BioMark Diagnostics Inc.

Form 51-102F1
Management's Discussion & Analysis
Annual Report
For the Year Ended March 31, 2021

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 indicated or the context requires otherwise.

This management's discussion and analysis ("MD&A") should be read together with the annual audited consolidated financial statements and accompanying notes for the year ended March 31, 2021, 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, 2021. 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, set up its lab facility, complete planned clinical trials, and pre-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 the 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 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 were 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
- competition 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: July 14, 2021

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 130 – 3851 Shell Rd, Richmond, British Columbia, V6X 2W2.

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 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 year:

- 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 COVID-19 variants are causing extended delays in clinical trial activities with potential lockdowns. Most of our clinical partner centres halted oncology related trials over the past 16 months and are slowly re-opening specific trials at CancerCare Manitoba, IUCPQ (Quebec) and in China. 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 cost cutting initiatives and considering applying for lines of credit through financial institutions at attractive terms, tapping into government grants/support programs. Management has been working on numerous non-dilutive financing with various government institutions and strategic investors across Canada and United States. In addition, management is in communications with its board on operational plans to kick start our research and commercialization initiatives.

- BioMark's research and medical collaborators 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.

- On June 10, 2020, BioMark 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 will 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, and training information; 2) product development status and regulatory plan; and 3) raw material and sample sources.

- On June 16, 2020, BioMark's 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 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 covers a novel approach to diagnosing and monitoring various forms of cancer.

- On June 23, 2020, the peer reviewed scientific publication titled "Versatility of Amantadine and Rimantadine for Detection of Cancer" was published in Novel Advances in Cancer which supported the Company's innovative cancer diagnostic platform that repurposes a U.S. Food and Drug Administration (FDA) off patent drug for a new application.

- On July 1, 2020, BioMark signed a lease agreement with Quebec International for a workstation space located in LE CAMP with address at 125 Charest Boulevard East, Quebec City, Quebec. This would mark BioMark's entry into the province of Quebec.

- On July 16, 2020, BioMark has been granted a Full Registered Trademark Status from the US Patent and Trademark Office for its Company Brand Name "BioMark". The term "BioMark" was selected by the company in reference to their Biomarker Testing capabilities in the fields of cancer treatment and anti-cancer preparations.

- BioMark announced on July 21, 2020, that its affiliated company, Bio-Stream Diagnostics Inc., would be working with University of Qatar's Dr. Somaya Al-Maadeed in the development of its novel COVID-19-detection method, leveraging new generation Raman spectroscopy and the power of machine learning.

- On July 30, 2020, BioMark received the notice of the approval for the Regional Relief and Recovery Fund. BioMark will use the approved funding of $40,000 to pay for operating costs due to the economic impacts of the COVID-19 virus. The Company shall repay the Contribution to the Minster as conditions set by the contribution agreement between the Minister responsible for Western Economic Diversification Canada and BioMark Diagnostics Inc.

- On August 14, 2020, BioMark was moving parts of its lung cancer research coordination and development operations to LE CAMP, an incubator-accelerator dedicated to tech businesses growth and mentorship. Going forward the Company intends to invest in more human capital and expand its infrastructure in Quebec in order to accelerate the commercialization of its early lung cancer detection platform with IUCPQ (l'Institut universitaire de cardiologie et de pneumologie de Québec) and other excellent strategic partners located across the province.

- On August 18, 2020, the Company entered into a loan with a major Canadian bank by way of a government sponsored COVID-19 relief line of credit under the Canada Emergency Business Account (CEBA). The revolving line of credit is interest free and due on December 31, 2022, up to a maximum of $60,000. There is no repayment schedule inherent in the agreement outside of the above due date and the line of credit is interest free until December 31, 2022. If the Company repays 75% of the aggregate amount advanced on or before December 31, 2022, the remaining 25% will be forgiven. Any amounts owing subsequent to December 31, 2022, can be extended to December 31, 2025, at an interest rate of 5% per annum.

- On August 27, 2020, Health Canada has approved BioMark clinical trial application (CTA) and has granted a Letter of No Objection (NOL) for its application entitled ACETYL-AMANTADINE AS A BIOMARKER IN PATIENTS WITH GLIOBLASTOMA.

- On September 16, 2020, BioMark announced that it has appointed Dr. Jean-Francois (Jeff) Haince as a strategic advisor to its management team. Dr. Jean-François (Jeff) Haince will be leading our laboratory operation in Quebec.

- On September 23, 2020, BioMark announced that its strategic scientific advisor Dr. Donald Miller would present on BioMark's SSAT amantadine assay for the early detection of cancer on September 29, 2020, at the prestigious Delaware Valley Drug Metabolism Discussion Group (DVDMDG).

- On December 7, 2020, BioMark retained Questrade, Inc. to provide market-making services in accordance with CSE guidelines.

- On December 17, 2020, BioMark was informed that the project titled "A Pan Canadian initiative for the development of liquid biopsy assay for lung cancer screening" has been approved unconditionally by MEDTEQ+ Scientific Committee and that decision has been confirmed by MEDTEQ+ Board. The project will then go to Ministère de l'Économie et de l'Innovation (MEI) for final approval. The project was the result of a collaboration between BioMark and Phytronix Technologies Inc, IUCPQ, The Metabolomics Innovation Centre (TMIC) and Saint Boniface Research Hospital.

- On December 21, 2020, BioMark Diagnostics Inc. held its Annual General Meeting at 130 – 3851 Shell Rd, Richmond, BC V6X 2W2 at 9:00 a.m. (Vancouver Time).

- BioMark announced on January 11, 2021, that Alfred Berkeley joined BioMark's Advisory team as a new member and will be providing strategic and financial advice to help increase access to strategic capital to help expand the company's commercialization effort in North America.

- BioMark announced on February 16, 2021, that its wholly owned subsidiary BioMark Diagnostic Solutions Inc. has entered into a collaborative research and development agreement with Phytronix Technologies Inc. ("Phytronix") to advance the development of BioMark's early lung cancer screening applications using Phytronix-proprietary Laser Diode Thermal Desorption (LDTD) technology. While BioMark Diagnostic Solutions is preparing to offer lab services and metabolomics capabilities in Quebec City to accelerate commercialization of its assays, the Quebec-based Phytronix will bring its experience in high-throughput analysis, automated sample preparation and assay development to this collaboration.

- On March 2, 2021, BioMark granted 2,100,000 incentive stock options under the Company's Stock Option Plan ("Option Plan") to third-party consultants to support market communication and corporate strategy as it advances its commercialization efforts. Each option is exercisable into one common share at a price of $0.25 per share and will vest immediately. The options will expire two years from the date of grant. All other terms and conditions of options are in accordance with the terms of the Company's Stock Option Plan.

- On March 16, 2021, BioMark's sponsored research collaboration with The Metabolomics Innovation Centre (TMIC) was successful in the application of funding from the Novel Technology Application in Cancer Prevention and Early Detection Spark Grants competition. This comes after the organizers of the competition, the Canadian Cancer Society/Canadian Institutes of Health Research - Institute of Cancer Research, and Brain Canada Foundation, evaluated the full proposal for its relevance to funding opportunities in the prevention and early detection of cancer. The funding application is entitled "A novel rapid, liquid biopsy early-stage lung cancer diagnostic test". The grant is for $150,000 and will be made available for TMIC.

- IUCPQ and BioMark completed a CQDM's SyneriQc Application titled "Development and Evaluation of a Multimodal Approach to Predict Lung Cancer Risk and Determine EGFR Mutation Profile in a Lung Cancer Screening Population". The application is for a total grant of $3.5 million and will involve several leading investigators and other leading biopharma. The decision is expected to be announced later in summer or early fall of 2021. The application was submitted on March 18, 2021.

- On March 31, 2021, the article “Use of Amantadine in the Evaluation of Response to Chemotherapy in Lung Cancer - a Pilot Study" has been published in April issue of Future Science OA. Citation is Future Science OA, vol 7 No. 4 (2021) FSO679. The article is available on PubMed as well. This publication shows the potential of our liquid biopsy platform's ability to provide a novel and low-cost test to quickly assess a patient's response to cancer treatment so that clinicians can adjust the treatment regimen accordingly.

- Bio-Stream Diagnostics successfully raised funding from private investors in several rounds since June 2020. Development and additional research are still ongoing on its rapid COVID-19 screening test being developed by Bio-Stream Diagnostics Inc. In addition, National Research Council of Canada Institute for Biodiagnostics (NRC-IBD) supported Bio-Stream (starting in Feb 2021) in accelerating the testing of the system prior to collection of data from samples for validation prior to actual field tests.

About LE CAMP

A cornerstone of Québec City's business community, LE CAMP is a vibrant home where ideas flourish and successful businesses are born. LE CAMP is an incubator-accelerator dedicated to growing tech businesses and guiding their creative projects. Located in the Saint-Roch neighborhood in the heart of Québec City, it gives access to acceleration and incubation programs, as well as improvement and networking activities. LE CAMP is managed and led by Québec International, Québec's metropolitan economic development agency. For more information, please visit lecampquebec.com.

About Sparks Grant

The Canadian Cancer Society (CCS), the Canadian Institutes of Health Research - Institute of Cancer Research (CIHR-ICR), and Brain Canada Foundation (BC or Brain Canada) have committed a total of up to $2.4M over one year to jointly fund Spark Grants focused on Novel Technology Applications in Cancer Prevention and Early Detection.

About MEDTEQ+

MEDTEQ+’s mission is, through collaborative, industry led projects, to accelerate innovation and position, on a global scale, products and services developed by the Canadian medical technologies industry, thereby generating major economic impacts while improving healthcare systems for the ultimate benefit of patients in Canada and around the world.
With a dual provincial and federal mandate, MEDTEQ+ continues to be a focus point for Canada’s medical technology sector in terms of research, innovation and the integration of leading-edge solutions in the delivery of health care.

About TMIC

The Metabolomics Innovation Centre (TMIC) is a nationally funded network that offers a unique combination of infrastructure and expertise to perform a wide range of cutting-edge metabolomic studies for clinical trials research, biomedical studies, bioproducts studies, nutrient profiling and environmental testing. Network scientists include Dr. Liang Li (University of Alberta), Dr. David Wishart (University of Alberta), Dr. Christoph Borchers (McGill University), Dr. James Harynuk (University of Alberta), Dr. Michael Overduin (University of Alberta), Dr. David Goodlett (University of Victoria), Dr. Philip Britz-McKibbin (McMaster University) and Dr. Ian Lewis (University of Calgary).

TMIC has access to more than $26 million in state-of-the-art metabolomics infrastructure. It is supported by a team of lab managers, NMR spectroscopists, mass spectrometrists, chemists, computer scientists, statisticians and bioinformaticians. TMIC is capable of identifying and quantifying up to 2000 different chemicals from certain biological samples. This is approximately 5X more comprehensive than any other service currently available.

About CQDM's SynergiQc program

The program is designed to promote university-based industrial research in the biopharmaceutical field that will generate economic benefits for Quebec. More information is available at https://cqdm.org/en/synergiqc-2/

About Phytronix Technologies Inc.

Phytronix Technologies Inc. is a privately-owned company based in Québec City, Canada, and was founded in 2000. Phytronix invented and patented the Laser Diode Thermal Desorption (LDTD) technology for mass spectrometry. The company introduced the Luxon Ion Source®, which is the second-generation apparatus based on the patented-LDTD® technology and currently the fastest technology for mass spectrometry. This innovative technology enables ultra-high-speed analysis in less than 4 seconds per sample. The company will provide the optimized internal standards that are necessary for use in clinical settings, along with technical expertise required with high-throughput mass spectrometry.

Risk Factors and Uncertainty

The Company is focused on selected markets for the introduction and development of its product line while instituting cost control of product development. The failure to generate future sales from 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 denials 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's commercialization efforts. The scale and size of new competitors can impact BioMark's ability to introduce its tests.

BioMark's success will largely depend on certain key personnel. The loss 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 the upmost importance. In addition, there is 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, seek non-dilutive financing and implementing 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 was halted due to the impact of COVID-19. The research on GMB (glioblastoma) studies at CancerCare Manitoba were granted ethics approval and clinical trials commenced after strict COVID-19 restrictions were lifted. Further analysis to assess the response to treatment following radio/chemotherapy in lung cancer patients was delayed since the lab conducting the analysis was suspended due to COVID-19. BioMark could not present at the International Association for the Study of Lung Cancer (IASLC)

presentation from May 7-9, 2020, in Baltimore as planned. Such suspensions and delays on research and potential grant application due to COVID-19 impacted 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 tough COVID-19 restrictions 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. 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 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 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 Annual Information

The following information is a summary of the Company's financial data for the three most recently completed financial years.

	March 31, 2021	March 31, 2020	March 31, 2019
	$	$	$
Total Expenses	1,097,732	1,472,328	545,612
Net Loss	1,094,190	1,215,282	545,612
Loss Per share	0.02	0.02	0.01
Total Assets	952,939	637,295	34,642
Distribution or Cash Dividends	None	None	None

For discussion of annual information refer to sections 1.4 and 1.5.

1.4 Discussion of Operations

	2021	2020
	$	$
Revenue	0	263,283

The Company generated no revenues and recorded a net loss of $1,094,190 for the year ended March 31, 2021.

Revenues decreased by $263,283 from $ 263,283 for the year ended March 31, 2020, to $nil. The revenue generated in the last fiscal year was primarily due to the recognized revenue from its Chinese partner Longhu's non-refundable payment of USD$200,000, equivalent to CAD $263,283. Both BioMark and Longhu have agreed to proceed with clinical validation and development of BioMark's latest FDA approved drug agent while incorporating a new metabolomic quantification technique. Due to the COVID-19 pandemic, all collaborations on research and clinical validation were halted under the lockdown restrictions in China and Canada. BioMark and GuangDong Longhu Sci. & Tech Company Limited re-engaged in early 2021 and amended the LOI signed in Nov 2019 to reflect the impact that pandemic made to the planned research activities. The reset date was April 15, 2021. The milestone payment schedule in the 2019 LOI remains the same upon the completion of validation work and the outcome of results. The commenced date will depend on the government restrictions in China relating to COVID-19.

The net loss reduced by $121,092 from $1,215,282 (March 31, 2020) to $1,094,190, for the year ended March 31, 2021, which was largely due to the decrease to share-based compensation.

	2021	2020
	$	$
Expenses:		
Consulting fees	385,000	392,342
Depreciation on right-of-use asset	11,256	11,906
Depreciation on equipment and tools	2,430	-
Filing and transfer agent fees	66,052	23,705
Office and miscellaneous	19,500	31,781
Legal and professional fees	88,046	89,399
Interest and bank charges	4,138	2,392
Research and other	118,432	42,347
Share-based compensation	395,481	855,895
Travel	7,397	22,561
Total operating expenses	1,097,732	1,472,328

The total operating expense reduced by $374,596 from $1,472,328 (March 31, 2020) to $1,097,732 (March 31, 2021), again mainly due to a reduction in the share-based compensation, which decreased by $460,414 from $855,895 (March 31, 2020) to $395,481 (March 31, 2021). On December 31, 2019, the Company granted 3,735,000 stock options to 15 directors, officers, consultants and employees for the services and support rendered for the past five years. These options can be exercised at $0.30 per share until December 31, 2024. The fair value of the stock options is $847,282. In addition, the Company granted 60,000 stock options to 5 consultants. These options can be exercised at $0.30 per share until December 31, 2021. The fair value of these stock options was $8,613. The Company used the Black-Scholes option pricing model with weighted average assumptions and resulting values for grants were the result of high weighted average volatility over a duration of five years with no vesting term. Those directors, officers, consultants, and scientific and business advisors have been the strong support of scientific research and business development of the Company which keeps the Company successfully operated in a limited funding resource. On June 9, 2020, the Company granted 150,000 stock options to three consultants. These options can be exercised at $0.30 per share until June 9, 2022. The fair value of the stock options is $12,602. On March 2, 2021, the Company granted 2,100,000 stock options to consultants. These options can be exercised at $0.25 per share until March 2, 2023. The fair value of the stock options is $382,879. The share-based compensation is designed to help the Company to obtain the required consulting service from domain experts and preserve the cash for operating purposes.

The Company is committed to an office lease for its office in Richmond, British Columbia for a three - year term expiring on October 31, 2023. The annual basic rent is $11,805.00, along with the additional rent for Operating Costs and Taxes plus applicable taxes subject to terms and adjustments. 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 Audited Annual Consolidated Financial Statement.

Consulting service fees decreased by $7,342 compared to the prior year, mainly due to reduced third-party consulting service. The Company had no payroll and engaged required services on a consulting basis. There has been no change to the compensation for key management.

The filing and transfer agent fees increased by $42, 347 from $23,705 (March 31, 2020) to $66,052 (March 31, 2021) mainly due to the fee related to the three months public market communication program in USA and the engagement with Questrade Inc. for its market-making service at a cost of CAD $3000 per month beginning December 2020. In addition, Canadian Securities Exchange increased its monthly fee listing fee from $750 to $1,000 for 2021 based on Issuer Market Capitalization.

Professional fees for the year ended March 31, 2021, were $88,046 compared to $89,399 for the year ended March 31, 2020, a slight reduction of $1,353. The professional fees related legal counsel for corporate matters and patent filing fee remains the similar level. The company anticipates spending a higher amount in the next fiscal year due to timing and stage of the patent applications and 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.

Research and other expense increased by $76,085 from $42,347 (March 31, 2020) to $118,432 (March 31, 2021) mainly due to resumption of research projects and the expanded R&D activities in Quebec City. As normality resumes and the resumption of postponed research projects along with its new lab facility, the Company expects a higher research and other related expense in the next fiscal year. The management team will actively seek additional government funding to support the projected increase in research expenses. The major expenses will be related to assay validation and development, lab supplies, hiring of staff, sample acquisition and analysis, publication costs and research related operational activities.

The office and miscellaneous decreased by $12,281 from $31,781 (March 31, 2020) to $19,500 (March 31, 2021) due to the reduction of monthly rent for the new office space and prudent operational spending. Travel expenses during the period reduced by $15,154 from $22,561 (March 31, 2020) to $7,397 (March 31, 2021) due to the COVID-19 travel restrictions and limited business development activities.

	2021	2020
	$	$
Other (income) loss		
Foreign exchange (gain) loss	10,082	(8,636)
(Gain) Loss on settlement of debt	(2,615)	15,000
Government grants	(10,949)	-
Interest income	(60)	(127)
Total other (income) loss	(3,542)	6,237

In addition, the Company had its other income of $3,542 for the year ended March 31, 2021, compared to the total other loss of $6,237 for the year ended March 31, 2020, which is a combination of the loss from foreign exchange and the gain from settlement of debt, government grants and the interest income. The Company entered into two long-term government loans in the fiscal year 2021 are interest free and are discounted to their fair value at the inception of loan. The discounted portions are classified as government grants and are accounted for as the other income in current year. The detail of the long-term loans is discussed on Note 7 in the Audited Annual Consolidated Financial Statement.

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. The company will be devoting resources towards commercialization related to its liquid biopsy assays

Expected Objectives: Revenue Generation, Licensing, Commercialization, Focussed Clinical Application, develop deeper Industry Collaboration, seek sponsored research, hiring technical staff to run lab facility.

- 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 Q3 of 2021.

- Commence the expanded trial and scope at an additional site (IUCPQ) following the approval from Health Canada for lung cancer response to treatment application related to SSAT1 assay

- Apply for non-dilutive funding from Mitacs, NRC, CQDM, NSERC Alliance grants, CIHR Society and other federal and or provincial funding grants. Collectively the funding is for around $4 million, although there are no assurances the funding will be received.

- Commence and complete the 300-lung and breast cancer patient trial with our Chinese partners at 2 recognized tumour hospitals using 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.

- Publications and file patents – Target to publish 4-6 peer reviewed manuscripts especially following results of the larger trial in Quebec, glioblastoma research clinical work being conducted at University of Manitoba and at the University of British Columbia. 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 grants and foundation support. Increase market awareness programs to help corporate visibility and attract capital.

- Expand staff size in Quebec to support the lab facility. In addition, add research support in Quebec to expedite the 1500 retrospective early lung cancer samples trial along with potentially 200 prospective patients at IUCPQ that was funded under the Medteq program. 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.

- Seek and continue to develop deeper partnership / relationships with large biopharma for early lung cancer screening program both in Canada and US. BioMark management team participated in several conferences such as Bio conference held in June 2021 and intends to participate in other high-profile conferences especially as new data is captured.

- Commence a focussed glioblastoma (GBM) study at CancerCare Manitoba and potentially at 2 universities in 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. There is a possibility of filing for a breakthrough designation with FDA using our assay.

- Capital Raise – Build a better US story where valuations can be more in line with other companies in our space. Commence discussions with VC, family funds and institutional investors given the heightened interest in diagnostic company investment. The company will also explore IR firms in US who can increase the exposure of BioMark to this investment community.

- Bench Strength – Hire staff to help in lab operation, accelerate commercialization, expand expertise in machine learning/analytics and completion of clinical trials and business development.

- Engage with the group at the University of Brescia following the ethics approval. BioMark is also considering expanding the trials at partner sites in Maryland.

- Complete and Test ELISA kits that utilizes monoclonal antibodies generated internally at different sites for validation purpose. The kit can be used to perform a quick on-premises test for BioMark's Red Alert amantadine assay and for assessing tumour burden in glioblastoma patients (Trials are on going at CancerCare Manitoba. BioMark has been testing and recording stability and functional efficacy of the kit over the past 8 months with Dr. Bach at UBC.

Bio-Stream Diagnostics Inc - COVID-19 and a broader Pathogen Platform

- Multi centre collaborations – Qatar University – Continue the 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 virus strains. This would be particularly important in validation. Publish and patent this discovery.

- Develop SOPs and use of different biological mediums beyond nasal swabs – saliva. Convenient and additional novelty – hence increase our patent portfolio on going.

- Institute QMS and internal scientific measurements that are required by regulatory agencies – Health Canada and FDA

- Seek strategic investment

- Expand the portfolio to include biosensors

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. This information is unaudited.

	March 31, 2021	December 31, 2020	September 30, 2020	June 30, 2020
	$	$	$	$
Total Revenue	-	-	-	-
Expenses	584,904	194,189	187,453	131,186
Net Loss	(583,977)	(194,189)	(187,453)	(128,571)
Loss per Share	(0.00)	(0.00)	(0.00)	(0.00)

	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019
	$	$	$	$
Total Revenue	-	263,283	-	-
Expenses	279,672	936,174	135,926	120,557
Net Loss	(285,909)	(672,891)	(135,926)	(120,557)
Loss per Share	(0.00)	(0.01)	(0.00)	(0.00)

For the detailed discussion refer to sections 1.4 and 1.6.

1.6 Liquidity

	2021	2020
	$	$
ASSETS		
Current		
Cash and cash equivalents	877,678	611,803
Amounts receivable	27,166	16,117
Prepaid expenses	18,165	-
	923,009	627,920
Long-term investment	3,200	-
Equipment and tools	-	2,430
Right-of-use asset	26,730	6,945
	952,939	637,295

The Company has total assets of $952,939 as of March 31, 2021 and has a positive working capital of $592. Total assets increased by $315,644 compared to $637,295 reported on March 31, 2020, mainly due to the increase of cash and cash equivalents and prepaid expenses. Working capital is defined as current assets less current liabilities. Compared to the working capital deficit of $448,502 as of March 31, 2020, the positive working capital of $592 is mainly due to the increase of cash and cash equivalents and the decrease of the accounts payable and accrued liabilities.

At March 31, 2021, the Company had cash and cash equivalents of $877,678 (March 31, 2020 - $611,803), which was a increase of $265,875 due to the exercise of warrants and options. During the fiscal year ended March 31, 2021, the Company issued 2,550,000 common shares from the exercise of share options for gross proceeds of $582,500 and the Company issued 1,920,500 common shares from the exercise of share purchase warrants for gross proceeds of $328,575.

LIABILITIES

	2021	2020
	$	$
Current		
Accounts payable and accrued liabilities	27,124	111,794
Lease liability	9,708	8,664
Due to related parties	885,585	955,964
	922,417	1,076,422
Long-term lease liability	18,009	-
Long-term government loans	91,607	-
	1,035,730	1,076,422

Total liabilities decreased by $40,692 from $1,076,422 on March 31, 2020 to $1,035,730 on March 31, 2021 which was the combination of the reduction of current liabilities and the increase of the liabilities of long-term lease and long-term government loan. The accounts payable and accrued liabilities decreased by $84,640 from $111,794 (March 31, 2020) to $27,124 (March 31, 2021) as the Company paid off the aged accounts payable owing to Cameron IP and several consultants. Due to related parties decreased by $70,379 from $955,964 (March 31, 2020) to $885,417 (March 31, 2021) as the Company partially paid to its related parties, BioMark Technologies Inc. and key management to lower its aged outstanding balance owed to those parties. The lease liability of $9,708 and the increased long-term lease liability of $18,009 is due to a new lease agreement entered into during the year.

On July 27, 2020, the Company entered into an agreement to fund operations and project costs of the business with the Government of Canada under the Regional Relief and Recovery Fund (RRRF). The Company was advanced an interest free contribution of $40,000. No repayments on the advance are due until December 31, 2022. If the Company repays 75% of the advance by December 31, 2022, the remaining 25% of the advance will be forgiven under the terms of the agreement. Repayments of the Contribution can be made at any time at the discretion of the Company. Shall the contribution not be repaid by December 31, 2022, the balance owing will become due in 36 monthly payments commencing January 31, 2023 and ending December 31, 2025. Any amounts owing at December 31, 2025 will become immediately due bearing interest at the average bank rate plus 3%.

On August 18, 2020, the Company entered into a loan with a major Canadian bank by way of a government sponsored COVID-19 relief line of credit under the Canada Emergency Business Account (CEBA). The revolving line of credit is interest free and due on December 31, 2022, up to a maximum of $60,000. There is no repayment schedule inherent in the agreement outside of the above due date and the line of credit is interest free until December 31, 2022. If the Company repays 75% of the aggregate amount advanced on or before December 31, 2022, the remaining 25% will be forgiven. Any amounts owing subsequent to December 31, 2022, can be extended to December 31, 2025 at an interest rate of 5% per annum. The Company has drawn on the line of credit in full as at March 31, 2021.

Both advances noted above are interest free and are discounted to their fair value at the inception of the loan. The discounted portion is accounted for as other income in the current year. Interest on the loan is charged using the effective interest rate method and recorded as interest accretion. The details of long-term loans are discussed on Note 6 in the Audited Annual Financial Statement.

Cash utilized in operating activities during the year ended March 31, 2021, was $455,551 compared to $453,785 at March 31, 2020, remained at similar level and no material differences.

SHAREHOLDERS' DEFICIENCY

	2021	2020
	$	$
Share capital	6,876,090	5,433,171
Share subscriptions received (receivable)	3,000	(144,668)
Contributed surplus	1,632,429	1,768,793
Deficit	(8,590,613)	(7,496,423)
	(79,094)	(439,127)

At March 31, 2021, share capital was $6,876,090 comprising 76,784,229 issued and outstanding common Shares (March 31, 2020 – $5,433,171 comprising 72,313,729 issued and outstanding Common Shares). Most the increase in shares outstanding is related to the raise of capital through the exercising of options and warrants. Surplus capital at March 31, 2021 is $1,632,429 (March 31, 2020 – $1,768,793). The decrease mainly is the result of share-based compensation was valued and recognized for a total amount of $395,481 related to the options granted on June 2020 and March 2021. As a result of the net loss for the year ending March 31, 2021 of $1,094,190 (March 31, 2020 – $1,215,282) and the deficit at March 31, 2021 increased to $8,590,613 from $ 7,496,423 as at March 31, 2020.

At present, the Company's operations do not generate cash inflows from the commercialization and its financial success after March 31, 2021, 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 section 1.11 - subsequent events 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.

See section 1.11 – subsequent events.

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 year ended March 31, 2021, the Company entered into the following transactions with related parties:

a) For the year ended March 31, 2021, directors and officers of the company provided consulting services to the company of $335,000. These charges are included in consulting fees. Consulting fees by CEO was $240,000 and CFO/Project Director was $95,000 for the year ended March 31, 2021. The Company has $732,946 (2020 - $698,946) and $44,520 (2020 – $112,270) due to CEO and CFO respectively. (Refer to Note 4 of the audited financial statements)

b) For the year ended March 31, 2021, the Company recognized $nil of share-based compensation for stock options held by directors and officers.

c) For the year ended March 31, 22021, the Company has the balance of $108,120 owed to BioMark Technologies Inc. BioMark Technologies Inc. which holds approximately 53.40% of the common shares of the Company as at March 31, 2021 (2020 - 56.7%). The CEO owns more than 10% interest in the Company.

d) Additionally, 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. The Company has not compensated the CEO with a cash bonus based on these trading price calculations.

1.10 Fourth Quarter

The Corporation incurred a net loss of $583,977 in the fourth quarter ended March 31, 2021, compared to a net loss of $285,909 in the same quarter a year earlier. The increase in net loss in the fourth quarter ended March 31, 2021 was mainly due to the increase in Research, share-based compensation.

Net loss, quarter over quarter is influenced by various factors including the scope and stage of clinical development and research. Consequently, expenses may vary from quarter to quarter. General and administrative expenses are dependent on the infrastructure required to support the clinical and business development activities of the Company. A material increases in research and development as well as general and administrative costs is anticipated over the short term, as the Company's research and development and regulatory activities increase.

1.11 Subsequent Events

Subsequent events post March 31, 2021, that were instigated to increase working capital to help deliver on future activities:

On April 15, 2021, 1,190,000 shares have been issued upon the exercise of the warrants by the warrant holder at a price of $0.20 per share for gross proceeds of $238,000.00.

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

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

Adoption of new pronouncements

A number of amendments to standards and interpretations applicable to the Company are not yet effective for the year ended March 31, 2021 and have not been applied in preparing these consolidated financial statements nor does the

Company expect these amendments to have a significant effect on its consolidated financial statements.

Classification of Liabilities as Current or Non-current – Amendments to IAS 1 (Effective January 1, 2022 [possibly deferred to January 1, 2023])

The narrow-scope amendments to IAS 1 Presentation of Financial Statements clarify that liabilities are classified as either current or noncurrent, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (e.g. the receipt of a waver or a breach of covenant). The amendments also clarify what IAS 1 means when it refers to the 'settlement' of a liability. The amendments could affect the classification of liabilities, particularly for entities that previously considered management's intentions to determine classification and for some liabilities that can be converted into equity. They must be applied retrospectively in accordance with the normal requirements in IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. In May 2020, the IASB issued an Exposure Draft proposing to defer the effective date of the amendments to January 1, 2023.

The following improvements were finalized in May 2020:
• IFRS 9 Financial Instruments – clarifies which fees should be included in the 10% test for derecognition of financial liabilities.

• IFRS 16 Leases – amendment of illustrative example 13 to remove the illustration of payments from the lessor relating to leasehold improvements, to remove any confusion about the treatment of lease incentives.

1.14 Financial Instruments and Other Instruments

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 data.

No financial assets were measured at fair value in 2021 and 2020.

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, the issuance of shares for debt, loans and related party loans. See Note 1.

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 March 31, 2021 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 at March 31, 2021, the Company had 76,784,229 common shares issued and outstanding.

	Number
Balance, March 31, 2021	76,784,229
Balance, July 14, 2021	77,974,229

c. Share Purchase Warrants

On April 19, 2019, the Company closed a non-brokered private placement of 2,000,000 units at $0.10 per unit for total consideration of $200,000, of which $7,400 has been allocated to the share purchase warrants using the residual value method. Each unit is composed of one common share and one share purchase warrant. Each warrant will entitle the holder to acquire one share at a price of $0.20 per share for a period of two years. Of the 2,000,000 units, 370,000 units were issued to settle outstanding debt with the CEO of $37,000.

On December 13, 2019, the Company closed a private placement of 2,031,157 units at $0.30 per unit for total consideration of $609,347 of which $81,246 has been allocated to the share purchase warrants using the residual value method. Each unit is composed of one common share and one-half share purchase warrant. Each warrant will entitle the holder to acquire one common share at a price of $0.45 per share for a period of two years. In connection with the private placement, the Company paid finder's fees of $9,600 cash and issued 32,000 share purchase warrants at a fair value of $4,845.

On December 13, 2019, the Company issued 200,000 units consisting of one common share and one-half share purchase warrant for the settlement of $60,000 of outstanding debt with the CEO and interim CFO. Each warrant will entitle the holder to acquire one common share at a price of $0.45 per share for a period of two years. The Company has allocated $8,000 to the share purchase warrants using the residual value method.

During the year ended March 31, 2020, the Company issued 2,047,455 common shares from the exercise of share purchase warrants for gross proceeds of $307,119, of which $120,000 was receivable at year-end.

During the year ended March 31, 2021, the Company issued 1,920,500 common shares from the exercise of share purchase warrants for gross proceeds of $328,575.

The number of warrants exercisable as of March 31, 2021 was 2,337,579 (2020 – 4,258,079 warrants). The weighted average life remaining for these warrants was 0.37 years and weighted average exercise price was $0.32 per warrants.

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 December 31, 2019, the Company granted 3,735,000 stock options to directors, officers, consultants and employees. These options can be exercised at $0.30 per share until December 31, 2024.

On December 31, 2019, the Company granted 60,000 stock options to consultants. These options can be exercised at $0.30 per share until December 31, 2021.

On June 9, 2020, the Company granted 150,000 stock options to consultants. These options can be exercised at $0.30 per share until June 9, 2022.

On March 2, 2021, the Company granted 2,100,000 stock options to consultants. These options can be exercised at $0.25 per share until March 2, 2023.

During the year ended March 31, 2021, the Company issued 2,550,000 common shares from the exercise of share options for gross proceeds of $582,500.

The number of options exercisable as at March 31, 2021 was 4,195,000 (2019 – 5,145,000 options). The weighted average life remaining for these options was 3.49 years and weighted average exercise price was $0.29 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 52-109F1 Certification of Annual Filings is filed on SEDAR.