

**BIOMMUNE TECHNOLOGIES INC.**  
**Suite 1780 – 400 Burrard Street, Vancouver, BC, Canada**

**Form 51-102F1**

**Management's Discussion & Analysis of Financial Condition and Results of Operations for the Financial Three Months  
Ended February 28, 2015**

**Date: April 24, 2015**

**Management's Discussion and Analysis**

The following management discussion and analysis (MD&A) of the financial information of bioMmune Technologies Inc. (formerly MC Partners Inc.) (the "Company") and results of operations should be read in conjunction with the Company's condensed consolidated interim financial statements for the three months ended February 28, 2015 and 2014 and the audited consolidated financial statements and accompanying notes for the year ended November 30, 2014. These documents, are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to future performance. The financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and include the operating results of the Company.

This MD&A was reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on October 29, 2014. The information contained within this MD&A is current to April 24, 2015.

The Company's critical accounting estimates, significant accounting policies and risk factors have remained substantially unchanged and are still applicable to the Company unless otherwise indicated. All amounts are expressed in Canadian Dollars unless noted otherwise.

**Forward-Looking Statements**

Certain statements contained in this MD&A may constitute forward-looking statements. These forward-looking statements can generally be identified as such because of the context of the statements, including such words as "believes", "anticipates", "expects", "plans", "may", "estimates", or words of a similar nature. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from anticipated future results and/or achievements expressed or implied by such forward-looking statements, which speak only as of the date the statements were made. Readers are therefore advised to consider the risks associated with any such forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth herein.

**Overview**

The Company was incorporated on January 28, 2011 pursuant to the *Business Corporations Act*, British Columbia, under the name MC Partners Inc. as a capital pool company as defined by Policy 2.4 (the "CPC Policy") of the TSX Venture Exchange (the "Exchange"). On May 24, 2013, the Company acquired all of the issued and outstanding shares of bioMmune Advanced Technologies Inc. (formerly bioMmune Technologies Inc.) ("BAT"), a private company formed to commercially exploit a number of patents and patent applications that surround three technologies. The acquisition constituted the Company's Qualifying Transaction pursuant to the CPC Policy of the Exchange. On May 22, 2013, the Company changed its name to bioMmune Technologies Inc. and BAT changed its name to bioMmune Advanced Technologies Inc. The Company is a Tier 2 Research and Development Issuer engaged in the research and development of products for the treatment of cancers, and for improvement of the immune system, trading on the Exchange under the trading symbol "IMU".

Additional information relating to the Company can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com).

**Overall Performance**

Stock Options

In December, 2014, the Board of Directors passed a resolution to immediately vest 1,325,000 stock options granted to directors and officers of the Company. The fair value of options vested during the period was calculated at \$35,156, which has been recognized as share-based payments.

On March 31, 2015, 200,000 stock options granted to Hamza Thindal Capital Corp., exercisable at a price of \$0.25 per share expired unexercised.

### Financial Position

The consolidated statement of financial position as at February 28, 2015 indicates a cash position of \$207,267 (November 30, 2014: \$394,711). Other current assets are comprised of prepaid expenses of \$17,277 (November 30, 2014: \$77,678) and GST receivable of \$5,389 (November 30, 2014: \$22,165). Prepaid expenses are comprised of prepayments made for research and development of \$13,327 and insurance of \$3,950. Non-current assets at February 28, 2015 comprise computer equipment of \$592 (November 30, 2014: \$687) and intangible assets of \$1,021,132 (November 30, 2014: \$1,042,053).

Current liabilities at February 28, 2015 total \$71,140 (November 30, 2014: \$90,793) comprising audit fees of \$17,000 (November 30, 2014: \$17,000), research and development fees of \$50,129 (November 30, 2014: \$55,416), legal fees of \$nil (November 30, 2014: \$2,150), investor relations and marketing of \$nil (November 30, 2014: \$7,875), consulting fees of \$2,625 (November 30, 2014: \$2,625) and general administrative expenses of \$1,386 (November 30, 2014: \$5,727).

Shareholders' equity is comprised of share capital of \$3,033,758 (November 30, 2014: \$3,033,758), reserves of \$281,809 (November 30, 2014: \$246,653) and a deficit of \$2,135,049 (November 30, 2014: \$1,833,910).

Option reserves increased \$35,156 in connection with options vesting during the period.

As at February 28, 2015, the Company has working capital of \$158,793 (November 30, 2014: \$403,761).

The weighted average number of common shares outstanding as at February 28, 2015 is 24,673,417 (November 30, 2014: 24,102,538).

### **Intangible Assets**

Intangible assets consist of intellectual property surrounding the following three technologies:

1. Novel Histone Deacetylase Inhibitors (HDACis) that are able to increase antigen expression on the surface of tumour cells, making them more visible to the immune system. These HDACis will be useful as cancer therapeutics by harnessing the power of the immune system to attack and eliminate cancers.

Many cancer cells, including those that are metastatic, escape immune recognition and elimination after selection by immune editing whereby tumour antigens are not properly displayed on the cell surface. These escape variants have deficiencies in the endogenous Antigen Processing Pathway (APP) and do not express sufficient Major Histocompatibility Complex I (MHC I) molecules and their associated tumour antigen peptides at the cell surface. Thus these tumour cells evade recognition by host immune surveillance mechanisms, making them resistant to immunotherapeutic approaches to elimination of cancer. We showed that by restoring the function of the Transporter of Antigen Processing 1 (TAP1) molecule in the APP, the presentation of tumour antigens at the cancer cell surface was restored and immune responses were enhanced in metastatic disease. Research revealed that the mechanism leading to the TAP1 defect and poor antigen presentation is not regulated by mutations in the TAP-1 gene, but that it is epigenetically regulated and can be restored by treatment with HDACis. By developing a high-throughput screening assay and using a novel pharmacological assay from deep-sea sponge extracts, BioMmune has identified several unique HDACis that induce antigen presentation in metastatic prostate and lung carcinomas.

In February, 2014, the Company entered into an agreement with UBC whereby UBC conducted research to identify compounds that increase the expression of the TAP1 protein, a part of the APP and thus MHC 1 molecules on the surface of metastatic tumour cells, thereby increasing tumour antigen expression and rendering them visible to the immune system. During fiscal 2014, the Company paid UBC an aggregate of \$130,000 to cover the cost of the research under the agreement, which terminated on January 31, 2015. The Company and UBC have agreed to amend the agreement to extend work through June of 2015. No further funding is anticipated at this time.

Much of the initial screening process has been completed and positive hits from the screening of the library of marine extracts were obtained. Preliminary results showed that several extracts increased TAP-1 and MHC I expression. From these extracts, new chemical structures that exhibit efficient restoration of the APP were identified. Screening of additional extracts and purified compounds was performed and several more active compounds were identified. One compound, curcuphenol, was identified as a single active compound. Curcuphenol and four new analogues have been

synthesized and shown to induce high expression of MHC 1. These analogues are being produced in sufficient quantities to start animal testing.

As at November 30, 2014, \$58,329 was expensed and \$71,671 remains in prepaid expenses to cover further research at UBC through 2015. The Company does not anticipate any further significant expenditures to take this research into and through the preliminary animal testing stage. One of the analogues of curcuphenol named PC-02-113 has already been tested *in vivo* and did not show any apparent acute toxicity, nor did it appear to have any cumulative, chronic toxicity over the course of the treatment. PC-02-113 appeared to be as effective as another well known HDAC inhibitor, Trichostatin A (TSA) in inhibiting the growth of tumours. TSA is an organic compound that serves as an antifungal antibiotic and selectively inhibits the class I and II mammalian histone deacetylase (HDAC) families of enzymes. Further work in 2015 will involve testing the other 3 curcuphenol analogs, curcuphenol, and newly identified HDACis for anti-tumor activity *in vivo*.

2. Regulation of immune system activity involved in diseases such as allergy, autoimmunity and cancer by antibody-mediated modulation of selected calcium channel activity.

In January, 2014, the Company entered into an agreement with UBC whereby UBC is conducting research to derive monoclonal antibodies (mAbs) that modulate the activation of specific calcium channels which are associated with the proliferation and induction of cells of the immune system. These antibodies will be selected for their ability to modulate the function of white blood cells (lymphocytes) that are involved in animal models of a variety of human diseases and in transplantation of tissues and organs.

The calcium channels on lymphocytes are a multi-member family comprised of more than 10 different proteins. The activity of these channels is regulated to control intracellular concentrations of calcium (Ca) which determines the proliferation and activity of cells involved in immune responses. Antibodies generated against different forms of the calcium channels may act as new calcium channel regulators and in some cases have been shown to inhibit the proliferation and functional differentiation of lymphocytes. Such antibodies may allow modulation of the immune system to combat cancers and infections and to control autoimmune diseases, allergy and transplantation responses. A large number of mAbs have been derived against specific ectodomains of voltage-dependent calcium channel isoforms Cav 1-1, Cav1-2, Cav1-3 and Cav1-4. In 2015, selected mAbs will be used *in vivo* to determine their effect on modulation of immune responses, including anti-cancer activity.

During fiscal 2014, the Company paid UBC \$130,000 to cover the scope of this research. In addition, the Company has been very active on the patent "Methods and compositions for modulating voltage-gated calcium channel function" and has initiated worldwide patent application for this technology. The Company does not anticipate any further significant expenditures to take the calcium channel research into and through the preliminary animal testing stages.

3. Use of CD74 protein to control antigen presentation for regulation of the immune system.

CD74 is a protein that is centrally involved in initiation of immune responses. The use of mechanisms or compounds that regulate CD74 activity will allow modulation of the immune system to combat cancers and infections and to control allergy, autoimmune diseases and graft rejection.

Dendritic cells are part of the innate immune system and are the principal antigen-presenting cells that initiate adaptive immune responses. Dendritic cells take up dead cells and cellular debris containing antigenic proteins and process these exogenously derived antigens for ultimate display on the cell surface in the Major Histocompatibility Complex class I (MHC I) molecules. This process is essential for induction of immune responses against cancers and infectious organisms and its down-regulation will allow dampening of immune responses in autoimmune diseases, in allergic reactions and in transplantation. The discovery that CD74 mediates trafficking of MHC I to compartments for loading with peptides from exogenously derived antigens offers new avenues for controlling this activity, for example by engineering of hybrid molecules composed of CD74 and antigenic molecules for enhancing vaccine efficacy.

Recombinant cloning of the CD74 chaperone protein by genetic engineering is underway. CD74 gene constructs including DNA encoding peptides from viruses such as HIV and Influenza are being made and will be used to produce proteins in dendritic cells (the supreme antigen presenting cells). These antigen-presenting cells will be used to test their effect on increased immune responses *in vivo*.

During fiscal 2014, the Company paid UBC \$130,000 to cover the scope of this research. The Company does not anticipate any further significant expenditures for this CD74 research into and through the preliminary animal testing stage.

During the three months ended February 28, 2015, the Company incurred research and development costs of \$129,053 (2014: \$270,913) comprising lab work of UBC of \$57,834 (2014: \$195,000) pursuant to research agreements as described above and legal fees of \$71,219 (2014: \$75,913) associated with filing patent continuities as well as maintaining protection of patent applications currently owned by the Company.

### Results of Operations

During the three months ended February 28, 2015, the Company reported a net loss of \$301,139 (\$0.01 basic and diluted loss per share) compared to a net loss of \$443,661 (\$0.02 basic and diluted loss per share for the same period in Fiscal 2014).

### Summary of Quarterly Results

The following table presents selected quarterly financial information of the Company for the eight most recently completed quarters of operation prepared in accordance with IFRS and expressed in Canadian Dollars.

	2015	2014				2013		
	Qtr 1	Qtr 4	Qtr 3	Qtr 2	Qtr 1	Qtr 4	Qtr 3	Qtr 2
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	-	-	-	-	-	-	-	-
Net Loss	301,139	342,839	280,782	168,872	443,661	53,251	369,183	73,259
Basic and diluted Loss per share	0.01	0.02	0.01	0.00	0.02	0.00	0.03	0.01

Share-based compensation expense impacts expenses and net and comprehensive loss as follows: Q1 2015: \$35,156 Q4 2014: \$9,182, Q3 2014: \$30,606, Q2, 2014: \$36,632, Q1 2014: \$44,389, Q4, 2013: \$(148,550), Q3 2013: \$266,059, Q2 2013: \$nil.

Subsequent to the completion of the Qualifying Transaction in Quarter 2 of 2013, the Company began actively moving forward with research and development.

The Company's significant accounting policies are set out in Note 3 of the audited annual financial statements as at and for the year ended November 30, 2014.

### Analysis of Quarterly Results

For the three months ended February 28,	Notes	2015	2014
		\$	\$
<b>General and administrative expenses</b>			
Administrative and general office		2,520	2,142
Amortization		21,016	21,366
Bank charges and interest		291	450
Consulting fees	a)	100,408	70,250
Foreign exchange loss/(gain)		(2,204)	4,387
Insurance		2,566	2,605
Investor relations and marketing		7,755	7,500
Research and development	b)	129,053	270,912
Share-based payments		35,156	44,389
Travel and accommodation	c)	1,958	11,606
Transfer agent, listing and filing fees	d)	3,128	8,580

- a) Consulting fees – Effective September 1, 2014, the Company entered consulting agreements with two arms-length parties to provide consulting services to the Company for aggregate fees of \$4,500 per month. Effective June 1, 2014, the consulting agreement with Cydweli Consultants Inc., a privately held corporation controlled by Dr. Reinhard Gabathuler, President and CEO of the Company, was amended to increase the monthly fee from \$5,000 to \$8,000. During the quarter ended February 28, 2015, the Company paid director’s fees of \$7,556 to a director of the Company.
- b) Research and development – during the three months ended February 28, 2014, the Company paid \$195,000 to UBC pursuant to research agreements.
- c) Travel and accommodation during fiscal 2014 included trips to Europe and the United States to attend industry conferences and present the Company’s technology to potential industry partners.
- d) Transfer agent, listing and filing fees – during the first quarter of fiscal 2014, annual listing fees of \$5,400 were expensed. During fiscal 2015, these fees will be expensed monthly..

### Liquidity & Capital Resources

The Company has financed its operations to date through the issuance of common shares.

	February 28, 2015	November 30, 2014
Working capital	\$ 158,739	\$ 403,761
Deficit	\$ 2,135,049	\$ 1,833,910

During the three months ended February 28, 2015, net cash used in operating activities is \$187,444 (2014: \$312,370), comprising a loss of \$301,139 (2014: \$443,661) net of amortization expense of \$21,016 (2014: \$21,366) and share-based payments of \$35,156 (2014: \$44,389), a decrease in prepaid expenses of \$60,400 (2014: \$2,605), a decrease in GST receivable of \$16,776 (2014: an increase of \$4,414) and a decrease in accounts payable and accrued liabilities of \$19,653 (2014: an increase of \$67,345).

Cash from investing activities is \$Nil (2014: \$280,617).

Cash from financing activities is \$Nil (2014: \$17,500).

The Company does not expect its current capital resources to be sufficient to cover its operating costs and future research and development expenditures through the next twelve months. As such, the Company will seek to raise additional capital and believes it will be able to do so, but recognizes the uncertainty attached thereto. If the Company is unable to obtain additional financing, management may be required to further curtail certain discretionary expenses. Funding requirements may vary from those planned due to a number of factors, including the progress on research and development initiatives.

### Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that would potentially affect current or future operations or the financial condition of the Company.

## Related Party Transactions

The following is a summary of related party transactions that occurred during the three months ended February 28, 2015 and 2014:

Key management compensation:

<b>Services provided by:</b>	<b>2015</b>	<b>2014</b>
RBH Consulting Inc. a)	\$ 24,000	\$24,000
Judi Dalling b)	16,353	16,250
Cydweli Consultants Inc. c)	24,000	15,000
Share-based payments	33,377	35,824
	<b>\$97,730</b>	<b>\$91,074</b>

- a) RBH Consulting Inc. is a privately held corporation controlled by Robin Hutchison, a director and Executive Chairman of the Company, who provided consulting services to the Company (note 10).
- b) Judi Dalling, the CFO of the Company, provided consulting services to the Company (note 10).
- c) Cydweli Consultants Inc. is a privately held corporation controlled by Dr. Reinhard Gabathuler, President and CEO of the Company, who provided consulting services to the Company (note 10).

Other related party transactions include:

\$459 is included in accounts payable and accrued liabilities for disbursements payable to a Director.

During the three months ended February 28, 2015, administrative and general office expenditures of \$4,484 (2014: \$14,222) for reimbursements of same were paid to directors and officers.

## Proposed Transactions

The Company does not currently have any proposed transactions approved by the Board of Directors. All current transactions are fully disclosed in the condensed consolidated interim financial statements for the three months ended February 28, 2015 and 2014.

Commitments over the next five years are as follows:

2015	\$ 357,500
2016	317,000
2017	317,000
2018	317,000
2019	317,000
	<b>\$ 1,625,500</b>

Effective September 1, 2014, the Company entered into consulting agreements as follows:

- i. Consulting agreement with John Davenport to provide advisory services for a fee of \$2,000 per month for a period of 12 months; and
- ii. Consulting agreement with 551943 Alberta Ltd. to provide advisory services for a fee of \$2,500 per month for a period of 12 months.

Effective June 1, 2013, the Company entered into consulting agreements as follows:

- iii. Consulting agreement with RBH Consulting Inc., a company fully owned by a director and officer of the Company, to provide consulting services to the Company for a fee of \$96,000 per year (note 11);

- iv. Consulting agreement with Cydwelli Consultants Inc., a company fully owned by an officer of the Company, to provide consulting services to the Company for a fee of \$60,000 per year. On June 1, 2014, the Company increased the fee to \$96,000 per year (note 11);
- v. Consulting agreement with Judi Dalling, CFO of the Company, to provide consulting services to the Company for a fee of \$65,000 per year (note 11); and
- vi. Consulting agreement with 442668 BC Ltd. to provide consulting services to the Company for a fee of \$60,000 per year.

Each of these agreements includes an automatic renewal clause, unless notification is provided by either party. In addition to the fees set forth above, incentive bonuses may be granted at the discretion of the Board of Directors.

#### **Accounting standards not yet implemented**

The following standards have been issued but are not yet effective. They may result in future changes to accounting policies and other note disclosures.

Certain new standards, interpretations and amendments to existing standards are not yet effective as of February 28, 2015 and have not been applied in preparing these consolidated financial statements. The Company is assessing the impact of these standards on its consolidated financial statements:

##### *IFRS 9 Financial Instruments (2014)*

This is a finalized version of IFRS 9, which contains accounting requirements for financial instruments, replacing IAS 39 *Financial Instruments: Recognition and Measurement*. The standard contains requirements in the following areas:

- Classification and measurement. Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a "fair value through other comprehensive income" category for certain debt instruments. Financial liabilities are classified in a similar manner to under IAS 39; however, there are differences in the requirements applying to the measurement of an entity's own credit risk.
- Impairment. The 2014 version of IFRS 9 introduces an "expected credit loss" model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized.
- Hedge accounting. Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures.
- Derecognition. The requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

Applicable to the Company's annual periods beginning on December 1, 2018.

##### *Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32)*

Amends IAS 32 *Financial Instruments: Presentation* to clarify certain aspects because of diversity in application of the requirements on offsetting, focused on four main areas:

- the meaning of "currently has a legally enforceable right of set-off"
- the application of simultaneous realization and settlement
- the offsetting of collateral amounts
- the unit of account for applying the offsetting requirements.

Applicable to the Company's annual periods beginning on December 1, 2014.

##### *Recoverable Amount Disclosures for Non-Financial Assets (Amendments to IAS 36)*

Amends IAS 36 *Impairment of Assets* to reduce the circumstances in which the recoverable amount of assets or cash-generating units is required to be disclosed, clarify the disclosures required, and to introduce an explicit requirement to

disclose the discount rate used in determining impairment (or reversals) where recoverable amount (based on fair value less costs of disposal) is determined using a present value technique.

Applicable to the Company's annual period beginning on December 1, 2014.

### Financial Instruments & Other Instruments

#### (a) Fair values

Financial instruments recognized at fair value on the consolidated statements of financial position must be classified in one of the following three fair value hierarchy levels:

Level 1 – measurement based on quoted prices (unadjusted) observed in active markets for identical assets or liabilities;

Level 2 – measurement based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability; or

Level 3 – measurement based on inputs that are not observable (supported by little or no market activity) for the asset or liability.

As at February 28, 2015, the Company's financial instruments are comprised of cash and cash equivalents, short-term investments, and accounts payable and accrued liabilities. With the exception of cash and cash equivalents and short-term investments, all financial instruments held by the Company are measured at amortized cost.

#### (b) Credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and cash equivalents and short-term investments. The Company limits its exposure to credit loss by placing its cash and cash equivalents and short-term investments with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

	February 28, 2015	February 28, 2014
Cash and cash equivalents	\$ 207,267	\$ 29,777
Short-term investments	-	824,851
	\$ 207,267	\$ 854,628

#### (c) 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 approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due.

At February 28, 2015, the Company had cash and cash equivalents of \$207,267 (2014: \$29,777) and short-term investments of \$Nil (2014: \$824,851) available to apply against short-term business requirements and current liabilities of \$71,140 (2014: \$140,814). All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of February 28, 2015 and 2014.



(d) Currency risk

The Company is exposed to currency risk to the extent expenditures incurred or funds received and balances maintained by the Company are denominated in currencies other than the Canadian dollar. The Company does not manage currency risks through hedging or other currency management tools.

As at February 28, 2015 and 2014, the Company's net exposure to foreign currency risk is as follows:

US dollars	2015	2014
Cash	\$ 444	\$ 2,549
Accounts payable	40,119	66,649
Net exposure to foreign currency risk 444	40,563	69,198
Canadian dollar equivalent	\$ 52,923	\$ 62,156

Based on the above net foreign currency exposure, and assuming all other variables remain constant, a 7% weakening or strengthening of the Canadian dollar against the US dollar would not have a material effect on the Company's net loss and comprehensive loss.

(e) Other price risk

Other price risk is the risk that 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.

#### Changes in Accounting Policies

The Company has not made any changes to accounting policies during the three months ended February 28, 2015. Refer to note 3 in the consolidated financial statements for the year ended November 30, 2014 for the Company's significant accounting policies. Certain pronouncements were issued by the IASB that are mandatory for annual years beginning after January 1, 2014. The changes have not been early adopted are being evaluated to determine if there will be an impact on the Company.

#### Risks and Uncertainties

##### Overview

An investment in the Company's shares should be considered highly speculative due to the nature of the Company's business and the present stage of its development. In evaluating the company and its business, shareholders should carefully consider, in addition to the other information contained in this management discussion and analysis, the following risk factors. These risk factors are not a definitive list of all risk factors associated with the Company. It is believed that these are the factors that could cause actual results to be different from expected and historical results. Investors should not rely upon forward-looking statements as a prediction of future results.

##### Competition

The market for the Company's technology is highly competitive. The Company competes with other research teams who are also examining potential therapeutics with regards to autoimmune diseases and disorders. Many of its competitors have greater financial and operational resources and more experience in research and development than the Company. These and other companies may have developed or could in the future develop new technologies that compete with the Company's technologies or even render its technologies obsolete.

Competition in the Company's markets is primarily driven by:

- timing of technological introductions;
- ability to develop, maintain and protect proprietary products and technologies; and
- expertise of research and development team.

##### Litigation to Protect Company's Intellectual Property

The Company's future success and competitive position depends in part upon its ability to maintain its intellectual property portfolio. There can be no assurance that any patents will be issued on any existing or future patent applications. Even if

such patents are issued, there can be no assurance that any patents issued or licensed to the Company will not be challenged. The Company's ability to establish and maintain a competitive position may be achieved in part by prosecuting claims against others who it believes to be infringing its rights. In addition, enforcement of the Company's patents in foreign jurisdictions will depend on the legal procedures in those jurisdictions. Even if such claims are found to be invalid, the Company's involvement in intellectual property litigation could have a material adverse effect on its ability to distribute any products that are the subject of such litigation. In addition, the Company's involvement in intellectual property litigation could result in significant expense, which could materially adversely affect the use responsibilities, whether or not such litigation is resolved in the Company's favour.

### **Clinical testing and Regulatory approval**

Since the Company's success is dependent on the successful completion of a third party pre-clinical trials, regulatory approval and introduction of its technology into the market, and since the Company has completed none of the tasks at this time, the Company does not know if it will be able to complete them.

The actual timing of these events can vary dramatically due to factors such as delays or failures in the Company's clinical trials and the uncertainties inherent in the regulatory approval process. The Company might not be able to obtain the necessary results from its pre-clinical trials or to gain regulatory approval necessary for licensing its technology. The Company's failure to achieve these objectives will mean that an investor will not be able to recoup their investment or to receive a profit on their investment.

### **Intellectual Property**

The Company's success depends to a significant degree upon its ability to develop, maintain and protect proprietary products and technologies. The Company files patent applications in the United States, Canada, Europe, and selectively in other foreign countries as part of its strategy to protect its proprietary products and technologies. However, patents provide only limited protection of the Company's intellectual property. The assertion of patent protection involves complex legal and factual determinations and is therefore uncertain and expensive. The Company cannot provide assurances that patents will be granted with respect to any of its pending patent applications, that the scope of any of its patents will be sufficiently broad to offer meaningful protection, or that it will develop additional proprietary technologies that are patentable. The Company's current patents could be successfully challenged, invalidated or circumvented. This could result in the Company's patent rights failing to create an effective competitive barrier. Losing a significant patent or failing to get a patent to issue from a pending patent application that the Company considers significant could have a material adverse effect on its business. The laws governing the scope of patent coverage in various countries continue to evolve. The laws of some foreign countries may not protect the Company's intellectual property rights to the same extent as the laws of Canada and the United States. The Company holds patents only in selected countries. Therefore, third parties may be able to replicate technologies covered by the Company's patents in countries in which it does not have patent protection.

### **Legal Proceedings**

In the course of the Company's business, the Company may from time to time have access to confidential or proprietary information of third parties, and these parties could bring a claim against the Company asserting that it has misappropriated their technologies and had improperly incorporated such technologies into its products. Due to these factors, there remains a constant risk of intellectual property litigation affecting the Company's business. In the future, the Company may be made a party to litigation involving intellectual property matters and such actions, if determined adversely, could have a material adverse effect on the Company.

### **Dependence upon Management**

Although the Company Issuer is expected to have experienced senior management and personnel, it will be substantially dependent upon the services of a few key personnel, particularly Robin Hutchison, Wilfred Jefferies and Reinhard Gabathuler, for the successful operation of its business. The loss of the services of any of these personnel could have a material adverse effect on the business of the Company. The Company may not be able to attract and retain personnel on acceptable terms given the intense competition for such personnel among high technology enterprises, including biotechnology, and healthcare companies, universities and non-profit research institutions. If it loses any of these persons, or is unable to attract and retain qualified personnel, its business, financial condition and results of operations may be materially and adversely affected.

### **Going Concern**

The ability of the Company to continue as a going concern is dependent on its ability to generate future profitable operations and to obtain additional debt or equity financing. There can be no assurance that the Company's operations will

achieve profitability in the future or that the the Company will be able to successfully obtain financing on commercially reasonable terms or at all.

### **Substantial Capital Requirements and Liquidity**

Substantial additional funds for the Company's research and development programs will be required. No assurances can be given that the the Company will be able to raise the additional funding that may be required for such activities. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations, or even cease its operations.

### **Reliance on Third Parties**

The Company is relying on a third party to assist it in conducting both pre-clinical and clinical trials. If this third party does not successfully carry out their contractual duties or meet expected deadlines, the Company may not be able to obtain regulatory approval for or commercialize its technology.

### **Unproven market**

The Company believes that there will be many different applications for its technologies and that the anticipated market for these technologies will continue to expand. However, no assurance can be given that these beliefs will be correct owing, in particular, to competition from existing technologies or new technologies and the yet to be established replication of the Company's pre-clinical results.

### **Limited Operating History**

The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to pay dividends or enjoy earnings in the immediate or foreseeable future.

### **Conflicts of Interest**

Certain of the directors and officers of the Company are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including research and development companies) and, as a result of these and other activities, such directors and officers may become subject to conflicts of interest. The *Business Corporations Act*, (British Columbia) ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to an issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

### **Market risk**

The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

### **Share Price Volatility and Price Fluctuations**

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

### **Other MD&A requirements**

#### **Information available on SEDAR**

As specified by National Instrument 51-102, the Company advises readers of this MD&A that important additional information about the Company is available on the SEDAR website – [www.sedar.com](http://www.sedar.com).

**Disclosure by venture issuer**

An analysis of the material components of the Company's general and administrative expenses is disclosed in the financial statements to which this MD&A relates.

**Outstanding share data**

Common shares issued and outstanding as at February 28, 2015 are described in detail in Note 7 to the condensed consolidated interim financial statements for the three months ended February 28, 2015 and 2014.

As at the date of this document, April 24, 2015 the Company had the following number of securities outstanding:

	<b>Number of shares</b>	<b>\$</b>	<b>Number of options</b>	<b>Exercise price</b>	<b>Expiry date</b>
<b>Issued and outstanding</b>	24,673,417	3,033,758	175,000	\$0.10	May 3, 2017
			1,325,000	\$0.23	June 19, 2018
			150,000	\$0.20	September 24, 2018