



**BEYOND MEDICAL**  
TECHNOLOGIES

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**Beyond Medical Technologies Inc.**

**Management Discussion and Analysis  
Form 51-102F1**

**For the year ended December 31, 2022**

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**BEYOND MEDICAL TECHNOLOGIES INC.**  
**Management’s Discussion and Analysis**  
**As at and for the year ended December 31, 2022**

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APRIL 28, 2023

**OVERVIEW**

This Management’s Discussion and Analysis (“MD&A”) is intended to help the reader understand Beyond Medical Technologies Inc. (formerly Micron Waste Technologies Inc.), (“Beyond”, “Micron” or the “Company”), its operations, financial performance, current and future business environment and opportunities and risks. This MD&A should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2022 and the accompanying notes (the “Financial Statements”), copies of which are filed on the SEDAR website: [www.sedar.com](http://www.sedar.com).

This MD&A is prepared as of APRIL 28, 2023. All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified.

The financial information in this MD&A is derived from the Company’s Financial Statements prepared in accordance with IFRS. Information provided in this MD&A, including financial information extracted from the Financial Statements, is the responsibility of management. This MD&A may contain forward looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Accordingly, actual results may differ materially from the expected results.

**Conflicts of Interest**

Certain directors and officers of the Company are, or may become, directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies.

**DESCRIPTION OF THE COMPANY’S BUSINESS**

Beyond Medical Technologies Inc., was incorporated on November 29, 2006, pursuant to the *Business Corporations Act*, British Columbia. The registered office and head office of the Company is located at Suite 1500 – 1055 West Georgia Street, Vancouver, B.C. V6E 4N7. On January 12, 2021, the Company’s common shares began trading on the Canadian Stock Exchange (“CSE”) under the trading symbol “DOCT”.

The Company started, in 2020, the business of manufacturing of personal protective equipment (“PPE”) mainly medical grade face masks through its newly acquired wholly owned subsidiary, Micron Technologies Inc. (formerly Covid Technologies Inc.), (“Micron Technologies” or “Covid Technologies”). This Company was established to optimize the business opportunities brought by the outbreak of coronavirus “Covid-19”. Due to the measures that strictly implemented by the government worldwide, which include wearing of masks, face shields and other items that would protect and prevent the spreading of the virus, this causes an increased in demand of PPE. Henceforth, the Company commenced its operation to produce those PPEs.

However, as most of the countries worldwide including Canada are already coping from the adverse impact of the Covid-19 and most of the restrictions were lifted, the demand of face masks and other PPEs have drastically declines. Hence, the Company has discontinued their medical face mask manufacturing business. The Company continues to seek new business opportunities.

The Company decided to discontinue its research and development activities on its waste digester business in the food and pharmaceuticals industries. Accordingly, the related equipment has been impaired.

**BUSINESS UPDATES AND OVERALL PERFORMANCE**

**Kayan Health Limited**

On January 13, 2021, the Company entered into a Letter of Intent (“LOI”) with Kayan Health Limited (“Kayan Health”) to acquire all of the issued and outstanding shares of the Kayan Health. Pursuant to the LOI, the Company is required to provide Kayan Health with working capital loans of \$100,000 per month (to a maximum of \$400,000) until the parties have executed a Definitive Agreement. If the Parties do not enter into a Definitive Agreement by April 30, 2021, the aggregate sum of the advanced loans shall automatically convert into fully paid common shares of Kayan Health at a price equal to the price per Kayan Share issued in Kayan Health’s next immediate financing of equity securities in an amount not less than \$250,000. The LOI was terminated on June 7, 2021.

During the year ended December 31, 2021, the Company advanced \$400,000 to Kayan Health. Upon termination of the LOI, the parties have no further obligations pursuant thereto, except for such continuing obligations as specifically provided for in the LOI, including, but not limited to, the conversion of the \$400,000 previously advanced by the Company to Kayan Health being converted into common shares of Kayan Health in accordance with the terms of the LOI. As a financing was not completed by Kayan Health, the Company did not receive common shares of Kayan Health during as of December 31, 2021. During the year ended December 31, 2021, management determined the loan was not recoverable and recognized \$400,000 as a fair value loss in the statement of loss.

In January of 2022, the Company granted an aggregate of 5,000,000 stock options to directors, officers, employees, and consultants of the Company to purchase 5,000,000 common shares in the capital of the Company pursuant to the Company’s share option plan. The Options, vested immediately, are exercisable at an exercise price of \$0.075 per Share for a period of five (5) years from the date of grant.

**RESULTS OF OPERATIONS**

The following table provides a brief summary of the Company’s financial operations for the last three fiscal years. This information has been presented in accordance with International Financial Reporting Standards (“IFRS”). The reporting currency is the Canadian dollar. For more detailed information, please refer to the December 30, 2022, 2021 and 2020 audited financial statements.

	<b>Year Ended December 31, 2022</b>	<b>Year Ended December 31, 2021</b>	<b>Year Ended December 31, 2020</b>
	\$	\$	\$
Revenues	-	-	-
Loss from continuing operation	(835,114)	(1,867,586)	(1,698,889)
Basic and diluted loss per share from continuing operations	(0.11)	(0.25)	(0.04)
Total assets	608,183	1,952,819	1,843,859
Total long term liabilities	-	-	87,589
Cash dividends	-	-	-

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*For the year ended December 31, 2022 vs. December 31, 2021*

The Company had a net loss and comprehensive loss of \$1,400,846 for the year ended December 31, 2022 (2021 – \$2,912,758).

The Company's significant operating expenses included the following:

- Business development of \$110,190 (2021 - \$592,852)
- Consulting fees of \$32,000 (2021 – \$89,650)
- General office and administrative of \$5,739 (2021 - \$48,384)
- Management fees of \$322,500 (2021 - \$295,000)
- Professional fees of \$204,277 (2021 - \$211,327)
- Share-based compensation of \$122,553 (2021 - \$200,348)

Business development of \$110,190 (2021 - \$592,852) consists of the expenses in relation to promotional activities to create and expand market presence of the Company. There is a significant decrease in business development expenses as management decided to significantly reduce or close the PPE manufacturing division due to decrease in demands of masks and PPE.

Consulting fees of \$32,000 (2021 – \$89,650) consist of the fees paid in relation to corporate and operational advisory services received from various consultants as well as fees to companies controlled by Directors (see **Transactions with Related Parties**). The amount has significantly decreased due to a reduction in operating activities due to the decline in demand for masks and PPE..

General office and administrative of \$5,739 (2021 - \$48,384) relates to the expense incurred to support Company's day-to-day operational activities. With the decline in demand for masks and PPE, support activities and expenses have decreased relatively.

Management fees of \$322,500 (2021 - \$295,000) consist of the fees paid to the companies controlled by the CEO and CFO of the Company as discussed under the heading "**Transactions with Related Parties**".

Professional fees of \$204,277 (2021 - \$211,327) consist of expenses in relation to the Company's financial recording and reporting activities, and legal fees charged by the lawyers. Reduction in expense during current reporting period is mainly due to reduction of legal costs relating to general corporate matters and legal actions to defend the Company against legal claims brought about by former employees as compared to previous period. Please also refer to "**Transactions with Related Parties**" for accounting fees paid or accrued to a company controlled by the CFO.

Share-based compensation of \$122,553 (2021 - \$200,348) consist of the fair value of the stock options vested during the year. The Company issued stock options to officers, directors and employees of the Company which vested during the year ended December 31, 2022.

During the year ended December 31, 2022, the Company has classified the income and expenses of PPE and Waste treatment business to loss from discontinued operations. To affect the same, prior period expenses have also been reclassified. Hence, those significant expenses in prior years were not considered as material in the current year. Please refer to "**Discontinued Operations**".

*For three months ended December 31, 2022 vs. December 31, 2021*

The Company had a net loss and comprehensive loss of \$442,105 for the three months ended December 31, 2022 (2021 – \$1,404,563). The Company's significant operating expenses included the following:

- Business development of \$18,462 (2021 - \$105,857)
- General office and administrative of \$582 (2021 - \$10,740)
- Management fees of \$97,500 (2021 - \$75,000)
- Professional fees of \$73,239 (2021 - \$57,605)

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Business development of \$18,462 (2021 - \$105,857) consists of the expenses in relation to promotional activities to create and expand market presence of the Company. The significant decrease in this account is due to management decision to significantly reduced the PPE manufacturing division due to decrease in demands of masks and PPE.

General office and administrative of \$582 (2021 - \$10,740) relates to the expense incurred to support Company’s day-to-day operational activities. The decrease is mainly induced by the lower demand for masks and PPE.

Management fees of \$97,500 (2021 - \$75,000) consist of the fees paid to the companies controlled by the CEO and CFO of the Company as discussed under the heading “**Transactions with Related Parties**”.

Professional fees of \$73,239 (2021 - \$57,605) consist of expenses in relation to the Company’s financial recording and reporting activities, and legal fees charged by the lawyers. Increased in expense during current reporting period is mainly due to the legal costs relating to general corporate matters and legal actions to defend the Company against legal claims brought about by former employees as compared to previous period. Please also refer to “**Transactions with Related Parties**” for accounting fees paid or accrued to a company controlled by the CFO.

During the quarter ended December 31, 2022, the Company has classified the income and expenses of PPE and Waste treatment business to loss from discontinued operations. To affect the same, prior period expenses have also been reclassified. Hence, those significant expenses in prior years were not considered as material in the current year. Please refer to “**Discontinued Operations**”.

**SUMMARY OF QUARTERLY RESULTS**

The following table presents unaudited selected financial information for each of the last eight quarters:

	Three months ended			
	December 31, 2022	September 30, 2022	June 30, 2022	March 31, 2022
Total revenue	-	-	-	-
Net loss and comprehensive loss	442,105	356,199	151,620	450,922
Loss per share	0.00	0.00	0.00	0.01

	Three months ended			
	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
Total revenue	-	-	-	-
Net loss and comprehensive loss	1,404,563	303,508	397,212	807,475
Loss per share	0.02	0.02	0.00	0.01

Over the past eight quarter, comprehensive losses ranged from a high of \$1,404,563 in the last quarter of the fiscal year ended in 2021 to a low of \$151,620 in the second quarter of the fiscal year ended in 2022. For the year ended December 31, 2022, the significant dropped in net loss and comprehensive was between three months ended March 31, 2022 and December 31, 2021 amounted to \$953,641, this mainly due to the impairment loss on equipment and loss on the fair value of loan issued in advance to Kayan Health Limited. For Subsequent quarters, the decline was due to the falling off of their sales and the capacity of their manufacturing business. Further, for the four quarters ended December 31, 2021, the significant dropped in net loss and comprehensive was also between three months ended March 31, 2021 and December 31, 2020, this pertains mostly of due to the loss on acquisition of Covid Technologies recognized in the three months ended December 31, 2020. Dropped in succeeding three quarters in total revenue, and net loss and comprehensive loss mainly due to the lower business development costs as well as the absence of share-based payments during the quarter.

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**Discontinued Operations**

A discontinued operation is a component of the Company that either has been abandoned, disposed of, or is classified as held for sale, and: (i) represents a separate major line of business or geographical area of operation; (ii) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operation; or (iii) is a subsidiary acquired exclusively with a view to resell.

During the year ended December 31, 2022, the Company considered its PPE and Waste Treatment operations to have met the definition of discontinued operations and as such, assets, liabilities and results of operations that can be distinguished operationally and for financial reporting purposes from the rest of the Company have been terminated and reported separately in the financial statements. As at December 31, 2022, the assets and liabilities from discontinued operations recognized in the consolidated statements of financial position are as follows:

For the year ended December 31, 2022 and 2021, the loss from discontinued operations relate to the following:

<b>MTHI (Waste Treatment)</b>	<b>Year Ended</b>	
	<b>December 31, 2022</b>	December 31, 2021
Operating expenses:		
Amortization	\$ 288	\$ 109,170
General office and administrative	12,835	22,514
Lease Interest expense	11,656	13,663
Professional fees	180	552
<b>Total operating expenses</b>	<b>24,959</b>	145,899
Loss before other expenses	\$ (24,959)	\$ (145,899)
<b>Other income (expenses):</b>		
Unrealized gain (loss) on foreign exchange	211	(15)
Loss on impairment of equipment	(676)	(152,215)
<b>Total other income (expenses)</b>	<b>\$ (465)</b>	\$ (152,230)
<b>Loss from discontinued operations</b>	<b>\$ (25,424)</b>	\$ (298,129)

As at December 31, 2022, the assets and liabilities from discontinued operations recognized in the consolidated statements of financial position are as follows:

<b>MTHI</b>	<b>Amount</b>
<b>ASSETS</b>	
Current Assets	
Cash and cash equivalents	\$ 8,432
Accounts Receivable	313
Prepaid expenses and deposits	8,100
<b>Total current assets of discontinued operations</b>	<b>16,845</b>
<b>Assets of discontinued Operations</b>	<b>\$ 16,845</b>
<b>LIABILITIES</b>	
Current Liabilities	
Accounts payables and accrued liabilities	\$ 998
<b>Liabilities of discontinued operation</b>	<b>\$ 998</b>



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As at December 31, 2022, the assets and liabilities from discontinued operations recognized in the consolidated statements of financial position are as follows:

<b>MTI</b>	<u>Year Ended</u> <b>December 31, 2022</b>
<b>ASSETS</b>	
Current Assets	
Cash and cash equivalents	\$ 15,984
Accounts Receivable	1,697
Prepaid expenses and deposits	1,295
Total current assets of discontinued operations	<u>18,976</u>
Non-current assets	
Restricted cash	28,863
Total non-current assets of discontinued operations	<u>28,863</u>
Assets of discontinued operations	<u>\$ 47,839</u>
<b>LIABILITIES</b>	
Current Liabilities	
Accounts payables and accrued liabilities	\$ 86,985
Due to related parties	577
Liabilities of discontinued operation	<u>\$ 87,562</u>

Cash flows generated by MTI for reporting periods under review until its disposal are as follows:

<b>MTI</b>	<u>Year Ended</u>	
	<b>December 31,</b> <b>2022</b>	December 31, 2021
Operating activities	\$ 380,288	\$ 500,980
Investing activities	-	(67,988)
Financing activities	-	-
Cash flows from discontinued operations	<u>\$ 380,288</u>	<u>\$ 432,992</u>

**LIQUIDITY AND CAPITAL RESOURCES**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

The Company's operating, investing and financing activities for the year ended December 31, 2022, resulted in a net decrease in cash of \$894,008 (December 31, 2021 – net increase of \$806,556). As at December 31, 2022, the Company's current assets included cash and cash equivalents of \$536,753 (December 31, 2021 - \$1,430,761), prepaid expenses of \$905 (December 31, 2021 - \$26,858), amounts receivable of \$5,841 (December 31, 2021 - \$27,803), inventory of \$nil (December 31, 2021 - \$322,463) and current assets of discontinued operation of \$35,821 (December 31, 2021 - \$nil). The Company's current liabilities include accounts payable and accrued liabilities of \$132,300 (December 31, 2021 - \$174,565), due to related parties of \$126,075 (December 31, 2021 - \$119,440), taxes payable of \$nil (December 31, 2021 - \$34,187), current portion of lease liabilities of \$Nil (December 31, 2021 - \$85,086) and current liabilities of discontinued operation of \$88,560 (December 31, 2021 - \$nil).



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	<b>As at December 31, 2022</b>	As at December 31, 2021
Working capital <sup>(1)</sup>	\$ 232,385	\$ 1,394,607
Deficit	<b>25,621,608</b>	25,253,652

Working capital decreased by \$1,162,222 during the year ended December 31, 2022 due to significant decrease in cash and cash equivalent of \$894,008.

During the year ended December 31, 2022, the Company has discontinued its PPE manufacturing business and disposed off all assets at no value. To maintain its ability to continue as a going concern and to further develop its business, the Company is dependent on external financing to fund its future intended business plan.

The pandemic caused by COVID-19 has had a favourable effect on the business and affairs of the Company. However, when the country is started coping up with the adverse impact of COVID-19, contrary to what they perceived, their recent PPE manufacturing operation drastically slowed down and their sales dropped significantly. The management does not foresee any recovery in the future periods. Hence, the Company intends to continue financing its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms.

### **Financing**

On February 5, 2021, the Company closed the first tranche of a non-brokered private placement (the "Private Placement") whereby it issued 1,058,000 units at a purchase price of \$1.25 per unit for gross proceeds of \$1,322,500. Each unit is comprised of one common share in the capital of the Company and one share purchase warrant. Each share purchase warrant will entitle the holder to acquire one common share at a price of \$2 per warrant until February 5, 2023.

The Company paid a total of \$875 in cash finders' fees and issued 700 finders' warrants to an eligible finder. Each finders' warrant entitles the holder to purchase one common share at an exercise price of \$2 per common share until February 5, 2023

On March 11, 2021, the Company closed the second and final tranche of the Private Placement whereby it issued 1,161,950 units for gross proceeds of \$1,452,437. Each unit is comprised of one common share in the capital of the Company and one share purchase warrant. Each share purchase warrant will entitle the holder to acquire one common share at a price of \$2 per warrant until March 11, 2023.

The Company paid aggregate cash finders' fees totalling \$41,746 incurred related legal fees of \$30,557 and issued 33,397 finders' warrants. Each finders' warrant entitles the holder to purchase one common share at an exercise price of \$2 per common share until March 11, 2023.

On December 9, 2021, the Company entered into a private placement agreement for online marketing with an arm's length party and issued 41,091 units at a price of \$0.40 per unit for a consideration of \$16,436. The unit price is taken as the prevailing market rate of the shares of the Company on the CSE.

During the year ended December 31, 2021, the Company issued an aggregate of 51,750 shares for the exercise of warrants for aggregate proceeds of \$51,750. The fair value allocated to these warrants when issued of \$67,394 was reclassified from reserves to share capital.

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**OUTSTANDING SHARE DATA**

As at December 31, 2022, the Company has:

	<b>December 31, 2022</b>
Issued and outstanding common shares	<b>7,913,975</b>
Warrants outstanding	<b>3,852,297</b>
Stock options outstanding	<b>240,000</b>

During the year ended December 31, 2022, 210,000 options granted, 25,000 options expired unexercised and 55,000 options were forfeited, while there are no movements on share capital and warrants. At the report date, the number of common shares and warrants remain the same and 240,000 options were outstanding.

**OFF BALANCE SHEET ARRANGEMENTS**

There are no off-balance sheet arrangements.

**RELATED PARTY TRANSACTIONS**

The amounts due to related parties are for amounts due to directors and officers. The balances are unsecured, non-interest bearing and have no specific terms for repayment.

As at December 31, 2022, \$126,075 (December 31, 2021 - \$119,440) was due to directors and officers of the Company.

	As at	
	<b>December 31, 2022</b>	December 31, 2021
Company controlled by the Chief Executive Officer- Kal Malhi	\$ <b>105,000</b>	\$ 91,625
Company controlled by the Chief Financial Officer- Zara Kanji	<b>4,500</b>	12,458
Companies controlled by Directors <sup>(1)</sup>	<b>16,575</b>	15,357
	<b>\$ 126,075</b>	\$ 119,440

(1) For the year ended December 31, 2022, \$16,575 comprises \$1,000 to Michael Kelly, \$14,000 to Milan Malhi and \$1,575 to Hyder Khoja. Similarly in the previous year \$15,357 comprises of \$2,857 to Harveer Sidhu, \$11,000 to Michael Kelly and \$1,500 to Dr. Hyder Khoja.

During the years ended December 30, 2022, and 2021, the Company entered into the following transactions with related parties:

	<b>For the years ended</b>	
	<b>December 31, 2022</b>	December 31, 2021
Expenses paid or accrued to directors of the Company, senior officers and companies with common directors:		
Management fees	\$ <b>322,500</b>	\$ 295,000
Consulting fees	<b>23,000</b>	40,650
Professional fees	<b>50,406</b>	37,521
Direct selling expenses	<b>30,356</b>	67,619
Rent	-	27,000
Business development	<b>34,000</b>	-
Share based payments	<b>105,045</b>	93,496
	<b>\$ 565,307</b>	\$ 561,286

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Management fees were paid or accrued to the following:

	For the years ended	
	December 31, 2022	December 31, 2021
Company controlled by the CEO- Kal Malhi	\$ 240,000	\$ 240,000
Company controlled by the CFO- Zara Kanji	60,000	25,000
Company controlled by the Former CFO- Michael Sandra	-	30,000
Company controlled by the Former CEO- Alfred Wong	22,500	-
	<b>\$ 322,500</b>	<b>\$ 295,000</b>

Consulting fees were paid or accrued to the following:

	For the years ended	
	December 31, 2022	December 31, 2021
Company controlled by CFO- Kal Malhi	\$ -	\$ 5,000
Companies controlled by Directors <sup>(1)</sup>	20,000	\$ 28,000
Company controlled by Former Corporate Secretary- Alicia Milne	-	2,500
Companies controlled by a Former CEO- Alfred Wong	3,000	-
Company controlled by the Former CFO- Michael Sandra	-	5,150
	<b>\$ 23,000</b>	<b>\$ 40,650</b>

(1) Consulting fees of \$23,000 paid or accrued to directors comprises \$2,000 towards Michael Kelly, \$3,000 towards Alfred Wong and \$18,000 towards a company controlled by Dr. Hyder Khoja. In 2021, consulting fees of \$28,000 comprise \$18,000 was paid or accrued to Hyder Khoja, and \$10,000 was paid or accrued to Micheal Charles Kelly.

Professional fees were paid or accrued to the following:

	For the years ended	
	December 31, 2022	December 31, 2021
Company controlled by CFO- Zara Kanji	\$ 50,406	\$ 31,321
Company controlled by Former CFO- Michael Sandra	-	6,200
	<b>\$ 50,406</b>	<b>\$ 37,521</b>

Rent of \$Nil was paid or accrued to a Company controlled by the CEO (2021 - \$27,000)

Share-based payments include the following:

	For the year ended December 31, 2022		For the year ended December 31, 2021	
	Number of options	Share-based payment	Number of options	Share-based payment
Director - Harveer Sidhu	20,000	\$ 11,672	25,000	\$ 33,391
Director - Hyder Khoja	10,000	5,836	10,000	13,357
Director - Michael Kelly	10,000	5,835	-	-
CFO	15,000	8,754	-	-
Director/CEO	100,000	58,359	-	-
Officer- Milan Malhi	25,000	14,590	-	-
Former CFO - Michael Sadhra	-	-	25,000	33,391
Former Director - Michael Malana	-	-	10,000	13,357
	<b>180,000</b>	<b>\$ 105,046</b>	<b>70,000</b>	<b>\$ 93,496</b>

On January 10, 2022, the Company issued 210,000 share options to directors, officers and consultants at \$0.75 exercise price that set to mature on January 10, 2027, 5 years from issuance date. Out of 210,000 options issued, 180,000 stock options were issued to directors and officers of the Company and recorded \$105,046 as share-based compensation expense

**CHANGES IN ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES**

For a detailed summary of the Company's significant accounting policies, the readers are directed to Note 3 of the Notes to the audited consolidated financial statements for the year ended December 31, 2021, that are available on SEDAR at [www.sedar.com](http://www.sedar.com).

**FINANCIAL INSTRUMENTS**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or 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.

The Company classified its financial instruments as follows:

	<b>Financial Assets</b>	<b>Loans and Receivables</b>	<b>Other Financial Liabilities</b>
	Fair Value Through Profit or loss	Measured at Amortized cost	Measured at Amortized cost
<b>December 31, 2022</b>			
Cash and cash equivalents	\$ 536,753	\$ -	\$ -
Trade receivables	-	-	-
Accounts payable	-	-	(132,300)
Due to related parties	-	-	(126,075)
	<b>\$ 536,753</b>	<b>\$ -</b>	<b>\$ (258,375)</b>

	<b>Financial Assets</b>	<b>Loans and Receivables</b>	<b>Other Financial Liabilities</b>
	Fair Value Through Profit or loss	Measured at Amortized cost	Measured at Amortized cost
<b>December 31, 2021</b>			
Cash and cash equivalents	\$ 1,430,761	\$ -	\$ -
Trade receivables	-	4,957	-
Accounts payable	-	-	(174,565)
Due to related parties	-	-	(119,440)
Taxes Payable	-	-	(34,187)
Lease liabilities	-	-	(85,086)
	<b>\$ 1,430,761</b>	<b>\$ 4,957</b>	<b>\$ (413,278)</b>

**Fair Value**

The carrying value of receivables and accounts payable and accrued liabilities approximated their fair value due to the short-term nature of these instruments.

**PROPOSED TRANSACTIONS**

The Company has no proposed transactions as at the date of this MD&A.

**RISKS AND UNCERTAINTIES**

**Financial Risk**

The Company’s financial instruments are exposed to certain financial risks, including credit risk, interest risk, liquidity risk, and foreign exchange rate risk.

**Credit Risk**

Credit risk is the risk of loss associated with a counter party’s inability to fulfill its payment obligations. The Company’s credit risk is primarily attributable to its cash and cash equivalents and accounts receivable. The Company’s accounts receivable is comprised of trade receivables, GST receivable, other receivables and accrued interest receivable from guaranteed investment certificates (“GICs”) held with the bank. GST receivable is not a financial instrument as it does not arise from contractual obligations. The Company limits exposure to credit risk on GICs by holding deposits in high credit quality banking institutions in Canada. The Company is not exposed to significant credit risk on its other receivables. The Company does not have any asset-backed commercial paper included in cash.

The Company’s trade receivables are subject to the expected credit loss model. While cash and cash equivalents and trade and accounts receivable are also subject to the impairment requirements of IFRS 9 *Financial Instruments*, For the year ended December 31, 2022, company has provided for allowance of doubtful debts of \$2,017 (December 31, 2021 - \$Nil). The company has discontinued its PPE manufacturing and Waste Disposal business and recognized loss as per Segment reporting disclosure.

**Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company’s objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

	Carrying amount	Contractual cash flows	1 year or less	1 -5 Years
<b>As at December 31, 2022</b>				
Accounts payable	\$ 132,300	\$ 132,300	\$ 132,300	\$ -
Due to related parties	126,075	126,075	126,075	-
	<b>\$ 258,375</b>	<b>\$ 258,375</b>	<b>\$ 258,375</b>	<b>\$ -</b>

	Carrying amount	Contractual cash flows	1 year or less	1 -5 Years
<b>As at December 31, 2021</b>				
Accounts payable	\$ 174,565	\$ 174,565	\$ 174,565	\$ -
Lease liabilities	85,086	93,586	93,586	-
Due to related parties	119,400	119,400	119,400	-
Tax payable	34,187	34,187	34,187	-
	<b>\$ 413,238</b>	<b>\$ 421,738</b>	<b>\$ 421,738</b>	<b>\$ -</b>

## **Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risks.

### **(a) Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of the cash is limited because of its short-term investment nature. The Company's financial asset exposed to interest rate risk consists of cash and cash equivalents.

### **(b) Foreign Exchange Rate Risk**

The Company is exposed to foreign currency risk to the extent expenditures incurred or funds received and balances maintained by the Company are denominated in currencies other than the CAD (primarily US\$). The Company's exposure to foreign currency risk arises primarily on fluctuations between the Canadian dollar and the US dollar. The exposure to foreign exchange rate risk is considered low. The Company has not entered into any derivative instruments to manage foreign exchange fluctuations.

As at December 31, 2022, a 10% strengthening (weakening) of the Canadian dollar against the US dollar would have increased (decreased) the Company's net loss before taxes by approximately \$3,702 (2021 - \$Nil).

### **(c) Other Price Risk**

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

## **Management of Capital**

Capital comprises the Company's shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company in order to support its operations and business development. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

To maintain its ability to continue as a going concern, the Company is dependent on external financing to fund its future intended business plan. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended December 31, 2022. The Company is not subject to externally imposed capital requirements.

## **UNINSURABLE RISKS**

The business of the Company may not be insurable, or the insurance may not be purchased due to high cost. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Company.

## **FINANCING AND SHARE PRICE FLUCTUATION RISKS**

The market price of the Company's common shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company and its subsidiaries, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company and its subsidiaries, general economic conditions, legislative changes, and other events and factors outside of the Company's control. In addition, stock markets have from time-to-time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Company's common shares.

## **RISKS ASSOCIATED WITH ACQUISITIONS**

If appropriate opportunities present themselves, the Company intends to acquire businesses, technologies, services or products that the Company believes are strategic. The Company currently has no understandings, commitments or agreements with respect to any other material acquisition and no other material acquisition is currently being pursued. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired business, technology, service or product into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company's business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations and financial condition. Any such future acquisitions of other businesses, technologies, services or products might require the Company to obtain additional equity or debt financing, which might not be available on terms favourable to the Company, or at all, and such financing, if available, might be dilutive.

## **ECONOMIC ENVIRONMENT**

The Company's operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence consumer trends and consequently, impact the Company's future sales and profitability.

## **COVID-19 Pandemic Risk**

The COVID-19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreaks and the resultant travel restrictions, social distancing, government response actions, business closures and business disruptions, may all potentially impact the Company's operations and access to capital. As of date, the COVID-19 pandemic has not had a direct adverse effect on the business and affairs of the Company. However, there can be no assurance that the Company will not be further impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets which may reduce share prices and financial liquidity and thereby severely limit the financing capital available in the waste technology sector.

## **Contingencies**

From time to time, the Company and/or its subsidiaries may become defendants in legal actions and the Company intends to take appropriate action with respect to any such legal actions, including by defending itself against such legal claims as necessary. As of the date of this report, the Company is defending a claims case from a former consultant. More details can be found in **Other Matters**.

## **OTHER MATTERS**

### **Legal proceedings**

On August 9, 2022, the Company received notice of claims issued by provincial court of British Columbia (Small Claims Court) from a former consultant pursuant to a disputed agreement entered on May 1, 2022. The former consultant wants to claim the unpaid fees for the month of July 2022 inclusive of GST and the payments in the event of termination without just cause (GST inclusive) with an aggregate potential liability of \$35,266. On August 24, 2022, the Company filed a counterclaim against the former consultant's allegation. As of April 26, 2023, the pleadings are complete and all required applications have been made. The next step is to have a pre-trial conference, which is pending to be scheduled a date for. There has been no settlement yet.

### **Change of Auditor**

On August 17, 2022, the Company announced the resignation of their previous auditor, Smythe LLP. On September 14, 2022, the Company announced the engagement of the new auditor, BF Borgers effective August 25, 2022. No "reportable event" has occurred between the Company and the auditor.

## **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Detailed listings of general and administrative expenses and exploration expenditures are provided in the Financial Statements of the Company.

## **OTHER REQUIREMENTS**

Additional disclosure of the Company's material documents, information circular, material change reports, new release, and other information can be obtained on SEDAR at [www.sedar.com](http://www.sedar.com).

## **DIRECTORS**

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are engaged in the similar line of business. 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 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 Audit Committee members are as follows:

Kal Malhi  
Michael Charles Kelly  
Hyder Khoja

Current Directors and Officers of the Company are as follows:

Kal Malhi, CEO and Director  
Zara Kanji, CFO  
Hyder Khoja, Director and Audit Chair  
Harveer Sidhu, Director  
Michael Charles Kelly, Director