



MOUNTAIN VALLEY MD HOLDINGS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS (QUARTERLY HIGHLIGHTS)

FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2022

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

The information presented in this Management's Discussion and Analysis - Quarterly Highlights ("MD&A") contains statements with respect to Mountain Valley MD Holdings Inc. ("Company", "MVMD") concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, "forward-looking statements" or "forward-looking information" (collectively "forward-looking statements") as those terms are used in securities laws applicable in Canada.

These forward-looking statements include, but are not limited to, factors that may affect our ability to achieve our objectives and to successfully develop and commercialize our assets, including but not limited to the Company's intellectual property assets. Such forward-looking statements include but are not limited to those with respect to: the ability to advance the Company's business plan effectively; the ability to keep pace with developments in similar industries and remain competitive; the ability of the Company to develop or continue to develop existing technologies and new technologies; the Company's plan where applicable to develop its technologies to the point where they appeal to third parties for purposes of licensing or otherwise; the timelines and costs associated with the Company's significant projects and other development activities, and the ability of the Company to finance the associated costs; the Company's plans and intentions with respect to its investments and its ability to execute on such plans; the engagement of one or more manufacturers/production partners and/or licensees the services to be provided by such third party or third parties, and the impact of the strategy to engage such third party or third parties on the business of the Company; the type and timing of products to be brought to market by MVMD's licensees; the intention and timing of the Company to seek legal or other professional advice with respect to its planned activities; the intention and ability to focus on the three business areas of nutraceuticals, husbandry animals, and agriculture, and such business areas being those that will allow for quicker commercialization and revenues, and the intention with respect to continued assessment of remaining projects and related expenditures; the reduction, reallocation and/or elimination of certain R&D or other expenditures and the impact thereof; the holding or sale of investments, and the timing thereof, and the redemption of the Class B Shares, and the timing thereof; the reliance on third party suppliers, licensors, licensees and service providers; the Company's intention to disclose additional information related to the development of its business activities, such as with regarding to emerging markets and regulatory matters; the ability to protect and enforce intellectual property and related rights, including but not limited to patents, trademarks and trade secrets; the ability to manage human resources effectively and the retention of skilled management and personnel; the ability to manage key suppliers effectively; the ability to test and implement MVMD's proprietary technologies, the variety of health and wellness applications, and impact thereof; the ability to navigate regulatory requirements and regimes in a timely and cost-effective manner or at all; and events described in this MD&A, which involve 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.

The reader should verify all claims and do their own due diligence before investing in any securities mentioned or implied in this document. Investing in securities is speculative and carries a high degree of risk.

These statements are based on management's current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Forward-looking statements are based on management's current plans, estimates, projections, beliefs, and opinions and we do not undertake any obligation to update forward-looking statements should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by law.

The Company is not making any express or implied claims that its product(s) or intended product(s) has or have the ability to eliminate, cure or contain any virus, ailment or other medical condition.

Management Discussion and Analysis – Quarterly Highlights

This Management Discussion and Analysis – Quarterly Highlights (“MD&A”) have been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1 – *Management Discussion and Analysis*, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. It is intended to help the reader understand the Company’s financial statements. The statements are provided for the purpose of reviewing the second quarter of fiscal 2023, as well as the 2022 fiscal year, and comparing results to the previous period. The MD&A should be read in conjunction with the Company’s audited consolidated financial statements and corresponding notes for the fiscal years ending March 31, 2022 and 2021, and the unaudited interim consolidated financial statements for the three and six months ended September 30, 2022.

The results for the period ended September 30, 2022, are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at November 28, 2022 unless otherwise indicated.

The financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”). All monetary amounts are expressed in Canadian dollars.

The following comments may contain management estimates of anticipated future trends, activities, or results. These are not a guarantee of future performance, since actual results could change based on other factors and variables beyond management control.

The management of the Company is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The board of directors of the Company follow recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders.

The audit committee of the Company meets with management quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

The reader is encouraged to review the Company’s statutory filings on www.sedar.com.

BUSINESS OVERVIEW

MVMD operates under the overarching purpose of “**More Life**”, with the foundational belief that the Company can help people live a better life, a life with the necessary energy to achieve more in their day, or have a great night’s sleep, or support personal weight loss goals, or reduce pain that might be limiting someone from living a better life.

MVMD fundamentally believes in the symbiotic nature of healthy humans related to global agricultural supply and husbandry farming, and as such, invests in and works to advance innovative biotechnologies that can impact the human health and wellness landscape, drive sustainable increases in plant yields and agricultural farming practices, and broadly support husbandry animal health.

The Company is and has been to date a Research and Development (“**R&D**”)-focused biotech start-up business, more recently and currently focusing on the commercialization of those of its projects and technologies it believes will best provide viable revenue streams for long-term company health and shareholder value. Of the Company’s existing projects, there are three primary areas MVMD is currently working to advance in the commercialization phase: (1) novel innovations that improve the administration and efficacy of nutraceutical health and wellness products; (2) agricultural plant signaling technology that organically drives increases in crop yields and supports the reduction of fertilizer usage; and (3) the application of solubilized drugs to positively impact husbandry animal health.

The Company currently has two wholly owned technologies to support its efforts: a) patented Quicksome™ drug formulation and delivery technology; and b) patented Quicksol™ solubility formulation and delivery technology. In addition, MVMD holds a license from Agrarius Corp. for the rights to distribute its Agrarius plant signalling technology. These are each further described below.

Company Information: The Company is a publicly traded health and wellness company that commenced trading on the CSE under the symbol “MVMD.CN” in March of 2020 and on the OTCQB under the symbol “MVMD.F.” The Company operates through its wholly-owned subsidiary, Mountain Valley MD Inc. The address of the Company’s head office and principal place of business is 260 Edgeley Boulevard, Unit 4, Concord, Ontario, Canada, L4K 3Y4.

Intellectual Property: The Company has a portfolio of intellectual property assets, including patents, trademarks, formulations and trade secrets, and works to extensively protect its portfolio through the maintenance of its patent portfolio, and extensions, and anticipates ongoing filings to continue to protect its intellectual property.

Patented Technologies

The Company's primary technologies are used or intended to be used in or for applications that seek to improve the administration, efficacy and safety of new and existing medicines, therapies, and nutraceuticals.

- The Company's patented Quicksome™ technology utilizes proprietary formulations and stabilizing molecules to encapsulate and formulate active ingredients into highly efficient product formats that, if successfully commercialized, could enhance the efficacy of molecule delivery across a variety of nutraceutical product applications.
- Quicksol™ is the Company's patented solubilization technology, which has been developed to provide solubilized drug delivery options. Currently and to date, the Company has applied the Quicksol™ solubilization technology to the macrocyclic lactone class of anti-parasitic drugs, where the Company's proprietary solubilization techniques, which use no harmful organic solvents, have been initially applied to the drugs ivermectin and Selamectin. MVMD is moving forward with an anti-parasitic application that will be applied with the aim to positively impact animal health.

Licensed Technologies

The Company has licensed Agrarius, an agricultural plant signalling technology, from Agrarius Corp. ("AC"), a private US corporation. The Agrarius product is designed to be applied to agricultural crops to naturally increase yields, reduce fertilizer usage, and increase general resilience to pests and climate change.

Agrarius works by activating the plants' "defence mechanisms" at the cellular level, without the actual stress factor. The intended effect of Agrarius is that treated plants grow deeper roots and open up their foliage to optimize the effect of photosynthesis, thus increasing growth hormones, plant efficiency for water use and nutrients, decreasing the requirement of fertilizer where used, and increasing overall resistance to diseases and stressed climate conditions.

In August 2020, the Company had announced the execution of a supply and license agreement with Agroresults Inc. ("AR"), the parent company of AC, which provides for the sale, marketing and distribution by MVMD of the novel agricultural technology under MVMD's own brand. The parties have agreed to expand their arrangement to grant MVMD a non-exclusive, worldwide license to sell and market AC's technology under the Agrarius brand, as an authorized reseller.

Research and Development: Since the Company commenced trading in March of 2020, it has spent time and financial resources investing in various research and development projects with the intention of researching, evaluating, and where feasible upon sufficient results, developing with the intention to license and commercialize, various applications for its owned and/or licensed technologies.

Management believes that it has obtained sufficient learnings, and has taken into a consideration a variety of relevant factors (such as market conditions, inflationary environment, capitalization requirements, timing, competitors, pathways to commercialization) with respect to its various projects, and has decided to focus at this time on those initiatives it believes will best support the growth transition and long-term viability of the Company, namely (1) Nutraceuticals, (2) Agricultural, and (3) Husbandry Animals. In line with this focus on revenue and commercialization, management has paused most of its broad R&D expenditures and shifted to a more traditional use of capital aligned to revenue growth activities. The Company will continue to assess the ability, viability and desire to continue to develop its other projects and pre-clinical R&D work, however R&D expenditures are anticipated to be more narrowly focused on business expansion within these three focus areas of the business and halted or reduced otherwise in the near term, until and unless the Company recommences development on its other projects.

Licensing Agreements: To date, the Company has entered into two licensing agreements for its Quicksome™ technology, one with exclusivity in the functional mushroom industry and one in the cannabis industry that is non-exclusive.

Investments: The Company currently owns interests (non-controlling and with no significant influence) in certain publicly traded and privately held corporations, both in and outside of Canada. See section entitled “Investments” for more information.

OPERATIONAL HIGHLIGHTS FOR AND SUBSEQUENT TO SECOND QUARTER 2023 FY

As outlined in the Research and Development section above, management is focusing effort and resources at this time on the development and commercialization of three of its key business areas (1) Nutraceuticals, (2) Agricultural, and (3) Husbandry Animals.

Nutraceuticals

Following evaluation of North American GMP manufacturing options for MVMD's nutraceutical product strategy, the Company entered into a license agreement with its selected third-party lead production partner in the United States. The Company's strategy was to secure its lead manufacturing partner as a licensee, who will in turn produce nutraceutical products based on or embodying MVMD's proprietary technologies for third parties approved by and who have an agreement with MVMD (such as Circadian, as defined and further discussed below). The Company believes this strategy will help to ensure product quality, support the ability to scale production, streamline the audit process for royalty agreements, and provide the necessary protection of its technology and trade secrets versus having numerous licensed partners each replicating the manufacturing process for their own products.

Securing the lead manufacturer and finalizing the scaled GMP production environment aligns with MVMD's anticipated increased business development efforts that will support the Company's plans to secure additional nutraceutical licensing partnerships for production in the 2023 fiscal year. This timeline has been updated from anticipation of late 2022 due to the licensed third-party lead production partner's current process to establish a scaled GMP production line capable of larger volume outputs, including the installation of equipment to support the required manufacturing process that embeds MVMD's Quicksome™ formulation approach.

MVMD's production partner has been working to support the license agreement with Circadian Wellness Corp. (“**Circadian**”), one of MVMD's two (2) licensees as at the date of this MD&A, by way of finalizing the proprietary formulations for mushroom-infused products Circadian intends to market under its Eons brand. Circadian's license from MVMD supports the desire to achieve an increase in overall molecule efficacy with the Company's Quicksome™ technology applied across a variety of rapid dissolve sublingual and dermal products in the functional mushroom space. The initial product formulation work and dissolution testing has been positive in MVMD's view.

In early November, Circadian launched its initial products in the nutraceutical space for the United States market: a mushroom infused “smart coffee” and a chewable gummy product designed to aid in sleep. The focus in the next product phase for the Eons brand is mushroom-infused sublingual sleep and energy products and a pain management cream that embody MVMD's technology. Although outside of MVMD's control, it is anticipated that Circadian will be introducing consumer products that embody MVMD's technology under its Eons brand for sale in the United States in the first half of 2023 calendar year.

In November 2021, the Company entered into an agreement with Red White and Bloom Brands Inc. (“RWB”), a publicly traded company that operates in the cannabis space in the United States. The agreement has been updated to be non-exclusive as RWB is evaluating its skew and product approach going forward and the timelines are uncertain at this point in time, if ever, for RWB to expand their skew line to include MVMD's technology. The original agreement established the terms upon which the Company's Quicksome™ technology and novel solubilization techniques could be applied by RWB to various product applications in the space that they operate in. The Company has no immediate control of the decisions by RWB that would bring any products with MVMD's technology to market and is not actively pursuing any product applications in the cannabis space at this time. The decision and agreement to change the arrangement to a non-exclusive would allow MVMD to benefit from the arrangement in the future but not limit MVMD's ability to benefit from a similar arrangement with third parties.

Agriculture

In September 2022 the Company announced the initiation of commercial sales activity and related business development investments to support in-field trialing of Agrarius, a certified organic product owned by Agrarius Corp. (“AC”), a private US corporation. The Agrarius product is delivered in a liquid concentrate form that gets mixed with water at the point of application and then applied via sprayer to agricultural crops plant ideally twice during a plant's lifecycle. Agrarius has been tested across numerous major agricultural crops, and has demonstrated its ability to

naturally increase crop yields from approximately ten to fifty percent or more depending on crop type, reduce fertilizer usage where used by more than thirty percent, and increase general resilience to pests and climate change forces such as drought.

The Agrarius product works by activating the plants' "defence mechanisms" at the cellular level, without the actual stress factor. The intended effect of Agrarius is that treated plants grow deeper roots and open up their foliage to optimize the effect of photosynthesis, thus increasing growth hormones, plant efficiency for water use and nutrients, decreasing the requirement of fertilizer where used, and increasing overall resistance to diseases and stressed climate conditions. Agrarius technology enables direct plant communication by mimicking naturally occurring organic molecules that correspond to various plant survival instincts, which improves the natural defence mechanisms of the plant to overcome environmental stresses. Agrarius works by sending signals that a plant understands and propagates through its roots and mycelial networks, allowing nearby plants to benefit from the signals naturally while reducing the actual amount of product that is used on a field. These signals literally send information that stimulates plant growth, subsequently increasing yields, volatility resistance, and growth speeds.

Agrarius received organic certification through the Organic Materials Review Institute (OMRI). According to its website (omri.org), OMRI is a non-profit organization that provides an independent review of products, such as fertilizers, pest controls, livestock health care products, and numerous other inputs that are intended for use in certified organic production and processing. OMRI reviews products against organic standards and once approved, acceptable products appear on the OMRI Products Lists[®] on their company website.

By virtue of its arrangement, MVMD is an authorized reseller of Agrarius products and has commenced business development activity in Mexico, Central America and South America. The focus of the current business development activities targets large scale farming operations to induce trial activity on crops that would demonstrate the benefit to improving crop yields and the corresponding reduction in fertilizer usage where used in the specific farming operation. Additionally, the Company is working through a strategy of targeting large food supply businesses where significant purchasing power of agricultural products exists. The Company anticipates revenue from Agrarius sales activity in the 2023 calendar year related to the logic of the crop trialing cycle, whereby farming organizations would personally validate the anticipated positive impact on their crop yields and/or fertilizer reduction after it has been trialed on their farm. Revenue and the related ramp-up of sales growth in many cases is anticipated to take one full crop cycle.

The Company currently facilitates Agrarius product information and product order flow through its wholly owned and developed website IncreaseCropYields.com, including translation for Spanish and Portuguese languages. The website presents intended product benefits, enables clients to calculate crop-specific ROI and facilitates product trialing and purchase processes.

In August 2020, the Company had announced the execution of a supply and license agreement with Agrosolutions Inc. ("AR"), the parent company of AC, which provided for the sale, marketing and distribution by MVMD of the novel agricultural technology under MVMD's own brand. This followed several months of review, discussions and negotiations with AR to evaluate a pathway to commercialization and the potential benefits of such a license to MVMD. The Company has continued to observe the growth and development of AR and its technology since this time and the parties have now agreed to expand their arrangement to grant MVMD a non-exclusive, worldwide license to sell and market AC's technology under the Agrarius brand.

MVMD believes Agrarius presents a significant opportunity to support its growth objectives given the rapidly changing global agricultural landscape due to mass fertilizer shortages, population growth, and urban sprawl limiting available farmlands. As management progresses through the planning process, additional information regarding anticipated timelines, milestones and costs will be provided. The Company believes it has the necessary funds to support its initial commercialization vision and will update the market accordingly as the planning advances. In addition, as the Company progresses through this planning and engages appropriate legal and other advisors in or with knowledge of key target markets, additional disclosure will be made as required in accordance with OSC Staff Notice 51-270 – Issuer Guide for Companies Operating in Emerging Markets, including regulatory requirements as applicable. To date, AR has been navigating and providing guidance to MVMD on the relevant registration processes in target territories in order to provide an idea of timing and other requirements.

See section entitled "Investments" for information regarding investments made by MVMD in AC, including its wholly-owned subsidiary, AR.

Husbandry Animals / Aquatic Species

The Company has applied its Quicksol™ technology to the drug ivermectin and believes a more solubilized format versus current in-market products would have novel applications across the broad husbandry animal and aquatic species marketplace.

The Company's overall husbandry and aquatic species strategy was to develop its scientific assets with a view to licensing to third parties. Subject to final legal review and the Company's execution of the final licensing agreement, MVMD has finalized the framework negotiations with a third party for licensing of its Soluvec™ 1% product to pursue sales in the husbandry and aquatic species marketplace inside Bangladesh. Related to the framework agreement and necessary government approvals, the pharmacokinetic trials conducted inside Bangladesh across husbandry and aquatic species categories have been completed by a third-party Contract Research Organization ("CRO") and MVMD believes positively support the value proposition necessary to secure necessary government approvals and commercialize inside Bangladesh in the 2023 calendar year.

Management believes that commercialization of Soluvec™ 1% inside Bangladesh by the licensee would commence in the first half of the 2023 calendar year, provided the Company's final legal review and execution of the final licensing agreement are complete. Costs to be incurred by MVMD to support the commercialization launch of the husbandry and aquatic species (initially targeted at farmed fish) inside Bangladesh are anticipated to be approximately CAD \$250,000.

Currently, the Company is in negotiations with a third party for licensing of its Soluvec™ 1% product worldwide (excluding Bangladesh) to further develop, produce, distribute and sell Soluvec™ 1%, or products embodying the Soluvec™ 1% technology, in the husbandry and aquatic species marketplace. The licensee would also service the production and supply of product to support the Bangladesh license agreement described above. Management believes that this is in line with its approach regarding nutraceuticals, as described earlier in this MD&A, to engage with a limited number of licensees that will be able to produce products embodying the Company's technology, with the aim of allowing for greater protection of MVMD's intellectual property as well as greater ease in managing licensees and resulting revenue streams.

INVESTMENTS

Class B Investments:

On November 18, 2019, prior to the Company's reverse takeover transaction in February 2020 (the "RTO"), the Company disposed of its shares of Desert Hawk Resources Inc. to Casino Gold Corp. Casino Gold Corp. issued 10,000,000 shares to the Company, which represented approximately 5.8% of Casino Gold's issued and outstanding shares.

Prior to the completion of the RTO, the Company (formerly, Meadow Bay Gold Corporation), authorized a new class (Class B) of non-voting shares (the "Class B Shares"), and issued one Class B Share for each common share held by shareholders of the Company prior to the RTO. The Articles of the Company setting out the special rights and restrictions attached to the Class B Shares provide that if the following occurs, the Company will redeem all of the outstanding Class B shares for an amount equal to the redemption price (the proceeds of sale less third party expenses, and less applicable withholding taxes):

- the Company decides, by way of a director's resolution to distribute the Class B Investments (now Palisade Goldcorp Ltd., Nevada King Gold Corp., Mexican Gold Mining Corp., and Radio Fuels Energy Corp.); or
- the Company completes the sale of all or any portion of the Class B Investments.

In January 2020, Casino Gold Corp completed a plan of arrangement in which Casino Gold Corp. was split into two private companies. On October 14, 2021, Palisades Goldcorp Ltd. completed a plan of arrangement to distribute equity shares to shareholders of Palisades Goldcorp Ltd. As a result, the Company acquired ownership of the following equity investments (collectively the "Class B investments"):

- 4,091,325 common shares of Nevada King Gold Corp. (formerly Nevada King Mining Ltd, and formerly 1234721 B.C. Ltd.)
- 799,000 common shares of Palisade Goldcorp Ltd.
- 443,147 common shares of Mexican Gold Mining Corp.
- 326,339 common shares of Radio Fuels Energy Corp.
- 56,735 common shares of Goldspot Discoveries Corp.

Subsequent to the quarter ended September 30, 2022, the Company disposed of the Class B Investments by way of private agreement as well as in the public market, receiving proceeds of approximately \$1,798. The Company has initiated the process of distributing the proceeds to the holders of Class B Shares (which are limited to those shareholders of the Company prior to the RTO) pursuant to the Company's Articles, to be completed prior to the quarter ended December 31, 2022.

As at September 30, 2022, management fair valued Palisade Goldcorp Ltd. And Nevada King Gold Corp. using Level 3 inputs under the IFRS 13 fair value hierarchy. The fair value was based on the most recent private sale subsequent to year end. The fair value of the investment in Palisade Goldcorp Ltd. And Nevada King Gold Corp. has been reduced by the fair value of the distributed equity shares noted in the above paragraphs.

As at September 30, 2022, management fair valued, Mexican Gold Mining Corp., Goldspot Discoveries Corp, and Radio Fuels Energy Corp., based on Level 1 inputs under the IFRS 13 fair value hierarchy. The fair value was determined using the market trading price as at September 30, 2022.

Since the Company has had discretion over any distribution or disposal that would require a redemption of the Class B Shares, the special rights and restrictions described above do not result in a liability classification. The Class B Shares have therefore been presented as equity to date.

The fair value movement of the investments for the period ended September 30, 2022 is as follows:

	March 31, 2022	Additions	Unrealized Gains / (Losses)	September 30, 2022
	\$	\$	\$	\$
Sixth Wave Innovations Inc.	55	-	(41)	14
Palisades Goldcorp Ltd.	1,806	-	(1,007)	799
Nevada King Gold Corp.	1,841	-	(900)	941
Mexican Gold Mining Corp.	18	-	(10)	8
Radio Fuels Energy Corp.	86	-	(47)	39
Goldspot Discoveries Corp.	-	36	(21)	15
Circadian Wellness Corp.	1,222	-	-	1,222
	5,028	36	(2,026)	3,038

The drivers behind the changes in fair value for the six-month period ended September 30, 2022 of Palisades and Nevada King Goldcorp Ltd., was the sale of these shares by the Company subsequent to the period end (see section entitled "Investment Strategy" below). The drivers behind the changes in fair value of Mexican Gold Mining Corp. and Radio Fuels Energy Corp, and Goldspot Discoveries Corp. are commodity prices.

Agroresults, Inc./Agrarius Corp.

In November 2019, MVMD had made an early investment of \$100 into Agroresults, Inc. in the form of a convertible debenture. Subsequent to the quarter ended September 30, 2022, MVMD made a further investment of \$203 into Agrarius Corp. (being the parent company of Agroresults, Inc.). In addition, subsequent to the quarter ended September 30, 2022, the note receivable was converted into common shares of Agroresults, Inc.

Sixth Wave Innovations Inc.

The driver behind the decline in Sixth Wave Innovation Inc. during the period ended September 30, 2022 was lack of revenues related to its nanotechnology.

Circadian Wellness Corp.

The main driver behind Circadian Wellness is the market acceptance and effectiveness of its functional mushroom product, which has yet to be proven. There has been no evidence of a change in the value of this investment for the three months ended September 30, 2022.

Investment Strategy

It is the current investment strategy of the Company to hold the shares of Sixth Wave Innovations Inc. and Circadian Wellness Corp. for the foreseeable future.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the periods ended December 31, 2020 to September 30, 2022, which have been derived from the financial statements of the Company. This summary should be read in conjunction with the March 31, 2022 audited consolidated financial statements and the interim consolidated statements of the Company for the same periods.

(Unaudited, in thousands of Canadian Dollars, except for per share amounts)

	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2021
	\$	\$	\$	\$
Total assets	21,007	23,656	25,270	25,211
Working capital	12,693	13,837	14,655	15,997
Non-current financial liabilities	6	6	6	26
Revenue	-	-	110	-
Net income (loss)	(2,980)	(1,852)	(673)	(3,168)
Earnings (loss) per share	(0.01)	(0.01)	(0.00)	(0.01)
Weighted average common shares outstanding	329,653,424	329,647,895	329,236,773	329,412,049

	September 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020
	\$	\$	\$	\$
	(Restated)	(Restated)		(Restated)
Total assets	27,785	29,674	31,608	15,268
Working capital	17,266	18,479	20,010	5,940
Non-current financial liabilities	36	40	44	58
Revenue	-	-	-	-
Net income (loss)	(2,830)	(3,038)	(5,304)	(1,210)
Earnings (loss) per share	(0.01)	(0.01)	(0.02)	(0.00)
Weighted average common shares outstanding	329,285,924	328,670,283	263,510,981	252,831,065

The restated amounts for the June 30, 2021 quarter relate to additional stock-based compensation of \$910.

For the quarter ended September 30, 2022, the Company incurred a loss of \$2,980 which consisted of the following:

- The Company incurred \$453 in research and development costs relating to its pre-clinical trials and research.

- The Company recorded additional stock-based compensation of \$63 in relation to vesting of stock options granted in previous periods.
- The Company incurred \$1,163 in general and administrative costs in the three-month period ended September 30, 2022 related to management and consulting fees incurred in the normal course of business.
- The Company recorded a \$1,249 loss on its equity investments primarily related to its revaluation of its Class B investments.

LIQUIDITY AND CAPITAL RESOURCES

(in thousands of Canadian Dollars, except for per share amounts)

As at September 30, 2022, the Company has cash of \$13,412 compared to \$16,646 as at September 30, 2021. The Company has working capital of \$12,693 as at September 30, 2022 compared to working capital of \$17,266 as at September 30, 2021. Working capital decreased as the Company spent funds on research and development trials and general and administrative expenses.

The Company has total debt of \$719 at September 30, 2022 (\$416 as at September 30, 2021). Cash consumed by operating activities after changes in non-cash working capital during period ended September 30, 2022, was \$1,937, compared to cash consumed of \$3,215 for the period ended September 30, 2021. The Company paid out considerably less fees for public relations activities, and fees to consultants, lawyers and other professionals in relation to developing its proprietary technology.

For the period ended September 30, 2022, investing activities produced cash of \$339 compared to the comparable period September 30, 2021, in which investing activities consumed cash of \$44.

For the period ended September 30, 2022, financing activities provided cash of \$Nil, compared to the comparable period ended September 30, 2021, in which financing activities provided cash of \$395 related to the exercise of warrants, and stock options.

See the interim condensed financials statements for the three months period ended September 30, 2022, for a breakdown of share transactions during the period and comparable period.

At present, the Company's operations do not generate cash flow and its business plan and focus is on developing and licensing its intellectual property technology assets.

As at September 30, 2022, the expected funds required to fund current and contracted research and development projects of MVMD are \$1,295. These expenditures are not yet committed but required to keep MVMD on track in achieving its planned growth. MVMD has ample funds for future projects as results are achieved and future R&D plans are developed.

To date, while the COVID-19 pandemic has had an impact on the Company with respect to its operations, such as delays in obtaining study results, the pandemic has not had a material impact on the Company's financial position and, as at the date of its MD&A, the Company expects it has sufficient funds to continue with the execution of its business plan.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Key Management includes personnel having the authority and responsibility for planning, directing and controlling the Company and includes the directors and executive officers:

	Six months ended September 30, 2022	Six months ended September 30, 2021
	\$	\$
Short-term benefits	332	245
Stock based compensation	143	844
	475	1,089

There are \$Nil amounts included in accounts payable and accrued liabilities as at September 30, 2022 and March 31, 2022 owing to Key Management.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements in conformity with IFRS requires the use of judgments and/or estimates that affect the amounts reported and disclosed in the consolidated financial statements and related notes. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience, but actual results may differ materially from the amounts included in the consolidated financial statements.

In preparation of the interim condensed consolidated financial statements, the significant estimates and judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied to the consolidated financial statements for the year ended March 31, 2022.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments include cash and cash equivalents, note receivable, equity investments, accounts payable and accrued liabilities, and lease liability. The carrying amounts of these financial instruments are a reasonable estimate of their fair values based on their current nature and current market rates for similar financial instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

As at September 30, 2022, the Company did not have any financial assets and liabilities which are measured at fair value, other than accounts receivable and equity investments. There were no transfers between Level 1, 2 or 3 during the six-month period ended September 30, 2022.

a) Credit risk

Credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. Credit risk arises from cash, accounts receivable, and note receivable. The amount of credit risk related to cash and cash equivalents is considered insignificant as the Company's funds are held with a large Canadian bank. The Company obtains financial information from the creditor to determine the carrying amounts of the accounts receivable and note receivable.

The credit risk for both the cash and cash equivalent and note receivable is monitored quarterly, and any change is reflected as an adjustment through expected credit loss.

b) 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 manages liquidity risk through the management of its capital structure. The Company monitors and reviews current and future cash requirements and matches the maturity profile of financial assets and liabilities.

As at September 30, 2022, the Company's financial liabilities have contractual maturities as summarized below:

	Due within		
	0-12 months	1-2 years	2-3 years
	\$	\$	\$
Accounts payable and accrued liabilities	560	-	-
Lease liability	19	6	-
Total	579	6	-

c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices and is comprised of currency risk, interest rate risk, and other price risk.

Sensitivity analysis

The Company has completed a sensitivity analysis to estimate the impact on comprehensive earnings which a change in the equity investments would have on the Company during the six-month period ended September 30, 2022. As a result, a 10% change in the equity investments will translate to a \$181 (September 30, 2021, \$460) gain or loss from equity investments.

OUTSTANDING SHARE DATA

The Company had the following common shares, preferred shares, stock options and warrants outstanding as at the date of this report:

Issued and Outstanding Common shares	329,653,424
Class B (non-voting) shares	50,056,229
Stock options	16,753,500
Warrants	14,127,763
Restricted share units	875,000

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUES

Additional disclosure concerning the Company's research and development and general and administrative expenses is provided below:

	Six months ended September 30,	
Research and development	2022	2021
Third party research and pre-clinical trials	327	953
Consulting fees and salaries	362	141
R&D lab supplies	9	6
Total	\$ 698	\$ 1,100

	Six months ended September 30,	
General and administrative	2022	2021
Advertising, marketing and technology support	233	721
Business development and travel	70	47
Consulting fees and salaries	935	403
Investor relations	47	109
Office, insurance and supplies	150	261
Professional fees	255	410
Rent	25	22
Transfer agent	18	28
Other costs	35	29
Total	\$ 1,768	\$ 2,030

SUBSEQUENT EVENTS

On October 4, 2022, the Company made an equity investment of \$203 in Agrarius Corp, a private US corporation, and parent company of Agroresults, Inc.

On November 4, 2022, the Company converted the note receivable of \$115 into common shares of Agroresults, Inc. a private Canadian company.

On November 7, 2022, the Company sold its Class B investments for gross proceeds of \$1,798. The Company has initiated the process of distributing the proceeds to the holders of Class B Shares to be completed by the end of December 2022.

RISK FACTORS

There are numerous and varied risks, known and unknown, that may prevent the Company from achieving its goals. A detailed description of the risks and uncertainties pertaining to the Company's operations can be found in the Company's Annual Management Discussion and Analysis for the fiscal year ended March 31, 2022. The Company is not aware of any significant changes to the risks and uncertainties disclosed at that time, except as set out below:

Reliance on Third Parties

The Company's current or future reliance on third parties to develop and/or product and/or distribute and/or sell exposes the Company to a number of risks, including but not limited the possibility that such third parties will disclose the Company's confidential information (such as trade secrets) or that such third parties may unable or unwilling to satisfy their obligations to MVMD or otherwise to benefit MVMD.

In addition, the Company's current or future reliance on third parties to license or grant rights to MVMD to develop, distribute, market, sell or otherwise use such third party's products, such as AC, exposes the Company to a number of risks, including indirectly those risks that such third party faces. Such risks include but are not limited to a lack of understanding of the technology of a third party or matters related to the commercialization of such technology, or the inability of a third party to protect the intellectual property or other rights that it has licensed or will license or otherwise grant to MVMD and which MVMD may need to develop its own business.

DISCLOSURE AND INTERNAL CONTROLS

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited interim condensed consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited interim condensed consolidated financial statements, and (ii) the unaudited interim condensed consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company uses the Venture Issuer Basic Certificate, which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

1. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
2. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS). The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

ADDITIONAL INFORMATION

Additional information concerning the Company and its operations is available on SEDAR at www.sedar.com.