BIOMARK DIAGNOSTICS INC.

Form 51-102F1
Management's Discussion & Analysis
Quarterly Report
For the Quarter Ended September 30, 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 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 six months ended September 30, 2021, and our 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, clinical research and commercialization activities. 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 external 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: November 24, 2021

1.2 Overall Performance

BioMark Diagnostics Inc. (“BioMark Diagnostics” or the “Company”) was incorporated on June 19, 2014, under the Business Corporation Act of British Columbia. The head office of the Company is 130 – 3851 Shell Rd, Richmond, British Columbia, V6X 2W2. The ultimate parent of BioMark Diagnostics is BioMark Technologies Inc. (“BTI”), which is located at the same address as the Company.

The Company is developing its early stage cancer diagnostic technology platform. Biomark Diagnostics’ cancer diagnostics liquid biopsy leverages "Omics" and machine learning which allows for early cancer detection. BioMark Diagnostics Inc. is currently focused on bringing its cancer diagnostic tests and detection solution to commercialization. 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:

- As COVID-19 pandemic management measures intensify along with aggressive vaccination, testing and vaccine verification programs implementation, there are hopeful signs that business activity might resume normality. Financial, operational and recovery measures instituted by the management team aided in sustaining business viability over the past 18 months and the company intends to accelerate all clinical and business development activities especially in North America.

- In July 2021, the Company conducted and completed the annual audit with the new auditor, PricewaterhouseCoopers LLP. The Audited Financial Statement and MD&A were filed in SEDAR and Canadian Securities Exchange as required by regulators.

- A family of patent related to lung cancer metabolite panel have now entered into national phase in USA, Europe, China, Canada and Brazil in July 2021.

- Dr. Bach and his team submitted a manuscript in late July 2021 to International Journal of Molecular Science a peer reviewed journal titled: Current and future development in lung cancer diagnosis. The paper was accepted for publication on August 12, 2021.

- BioMark has developed a new website and search engine optimization plan that it was fully executed.

- BioMark completed lab equipment installation of its Quebec-based clinical laboratory and is now performing operational qualification and performance validation with its partner Phytronix Technologies. The plan is to have the lab ready to perform research and development activities by October 2021. Additionally, hiring has commenced for several lab positions. Interviewing of candidates continues. The company intends to hire at least 3 highly qualified staff members shortly.

- BioMark initiated the process of filing a provisional patent related to new discoveries on its glioblastoma studies conducted by its collaborator Dr. Don Miller and his group at the Department of Pharmacology & Therapeutics, Kleysen Institute for Advanced Medicine University of Manitoba.

- In September 2021, BioMark submitted a J&J Quickfire application for up to USD $250,000 in grant funding related to Veteran Health. The application was focused on the use of BioMark’s liquid biopsy assay for early lung cancer detection.

- BioMark completed NRC-IRAP grant funding application to support research and development on its liquid biopsy assay for the early detection and screening of lung cancer from its Quebec-based subsidiary, BioMark Diagnostic Solutions Inc ("BDS"). . The total cost of the project is over $380,000, of which NRC-IRAP will contribute up to $170,000. Decision is expected later in October 2021.

- Preliminary data analysis on an early breast cancer metabolic panel was completed. The study involved 280 samples with emphasis on early stage. More detailed statistical analysis is underway at TMIC and request for additional clinical data from participating institutions in USA have been made to establish better algorithms

- Discussions are underway with financial institutions and government agencies to secure favourable loans and equity investments for purchasing more equipment to support operation, expand lab infrastructure in Quebec and accelerate commercialization.

- BioMark selected Stonegate Capital Partners as advisory firm to build and manage an institutional investor outreach. As a results, Stonegate initiates coverage on BioMark recognising Company's potential to generate multiple revenue streams from product supply sales, lab analysis, royalties, territorial and distribution licensing revenue.

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 implement necessary 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 temporarily lifted. Further analysis to assess the response to treatment following radio/chemotherapy in GBM patients is underway at CanacerCare Manitoba on several patients undergoing treatment. Suspensions and delays on research and potential grant application due to COVID-19 can and 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 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. Bio-Stream acquired and is in the process of clinical validation of the next generation bio-sensor technology for the detection of Covid -19 and other viruses. Bio-Stream Diagnostics platform is to develop an alternative detection tool to polymerase chain reaction (PCR) detection

arrays and other detection systems for pathogen detection. Surface-enhanced Raman spectroscopy (SERS) and bio-sensor technologies are 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 an biosensor tests along 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 clinical samples for validation prior to regulatory submission prior to commercialization and deployment.

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 Quarter Information

The following information is a summary of the three and three months ended September 30, 2021, as compared to the three and six months ended September 30, 2020.

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.

	Note	For the three-month period ended		For the six-month period ended	
		September 30, 2021	September 30, 2020	**September 30, 2021**	September 30, 2020
Expenses					
Consulting fees	3	**$ 85,050**	$ 82,500	**$ 170,100**	$ 165,000
Depreciation on right-of-use asset	5	**2,586**	2,977	**5,173**	5,953
Research and other		**32,185**	14,548	**65,457**	19,348
Professional fees		**20,867**	48,343	**42,046**	59,632
Office and miscellaneous		**9,111**	9,239	**22,317**	14,698
Interest and bank charges		**1,877**	-	**3,697**	-
Insurance		**3,923**	-	**5,665**	-
Filing and transfer agent fees		**23,004**	28,972	**157,313**	35,646
Travel		**1,196**	874	**2,973**	5,760
Share-based compensation	7	**-**	-	**-**	12,602
Total operating expenses		**179,799**	187,453	**474,741**	318,639
Other (income) loss					
Foreign exchange (gain) loss		**(1,405)**	-	**(89)**	-
(Gain) loss on settlement of debt		**-**	-	**-**	(2,615)
Government grants		**-**	-	**(7,500)**	-
Total other (income) loss		**(1,405)**	-	**(7,589)**	(2,615)
Net loss and comprehensive loss		**$ (178,394)**	$ (187,453)	**$ (467,152)**	$ (316,024)

For discussion of information refer to sections 1.4 and 1.6.

1.4 Discussion of Operations

Three months ended September 30, 2021, Compared to Three months ended September 30, 2020

The Company generated no revenues for the quarter ended September 30, 2021 and has recorded a net loss of $179,799. The net loss decreased by $7,654 compared to the previous year of $187,453. This was due to the reduction of Professional fees and filing and transfer agent fees.

Research and other increased by $17,637 from $14,548 for the quarter ended September 30, 2020, to $32,185 for the quarter ended September 30, 2021. The increased expense is mainly due to the resumption of research projects and facility expansion in Quebec. Consulting fee for the key management personals slightly increased by $2,550 for the same period of last year. The Company currently has no reported payroll and engages on consulting services as needed. As normality begins and postponed research projects resumes, the Company expects higher research and other related expenses in the coming quarters. The major expenses will be related to assay verification and validation, lab supplies, sample acquisition and analysis, publication costs and other research/business development related activities.

Filing and transfer agent fees decreased by $5,895 compared to the same period of last year due to the reduced public market awareness program. Professional fees reduced by $27,476 compared to the same period of last year. 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 any biotechnology company, yet the value is not reported or captured in the current balance sheet.

The interest and bank charge and insurance increased by $ 1,877 and $3,923 respectively which were $nil for both due to the interest accretion on long term government loan and the additional insurance for the newly purchased instruments for the lab in Quebec City. The other income increased by $1,405 from $nil as of September 30, 2020, to $1,405 as of September 30, 2021, due to the gain from foreign exchange. With the prudent operational spending adjusted for the impact of COVID-19, Office and miscellaneous and Travel remain at the same. No share-based compensation was reported for this quarter and the same period of previous year.

The Deprecation on right-of-use asset remains the similar level of the same period of the last year. The details of new accounting standard and the calculation of Right-of-use Asset and Lease Liability are discussed respectively on Note 5 in the unaudited consolidated interim financial statements for the six months ended September 30, 2021.

The six months ended September 30, 2021 Compared to six months ended September 30, 2020

The Company generated no revenues for the six months ended September 30, 2021 and has recorded a net loss of $474,741. The net loss increased by $156,102 compared to the six months ended September 30, 2020. This was due to increased Filing and transfer agent fees, Research and other, Insurance and Interest and bank charges.

Research and other increased by $46,109 from $19,348 for the six months ended September 30, 2020, to $65,457 for the six months ended September 30, 2021. The increased expense is mainly due to the occurred costs with resumed research projects and expansion projects in Quebec. The interest and bank charge, insurance increased by $ 3,697 and $5,665 respectively which were $nil for both due to the interest accretion on long term government loan and the additional insurance for the lab and newly purchased instruments in Quebec City. Consulting fee for the key management personals slightly increased by $5,100 for the same period of last year.

Filing and transfer agent fees increased by $121,667 mainly due to the fee related to the three months marketing campaign program related to marketing awareness and communication strategy with the third-party advisory group in the first quarter in

Canada and six months program with US advisory group to increase the exposure of BioMark to the investment community started in the second quarter along with the engagement with monthly market-making program.

The reduction of $17,586 for Professional fees mainly due to the timing and stage of the patent filings and required legal services and the company anticipates spending a higher amount in the coming quarters. The share-based compensation decreased by $12,602 compared to $nil as reported for the six months ended September 30, 2021, due to the issued options in the same period of last year for the services rendered to support administrative services, business development and market awareness activities which keeps the Company operated in a limited funding resource. Travel expenses reduced by $2,787 compared to the same period of last year due to the travel bans of COVID-19.

The other income increased by $4,974 from $ 2,615 as of September 30, 2020, to $7,589 as of September 30, 2021, mainly due to the Launch Online Grant Program of $7,500 approved on June 14th, 2021 from the Province of British Columbia to support businesses to make improvements to existing e-commerce functionality and/or booking systems, and to fund digital customer acquisition activities to respond to changing customer expectations and help gain access to local customers and markets otherwise out of reach. This program will be managed by Alacrity Canada.

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 initiated and there is current dialogue with appropriate officials handling the application.

- 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 help in lab operation, accelerate commercialization, expand expertise in machine learning/analytics and completion of clinical trials and business development.. In addition, add clinical 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.

- 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.

<u>Bio-Stream Diagnostics Inc - COVID-19 and a broader Pathogen Platform</u>

- Multi centre collaborations – Qatar University; University of Alberta, Access Lab, Alberta Precision Lab – Continue the co development venture to expedite development and commercialization of the COVID-19 rapid and cost-effective antigen-based test. Leverage resources, sample preparation, access to samples from hospitals, invite virologists, gain access to addition ML capacity, demonstrate repeatability of our tests at different sites.

- Expand the portfolio to include biosensors that was purchased from Clynisis and now being tested in labs. This OCET based biosensor platform offers multiple applications

- Develop standard operating procedures (SOPs), implement regulatory framework using Green Guru, and SciNote to support scientific data sharing and compliance.

- Test different biological mediums beyond nasal swabs – saliva. Increase convenience and include additional novelty – hence increase our patent portfolio on a going basis.

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

- Seek strategic investment

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.

	September 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020
	$	$	$	$
Total Revenue	-	-	-	-
Expenses	179,799	294,942	584,904	194,189
Net Loss	(178,394)	(288,758)	(583,977)	(194,189)
Loss per Share	(0.00)	(0.00)	(0.00)	(0.00)

	September 30, 2020	June 30, 2020	March 31, 2020	December 31, 2019
	$	$	$	$
Total Revenue	-	-	-	263,283
Expenses	187,453	131,186	279,672	936,174
Net Loss	(187,453)	(128,571)	(285,909)	(672,891)
Loss per Share	(0.00)	(0.00)	(0.00)	(0.01)

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 $629,552 as of September 30, 2021, compared to $490,217 reported on September 30, 2020, and has a negative working capital of $219,766. The increase of asset is mainly due to the increase of prepaid expenses and right-of-use asset.

On September 30, 2021, the Company had cash and cash equivalents of $379,163 (September 30, 2020 – $454,540). Working capital deficit reduced by $273,330 from September 30, 2020 ($493,096) mainly due to the reduction of accounts payables and due to the related parties. Working capital is defined as current assets less current liabilities. Total liabilities reduced by $125,723 from $1,056,691 as of September 30, 2020 to $930,968 as of September 30, 2021 which is a combination of the reduced accounts payable and accrued liabilities and Due to the related parties and the increase of the lease liabilities. The accounts payable and accrued liabilities reduced by $58,115 from $59,604 (September 30, 2020) to $1,489 (September 30, 2021). Due

to the related parties decreased by $102,705 from $915,824 (September 30, 2020) to $813,119 (September 30, 2021) mainly occurred by the unpaid compensations for key management personnel. The increased Lease liability of $9,953 from $1,263 for the same period of the previous year due to the adoption of the new accounting standards. The details of new accounting standard and the calculation of Right-of-use Asset and Lease Liability are discussed on Note 5 in the unaudited consolidated interim financial statements for the six months ended September 30, 2021. The long-term government loan includes $40,000 of government CEBA loan under BioMark Cancer Systems Inc. and $40,000 of government RRRF loan under BioMark Diagnostics Inc. The details of long-term loans are discussed on Note 6 in unaudited consolidated interim financial statement for six months ended September 30, 2021.

Cash utilized in operating activities for the six months ended September 30, 2021, was $665,590 compared to $362,597 at September 30, 2020, due to the increased business activities in Quebec.

On September 30, 2021, share capital was $7,121,490 comprising 77,974,229 issued and outstanding common shares (September 30, 2020, it was $5,540,769 comprising 72,863,729 issued and outstanding common shares). Contributed Surplus on September 30, 2021 is $1,625,029 (September 30, 2020 - $1,756,297), the decrease is the result of the warrants exercised in April 2021. As a result of the net loss for the six months ended September 30, 2021, of $301,416 (September 30, 2020 – $566,474) the deficit on September 30,2021 increased to $9,057,765 compared to $7,812,447 on September 30, 2020.

At present, the Company’s operations do not generate cash inflows from the commercialization and its financial success after September 30, 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 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.

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 September 30, 2021, the Company entered into the following transactions with related parties:

a) For the quarter ended September 30, 2021, directors and officers of the company provided consulting services to the company of $85,050. 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 $25,050 for the quarter ended September 30, 2021. As of September 30, 2021, the Company has $704,446 due to CEO (2020 - $726,946). The balance owing to the interim CFO as of September 30, 2021, is $17,125 (2020 - $64,520). The balances due to related parties are unsecured, non-interest bearing and without fixed repayment terms.

b) For the quarter ended September 30, 2021, the Company recognized $nil of share-based compensation for stock options held by director and officers.

c) For the quarter ended September 30, 2021, the Company has the balance of $91,548 owed to BioMark Technologies Inc. BioMark Technologies Inc. which holds approximately 52.59% of the common shares of the Company as at September 30, 2021 (2020 - 56.28%). The CEO owns more than 10% interest in the Company.

d) Additionally, on April 1, 2021, the Company entered into an Independent Contractor Agreement (the "Agreement") with the CEO of the Company. According to the Agreement, the Company shall pay the CEO $20,000 with applicable tax per calendar month, to be paid monthly or in such other instalments and at such other times as the Consultant and the Company may mutually agree in

writing. The Company shall pay all reasonable business and out-of-pocket expenses actually and properly incurred by the CEO from time to time in furtherance of or in connection with the Services including, but not limited to, all reasonable travel and other business expenses. The CEO will be entitled to a cash bonus in the amount of $250,000 upon the Company achieving a market capitalization of at least $75 million USD over a period of 30 trading days. 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

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

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 September 30, 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 of September 30, 2021, the Company had 77,974,229 common shares issued and outstanding.

c. Share Purchase Warrants

As at September 30, 2021, the Company had 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. 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.

The number of options exercisable as of September 30, 2021, was 4,195,000 (2020 – 4,195,000 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 52-109FV2 Certification of Interim Filings is filed on SEDAR.