OVERVIEW

The following management discussion and analysis ("MD&A") of the financial position of Onco-Innovations Limited (formerly Aurora Sky Ventures Corp.) ("Onco" or the "Company"). The condensed interim consolidated financial statements of the Company, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), Interpretations issued by the International Financing Reporting Interpretations Committee ("IFRIC"), and in accordance with International Accounting Standards ("IAS") 34, *Interim Financial Reporting*.

Information contained herein is presented as of March 31, 2025, unless otherwise indicated. Additional information related to the Company is available on SEDAR+ at www.sedarplus.ca. Unless otherwise indicated, all amounts discussed herein are denominated in Canadian dollars ($), which is the functional and reporting currency of the Company. Additional information related to the Company is available on request from the Company's head office located at 1309 – 7th Street SW, Calgary, Alberta, Canada, T2R 1A5 and registered records office is Suite 2300 – 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

The condensed interim consolidated financial statements together with the following management discussion and analysis are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to potential future performance.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained in the foregoing MD&A constitute forward-looking statements. Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking statements in this MD&A include statements regarding the Company's future plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a part, the ability of the Company to hire and retain employees and consultants and estimated administrative assessment and other expenses. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below.

Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Other than as required by applicable securities laws, the Company does not intend, and does not assume any obligation, to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements.

DESCRIPTION OF THE BUSINESS AND OUTLOOK

The Company is currently a preclinical stage biotechnology company working on developing drug candidates that can increase the effectiveness of current cancer treatments. The Company has obtained an exclusive license from the University of Alberta for a Polynucleotide Kinase 3′-Phosphatase ("PNKP") inhibitor technology (the "PNKP Inhibitor Technology"). PNKP has been identified as a key enzyme that repairs cancer cell DNA after treatment with chemotherapy or radiation therapy. By inhibiting PNKP, the Company's PNKP Inhibitor Technology has the potential to be developed into a drug that prevents cancer cells from repairing themselves after cancer treatments, therefore making current treatments more effective. PNKP inhibitors also have several potential novel use cases in the treatment of cancer, which are discussed in more detail the section below titled "Description of the Business".

The Company's lead product candidate is ONC010, a novel inhibitor of the DNA repair enzyme PNKP in a nanoparticle formulation based on the Drug Delivery Technology. ONC010 has undergone *in-vitro* and *in-vivo* testing in human cancer cells and mice, respectively, and has demonstrated an ability to increase the effectiveness of current cancer treatments, as well as induce synthetic lethality in phosphatase and tensin homologue (PTEN)-deficient cells. *In-vitro* studies on human colorectal carcinoma HCT116 cells have revealed the activity of ONC010 in delaying DNA repair and enhancing DNA damage persistence, which could lead to increased efficacy of existing chemo and radiation treatment options. In the *in-vivo* studies, the treatment groups were shown to be safe, and ONC010 was well-tolerated, with no evidence for any toxicity symptoms, such as weight reduction in mice, during and after the treatments. *In-vitro* and *in-vivo* results show the potential of nano-encapsulated inhibitors of PNKP as either mono or combined therapeutic agents for colorectal cancer.

From 2009 to 2024, researchers at the University of Alberta invested significant time and expense in the development of PNKP Inhibitor Technology and the Drug Delivery Technology, which involved more than 130 scientists and resulted in the filing of ten patents and two patent applications. ONC010 has been validated on human cancer cells and on mouse models, and the Company anticipates formulating ONC010 using the Drug Delivery Technology in order to produce the drug under GMP conditions. Once this formulation of ONC010 can be produced efficiently, the Company intends to run a registration-supporting animal model GLP study, which will position Onco-Innovation to file an IND with the FDA and prepare to initiate clinical trials.

PNKP has been identified as a key enzyme that repairs cancer cell DNA after treatment with chemotherapy or radiation therapy. Research indicates that by inhibiting PNKP, the PNKP Inhibitor Technology has the potential to be developed into a drug that prevents cancer cells from repairing themselves after cancer treatments, therefore making current treatments more effective. PNKP inhibitors also have several potential novel use cases in the treatment of cancer. As noted above, Onco-Innovation's lead drug candidate is currently being developed to treat colorectal cancer; however, the Company believes it has the potential to be used in several distinct cancer types.

Both the PNKP Inhibitor Technology and the Drug Delivery Technology have been successfully tested in animal studies and cell cultures separately and in combination. When the PNKP Inhibitor Technology was delivered to tumor-bearing mice using the Drug Delivery Technology:

- its solubility was enhanced, thus enabling a proper administration at the desired therapeutic doses; and
- it accumulated in the tumor tissue up to 48 hours following the last dose. This higher accumulation along with a continuous release of the PNKP Inhibitor Technology in the tumor site might be responsible for its higher activity when used in conjunction with the Drug Delivery Technology.

When used without the Drug Delivery Technology, the PNKP Inhibitor Technology was eliminated rapidly from tumor-bearing mice, and no detectable drug levels were identified at the 48-hour time point.

DESCRIPTION OF THE BUSINESS AND OUTLOOK

PNKP Inhibitors

Phosphatase and TENsin homolog deleted on chromosome 10 ("**PTEN**") is a major tumor-suppressor protein that is lost in up to 75% of aggressive colorectal cancers ("**CRC**"). The co-depletion of PTEN and a DNA repair protein, PNKP, has been shown to lead to synthetic lethality in several cancer types including CRC. This finding inspired the development of novel PNKP inhibitors as potential new drugs against PTEN-deficient CRC[1]. The potential of small molecule inhibitors of PNKP to induce a synthetic lethal response in PTEN-depleted cancer cells when delivered as free or encapsulated compounds has also been shown[2].

Conventional radiation and chemotherapy for cancer often fail because of:

- Poor target definition (radiotherapy);
- Resistant subpopulations;
- Poor drug delivery and/or metabolism (chemotherapy);
- Hypoxia (radiotherapy);
- Down-regulation of "death" signaling pathways;
- High sensitivity of normal tissues; and
- The ability of cancer cells to repair their own DNA.[3]

As noted above, one of the factors in the failure of radiotherapy and chemotherapy relates to the ability of cancer cells to repair its own DNA after treatment. PNKP is an enzyme crucial for repairing DNA damage. In cancer cells, this repair mechanism can shield them from therapies that aim to damage their DNA, like radiation or chemotherapy. The PNKP Inhibitor Technology works by blocking this repair process, making cancer cells more susceptible to DNA damage and ultimately leading to their death.

The PNKP Inhibitor Technology mechanisms of action include:

- **Non-homologous End Joining ("NHEJ") Inhibition**: PNKP plays a key role in NHEJ, a major DNA repair pathway. By inhibiting PNKP, the PNKP Inhibitor Technology prevents the proper repair of double-strand breaks, a critical type of DNA damage induced by radiation and some chemotherapy drugs.
- **Increased DNA Damage Accumulation**: With NHEJ compromised, unrepaired DNA breaks accumulate in cancer cells. This accumulation overwhelms the cell's remaining repair mechanisms, eventually leading to cell death.
- **Synthetic Lethality**: In some cases, PNKP inhibition can trigger "synthetic lethality." This occurs when blocking PNKP activity in cancer cells with specific genetic mutations becomes lethal. These mutations might already impair other DNA repair mechanisms, making the cells overly reliant on PNKP. Inhibiting PNKP pushes these cells beyond their repair capacity, causing cell death.

As a result of the mechanisms of action noted above there are several potential areas of interest for the PNKP Inhibitor Technology, including:

- **Enhanced Efficacy of Conventional Therapies**: Combining PNKP inhibitors with radiation or chemotherapy can improve their effectiveness by making cancer cells more vulnerable to the DNA damage caused by these treatments.
- **Targeting Specific Cancer Subtypes**: Some cancers have mutations that make them more reliant on PNKP for survival. These mutations could potentially serve as biomarkers for identifying patients who might benefit most from PNKP inhibitor therapy.

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[1] "*Genetic Screening for Synthetic Lethal Partners of Polynucleotide Kinase/Phosphatase: Potential for Targeting SHP-1–Depleted Cancers*" in Cancer Research, Volume 72, Issue 22, November 15, 2012, pp. 5934-5944

[2] "*Synthetic Lethal Targeting of PTEN-Deficient Cancer Cells Using Selective Disruption of Polynucleotide Kinase/Phosphatase*" in Molecular Cancer Therapeutics, 12 (10) (2013), pp. 2135-2144

[3] "*Cancer chemotherapy and beyond: Current status, drug candidates, associated risks and progress in targeted therapeutics*" in Genes & Diseases, Volume 10, Issue 4, July 2023: pp. 1367-1401

DESCRIPTION OF THE BUSINESS AND OUTLOOK

More than a decade of research has shown that the PNKP inhibitor therapy works when formulated in nanoparticles. As mentioned above, safety and effectiveness of the PNKP inhibitor technology formulated in nanoparticles (NP) have been demonstrated in animal model studies, at a dose similar to conventional chemotherapeutic drugs.

However, the Company's PNKP Inhibitor Technology, including ONC010, will need further testing to ensure its safety, as effective cancer treatment must balance potent PNKP inhibition while minimizing side effects on healthy tissues. The Company's PNKP Inhibitor Technology is still under investigation and not yet approved for any clinical use. While this technology holds promise, further research is needed to determine its full potential and ensure their safe and effective implementation in cancer treatment.

Establishment of AI Business Strategy:

On February 3, 2025, the Company acquired Inka Health Corp., aiming to further develop its SynoGraph™ technology, an AI-powered tool designed to accelerate precision oncology breakthroughs and de-risk drug development.. Inka Health specializes in AI-driven analytics and precision medicine, integrating genomic, proteomic, and multimodal data through its proprietary platform. This technology may uncover insights into disease mechanisms, enabling personalized cancer treatments. It also has the potential to simulate precision-medicine clinical trials, streamlining drug discovery and clinical research by reducing time and costs, while accelerating cancer research and treatment development.

Selected Financial Information and Results of Operations

The following table sets out selected financial information with respect to the Company's condensed interim financial statements for the nine-month period ended January 31, 2025.

	Nine-Months Ended	
Summary of Operations	**January 31, 2025**	**January 31, 2024**
	$	**$**
Total expenses	(2,776,778)	2
Net loss for the period	(2,906,922)	(2)
Basic and diluted loss per share	(0.08)	-

Balance Sheet Summary	**January 31, 2024**	**April 30, 2024**
	$	**$**
Current assets	2,176,447	447,856
Total assets	2,176,447	447,856
Total current liabilities	170,290	128,949
Working capital	2,006,157	318,907

During the nine-month period ended January 31, 2025, the Company commenced its first year of active operations establishing its management and advisory team. The Company's business focus was on the development of its ONC010 drug in partnership with the University of Alberta and other development partners. Additionally, the Company reviewed and conducted due diligence on new business acquisition opportunities and on February 3, 2025, the Company acquired Inka Health Corp. in exchange for 1,775,147 common shares of the Company. Inka Health is developing the Synograph AI software which has potential application in Oncology and is complementary to the Company's existing business.

On November 26, 2024, the Company's common shares were listed for trading on Canadian Securities Exchange under the symbol "ONCO". The Company completed a private placement of 5,000,000 units at a price of $0.50 per unit for gross proceeds of $2,500,000 pursuant to the final prospectus filed with the Alberta Securities Commission. Each unit consisted of one common share and one-half of one share purchase warrant. Each whole warrant is exercisable at a price of $0.60 per common share until November 26, 2027.

Net loss for nine month the period ended January 31, 2025 of $2,906,922 was primarily attributed to consulting and management fees of $496,736, general and administrative of $57,374, investor relations of $860,115, professional fees of 301,339, research and development of $212,097, transfer agent and filing fees of $87,331, share based compensation of $756,437, and transaction consideration of $130,144.

Summary of significant Balance Sheet items for the nine-month period ended January 31, 2025

The primary factors affecting the changes to the balance sheet items were as follows:

- Spent $2,681,703 in operating activities
- Raised gross proceeds of $2,579,838 through the issuance of common shares
- Raised gross proceeds of $1,000,000 in relation to a private placement which closed on February 3, 2025 which was recorded as share subscriptions received at January 31, 2025.
- Raised gross proceeds of $94,500 upon the exercise of stock options and warrants
- Prepaid expenses and deposits of $764,795 related to prepaid investor relations and market awareness campaigns to enhance corporate awareness of the Company
- Accounts payable and accrued liabilities of $170,290 primarily related to legal, consulting fees, and research and development vendors.

Total assets as at January 31, 2025 consisted of: cash of $1,411,652, and prepaid expenses of $764,795. Total liabilities as at January 31, 2025 consisted of accounts payable and accrued liabilities of $170,290.

Update on Prior Use of Proceeds Disclosure

On November 26, 2024, the Company completed a non-offering prospectus concurrently raising gross proceeds of $2,500,000 before fees and expenses. The following table sets out the original intended uses of the net proceeds from the financing and the estimated actual use of proceeds as of March 24, 2025:

Principal Purposes as described in the prospectus	Maximum Offering(i) ($)	Estimated Actual Expenditures to Date (ii) ($)
Technology Transfer	250,000	103,392
Research and development of ONC010	150,000	494,580(iii)
Commercialization / production (pre-clinical)	230,000	-
Estimated remaining cost of Prospectus and Listing	70,000	91,567
Operating expenses for next 12 months	387,500	583,806
Investor relations activities	200,000	1,661,114
Unallocated working capital	1,283,822	n/a
Available funds	**2,571,322**	**n/a**

Notes:

(i) The Company raised the maximum offering amount of $2,500,000 under the Prospectus.

(ii) The Company has raised an additional $1,290,250 since the date of the Prospectus.

(iii) Includes $180,000 in research and development costs associated with development of Synograph including, its core AI Model.

The following is a breakdown of the general and administrative costs as estimated in the IPO Prospectus compared to the estimated actual general and administrative costs as of March 24 2025:

Use of Funds	Proposed Expenditure ($)	Estimated Actual Expenditure ($)
Wages and salaries	138,000	35,455
Corporate and Financial Advisory Agreement	120,000	80,069
Transfer agent and regulatory filing fees	19,500	129,310
Legal fees	50,000	43,301
Audit fees	60,000	27,156
Business development and advisory	-	168,644
General and administrative	-	94,184
Total	**387,000**	**583,806**

Research and development expenditures were higher than estimated as the Company is partnering with the University of Alberta Cross Cancer Institute to explore other potential applications of the inhibitor technology and ONC010 to other cancer indications.

The estimated actual expenditures for completion of the prospectus were higher than expected due to timing and additional fees incurred as the company was able to successfully raise the maximum under the proposed financing.

The estimated actual investor relations expenditures were higher as management made a strategic decision to focus on investor relations activities in order to enhance market visibility and foster investor confidence, outreach and engagement. Given the competitive nature of the sector, and the current economic climate, these efforts were considered essential to reaching a wider audience, sustaining investor interest and ensuring the Company maintains access to future financing opportunities.

The Company incurred incremental business development and advisory fees as the Company embarked upon growth initiatives, including the strategic reviews and due diligence of potential business acquisition opportunities, to broaden the Company's business. The Company was successful in acquiring Inka Health Corp. in an all-stock transaction.

Transfer agent and regulatory filing fees were higher due to the Company's OTCQB listing with OTC Markets as well as application fees to trade on a premier European stock exchange.

The Company incurred general and administrative expense of $94,184 which were higher than budgeted for in the prospectus use of proceeds as the Company rapidly scaled up operations.

The Company does not anticipate the variances in proposed expenditures set forth in the Prospectus compared to the estimated actual expenditure will impact the Company's ability to achieve its business objectives and milestones.

SIGNIFICANT TRANSACTIONS

On May 5, 2024, the Company closed a non-brokered private placement for the issuance of 24,000,000 common shares at $0.02 per share for proceeds of $480,000. Of the proceeds $400,162 were received in during the period ended April 30, 2024.

On July 12, 2024, Onco completed the acquisition of all issued and outstanding shares of Onco-Innovtions Operations Inc. ("OIOI") in exchange for the issuance of 34,000,000 common shares of the Company. As a result of the acquisition, the former shareholders of OIOI held 89% of the outstanding common shares of the Company, and, for accounting purposes, are considered to have acquired control of the Company. The acquisition has been accounted for as an asset acquisition for accounting purposes, as the transaction is considered to be outside of the scope of IFRS 3, Business Combinations, as Onco did not have an active business prior to the transaction. As such, the acquisition is accounted for in accordance with IFRS 2, Share-based Payments, whereby OIOI is deemed to have issued common shares in exchange for the net assets of Onco. The accounting for the acquisition includes the consolidated financial information of Onco and OIOI, but are issued under the legal parent, Onco, but are considered a continuation of the financial statements of the legal subsidiary, OIOI. The condensed interim consolidated financial statements include the accounts of the Company as at July 12, 2024, and the historical accounts of the business of OIOI, since its incorporation on January 10, 2024. As OIOI is deemed to be the acquirer for accounting purposes, its assets and liabilities are included in the condensed interim consolidated financial statements at their historical carrying values.

The total consideration of the common shares, and share purchase warrants have been allocated to the fair value of the net assets acquired and liabilities assumed, as follows:

	July 12, 2024
	$
Fair value of 4,375,000 common shares at $0.02 per share	87,500
Fair value of 4,375,000 warrants	45,947
	133,447
Cash	91,211
Prepaid expenses	6,750
Accounts payable	(94,658)
Net assets	3,303
Transaction consideration	130,144

On November 27, 2024, the Company announced that its Common Shares began trading on the Canadian Securities Exchange and that it completed an offering of 5,000,000 Units at a price of $0.50 per Unit, for total gross proceeds to the Company of $2,500,000. Each Unit consisted of one Common Share and one-half of one Warrant with each whole Warrant entitling the holder to purchase one Common Share at an exercise price of $0.60 for a period of three years.

On January 9, 2025, the Company announced it granted an aggregate 630,000 stock options and 850,000 restricted share units (RSUs) to officers, directors, and certain consultants of the Company, pursuant to the Company's Equity Incentive Plan.

On February 3, 2025, the Company closed a non-brokered private placement of 408,163 Units at a price of $2.45 per Unit, for aggregate gross proceeds of up to $1,000,000.

On February 3, 2025, the Company announced that it completed the acquisition of all of the outstanding share capital of Inka Health Corp. ("**Inka Health**"). Through this acquisition, the Company expects to leverage Inka Health's SynoGraph™ technology, a transformative AI-powered tool designed to accelerate precision oncology breakthroughs while de-risking drug development processes

SELECTED QUARTERLY INFORMATION

Results for the most recently completed quarters are summarized below.

	January 31 2025	October 31, 2024	July 31 2024	April 30, 2024
	$	$	$	$
Revenue	-	-	-	-
Net loss	(2,408,972)	(181,099)	(316,851)	(131,255)
Total assets	2,176,447	421,172	462,717	447,856
Total non-current liabilities	-	-	-	-
Basic and diluted loss per share	(0.06)	(0.00)	(0.01)	(0.04)
Weighted average shares outstanding	39,672,520	38,375,000	33,599,185	3,482,143

RESULTS OF OPERATIONS

For the nine months ended January 31, 2025:

During the nine months ended January 31, the Company recorded a net loss of $2,906,922. As the Company was incorporated on January 10, 2024, there was no comparative information for the nine months ended January 31, 2024. The primary factors affecting the magnitude and variations of the Company's financial performance during the nine-month period ended January 31, 2025, were as follows:

- Consulting and director fees were $496,736 which related to the fees paid to third party consultants and management of the Company. The expense consists of $89,525 in management and director fees, $177,142 in corporate advisory and business development, $80,069 in corporate administration, and $150,000 in corporate administration which was paid through the issuance of 300,000 common shares of the Company at a fair value of $0.50 per share.

- General and administrative expenses were $57,374 and was comprised of $1,017 in office and administrative expenses, $2,142 in bank charges, $364 in meals and entertainment, $10,854 in IT services, $42,000 in rent, and $996 in travel expenses.

- Investor relations of $860,115 consisted of digital marketing, content creation, and investor relations activities utilized to increase investor awareness of the Company as a new listing on the CSE.

- Professional fees were $301,339 and consisted of $260,826 in legal fees and $40,513 in audit fees. Legal fees were incurred for various general corporate activities in relation to the establishment of the Company's business as well in relation to the prospectus filing and public listing on the CSE which occurred on November 26, 2024.

- Research and development costs were $212,097 and related to activities to advance the Company's ONC010 drug development program.

- Share based compensation of $756,437 related to the grant of 630,000 stock options exercisable at a price of $1.20 for a period of five years from the grant date to officers, directors and consultants of the Company. The Company also issued a total of 850,000 RSUs to officers, directors, and consultants of the Company.

- The Company incurred transaction costs of $130,144 related to the consideration issued pursuant to the OIOI Acquisition in excess of the net liabilities acquired.

For the three months ended January 31, 2025:

During the three months ended January 31, 2025 the Company recorded a net loss of $2,408,972. As the Company was incorporated on January 10, 2024, there was no comparative information for the three months ended January 31, 2024. The primary factors affecting the magnitude and variations of the Company's financial performance during the three-month period ended January 31, 2025, were as follows:

- Consulting and director fees were $463,886 which related to the fees paid to third party consultants and management of the Company. The expense consists of $56,675 in management and director fees, $177,142 in corporate advisory and business development, $80,069 in corporate administration, and $150,000 in corporate administration which was paid through the issuance of 300,000 common shares of the Company at a fair value of $0.50 per share.

- General and administrative expense was $56,524 and was comprised of $168 in office and administrative expenses, $2,142 in bank charges, $364 in meals and entertainment, $10,854 in IT services, $42,000 in rent, and $996 in travel expenses.

- Investor relations of $829,887 consisted of digital marketing, content creation, and investor relations activities utilized to increase investor awareness of the Company as a new listing on the CSE.

- Professional fees were $121,411 and consisted of $91,567 in legal fees and $29,844 in audit fees. Professional fees were incurred for various general corporate activities in relation to the establishment of the Company's business as well in relation to the prospectus filing and public listing on the CSE which occurred on November 26, 2024.

- Research and development costs were $115,629 and related to activities to advance the Company's ONC010 drug development program.

- Share based compensation of $754,307 related to the grant of 630,000 stock options exercisable at a price of $1.20 for a period of five years from the grant date to officers, directors and consultants of the Company. The Company also issued a total of 850,000 RSUs to officers, directors, and consultants of the Company during the period.

- The Company incurred transaction costs recovery of $24,885 related to the consideration issued pursuant to the OIOI Acquisition in excess of the net liabilities acquired.

LIQUIDITY & CAPITAL RESOURCES

As at January 31, 2025, the Company had a working capital of $2,006,157 and cash of $1,411,652 compared to a working capital of $318,907 and cash of $447,856 as at April 30, 2024. The Company will require significant funds from either equity or debt financing for research and development endeavors and to support general administrative expenses.

On February 3, 2025, the Company closed a non-brokered private placement of 408,163 Units at a price of $2.45 per Unit, for aggregate gross proceeds of up to $1,000,000.

Subsequent to period ended January 31, 2025, the Company issued 3,877,000 common shares pursuant to the exercise of warrants for proceeds of $211,200.

CAPITAL MANAGEMENT

The Company considers its capital structure to include net residual equity of all assets, less liabilities. The Company's objectives when managing capital are to (i) maintain financial flexibility in order to preserve its ability to meet financial obligations and continue as a going concern; (ii) maintain a capital structure that allows the Company to pursue the development of its research projects; and (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders commensurate with risk.

The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets, or adjust the amount of cash. The Company is not subject to any externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from prior year.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES AND EXECUTIVE COMPENSATION

Key management includes directors (executive and non-executive) and officers of the Company. The amounts due to related parties are due to directors and officers.

	January 31, 2025	January 31, 2024
	$	$
Consulting services:		
Company controlled by: Thomas O'Shaughnessy	42,000	-
Company controlled by: Nico Mah	4,725	-
Company controlled by: Richard Heinzl	21,800	-
Company controlled by: Zach Stadnyk	21,000	-
Total	89,525	-

Share-based compensation:		
Thomas O'Shaughnessy	75,386	-
Nico Mah	742	-
Richard Heinzl	47,430	-
Zach Stadnyk	11,765	-
Graydon Bensler	11,765	-
Maximilian Justus	90,304	-
Total	237,392	-

The related party consulting fees were incurred as the group of consultants listed above form the operation team of the Company which carry out the ongoing operating activity to advance the Company's business objectives. The transactions were measured at the transaction value which is considered equivalent to the fair value. Share-based compensation has been recorded based on the fair value of the underlying equity instruments granted.

On November 26, 2024, the Company issued 300,000 common shares to a company controlled by the former CFO (Geoff Balderson) pursuant to an advisory agreement with a fair value of $150,000.

As at January 31, 205 the Company had $Nil (April 30, 2024 - $39,375) owing to a company controlled by the former Chief Financial Officer of the Company (Geoff Balderson). The amounts are unsecured, non-interest bearing, and due on demand.

Employment, Consulting and Management Agreements

The Company entered into a corporate administration and financial advisory services agreement (the "**Advisory Agreement**") with Amalfi Corporate Services Ltd.on November 1, 2023, as amended, to provide certain corporate, accounting and administrative services to the Company in accordance with the terms of the Advisory Agreement for a fee comprised of 300,000 Common Shares issuable on a shares for services private placement basis upon the successful completion of the Listing subject to a four-month hold period under applicable securities law, and the reimbursement of all out-of-pocket expenses incurred on behalf of the Company. The Advisory Agreement is for an initial term of twelve (12) months and shall continue thereafter on a month-to-month basis, subject to termination on thirty (30) days' written notice. The agreement was cancelled effective March 1, 2025.

The Company has entered into an executive consulting agreement dated July 12, 2024, as amended on July 29, 2024, with Carnarvon Strategies - Health Industry Solutions Inc. (the "**CEO Agreement**"), for the services of Thomas O'Shaughnessy to act as the CEO and in accordance with the terms of the CEO Agreement for a monthly fee of $10,000, plus applicable taxes and 250,000 RSUs. The CEO Agreement does not have any provisions with respect to change of control; however, the Equity Incentive Plan provides that in the event of a change of control, all RSUs outstanding shall vest immediately and be settled notwithstanding the Restricted Period and any Deferred Payment Date (as these terms are defined in the Equity Incentive Plan). "Change of control" is defined in the Equity Incentive Plan as the occurrence and completion of any one or more of the following events:

(A) the Company shall not be the surviving entity in a merger, amalgamation or other reorganization (or survives only as a subsidiary of an entity other than a previously wholly-owned subsidiary of the Company);

(B) the Company shall sell or otherwise transfer, including by way of the grant of a leasehold interest or joint venture interest (or one or more subsidiaries of the Company shall sell or otherwise transfer, including without limitation by way of the grant of a leasehold interest or joint venture interest) property or assets: (i) aggregating more than 50% of the consolidated assets (measured by either book value or fair market value) of the Company and its subsidiaries as at the end of the most recently completed financial year of the Company or (ii) which during the most recently completed financial year of the Company generated, or during the then current financial year of the Company are expected to generate, more than 50% of the consolidated operating income or cash flow of the Company and its subsidiaries, to any other person or persons (other than one or more certain affiliates of the Company), in which case the change of control shall be deemed to occur on the date of transfer of the assets representing one dollar more than 50% of the consolidated assets in the case of clause (i) or 50% of the consolidated operating income or cash flow in the case of clause (ii), as the case may be;

(C) the Company is to be dissolved and liquidated;

(D) any person, entity or group of persons or entities acting jointly or in concert acquires or gains ownership or control (including, without limitation, the power to vote) more than 50% of the Company's outstanding voting securities; or (E) as a result of or in connection with: (i) the contested election of directors, or; (ii) a transaction referred to in subparagraph (i) above, the persons who were directors of the Company before such election or transaction shall cease to constitute a majority of the directors. Upon termination of the CEO Agreement within the first three (3) months of the effective date of same, Mr. O'Shaughnessy will not be entitled to any payments or benefits thereunder other than amounts due and owing up to the termination date. Thereafter, Mr. O'Shaughnessy will be entitled to any accrued but unpaid fees up to the termination date.

The Company has entered into a consulting agreement effective as of July 18, 2024 with GKM Consulting Inc. (the "**CFO Agreement**"), for the services of Nico Mah to act as the CFO and Corporate Secretary for a monthly fee of $1,500, plus applicable taxes and the grant of 100,000 RSUs to Mr. Mah. The CFO Agreement does not have any provisions with respect to change of control; however, the Equity Incentive Plan provides that in the event of a change of control, all RSUs outstanding shall vest immediately and be settled notwithstanding the Restricted Period and any Deferred Payment Date (see disclosure above in the CEO Agreement for the definition of "change of control" under the Equity Incentive Plan.)

CRITICAL ACCOUNTING ESTIMATES

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed interim consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates and assumptions are disclosed in Note 4 of the condensed interim consolidated financial statements.

FINANCIAL INSTRUMENTS

Financial assets and liabilities measured at fair value on a recurring basis are classified in their entirety based on the lowest level of input that is significant to their fair value measurement. Certain non-financial assets and liabilities may also be measured at fair value on a non-recurring basis.

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted Prices in Active Markets for Identical Assets
Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Significant Other Observable Inputs
Quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability. There are no items in Level 2 of the fair value hierarchy.

Level 3 – Significant Unobservable Inputs
Unobservable (supported by little or no market activity) prices. There are no items in Level 3 of the fair value hierarchy.

The fair value of financial instruments, which include cash, and accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

Financial Instrument Risks

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, market risk, liquidity risk and currency risk.

a) Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The maximum credit risk the Company is exposed to is 100% of cash. The Company's cash is held at a large Canadian financial institution.

b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they fall due. The Company's objective to managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due. The accounts payable and accrued liabilities are typically due in 30 days, which are settled using cash.

At present, the Company's operations do not generate positive cash flow. The Company's primary source of funding has been the issuance of equity securities. Despite previous success in acquiring required financing, there is no guarantee that the Company will continue to be successful in obtaining future financing.

c) Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is not exposed to significant interest rate risk as it does not have any liabilities with variable rates.

PROPOSED TRANSACTIONS

None to report.

SUBSEQUENT EVENTS

Subsequent to January 30, 2025, the Company entered the following transactions:

a) On February 3, 2025, the Company completed a private placement of 408,163 units at a price of $2.45 per unit for gross proceeds of $1,000,000. Each unit consists of one common share and one-half share purchase warrant. Each whole warrant is exercisable at a price of $2.55 per common share until February 3, 2027.

b) On February 3, 2025, the Company entered into a share purchase agreement to acquire 100% of issued and outstanding shares of Inka Health Corp. in exchange for 1,775,147 common shares of the Company.

c) Subsequent to January 31, 2025, the Company issued 3,877,000 common shares pursuant to the exercise of warrants for proceeds of $211,200.

OUTSTANDING SHARE DATA

The Company had the following securities issued and outstanding:

	January 31, 2025	Date of MD&A
Common shares	44,110,500	50,180,810
Warrants	6,789,500	3,106,582
RSUs	1,300,000	1,300,000
Stock options	570,000	570,000

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The following table sets out the following material components for the periods presented:

	Nine months ended January 31, 2025	Period from incorporation to August 31, 2024
	$	$
Exploration and evaluation assets or expenditures	-	-
Expensed research and development	212,097	-
Intangible assets arising from development	-	-
General and administrative expenses	57,374	171
Other material costs expensed or recognized as assets	2,637,451	131,084
Total	2,906,922	131,255

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RISKS

The Company is subject to a number of risks and uncertainties that could significantly affect its financial condition and performance. As the Company grows and enters into new markets, these risks can increase. These risk factors are not a definitive list of all risk factors associated with the Company or in connection with the Company's operations.

The Company has no history of profitable operations and a limited operating history. The Company's present business is at an early stage of development. As such, many risks common to such early-stage enterprises, including cash shortages and limitations with respect to personnel, financial and other resources, and access to capital, exist. Certain risks and assumptions include, among others:

The development and commercialization of the PNKP Inhibitor Technology is dependent on the License Agreement.

The PNKP Inhibitor Technology is covered by the filed and issued patents described elsewhere in this Prospectus and owned by the University of Alberta. The Company has been granted an exclusive and worldwide license for the use and sublicense of the PNKP Inhibitor Technology as well as any improvements, variations, updates, modifications, and enhancements made and/or acquired thereon, and to manufacture, have made, distribute and sell products made from or based upon the PNKP Inhibitor Technology pursuant to the terms of the License Agreement. The successful development of the Company's PNKP Inhibitor Technology and its future products are dependent upon the permanence of the License Agreement. In the event the License Agreement is terminated prior to the expiration of its term, the Company would need to conduct its own R&D to develop its products using methods outside and not premised off the PNKP Inhibitor Technology protected under the License Agreement. Accordingly, the ability of the Company to achieve its stated business objectives and milestones, at all, or within the timeframe and budget estimated in this Prospectus would be severely impacted.

If serious adverse or intolerable side effects are identified during the development of the product candidates, the Company may need to abandon or limit the development and expected commercial value of some of its product candidates.

The Company's potential product candidates are still in preclinical or clinical development and as such, they have a high risk of failure. If serious adverse or intolerable side effects are identified during the development of the product candidates, the Company may need to abandon their development or limit development to certain uses or subpopulations in which the undesirable side effects or other characteristics are less prevalent, less severe or more acceptable from a risk benefit perspective. It is impossible to predict when or if any of the Company's product candidates will prove effective or safe in humans or will receive regulatory approval.

If serious adverse or intolerable side effects are identified post-approval, the Company may need to recall its products and depending on the serious adverse event or intolerable side effects, the Company may have to abandon the product completely and could be subject to substantial product liability claims. The Company may be able to limit sales to certain uses or subpopulations in which the undesirable side effects or other characteristics are less prevalent, less severe or more acceptable from a risk-benefit perspective.

The Company will face competition from other companies where it will conduct business that may have higher capitalization, more experienced management or may be more mature as a business.
An increase in the number of companies competing in this industry could limit the ability of the Company's potential of expanding its operations. Current and new competitors may have better capitalization, a longer operating history, more expertise and able to develop higher quality equipment or products, at the same or a lower cost. The Company will not be able to provide assurances that it will be able to compete successfully against current and future competitors. Competitive pressures that the Company may face could have a material adverse effect on its business, operating results and financial condition.

The Company may not succeed in completing the development of its products, commercializing its products or generating significant revenues.

The Company's ability to generate revenues and achieve profitability depends on the Company's ability to successfully complete the development of its products, obtain market and regulatory approval and generate significant revenues. The future success of the Company's business cannot be determined at this time, and the Company does not anticipate generating revenues from product sales for the foreseeable future. In addition, the Company will face a number of challenges with respect to its future commercialization efforts, including, among others, that:

- the Company may not have adequate financial or other resources to complete the development of its various products or medical therapies, including two stages of clinical development that are necessary in order to commercialize such products or medical therapies;
- the Company may not be able to manufacture their products in commercial quantities, at an adequate quality or at an acceptable cost;
- the Company may never receive FDA or Health Canada approval for its intended products or medical therapies;
- the Company may not be able to establish adequate sales, marketing and distribution channels;
- healthcare professionals and patients may not accept the Company's product candidates;
- technological breakthroughs in cancer treatment and prevention may reduce the demand for the Company's product candidates;
- changes in the market for cancer treatment, new alliances between existing market participants and the entrance of new market participants may interfere with the Company's market penetration efforts;
- third-party payors may not agree to reimburse patients for any or all of the purchase price of our products, which may adversely affect patients' willingness to purchase the Company's product candidates;
- uncertainty as to market demand may result in inefficient pricing of the Company's product candidates;
- the Company may face third-party claims of intellectual property infringement;
- the Company may fail to obtain or maintain regulatory approvals for product candidates in the target markets or may face adverse regulatory or legal actions relating to the Company's product candidates even if regulatory approval is obtained; and
- the Company is dependent upon the results of ongoing clinical studies relating to the Company's product candidates and products of our competitors. The Company may fail in obtaining positive results.

If the Company is unable to meet any one or more of these challenges successfully, the Company's ability to effectively commercialize its product candidates could be limited, which in turn could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company cannot guarantee that it will meet its business objectives and obtain future financing.

There is no guarantee that the Company will be able to achieve its business objectives. The continued development of the Company will require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Company going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

The industry of the Company is experiencing rapid growth and consolidation that may cause the Company to lose key relationships and intensify competition.

The health sciences industry and businesses ancillary to and directly involved with health sciences businesses are undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation and formation of strategic relationships. Acquisitions or other consolidating transactions could harm the Company in a number of ways, including by losing strategic partners if they are acquired by or enter into relationships with a competitor, losing customers, revenue and market share, or forcing the Company to expend greater resources to meet new or additional competitive threats, all of which could harm the Company's operating results.

Pre-clinical studies and initial clinical trials are not necessarily predictive of future results.

Pre-clinical tests and Phase I/II clinical trials of therapeutics are primarily designed to test safety, to study Pharmacokinetics and Pharmacodynamics, establish optimal dosing regimens, and to understand the side effects of product candidates at various doses and schedules. Pre-clinical tests and clinical trials of diagnostic technologies are designed to test effectiveness. Success in pre-clinical and early clinical trials does not ensure that later large-scale efficacy trials will be successful nor does it predict final results. Favorable results in early trials may not be repeated in later trials. A number of companies in the health sciences industry have suffered significant setbacks in advanced clinical trials, even after positive results in earlier trials. Clinical results are frequently susceptible to varying interpretations that may delay, limit or prevent regulatory approvals. Negative or inconclusive results or adverse medical events during a clinical trial could cause a clinical trial to be delayed, repeated or terminated. Any pre-clinical data and the clinical results obtained for the Company's technology may not predict results from studies in larger numbers of subjects drawn from more diverse populations or in the commercial setting, and also may not predict the ability of these products to achieve their intended goals, or to do so safely.

Development of PKNP Inhibitor Technology Products Dependent upon Regulatory Approvals.

Successful development of the Company's products is dependent upon the company or its development partners obtaining several key regulatory approvals. Provided that the Company continues to develop a full pre-clinical package and efficacy in animal models, in the unlikely event that key IND regulatory approval is not granted to the Company or its regional partners, the Company will take the following action: (1) if the failure to obtain approval was due to an error or omission in filing, the filing will be resubmitted after correcting that error or omission; alternatively the Company could switch to a new contractor to assist in filing; (2) if the failure to obtain approval is due to a deficiency in the IND filing package of data, the Company will work with its partners or CROs to obtain the missing data and refile; and (3) if the failure relates to specific regulations in a certain country, the Company will consider utilizing another country's clinical trials mechanisms to obtain approval for the therapeutic. The Company emphasizes, however, that given submission of a full and complete IND package including safety and efficacy in animal models, such failure to obtain approval to conduct clinical trials is very rare.

In the event that the Company and/or its regional partners are ultimately unable to obtain the needed approvals, the development of the corresponding product would be unable to proceed in that jurisdiction.

The Company may be forced to litigate to defend its intellectual property rights, or to defend against claims by third parties against the Company relating to intellectual property rights.

The Company may be forced to litigate to enforce or defend its intellectual property rights, to protect its trade secrets or to determine the validity and scope of other parties' proprietary rights. Any such litigation could be very costly and could distract its management from focusing on operating the Company's business. The existence and/or outcome of any such litigation could harm the Company's business.

The Company may be unable to adequately protect its proprietary and intellectual property rights.

The Company's ability to compete may depend on the superiority, uniqueness and value of any intellectual property and technology that it may develop or license. To the extent the Company is able to do so, to protect any proprietary rights of the Company, the Company intends to rely on a combination of patent, trademark, copyright and trade secret laws, confidentiality agreements with its employees and third parties, and protective contractual provisions. Despite these efforts, any of the following occurrences may reduce the value of any of the Company's intellectual property:

- issued patents, trademarks and registered copyrights may not provide the Company with competitive advantages; the Company's efforts to protect its current intellectual property rights may not be effective in preventing misappropriation of any its products or intellectual property;
- the Company's efforts may not prevent the development and design by others of products or marketing strategies similar to or competitive with, or superior to those the Company develops;
- another party may assert a blocking patent and the Company would need to either obtain a license or design around the patent in order to continue to offer the contested feature or service in its products; or
- the expiration of patent or other intellectual property protections for any assets owned or licensed by the Company could result in significant competition, potentially at any time and without notice, resulting in a significant reduction in sales. The effect of the loss of these protections on the Company and its financial results will depend, among other things, upon the nature of the market and the position of the Company's products in the market from time to time, the growth of the market, the complexities and economics of manufacturing a competitive product and regulatory approval requirements but the impact could be material and adverse.

The Company expects to incur significant ongoing costs and obligations related to its investment in infrastructure, growth, regulatory compliance and operations.

The Company expects to incur significant ongoing costs and obligations related to its investment in infrastructure and growth and for regulatory compliance, which could have a material adverse impact on the Company's results of operations, financial condition and cash flows. In addition, future changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company. The Company's planned efforts to grow its business may be costlier than the Company expects, and the Company may not be able to increase its revenue enough to offset its higher operating expenses. The Company may incur significant losses in the future for a number of reasons, and unforeseen expenses, difficulties, complications and delays, and other unknown events.

The Company will be highly dependent on the key personnel.

The Company is substantially dependent upon the services of a few key technical personnel. The loss of the services of any of these personnel could have a material adverse effect on the business of the Company. The Company may not be able to attract and retain personnel on acceptable terms given the intense competition for such personnel among high technology enterprises, including biotechnology, and healthcare companies, universities and non-profit research institutions. If the Company loses any of these persons, or is unable to attract and retain qualified personnel, the business, financial condition and results of operations may be materially and adversely affected.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of research and development of potential drug candidates. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current Directors and Officers of the Company are as follows:

O'Shaughnessy, Thomas, CEO
Mah, Nico, CFO and Corporate Secretary
Bensler, Graydon, Director
Heinzl, Richard, Director
Justus, Maximilian, Director
Stadnyk, Zachary, Director

ADDITIONAL INFORMATION

Additional information related to the Company will be available for view on SEDAR+ at www.sedarplus.com, or by requesting further information from the Company's head office in Calgary, AB, Canada.

Onco-Innovations Limited
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