



WPD Pharmaceuticals Inc.

Management's Discussion & Analysis

For the Three Months Ended March 31, 2024 and 2023

(Expressed in Canadian Dollars)

This Management's Discussion and Analysis ("MD&A") provides relevant information on the operations and financial results of WPD Pharmaceuticals Inc. ("WPD" or the "Company") for the three months ended March 31, 2024 and 2023.

Except for historical information, this MD&A includes forward-looking statements which are subject to risks and uncertainties. See – "*Cautionary Note Regarding Forward-Looking Information*". Actual results may differ materially from those in such forward-looking statements. The Company assumes no obligation to update its forward-looking statements to reflect results, changes in assumptions or changes in other factors affecting such statements.

The following discussion is Management's assessment and analysis of the results of operations and financial conditions of the Company and should be read in conjunction with the Company's unaudited condensed interim financial statements and related notes thereto for the three months ended March 31, 2024 and 2023 and the company's audited financial statements and related notes thereto for the year ended December 31, 2023 and 2022, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and can be found on SEDAR+ at www.sedarplus.ca.

This MD&A is based on information available up to May 24, 2024, the date on which it was prepared and approved by the Audit Committee and the Board of Directors. All dollar figures stated herein are expressed in Canadian dollars except unless otherwise specified.

Forward Looking Statements

The information provided in this MD&A, including information incorporated by reference, may contain "forward-looking statements" or "forward-looking information" ("**forward looking statements**") about the Company. Without limitation, the words "may", "could", "would", "believe", "plan", "anticipate", "estimate", "expect", "intend", and words and similar expressions are intended to identify forward-looking statements. All statements, other than statements of historical fact, made by the Company that contemplate activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, the Company's proposed business objectives and plans.

These forward-looking statements speak only as of the date they are made and are based on information currently available and on the current expectations of the Company and assumptions concerning future events. We caution readers not to place undue reliance on forward-looking statements as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations, anticipations and intentions expressed in such forward-looking statements. Forward-looking statements are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements. See – "Risk Factors".

The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by the Company or on our behalf, except as required by law.

Narrative Description of the Business

Prior to November 25, 2022, the Company had active business operations that were carried out primarily through WPD Pharmaceuticals Sp. z o.o. ("**WPD Poland**"), which was the operating branch of the Company and a wholly owned subsidiary. WPD Poland is a biotechnology research and development company with a focus on oncology, namely research and development of medicinal products involving biological compounds and small molecules.

Effective on November 25, 2022, the issued share capital of WPD Poland was increased as a result of the issuance of 34,000 shares of WPD Poland at PLN 50 per share to Houston Pharmaceuticals Inc. ("**HPI**") for cash proceeds of PLN 1,700,000 (\$503,370). Following the share issuance, HPI owned 80.95% and the Company owned 19.05% of WPD Poland's share capital.

As a consequence of the purchase of WPD Poland shares by HPI, the Company was determined to have lost control of the previously consolidated subsidiary WPD Poland and was deconsolidated in the Company's financial statements effective November 25, 2022 (the "**Date of Deconsolidation**"). Following the Date of Deconsolidation, the Company retained a minority equity interest in WPD Poland as an investment asset only. Information in this MD&A related to WPD Poland after the Date of Deconsolidation is considered material and significant to WPD's equity interest in WPD Poland. The Company has not carried on any active business since the Date of Deconsolidation of WPD Poland and has been evaluating opportunities to acquire an interest in an operating business.

Operational Update

On May 1, 2023, the British Columbia Securities Commission (the "**BCSC**") issued an order partially revoking the cease trade order issued by the BCSC, which permitted the Company to complete a convertible debenture offering. On June 2, 2023, the Company closed the convertible debenture offering through a private placement of unsecured convertible debentures (the "**Debentures**") that raised an aggregate principal amount of \$300,000. Each Debenture is convertible into units of the Company at a conversion price of \$0.05 per unit. Each unit will consist of one common share and one share purchase warrant exercisable to purchase one additional common share at a price of \$0.05 for three years from the date of issuance of the unit. The Debentures bear interest at the rate of 18% per annum compounded monthly until maturity and after default. The Debentures will mature on June 2, 2026. The proceeds of this offering have been used to complete and file the Company's outstanding continuous disclosure documents, including its audited financial statements; to pay legal fees, accounting fees, filing fees and certain accounts payable; and for general working capital.

On August 31, 2023, WPD Poland signed an Investment Agreement with ACRX Investments Limited ("**ACRX**") of Nicosia, Cyprus, for an investment by ACRX of PLN 11,940,000 (approx. CAD\$3,918,000) in consideration of the issuance of new shares by WPD Poland to ACRX. The funds are being advanced to WPD Poland in scheduled tranches to be used for the joint development of drug projects currently and in the future carried out by WPD Poland. During the financial year ended December 31, 2023, ACRX advanced to WPD Poland total funds of PLN 5,126,961.58 (approx. CAD\$1,682,365) in consideration of the issuance to ACRX of a total 61,526 shares at a par value of PLN 50 each. As a result of the issuance of the shares to ACRX and a few other issuances during the year ended December 31, 2023, the percentage equity ownership of WPD Poland shares by the Company decreased from 19.05% to 6.91%. On February 5, 2024, WPD Poland received the third tranche of funds from ACRX and issued to ACRX 14,400 shares at a par value of PLN 50 each for total consideration paid to WPD Poland of PLN 1,199,952 (\$402,129). As a result of the issuance of the shares to ACRX, the percentage equity ownership of WPD Poland shares by the Company decreased from 6.91% to 6.15%.

On January 26, 2024, the Company filed its audited financial statements for the years ended December 31, 2022 and 2021. On May 7, 2024, the Company filed its audited financial statements for the year ended December 31, 2023.

On May 15, 2024, the BCSC and the Ontario Securities Commission (the "**OSC**") issued revocation orders fully revoking the dual cease trade orders issued by the BCSC and the OSC on July 8, 2022, which had ceased the trading and issuance of all securities of the Company.

The Company's common shares were reinstated for trading on the Canadian Securities Commission on May 24, 2024 under the trading symbol "WBIO".

Summary Of Quarterly Results

Below is selected financial information for the most recent eight quarters. The quarterly results presented in the table below were prepared in accordance with IFRS.

Quarter ended	Comprehensive income (loss)	Income (loss) per share
	\$	\$
March 31, 2024	(157,615)	(0.00)
December 31, 2023	122,387	0.00
September 30, 2023	(85,850)	(0.00)
June 30, 2023	(78,650)	(0.00)
March 31, 2023	(37,969)	(0.00)
December 31, 2022	5,547,603	0.05
September 30, 2022	(778,584)	(0.01)
June 30, 2022	(650,136)	(0.01)

The first three quarters in the year ended December 31, 2022, and the period up to Nov 25, 2022 in the quarter ending December 31, 2022 include the results of the Company as well as its wholly owned subsidiary WPD Poland up to the Date of Deconsolidation. The losses during that period represents mainly the cost of various research projects carried out by WPD Poland. However, deconsolidation of WPD Poland coupled with recognition of certain grant income in WPD Poland received prior to deconsolidation resulted in a comprehensive income of \$5,547,603 in the quarter ended December 31, 2022. Subsequently, the comprehensive losses in the quarters of 2023 represent the costs incurred by the Company to keep it running, primarily consisting of professional fees, consultant fees and interest on convertible debt issued on June 2, 2023.

Results Of Operations

Total expenses incurred in the three months ended March 31, 2024 and 2023 respectively consisted of the following expenses:

	Three months ended March 31,	
	2024	2023
Expenses		
Amortization and depreciation and impairment of tangible assets	\$ 2,706	\$ -
Consultants	31,108	-
Interest expense	15,373	-
Professional fees	61,505	30,030
Others	46,923	7,939
Total expenses	(157,615)	(37,969)

Three months ended March 31, 2024 and 2023

For the three months ended March 31, 2024, the Company reported a comprehensive loss of \$157,615 compared to a comprehensive loss of \$37,969 for the same period in 2023, an increase of loss of \$119,646 which was primarily attributable to the following items:

- (i) Amortization and depreciation for the three months ended March 31, 2024 was \$2,706 compared to \$Nil the three months ended March 31, 2023. The increase is attributed to the amortization of transaction costs related to the offering of the Debentures.
- (ii) Consultants fees for the three months ended March 31, 2024, were \$31,108 compared to \$Nil for the three months ended March 31, 2023. The increase is attributed to an increase in accounting activities in the current quarter.

- (iii) Interest costs for the three months ended March 31, 2024 was \$15,373 compared to \$Nil for the three months ended March 31, 2023. The increase is attributed to the interest charges on the Debentures.
- (iv) Professional fees for the three months ended March 31, 2024 were \$61,505 compared to \$30,030 for the three months ended March 31, 2023. The increase is attributable to increase in legal activities in relation to the revocation procedures in the current quarter.
- (v) Regulatory, transfer and agent fees for the three months ended March 31, 2024 were \$44,125 compared to \$6,717 for the three months ended March 31, 2023. The increase is attributed to filing fees and penalties for filing of 2021 and 2022 financial statements in the current quarter

Liquidity And Capital Resources

The Company has financed its operations to date through the issuance of common shares and debt securities. The Company continues to seek capital through various means including the issuance of equity and/or debt securities.

As at March 31, 2024, the Company had a working capital deficit of \$616,070 (December 31, 2023 – \$476,533 (inclusive of cash of \$10,840 (December 31, 2023 – cash of \$85,861).

Although the Company has previously been successful in raising the funds required for its operations, there can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future. See – "*Risk Factors*".

Summary of Outstanding Share Data

The Company's authorized capital is unlimited common shares without par value. As at March 31, 2024 and the date of this MD&A, the Company had 113,438,244 common shares, 2,515,000 stock options, ten Debentures, and nil warrants issued and outstanding as described below.

Expiry date	Number of options outstanding	Number of options exercisable	Weighted average exercise price (\$)	Remaining life of options (Years)
January 13, 2025	2,015,000	2,015,000	0.86	0.79
November 4, 2025	500,000	500,000	0.86	1.60
	2,515,000	2,515,000	0.86	0.95

The Debentures are convertible into up to 6,000,000 units at a conversion price of \$0.05 per unit. See – "*Narrative Description of the Business*" for more information regarding the terms of the Debentures.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet arrangements.

Related Party Transactions

Related parties include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that the related parties of the Company consist of members of the Board and key management personnel, including the Company's Chief Executive Officer and Chief Financial Officer.

As at March 31, 2024, a total of \$214,432 (December 31, 2022 – \$214,432) is included in accounts payable and accrued liabilities, which is payable to the Company's former and current key management personnel and directors and other related parties that are controlled by a person who has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

As at March 31, 2024, the Company has \$16,177 (December 31, 2023 - \$16,177) owing to WPD Poland, a former subsidiary.

Amounts due to related parties included in accounts payable and accrued liabilities and in due to related parties are unsecured, non-interest-bearing and are without fixed terms of repayment.

The Company had no transactions with related parties during the three months ended March 31, 2024 and the year ended December 31, 2023,

Proposed Transactions

As of March 31, 2024, the Company did not have any proposed transactions.

Critical Accounting Estimates and Judgments

The preparation of this MD&A is based on critical accounting estimates and judgments consistent with those used in the preparation of the audited annual financial statements for the years ended December 31, 2023 and 2022. For further information, see Note 2 of the Company's audited financial statements for the years ended December 31, 2023 and 2022.

Accounting Policies

The preparation of this MD&A is based on accounting principles and practices consistent with those used in the preparation of the audited annual financial statements for the years ended December 31, 2023 and 2022. For further information, see Note 3 of the Company's audited annual financial statements for the years ended December 31, 2023 and 2022.

Financial Instruments and Other Instruments

Fair Value of Financial Instruments

The Company's financial instruments consist of cash, receivables, investments, accounts payables, due to related parties and the Debentures. The carrying value of receivables, accounts payable and accrued liabilities approximates fair value due to the short-term nature of the financial instruments. The Debentures approximate their fair value because they are discounted using a market discount rate. Cash is valued at a Level 1 fair value measurement and is classified as fair value through profit or loss. Receivables and the Debentures are classified as amortized cost. Investments are measured at fair value using Level 2 inputs. These estimates are subjective and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Financial instruments measured at fair value are classified into one of the 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 hierarchy are:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

During, 2023, WPD Poland had closed a significant investment agreement with certain entities and individuals, including the Company, which provided a relevant and reliable reference point to determine the fair value of the Company's investment in WPD Poland in 2023. Accordingly, the fair value measurement of the investment in WPD Poland is categorized within Level 2 of the fair value hierarchy based on this recent financing price.

Financial Instruments Risk

The Company is exposed in varying degrees to a variety of financial instrument-related risks. The Board approves and monitors the risk management processes:

(i) Credit Risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and receivables. The Company's receivables are primarily due to other receivables and value added taxes. The Company limits its exposure to credit loss by placing its cash with major financial institutions. Credit risk with respect to value added taxes is minimal as the amounts are due from government agencies. The Company's maximum exposure to credit risk comprises of the carrying value of cash and receivables.

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash on hand to meet its financial obligations.

The Company's cash of \$10,840 as at March 31, 2024 is insufficient to meet anticipated cash needs for working capital and capital expenditures through the next twelve months. To the extent that the Company does not believe it has sufficient liquidity to meet its current obligation, management considers securing additional funds primarily through equity arrangements to be of most importance.

The Company's long-term liquidity depends on its ability to access the capital markets, which depends substantially on the economic conditions relating to the state of capital markets generally.

(iii) Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. As at March 31, 2024, the Company has cash balances which are interest bearing. Interest income is not significant to the Company's projected operational budget and related interest rate fluctuations are not significant to the Company's risk assessment. The Company's Debentures are interest-bearing debt at a fixed rate and therefore not subject to interest rate risk.

(iv) Tax Risk

The Company is subject to various taxes including, but not limited to the following: income tax and goods and services tax. The Company's tax filings will be subject to audit by various taxation authorities. While the Company intends to base its tax filings and compliance on the advice of its tax advisors, there can be no assurance that its tax filing positions will never be challenged by a relevant taxation authority resulting in a greater than anticipated tax liability.

(v) Foreign Exchange Risk

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is minimal.

Capital Management

The Company's capital structure consists of cash and share capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. The Board 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. In order to carry out the planned activities and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. 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 since inception. The Company is subject to externally imposed capital requirements.

Additional Information

Additional information relating to WPD Pharmaceuticals Inc. can be accessed under the Company's public filings on SEDAR+ found at www.sedarplus.ca.