BIOMARK DIAGNOSTICS INC.

Form 51-102F1
Management's Discussion & Analysis
Quarterly Report
For the Quarter Ended June 30, 2020

About This Management's Discussion & Analysis

All references in this management's discussion and analysis, or MD&A, to "the Company", "BioMark", "we", "us" or "our" refer to BioMark Diagnostics Inc. and the subsidiaries through which it conducts its business, unless otherwise indicted or the context requires otherwise.

This management's discussion and analysis ("MD&A") should be read together with the unaudited consolidated interim financial statements for the three months ended June 30, 2020 and 2019, and our annual audited consolidated financial statements and accompanying notes for the years ended March 31, 2020, which have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, or IASB. Our IFRS accounting policies are set out in Note 3 of our annual audited consolidated financial statements for the year ended March 31, 2020. All amounts are stated in Canadian dollars unless otherwise indicated.

Readers should note that the Company will need to raise additional working capital through the sale of common shares, the issuance of debt or by entering into license or collaboration agreements to fund its operation, clinical trials and per-clinical studies. As disclosed in the financial statements, these factors indicate the existence of material uncertainty that may raise significant doubt about the Company's ability to continue as a going concern.

Cautionary Statement About Forward-Looking Statements

This MD&A includes forward-looking statements within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature are forward-looking, and the words such as "anticipate", "believe", "plan", "estimate", "expect", "may", "project", "predict", "potential", "could", "might", "should", "leading", "intend", "contemplate", "shall" and other similar expressions are generally intended to identify forward-looking statements. Forward-looking statements in this MD&A include, but are not limited to, statements with respect to:

- our expected future loss and accumulated deficit levels
- our projected financial position and estimated cash burn rate
- our expectations about the timing of achieving milestones and the cost of our development programs
- our requirements for, and the ability to obtain, future funding on favorable terms or at all
- our projections for the development of the technology platform and progress of each of technologies, particularly with respect to the timely and successful completion of studies and trials and availability of results from such studies and trials

- our expectations regarding the progress, and the successful and timely completion, of the various stages of the regulatory approval process
- our ability to secure strategic partnerships with larger pharmaceutical and biotechnology companies
- our expectations regarding the acceptance of our technologies by the market
- our inability to accelerate developments due to shocks such as pandemics
- our ability to retain and access appropriate staff, management, and expert advisers
- our expectations with respect to existing and future corporate alliances and licensing transactions with third parties, and the receipt and timing of any payments to be made by us or to us in respect of such arrangements; and
- our strategy with respect to the protection of our intellectual property.

All forward-looking statements reflect our beliefs and assumptions based on information available at the time the assumption was made. These forward-looking statements are not based on historical facts but rather on management's expectations regarding future activities, results of operations, performance, future capital and other expenditures (including the amount, nature and sources of funding thereof), competitive advantages, business prospects and opportunities.

By its nature, forward-looking information involves numerous assumptions, inherent risks, and uncertainties, both general and specific, known and unknown, that contribute to the possibility that the predictions, forecasts, projections or other forward-looking statements will not occur. In evaluating forward-looking statements, readers should specifically consider various factors, including the risks outlined under the heading "Risk Factors" in this MD&A. Some of these risks and assumptions include, among others:

- substantial fluctuation of losses from quarter to quarter and year to year due to numerous external risk factors, and anticipation that we will continue to incur significant losses in the future
- uncertainty as to our ability to raise additional funding to support operations
- our ability to commercialize our technologies without additional funding
- the risks associated with the development of technologies which are at clinical trial and at pre-clinical study stage
- reliance on the third parties to plan, conduct and monitor our clinical trials and pre-clinical studies
- our technologies may fail to demonstrate efficacy to the satisfaction of regulatory authorities or may not otherwise produce positive results
- risks related to filing applications to commence clinical trials and to continue clinical trials, if approved
- the risks of delays and inability to complete clinical trials due to difficulties enrolling patients
- risks related to obtain approval from regulatory authority to commercialization of technologies
- competitions from other biotechnology and pharmaceutical companies
- our reliance on the capabilities and experience of our key executives and scientists and the resulting loss of any those individuals
- our ability to adequately protect our intellectual property and trade secrets

- our ability to source and maintain licenses from third-party owners; and
- the risk of patent-related litigation,
- all as more fully described under the heading “Risk Factors” in this MD&A

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guaranteeing of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Any forward-looking statements represent our estimates only as of the date of this MD&A and should not be relied upon as representing our estimates as of any subsequent date. We undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or reflect the occurrence of unanticipated events, except as may be required by securities legislation.

1.1 Date of Report: August 26, 2020

1.2 Overall Performance

BioMark Diagnostics Inc. was incorporated under the Business Corporation Act of British Columbia on June 19, 2014. The head office of the Company is 165-10551 Shellbridge Way, Richmond, British Columbia, V6X 2W8.

BioMark is a Canadian based company that is developing its advanced stage cancer diagnostic business. BioMark’s cancer diagnostics technology platform leverages "Omics" and machine learning which allows for early cancer detection. BioMark is currently focused on bringing its cancer diagnostic kits and detection solution to commercialization standards and hopes to commence distribution once clinical trials are complete and regulatory acceptance is obtained. The Company is currently listed for trading on the Canadian Securities Exchange under the symbol “BUX”, OTC Market under the symbol “BMKDF” and Frankfurt Stock Exchange under the symbol “20B”.
For more information please visit the company’s website at www.biomarkdiagnostics.com

Announcements and Highlights during the quarter:

- These are challenging times for all businesses due to the impact of COVID-19. This pandemic has had both operational and commercial impact for most companies. The management team has instituted financial, operational and recovery measures to ensure that its business remains viable over the next 12

months and beyond. Financial measures include reducing working capital, delaying capital expenditures(equipment), cost cutting initiatives and applying for lines of credit through BDC at attractive terms, tapping into government grants/support programs. In addition, management is in communications with its board as a central nerve centre on liquidity plans and operational plans to kick start our research and commercialization initiatives.

- BioMark submitted an Expression of Interest (EOI) for Business Scale-up and Productivity (BSP) Program with Western Economic Diversification Canada related to commercialization of its lung cancer panel assay. There has been refocus on COVID 19 and the additional rounds may be available starting Oct 2020 according to Western Economic Diversification Canada officials.
- BioMark's research and medical group in Manitoba focussed on glioblastoma GBM studies were granted conditional ethics approval to commence clinical trials after the COVID-19 restricts are lifted. The study is being led by Dr. M. Pitz and D. Miller. New discovery on the role of down regulating an enzyme of interest for the possible treatment of related of GBM is being reviewed and a possible publication is planned later.
- Management has been working on numerous non-dilutive financing with various government institutions and strategic investors across Canada and United States. BioMark did not qualify for NRC IRAP Innovation Assistance Program funding and is currently filing applications for Canada Emergency Commercial Rent Assistance (CECRA) and WD Regional Relief and Recovery Fund (RRRF).
- Further to the news release on March 16th, 2020, BioMark announced that its Advanced Raman Spectrometer might have potential to be modified and reconfigured for use in the detection of certain pathogens and mutations within the COVID-19, Coronavirus. The company has formed a collaboration with several institutions and entities across N. America to diligently reconfigure the rapid detection application for COVID-19 leveraging both Surface Enhanced Raman system and machine learning. The team is actively applying for several relevant government funding programs both in Canada and USA.
- On May 29, 2020, BioMark announced it has amended and restated its interim management discussion and analysis (the "Interim MD&A") for the three- and nine-months ending December 31, 2019. The Interim MD&A has been amended to clarify and expand upon the qualitative discussion on the financial performance of the Company. The amended and restated interim MD&A was filed to address comments received from BCSC Staff to help improve the Company's disclosure.
- On June 10, 2020, BioMark announced that the Company has partnered with Stream.ML and Merogenomics to form Bio-Stream Diagnostics Inc., a new company, focused on providing low-cost COVID-19 detection in less-than-30 seconds. Leveraging Raman spectroscopy and the power of machine learning, the Bio-Stream platform is designed to provide low-cost, accurate results in coronavirus screening.

- On June 11, 2020, BioMark clarified the disclosures in its news release disseminated by the Company on June 10, 2020 with respect to the formation of Bio-Stream Diagnostics Inc. The clarification was requested by IIROC and offered expanded disclosure on 1) equipment sourcing, set-up costs, and training information; 2) product development status and regulatory plan; and 3) raw material and sample sources.
- On June 16, 2020, BioMark announced that its affiliated company, Bio-Stream Diagnostics Inc. was selected to participate in the global academic science and tech start-up program Creative Destruction Lab's (CDL) recent dedicated Recovery program. CDL Recovery is designed to help turn science and research work into scalable products and services to address the consequences of the COVID-19 pandemic, in terms of both its effects on public health and the economy.
- On June 18, 2020, BioMark announced that the Company has been granted a patent titled "A METHOD FOR ASSAYING THE ACTIVITY OF SPERMIDINE/SPERMINE N1-ACETYLTRANSFERASE" in Europe. The method comprises correlating a presence of the acetylated metabolite of rimantadine or tocainide to spermidine/spermine N1-acetyltransferase activity. The patent will cover a novel approach to diagnosing and monitoring various forms of cancer.
- On June 23, 2020, BioMark announced a peer reviewed scientific publication titled "Versatility of Amantadine and Rimantadine for Detection of Cancer" was recently published in Novel Advances in Cancer which supported its innovative cancer diagnostic platform that repurposes a U.S. Food and Drug Administration (FDA) off patent drug for a new application.

Risk Factors and Uncertainty

The Company is focused on more select market introduction and development of all its product lines while instituting cost control of product development. The failure to generate future sales in the Company's main products could have a significant and adverse affect on the Company.
The Company is engaged in conducting additional clinical research related to technology positioning and regulatory submissions. Negative clinical trials along with regulatory non-approval or delays could adversely affect sales, product commercialization and could have a major impact on the Company. Additionally, industry evolution and existing or new market entrants can impact the competitive position of BioMark. New detection and screening technologies in genomics, epigenetics, exosomes, and liquid biopsy incorporating big data can negatively impact BioMark commercialization efforts.

BioMark's success will depend in large measure on certain key personnel. The loss of the services of such key personnel could have a material adverse affect on the Company. The contributions of these individuals to the immediate operations of BioMark are of central importance. In addition, there can be no assurance that BioMark will be able to continue to attract and retain all personnel necessary for the development and operation of its business.

Management is continuing efforts to attract additional equity and capital investors and implement cost control measures to maintain adequate levels of working capital. Nevertheless, there can be no assurance provided with respect to the successful outcome of these ongoing actions. If the Company is unable to obtain additional financing on reasonable terms, the Company may be required to curtail or reduce its operations to continue as a going concern.

In addition, the Company's limited working capital could affect the Company's ability to seize upon opportunities requiring investment, or to reinvest in its products in a timely manner.

The Impact of COVID-19 Pandemic

The novel coronavirus pandemic (COVID-19) has caused a global disruption and has significantly impacted businesses across all sectors and the healthcare industry is not spared.

The COVID-19 pandemic has had both operational and commercial impact for BioMark. The application for Translational Research Partnerships Program with Cancer Research Society and Dr. Phillipe Joubert from IUCPQ in Quebec has been halted due to the impact of COVID-19. The research on GMB (glioblastoma) studies at CancerCare Manitoba were granted conditional ethics approval and to commence clinical trials after the COVID-19 restrictions are lifted. Further analysis to assess the response to treatment following radio/chemotherapy in lung cancer patients will be delayed since the lab conducting the analysis has been suspended due to COVID-19. The planned International Association for the Study of Lung Cancer (IASLC) presentation from May 7-9, 2020 in Baltimore has been postponed until the further notice. Such suspensions and delays on research and potential grant application due to COVID-19 will impact the timeline of the research and commercialization for BioMark's technology platform. The potential milestone payment from our Chinese partner will be delayed and depend on when the local authority allows / permits the planned clinical trial to commence and be the completed due to the COVID-19 in China.

Realizing the rapidly changing environment, BioMark responded by examining its deep expertise in quantification technology patents and the technical and regulatory expertise to address the COVID-19 pandemic positively. BioMark's Raman Spectrometer was originally developed for work in early cancer diagnostics. It was created to assist in ultra-low detection of a very small exogenous molecule in urine samples. The size of the molecule is much smaller than that of a typical virus and the system was repurposed to assess the possibility of detecting the COVID virus. In June 2020, BioMark partnered with Stream.ML and Merogenomics to form Bio-Stream Diagnostics Inc. ("Bio-Stream Diagnostics"), a new company, focused on providing low-cost COVID-19 detection in less-than-30 seconds. Leveraging Raman spectroscopy and the power of machine learning, the Bio-Stream platform will provide low-cost, accurate results in coronavirus screening. The objective of Bio-Stream Diagnostics is to develop an alternative detection tool to polymerase chain reaction (PCR) detection arrays and other detection systems. Surface-enhanced Raman spectroscopy (SERS) is uniquely suited to detect viruses and small molecules, and machine learning is well-suited for the analysis of this type of data. Hence there is very strong complementary synergies in combining these technologies. This will be a turnkey testing system, complete with a compact spectrometer, software, model execution, scanning instructions, and SERS substrates for disposable sample collection. Collectively, this team has the necessary experience of medical-based product delivery and machine learning distribution from a global commercialization perspective. Each company will be contributing distinct IPs and technical expertise in the venture. Officers from the 3 companies will be directors of the new company. Currently Bio-Stream Diagnostics is still developing the system and is collecting data from samples for validation prior to actual field tests.

BioMark's management team has instituted financial, operational and recovery measures to ensure that its business remains viable over the next 12 months and beyond. Financial measures include reducing working capital, delaying capital expenditures(equipment), cost cutting initiatives and considering applying for lines of credit through financial institutions at attractive terms, tapping into government grants/support programs. In addition, management is in communications with its board as a central nerve center on liquidity plans and operational plans to kick start our research and commercialization initiatives. BioMark ensures that all relevant risks will be disclosed and tailored to the company's specific situation.

1.3 Selected Quarter Information

The following information is a summary of the three ended June 30, 2020 as compared to the three-month ended June 30, 2019.

The information is presented on the same basis as the consolidated financial statements and should be read in conjunction with the statements and accompanying notes.

	Three months ended	
	June 30, 2020	June 30, 2019
	$	$
Expenses:		
Consulting fees	82,500	82,500
Depreciation	2,976	-
Filing and transfer agent fees	6,674	3,627
Office and miscellaneous	5,459	8,618
Professional fees	11,289	4,716
Research and other	4,800	19,598
Share-based compensation	12,602	-
Travel	4,886	1,498
	131,186	120,557
Other income:		
Gain on settlement of debt	(2,615)	-
Net loss and comprehensive loss	(128,571)	(120,557)

For discussion of information refer to sections 1.4 and 1.6.

1.4 Discussion of Operations

Three months ended June 30, 2020 Compared to Three months ended June 30, 2019

The Company generated no revenues for the quarter ended June 30, 2020 and has recorded a net loss of $128,571. The net loss slightly increased by $8,014 compared to the previous year of $120,557. This was due to increased professional fees and share-based compensation.

Consulting fee remains the same as the same period of previous year. The Company currently has no reported payroll and engages on the basis of consulting services needed. Professional fees and filing and transfer agent fees increased by $6,573 and $3,020 respectively compared to the same period of last year. The increase in both expenses is mainly due to the required additional related legal counsel and transfer agent services, and patent filing fee. The company anticipates spending a higher amount in the next quarter due to timing and stage of the patent filings. The Company continues to build its patent portfolio applications/filings and advancing its patent registration to different jurisdictions. These investments are important intangible assets for a biotechnology company, yet the value is not reported or captured in the current balance sheet. The share-based compensation increased by $12,602 compared to $nil as reported on June 30, 2019, mainly due to newly issued options for the services rendered by four consultants as consulting services to support administrative services, business development and market awareness activities which keeps the Company operated in a limited funding resource. The Company used the Black-

Scholes option pricing model with weighted average assumptions and resulting values for grants, and the fair value of the stock options is $12,602. These options can be exercised at $0.30 per share until June 30, 2022.

Research and other expense decreased by $14,798 due to the halting of research projects caused by COVID-19 lock-down during the last two quarters. As normality resumes and the resumption of postponed research projects, the Company expects a higher research and other related expense in the coming quarters. The major expenses will be related to assay development, lab supplies, sample acquisition and analysis, publication costs and research related operational activities.

Travel expenses during the period was $4,886 compared to $1,498 for the previous year, the increase of $3,388 was a result of government funding that balanced out some travel costs in the same period last year. The occurred travel expenses were decreased due to the travel bans of COVID-19.

The depreciation expense increased from $nil to $2,976 due to the adopted new accounting standards effective April 1, 2019. The Company adopted IFRS 16, Leases ("IFRS 16") which replaced IAS 17, Leases and IFRIC 4, Determining Whether an Arrangement Contains a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation, and disclosure of leases. The standard is effective for annual periods beginning on or after January 1, 2019. The Company applied IFRS 16 using the modified retrospective method. Under this method, financial information was not restated and continues to be reported under the accounting standards in effect for those periods. The Company recognized a lease liability related to its lease commitments for its office lease. The lease liability is measured at the present value of the remaining lease payments, discounted using the Company's estimated incremental borrowing rate as at April 1, 2019, the date of initial application, which resulted in no adjustment to the opening balance of deficit. The associated right-of-use asset is measured at the lease liabilities amount, plus prepaid lease payments made by the Company. The details of new accounting standard and the calculation of Right-of-use Asset and Lease Liability are discussed respectively on Note 3 and Note 6 in the unaudited consolidated interim financial statements for the three months ended June 30, 2020.

Office and miscellaneous decreased by $3,991 due to the existing rental agreements and prudent operational spending adjusted for the impact of COVID-19.

Upcoming Potential Operational Objectives

In the coming quarters, BioMark will continue to evolve its business operations to help further leverage its expertise in cancer detection, monitoring and assessment.

Expected Objectives: Revenue Generation, Licensing, Commercialization, Focussed Clinical Application and develop deeper Industry Collaboration.

- Actively raise capital especially with institutional, family funds and strategic investors

- Health Canada Submission – Anticipate decision from Health Canada for the SSAT1 amantadine assay by Q4 of 2020. The company is mindful of a potential phase II of COVID-19 pandemic that could delay response to the application. Dialogue with Health Canada is expected to resume shortly.

- Apply for non-dilutive funding from Medteq, Canadian Research Society,Cqdm and other federal and or provincial funding grants. Collectively the funding is for around $1 million, although there are no assurances the funding will be received.

- Commence and complete the 300-lung patient trial with our Chinese partners at 2 recognized tumour hospitals using a credible CRO that has been identified provided there are no restriction to conduct trials. All the protocols and standards will be designed and based on Canadian Health standards. After trials are completed results will be analyzed and submitted to CFDA for a larger scale trial. BioMark will be compensated a milestone payment after the successful submission to Chinese regulators of the results. BioMark and both its partners (Chinese and Canadian) intend to publish papers and present key findings from the trials if the results are successful. One of the principal investigators has flown to China to kickstart the clinical trials and meet with our Chinese partner.

- Publications and file patents– Target to publish 5-6 peer reviewed manuscripts especially following results of the larger trial in Quebec, clinical work being conducted at University of Manitoba and at UBC. It is important to keep our science and discovery relevant to the scientific and the biopharma communities. Relevant patents will be filed as needed to protect key discoveries.

- Build stronger base and infrastructure in US and Quebec– Expand presence, clinical partnerships and research support at existing partner sites. Seek two or more additional institutions to partner with BioMark.

- Apply for appropriate government grants and foundation support.

- Increase market awareness programs to help corporate visibility and attract capital.

- Establish office and research support in Quebec to expedite the 1500 retrospective early lung cancer samples trial along with 100 prospective patients. Develop a Lab Developed test (LDT) test that will be optimized and tested at an accredited reference laboratory. Build appropriate standards and leverage lab infrastructure to beta test the assay. Refine the algorithms using AI. This initiative is expected to be completed within 18 - 24 months.

- Seek and continue to develop deeper partnership / relationships with large biopharma for early lung cancer screening program both in Canada and US.

- Commence a focussed glioblastoma (GBM) study at CancerCare Manitoba and at 2 universities Maryland that can further generate future revenues for the SSAT amantadine assay. Key indications for GBM would include ideas to optimize the system for gliomas; discriminate or correlate with specific mutations, grading of tumors, differentiate progression from pseudo progression and measuring disease burden/volume. Results from this study are expected to enable the principal researchers to obtain funding from important agencies such as CIHR, Canada Brain Foundation and National Institute of Health (NIH). Furthermore, an orphan status can be granted by FDA should our test demonstrate efficacy over existing diagnostic measurement standards.

- Capital Raise – Build a better US story where valuations can be more in line with other companies in our space.

- Bench Strength – Hire staff to help in commercialization, acceleration of clinical trials and business development especially in Quebec

- Review proposal to participate in a multi centre Head and Neck Cancer 200 patient study headed by a Italian medical institution

- Complete and Test an ELISA kit that utilizes monoclonal antibodies generated internally. The kit can be used to perform a quick on-premises test for BioMark's Red Alert amantadine assay.

Bio-Stream Diagnostics Inc - COVID-19 or Pathogen Platform

On June 3, 2019, the Company entered into a license agreement with Bio-Stream Diagnostics Inc. ("Bio-Stream") to provide Bio-Stream with an the right to use one granted patent for the use of Raman detection technology registered to the Company for a one-time cash fee of $10. Bio-Stream was incorporated in the province of Alberta on June 1, 2020 by the Company, Stream Technologies Inc., Merogenomics Inc., and Gamble Technologies Limited. The Company obtained 45% of Bio-Stream's issued and outstanding common shares upon incorporation, and the Company's CEO has been appointed as one of the three directors. Bio-Stream was formed to focus on developing and providing a low-cost COVID-19 detection in less-than-30 seconds.

- Multi centre collaborations – Qatar University – co development venture to expedite development and commercialization of the COVID-19 30 second test. Leverage resources, sample preparation, access to samples from hospitals, invite virologists, gain access to addition ML capacity, demonstrate repeatability of our tests at 2 international sites.

- Data from existing level 2 and 3 sites – demonstrate that we can generate Raman signals on various viruses. This would be particularly important in validation. Publish and patent this discovery.

- Develop SOPs and use of different biological mediums beyond nasal swabs that could include saliva. This would be more convenient and might increase testing capacity.

1.5 Summary of Quarterly Results

The following information is a summary of the Company's financial results for the eight most recently completed quarters.

	June 30, 2020	March 31, 2020	December 31, 2019	September 30, 2019
	$	$	$	$
Total Revenue	-	-	263,283	-
Expenses	131,186	285,908	936,174	135,926
Net Loss	(128,571)	(289,908)	(672,891)	(135,926)
Loss per Share	(0.00)	(0.00)	(0.01)	(0.00)

	June 30, 2019	March 31, 2019	December 31, 2018	September 30, 2018
	$	$	$	$
Total Revenue	-	-	-	-
Expenses	120,557	105,445	168.688	160,588
Net Loss	(120,557)	(105,445)	(168,688)	(160,588)
Loss per Share	(0.00)	(0.00)	(0.00)	(0.00)

For the detailed discussion refer to sections 1.4 and 1.6.

1.6 Liquidity

Financial Condition and Cash Flow

The Company has total assets of $533,280 as of June 30, 2020 compared to $174,662 reported on June 30, 2019 and has a negative working capital of $562,695. The increase of asset is attributed to cash received from the generated revenue and financial activities through private placement in December 2019.

On June 30, 2020, the Company had cash and cash equivalents of $505,165 (June 30, 2019 – $155,154). Working capital deficit reduced by $330,236 from June 30, 2019 ($892,931) due to the large increase in current assets especially for cash and cash equivalents. Working capital is defined as current assets less current liabilities. Total liabilities reduced by $20,423 from June 30, 2019 ($1,065,953) which is a combination of increased due to related parties and the reduced accounts payable and accrued liabilities. The accounts payable and accrued liabilities reduced by $72,896 from $142,949 (June 30, 2019) to $70,053 (June 30, 2020). Due to the related parties increased by $88,228 from $142,949 (June 30, 2019) to $1,011,323 (June 30, 2020) mainly occurred by the unpaid compensations for key management personnel. Cash and cash equivalents increased largely by $350,011 and is attributed to the cash received from revenue and cash obtained from the private placement.

Cash utilized in operating activities during the quarter ended June 30, 2020 shows items not affecting cash which includes the decrease in debt settlement along with reduction in accounts payable and accrued liabilities and an increase in share-based compensation.

On June 30, 2020 share capital was $5,433,171 comprising 72,313,729 issued and outstanding common shares (June 30, 2020 it was $4,717,368 comprising 69,145,410 issued and outstanding common shares). Contributed Surplus on June 30, 2020 is $1,781,395 (June 30, 2019 - $811,407). the increase is the result of the share-based compensation accrued during this quarter. As a result of the net loss for the three months ended June 30, 2020 of $128,571 (June 30, 2019 – $120,557) the deficit on June 30,2020 increased to $7,624,994 compared to $6,401,698 on June 30, 2019.

At present, the Company's operations do not generate cash inflows and its financial success after June 30, 2020 is dependent on management's ability to continue to obtain sufficient funding to sustain operations through the development stage and successfully bring the Company's technologies to the point that they may be out licensed so that the Company achieves profitable operations. The research and development process can take many years and is subject to factors that are beyond the Company's control. Valuable patents have been granted and filed that came from research activities conducted by the company. Some of these patents could be licensed based on the application. Several of the company's diagnostic assays are near commercialization pending regulatory approval.

In order to finance the Company's future research and development and to cover administrative and overhead expenses in the coming years the Company may raise money through equity sales. Many factors influence the Company's ability to raise funds, including the Company's record of accomplishment, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to various factors, including the progress of research activities. Management believes it will be able to raise equity capital as required in the long term but recognizes there will be risks involved that may be beyond their control. Should those

risks fully materialize, it may not be able to raise adequate funds to continue its operations.

Since the Company will not be able to generate cash from its operations in the foreseeable future, the Company will have to rely on funding through future equity issuances and through short term borrowing in order to finance ongoing operations. The ability of the Company to raise capital will depend on market conditions and it may not be possible for the Company to issue shares on acceptable terms or at all. See subsequent event for additional information.

1.7 Capital Resources

The Company does not have any other commitments for material capital expenditures. The Company is not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company's financial condition, changes in financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

1.8 Off-Balance Sheet Arrangements

There is no off-balance sheet arrangements to which the Company is committed.

1.9 Transactions Between Related Parties

During the quarter ended June 30, 2020, the Company entered into the following transactions with related parties:

a) For the quarter ended June 30, 2020, directors and officers of the company provided consulting services to the company of $82,500. These charges are included in consulting fees. Consulting fees from the CEO was $60,000 and the Interim CFO who also performed duties as Project Director was $22,500 for the quarter ended June 30, 2020. As of June 30, 2020, the Company has $746,446 due to CEO (2019 - $646,946). The balance owing to the interim CFO as of June 30, 2020 is $125,895 (2018 - $119,145). The balances due to related parties are unsecured, non-interest bearing and without fixed repayment terms.

b) For the quarter ended June 30, 2020, the Company recognized $nil of share-based compensation for stock options held by director and officers.

c) On May 14, 2014, the Company entered a General Service Agreement (the "Service Agreement") with BioMark Technologies Inc., Both Biomark Diagnostics and BioMark Technologies are managed by the CEO of the Company. According to the Service Agreement, the Company engaged Biomark Technologies to provide important services that include continuation of research and development, establishing a framework quality management system, IP refinement and filing, establish protocols with key investigators, linking platforms that BioMark Diagnostics can leverage, engage in territorial business

development from relationships that Biomark Technologies developed over the years, supplier validation and review, operating capital and other related functions (the "Services"). Biomark Technologies uses subcontractors to perform some of its services. The Company will pay management fees equivalent to cost plus a 25% administration fee to Biomark Technologies and payable upon completion of the Services. For the quarter ended June 30, 2020, the Company paid $nil to Biomark Technologies as administration fees (2019 - $nil). BTI holds approximately 56.70% of the common shares of the Company as at June 30, 2020 (2019 – 59.3%). The CEO owns more than 10% interest in the Company. The term of this Agreement will remain in full force and effect indefinitely until terminated as provided in the Agreement. In the event that either party wishes to terminate this Agreement, that each party will be required to provide 30 days' notice to the other party.

d) On May 14, 2014, the Company entered into an Independent Contractor Agreement (the "Agreement") with the CEO of the Company. According to the Agreement, the CEO will provide consulting services to the Company for one year with a compensation of $240,000 per year plus benefits. In addition, the CEO will be paid a cash bonus equivalent to 30% of the annual salary at the end of each year if the trading price of the Company shares increased by more than 30% from the trading price at the beginning of the year. For the purpose of this calculation, the starting trading price is $0.25 per share. The CEO will also be granted stock options for 1,000,000 shares at a price of $0.25 per share (granted). Finally, if the Company's market capitalization exceeds $200 million USD, the CEO will be paid an additional cash bonus of $500,000. The terms of the CEO agreement are on year to year basis unless terminated accordance to the terms and conditions set forth in the agreement. According to the Agreement, the Company engaged CEO service to provide important services that include develop and direct the corporate strategy, resource allocation, review acquisitions or partnerships, drive or generate revenue growth, hire, and retain staff as necessary, support in capital raise rounds, manage past relationships and build business and collaborations.

1.10 Fourth Quarter

N/A

1.11 Proposed Transactions

N/A

1.12 Critical Accounting Estimates

The preparation of these consolidated financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The

Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. However, actual outcomes can differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. The more significant areas are as follows:

- the estimates and assumptions used in the share-based payments; and
- the fair value measurements for financial instruments

The preparation of consolidated financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. Actual results may differ from these estimates.

Significant areas where management's judgment has been applied include:

- Classifying categories of financial assets and financial liabilities in accordance with IFRS 9, Financial Instruments.
- Evaluating if the criteria for recognition of provisions and contingencies are met in accordance with IAS 37, Provisions, Contingent Liabilities and Contingent Assets; and
- The assessment of the Company's ability to continue as a going concern, which is described in Note 1.

1.13 Changes in Accounting Policies including Initial Adoption

New accounting standards adopted effective April 1, 2019

On April 1, 2019, the Company adopted IFRS 16, Leases ("IFRS 16") which replaced IAS 17, Leases and IFRIC 4, Determining Whether an Arrangement Contains a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. The standard is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applied in IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less) and leases of low-value assets.

The Company applied IFRS 16 using the modified retrospective method. Under this method, financial information was not restated and continues to be reported under the accounting standards in effect for those periods. The Company recognizes lease liabilities related to its lease commitments for its office lease. The lease liabilities are measured at the present value of the remaining lease payments, discounted using the Company's estimated incremental borrowing rate as at April 1, 2019, the date of initial

application, which resulted in no adjustment to the opening balance of deficit. The associated right-of-use assets are measured at the lease liabilities amount, plus prepaid lease payments made by the Company. The Company has implemented the following accounting policies permitted under the new standard:

- leases of low dollar value will continue to be expensed as incurred; and
- the Company will not apply any grandfathering practical expedients.

New accounting policy for leases under IFRS 16

The following is the accounting policy for leases as of April 1, 2019 upon adoption of IFRS 16:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company assesses whether the contract involves the use of an identified asset, whether the right to obtain substantially all of the economic benefits from use of the asset during the term of the arrangement exists, and if the Company has the right to direct the use of the asset. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.

As a lessee, the Company recognizes a right-of-use asset and a lease liability at the commencement date of a lease. The right-of-use asset is initially measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received.

The right-of-use asset is subsequently depreciated from the commencement date to the earlier of the end of the lease term, or the end of the useful life of the asset. In addition, the right-of-use asset may be reduced due to impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

A lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease, or if that rate cannot be readily determined, the incremental borrowing rate. Lease payments included in the measurement of the lease liability are comprised of:

- fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;

- exercise prices of purchase options if the Company is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, or if there is a change in the estimate or assessment of the expected amount payable under a residual value guarantee, purchase, extension or termination option. Variable lease payments not included in the initial measurement of the lease liability are charged directly to profit or loss.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The lease payments associated with these leases are charged directly to profit or loss on a straight-line basis over the lease term.

New accounting standards issued but not yet effective

In October 2018, the IASB issued amendments to IFRS 3, Definition of a Business that narrowed and clarified the definition of a business. The amendments permit a simplified assessment of whether an acquired set of activities and assets is a group of assets rather than a business. The amendments are effective January 1, 2020 with earlier adoption permitted. The amendments apply to business combinations after the date of adoption. The Company will prospectively adopt the amendments on April 1, 2020 and anticipates this standard will not have a material impact on the consolidated financial statements.

In October 2018, the IASB issued amendments to IAS 1, Presentation of Financial Statements and IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors. The amendments make minor changes to the definition of the term "material" and align the definition across all IFRS Standards. Materiality is used in making judgments related to the preparation of consolidated financial statements. The amendments are effective January 1, 2020 with earlier adoption permitted. The Company will prospectively adopt the amendments on April 1, 2020 and anticipates this standard will not have a material impact on the consolidated financial statements.

1.14 Financial Instruments and Other Instruments

Fair values

The Company’s financial instruments include cash, accounts payable and due to related parties. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature.

The Company classifies its fair value measurements in accordance with an established hierarchy that prioritizes the inputs in valuation techniques used to measure fair value as follows:

- Level 1 – Unadjusted quoted prices 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 (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs that are not based on observable market date.

Credit risk

The Company is not exposed to credit risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates, but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

The Company intends to meet its current obligations in the following year with funds to be raised through private placements, shares for debt, loans and related party loans.

1.15 Other MD&A Requirements

(a) More information about the Company is on SEDAR at www.sedar.com.

(b) Information required in the following sections of National Instrument 51-102, if applicable:

(i) Section 5.3 – Additional Disclosure for Venture Issuers without Significant Revenue.

An analysis of material components of the Company's general and administrative expenses is disclosed in the Statement of Comprehensive Loss forming part of the Financial Statements for the period ended June 30, 2020 to which this MD&A relates.

(ii) Section 5.4 – Disclosure of Outstanding Share Data; and

a. Authorized:

Unlimited common shares without par value

b. Common Shares Issued:

As of June 30, 2020, the Company had 72,313,729 common shares issued and outstanding.

c. Share Purchase Warrants

As at June 30, 2020, the Company had 4,258,079 shareholder warrants issued and outstanding of which 1,110,500 warrant will entitle the holder to acquire one share at a price of $0.15 per share, 2,000,000 warrants will entitle the holder to acquire one share at price of $0.20 per share and 1,147,579 warrants will entitle the holder to acquire one share at price of $0.45 per share for a period of two years after its Closing Date respectively. The Company uses the residual value method to allocate proceeds of the unit amongst the common share and the share purchase warrant.

d. Stock options:

The Company's current stock option plan (the "New Stock Option Plan") was last approved by the shareholders on December 20, 2019. Pursuant to the Existing Plan, the maximum number of common shares of the Company which may be authorized for reservation for the grant of options from time to time shall be 10% of the Company's then issued and outstanding common shares. The plan provides for the granting of options to directors, employees and consultants. The Board of Directors determines the features of the awards, including the exercise price, the term and vesting provisions, provided no stock options will have a term exceeding five years.

On June 9, 2020, the Company granted 150,000 stock options to consultants, the stock options and an exercise price of $0.30 per share and expire two years from the date of grant.

The number of options exercisable as at June 30, 2020 was 5,295,000 (2019 – 4,675,000 options). The weighted average life remaining for these options was 3.64 years and weighted average exercise price was $0.26 per option.

(iii) Section 5.7 – Additional Disclosure for Reporting Issuers with Significant Equity Investees.

Not Applicable.

(c) Disclosure required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* and, as applicable, Form 52-109F1 *Certification of Annual Filings – Full Certificate*, Form 52-109F1R *Certification of Refiled Annual Filings,* or Form 52-109F1 *AIF Certification of Annual Filings in Connection with Voluntarily Filed AIF*.

Form 52-109FV2 Certification of Interim Filings is filed on SEDAR.