** $	**Dec-15** $	**Sep-15** $	**Jun-15** $	**Mar-15** $
Total revenue	-	-	-	-	-	-	-	-
Loss for the period	(108,063)	(63,836)	(42,563)	(37,196)	(53,719)	(18,518)	(10,374)	(1,545)
Loss per share	(0.01)	(0.06)	(0.04)	(0.04)	(0.05)	(0.02)	(0.01)	(0.00)

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

An analysis of material components of the Company's general and administrative expenses is disclosed in the audited financial statements for the year ended December 31, 2016 to which this MD&A relates.

OUTSTANDING SHARE DATA

As at July 21, 2017, the Company had 14,213,200 common shares issued and outstanding.

As at July 21, 2017, the Company had 7,500,000 share purchase warrants outstanding.

As at July 21, 2017, the Company had no stock options outstanding.

As at July 21, 2017, the Company had a $300,000 convertible debenture which potentially could be converted into 6,000,000 common shares.

LIQUIDITY AND CAPITAL RESOURCES

The Company does not have sufficient working capital to continue operations in the normal course for the foreseeable future and will require additional financing to remain financially solvent.

The Company's financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at December 31, 2016, the Company has not generated any revenues from operations, has a working capital deficit of $3,079, and has an accumulated deficit of $1,586,012. The Company's ability to continue as a going concern is dependent upon its ability to generate and maintain future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of a material uncertainty that may cast doubt on the ability of the Company to continue as a going concern.

As at December 31, 2016, the Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities, due to related parties, and convertible debentures. The Company has no speculative financial instruments, derivatives, forward contracts or hedges.

The following discussion relates to the year to date period and compares that to the same period in fiscal 2015.

Cash used in operating activities during the year ended December 31, 2016 totalled $111,248 (comparative period: $48,583). This is consistent with the expectations of management.

Cash used in investing activities during the year ended December 31, 2016 totalled $4,552 (comparative period: $3,200).

Cash provided by financing activities during the year ended December 31, 2016 totalled $308,216 (comparative period: $51,805). In the current period, there was an equity placement and there was no such placement in the comparative period resulting in the favourable increase in fiscal 2016.

Management is currently investigating a range of strategic options available with a view to generating income sufficient to pay its liabilities and ongoing operating expenses, and maximizing shareholder value. The Company may be required to obtain additional debt or equity financing or curtail spending in the future to fund operations and settle obligations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements for the year ended December 31, 2016.

PROPOSED TRANSACTIONS

The Company does not currently have any proposed transactions approved by the Board of Directors.

RELATED PARTY TRANSACTIONS

(a) On July 8, 2015, the Company entered into an agreement with a director of the Company to advance funds to the Company for a maximum amount of $100,000 to cover operating costs. The loan was unsecured, bore interest at 10% per annum, compounded monthly, and was due on demand. During the year ended December 31, 2015, $51,805 was advanced to the Company. During the year ended December 31, 2016, a further $41,543 was advanced to the Company under this loan. On September 1, 2016 and accepted on September 15, 2016, the Company entered into a letter agreement with this director to convert $93,348 in principal, $7,319 in accrued interest, and $14,333 in accounts payable owed to this director into a convertible debenture with a principal of $115,000. As at December 31, 2016, accrued interest of $nil (2015 - $2,197) is included in accounts payable and accrued liabilities.

(b) As at December 31, 2016, the Company owed $11,673 (2015 - $nil) to a director of the Company, which is unsecured, non-interest bearing, and due on demand.

(c) During the year ended December 31, 2016, the Company incurred management fees of $52,733 (2015 – $nil), which includes the fair value of common shares issued as a signing bonus of $25,000 (2015 – $nil) to the Chief Executive Officer ("CEO") of the Company. As at December 31, 2016, the Company owed $4,135 (2015 – $nil) to the CEO of the Company.

(d) During the year ended December 31, 2016, the Company incurred management fees of $18,000 (2015 – $nil) to a director of the Company. As at December 31, 2016, the Company owed $31,826 (2015 - $nil) in accounts payable to this director.

(e) During the year ended December 31, 2016, the Company incurred management fees of $12,000 (2015 – $nil), which includes the fair value of common shares issued as a signing bonus of $10,000 (2015 – $nil) to a director of the Company.

(f) As at December 31, 2016, the Company owed $nil (2015 - $22,500) in accounts payable to the former CEO of the Company.

(g) As at December 31, 2016, the Company owed $nil (2015 - $22,500) in accounts payable to the former Chief Operating Officer of the Company.

COMMITMENTS

(a) The Company has a licencing and royalty memorandum of understanding with the initial developer of the technology that is being utilized exclusively by the Company for the production of products from ginseng roots. As part of the memorandum of understanding, the Company is required to pay a royalty of 5% of the invoiced cost of each production run incurred by the Company.

(b) On September 16, 2016, the Company entered into an agreement with the CEO of the Company whereby the Company agreed to pay $8,000 per month for services rendered. The Company also paid the CEO of the Company a one-time signing bonus of $25,000 by issuance of 500,000 common shares upon signing of the agreement. The Company shall pay a one-time bonus of $100,000 payable by the issuance of 1,000,000 common shares of the Company, immediately following public filing of annual financial statements of the Company which show revenue in excess of $1,000,000 in the completed fiscal year.

(c) On August 27, 2015, the Company entered into a premises lease agreement that started on September 1, 2015 and ends on August 31, 2018 with a two year option to extend. Expected annual minimum payments under this lease arrangement are as follows:

	$
2017	33,096
2018	22,046
	55,142

RISKS AND UNCERTAINTIES

The Company is in the biotechnology business focusing on nutraceutical products and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. The Company has no ongoing revenue or income from operations. The Company has limited capital resources and has to rely upon the sale its assets or sale of its common shares for cash required to make new investments and to fund the administration of the Company.

These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial may also adversely impact the Company's business, results of operations, and financial performance. The most significant risks and uncertainties faced by the Company are (in no specific order) are:

There is expressed doubt about our ability to continue as a going concern, which may hinder our ability to achieve our objectives

The Company's ability to realize the inherent value of its assets is dependent on successfully advancing its technologies to market through product development and ultimately achieving future profitable operations, the outcome of which cannot be predicted at this time, or in the alternative being able to sell the assets for proceeds equal to their carrying value or greater.

We have no committed sources of additional capital. In the future we may need to raise additional capital through equity financings. Additional equity financings could result in significant dilution to shareholders. Funds may not be available to us in the future on favorable terms, if at all, and we may be required to delay, reduce the scope of, or eliminate research and development efforts and the patent protection for our product candidates.

We have completed the development of two commercial products, but do not have any revenues from the sale of products; we may not achieve profitability.

We have completed the development of two commercial products, we have not begun to market or generate revenues from sales of the products we are developing. We do not anticipate that we will generate revenue from the sale of products in the foreseeable future.

There can be no assurance that any of our product candidates will meet applicable health regulatory standards, obtain required regulatory approvals, be capable of being produced in commercial quantities at reasonable costs, be successfully marketed or that the investment made in such product candidates will be recouped through sales or related royalties. There can be no assurance that we will ever achieve profitability. As a result, an investment in our common shares involves a high degree of risk and should be considered only by those persons who can afford a total loss of their investment.

Our products may not gain meaningful market acceptance, and we may not become profitable

We may not be able to contend successfully with competitors. The biotechnology industries are highly competitive and subject to significant and rapid technological change as researchers learn more about diseases and develop new technologies and treatments. Our current and potential competitors generally include major multinational pharmaceutical companies, biopharmaceutical firms, specialty pharmaceutical companies, universities and other research institutions.

Many of our competitors, either alone or together with their collaborators, have substantially greater financial resources and larger research, development and regulatory staffs than ours. There can be no assurance that competitors will not develop more effective or more affordable products or product commercialization than us and our corporate collaborators.

If our product candidates fail to gain market acceptance, we may be unable to earn sufficient revenue to continue our business. If our product does not become widely accepted, it is unlikely that we will ever become profitable.

Our product candidates subject us to the risk of product liability claims for which we may not be able to maintain or obtain adequate insurance coverage

Inherent in the use of our product, is the risk of financial exposure to product liability claims and adverse publicity in the event that the use of such products results in personal injury or death. There can be no assurance that we will not experience losses due to product liability claims in the future.

We may encounter difficulties in manufacturing our products delaying or preventing the development or commercialization of our product candidates

There can be no assurance that our product candidate can be manufactured at a cost or in quantities necessary to make them commercially competitive or even viable. We do not have any manufacturing facilities and we are dependent on third party contract manufacturers and/or collaborators to produce our product. There can be no assurance that such third party manufacturers or collaborators will be able to meet our needs with respect to timing, quantity, quality or pricing. If we are unable to contract for a sufficient supply of product on acceptable terms, or if we should encounter delays or difficulties in our relationships with manufacturers or collaborators, and/or product sales would be delayed, thereby delaying the submission of products for market introduction and subsequent sales of such products.

Our success depends on the management of growth

Our future growth, if any, may cause a significant strain on management, operational, financial and other resources. The failure of our management team to effectively manage growth could have a material adverse effect on our business, financial condition and results of operations.

Our success depends on our ability to protect our proprietary rights and operate without infringing the proprietary rights of others;

Our success will depend in part on our ability to obtain and enforce patents and maintain trade secrets.

Our commercial success depends significantly on our ability to operate without infringing the patents and proprietary rights of third parties, and there can be no assurance that our products do not or will not infringe on the proprietary rights of others.

Litigation may also be necessary to enforce technology licensed to us or to determine the scope and validity of a third party's proprietary rights. We could incur substantial costs if litigation is required to defend ourselves in such suits.

Certain of the Company's directors and officers may, from time to time, serve in similar positions with other public companies, which may put them in a conflict position from time to time.

Certain of the Company's directors and officers may, from time to time, serve as directors or officers of other companies involved in similar businesses to the Company and, to the extent that such other companies may participate in the same ventures in which the Company may seek to participate, such directors and officers may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such conflicts of the Company's directors and officers may result in a material and adverse effect on the Company's results of operations and financial condition.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in forward-looking statements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Risk management overview

The Company's activities expose it to a variety of financial risks including credit risk and liquidity risk. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements. The Company employs risk management strategies and polices to ensure that any exposures to risk are in compliance with the Company's business objectives and risk tolerance levels. While the Board has the overall responsibility for the Company's risk management framework, the Company's management has the responsibility to administer and monitor these risks.

Fair values of financial instruments

(a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as December 31, 2016, as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Carrying Amount at December 31 2016 $
Cash	194,137	–	–	194,137

The fair values of other financial instruments, which include amounts receivable, accounts payable and accrued liabilities, and amounts due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments.

The initial fair value of the liability component of the Company's convertible debentures, with a carrying amount of $363,360 as at December 31, 2016, was measured using Level 2 inputs to be approximately $355,250. The fair value for the liability component of convertible debenture was estimated using the discounted cash flows technique. The valuation model considers the present value of expected payments, discounted using a discount rate that approximates the market rate for the Company's loans and borrowings. The estimated fair value would increase (decrease) if the market rate of borrowing were lower (higher).

(b) Credit Risk

Credit risk is the risk of financial loss to the Company if any counterparty fails to discharge its obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and amounts receivable. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. Amounts receivable consists primarily of GST receivable from the Government of Canada. The carrying amount of financial assets represents the maximum credit exposure.

(c) Interest Rate Risk

The Company's cash may contain highly liquid investments that earn interest at market rates. The Company manages its interest rate risk by maximizing the interest earned on excess funds while maintaining the liquidity necessary to fund daily operations. Fluctuations in market interest rates do not have a significant impact on the Company's results of operations due to the short term to maturity of the investments held.

(d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. Management closely monitors cash flow requirements to ensure that it has sufficient cash on demand to meet operational and financial obligations as they become due.

Capital risk management:
The Company manages its capital to maintain its ability to continue as a going concern and to sustain future development of the business. The capital structure of the Company consists of cash and equity comprised of issued share capital, share subscriptions receivable, equity portion of convertible debentures, and share-based payment reserve.

The Company manages its capital structure and makes adjustments to it according to economic market conditions. Management monitors the Company's ongoing capital requirements against unrestricted net working capital and assesses expected capital requirements for the fiscal period. In order to maintain or adjust the capital structure, the Company may adjust spending, issue new shares, sell assets, or incur debt.

The Company is not subject to externally imposed capital requirements and there have been no changes to the Company's capital management policy during the year ended December 31, 2016.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2016, and have not been applied in preparing these financial statements.

(i) IFRS 9, *Financial Instruments* (New)
(ii) IFRS 2, *Share-based Payment* (Amended)

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the Company's financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

INVESTOR RELATIONS ACTIVITIES

With respect to public relations, the Company's policy is to provide information from its corporate offices to investors and brokers directly.

MANAGEMENT
The Company is dependent upon the personal efforts and commitments of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

DISCLOSURE CONTROLS AND PROCEDURES

Management is responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with IFRS. The design of the Company's internal control over financial reporting was assessed as of the date of this MD&A.

Based on this assessment, it was determined that certain weaknesses existed in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed. The existence of these weaknesses is to be compensated for by senior management monitoring. The officers will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas. It is important to note that this issue would also require the Company to hire additional staff in order to provide greater segregation of duties. Since the increased costs of such hiring could threaten the Company's financial viability, management has chosen to disclose the potential risk in its filings and proceed with increased staffing only when the budgets and work load will enable the action. The Company has attempted to mitigate these weaknesses, through a combination of extensive and detailed review by management of the financial reports, the integrity and reputation of senior accounting personnel, and candid discussion of those risks with the audit committee.

FORWARD-LOOKING INFORMATION OR STATEMENTS AND CAUTIONARY FACTORS THAT MAY AFFECT FUTURE RESULTS

Certain statements contained in the following MD&A constitute forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements may include statements regarding work programs, capital expenditures, timelines, strategic plans, market price of commodities or other statements that are not statement of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in disputes and litigation, fluctuations in currency exchange rates; uncertainty of estimates of capital and operating costs; the need to obtain additional financing and uncertainty as to the availability and terms of future financing; and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions, which are, based on information available at the time these assumptions are made. The forward looking statements contained herein are as of July 20, 2017 and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws.

Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate. Forward-looking information or statements in this MD&A include, but are not limited to, information or statements concerning our expectations regarding the ability to raise additional funds and find additional value in the biotechnology assets held.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and factors including: the possibility that opportunities will arise that require more cash than the Company has or can reasonably obtain; dependence on key personnel; dependence on corporate collaborations; potential delays; uncertainties related to early stage of technology and product development; uncertainties as to fluctuation of the stock market; uncertainties as to future expense levels and the possibility of unanticipated costs or expenses or cost overruns; and other risks and uncertainties which may not be described herein. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.

APPROVAL

The Company's Board of Directors has approved the Company's financial statements for the year ended December 31, 2016. The Company's Board of Directors has also approved the disclosures contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and is available on www.sedar.com.

Respectfully submitted on behalf of the Board of Directors,

"Stephane Maher"
Stephane Maher
Chief Executive Officer