BioMark Diagnostics Inc.

Form 51-102F1
Management's Discussion & Analysis
Annual Report
For the Year Ended March 31, 2024

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" refers 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, 2024, 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, 2024. 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, obtain certification, complete planned clinical trials, and preclinical 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 include 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 the 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
- and 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 that are at clinical trial and at the preclinical study stage
- reliance on third parties to plan, conduct, and monitor our clinical trials and preclinical 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 obtaining approval from regulatory authority to commercialize 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 25, 2024

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 diagnostic technology platform leverages "Omics" and machine learning with a focus on cancers that are hard to detect and treat. BioMark Diagnostics is currently focused on bringing its blood-based cancer diagnostic solution to commercialization standards, starting with its early lung cancer assay. 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:

- The Company continued its business of developing and accelerating the commercialization of its proprietary, non-invasive, and accurate cancer diagnostic solutions which can help detect, monitor, and assess cancer treatment early, accurately, and cost-effectively. Businesses are still facing strong inflationary headwinds with stiff and sticky high interest rates, rapid adoption of systemic AI and automation, geopolitical tensions, and skilled labor shortages, especially in recruiting bioinformatics and laboratory technicians. Investors continue to be cautious and take longer to perform due diligence, and deal timelines continue to be extended under the current macroeconomic conditions, especially for small and micro-cap companies. Companies that delay fundraising are returning to a challenging fundraising environment. Non-dilutive financing continues to be a sought-after option by companies. Artificial intelligence (AI) continues to be a focus and upcoming regulations are anticipated.

- BioMark received an official Notice from the International Bureau of the World Intellectual Property Organization (WIPO) confirming that our GBM PCT related to International PCT Patent Application N° PCT/CA2022/051521 filed on October 14, 2022, was made public on April 20, 2023.

- BioMark and AstraZeneca teams were invited to present data at the Lord/SynergiQc scientific offsite retreat meeting in Quebec held from May 9 to May 11, 2023. by IUCPQ. The group discussed progress on the current prospective lung cancer trial along with other developments.

- On May 31st, 2023, BioMark announced that the U.S. Patent and Trademark Office (USPTO) had issued U.S. Patent No. 11,656,229, which was filed as a provisional on June 26, 2015, titled Method of Detecting Lung Cancer. The issued patent belongs to a larger family of patents on the Company's biomarker panel for detecting lung cancer and complements similar patents already approved in Japan and Canada and pending in Europe, and China.

- On June 5th, 2023, BioMark announced that its latest leading-edge research was presented during the 2023 American Society of Clinical Oncology (ASCO) Annual Meeting took place in Chicago, Illinois. The poster entitled “Large retrospective validation study of metabolomic biomarkers for resectable lung cancer detection and risk assessment”, was presented by the senior author, Dr Andrew Maksymiuk, during the Developmental Therapeutics—Molecularly Targeted Agents and Tumor Biology session on June 3, 2023, from 8:00 – 11:00 a.m. CT at the McCormick Place in Chicago. The objectives of the study were to validate whether BioMark’s panel of metabolomic biomarkers improved early lung cancer detection in over 800 plasma samples from patients that underwent lung cancer resection, and to better understand the potential role and intersection between lung cancer and other lung diseases as it relates to screening for at-risk populations.

- On July 25th, 2023, BioMark issued a statement on recent market activity and provided a brief corporate update. The Company was unaware of any material change in its operation that would account for the recent increase in market activity and higher volume of daily trading. BioMark has been making significant strides in getting ready for clinical laboratory certification of its operations based in Quebec. The management is focused on activities that will propel its commercialization drive and accelerate its revenue generation potential later.

- On July 27th, 2023, BioMark was notified that its paper Titled: Metabolomic Fingerprinting for the Detection of Early-Stage Lung Cancer: From the Genome to the Metabolome" was selected as the Top Downloaded Papers of IJMS in 2022. Link: http://www.mdpi.com/1422-0067/23/3/1215

- In July 2023, the Company conducted and successfully completed the annual audit with the auditor, MNP LLP – Audited Financial Statement and MD&A filed in SEDAR and Canadian Securities Exchange as required by regulators.

- On August 8th, 2023, BioMark announced that the Japan Patent Office (JPO) had issued Divisional Patent Application N° 7311659 titled "Methods of detecting lung cancer" using urine biomarkers. The issued patent belongs to a larger family of patents on the Company's biomarker panel for detecting lung cancer.

- On August 30th, 2023, BioMark announced that Vice Admiral Kevin Cosgriff would be joining BioMark's Advisory team to support its innovation and investment strategy. His experience and connections will be valuable as BioMark makes a committed effort to hasten commercialization of its early lung cancer assay. Similarly, he will aid BioMark to expand its clinical research collaborations in the U.S. for other vertical indications that it holds in its patent estate.

- On August 30th, 2023, BioMark was featured in the local newspaper LeSoleil in Quebec under the title "Une technologie d'ici pour mieux diagnostiquer le cancer du poumon".

- On August 31st, 2023, BioMark received a Conditional Approval Letter notification under HS26096 (B2023:074) from the University of Manitoba Research and Compliance office for its urinary Excretion of Rimantadine Metabolites by Cancer Patients.

- The Company expanded its technical team and hired two additional staff members to support all activities related to securing lab certification and running clinical samples as it prepares for the launch of its early lung cancer assay. Funding to support the hiring of the personnel was provided by NRC-IRAP. The company is looking to expand its workforce in the near term to support the future scale-up of the operation.

- In September 2023, BioMark's senior management team had a preliminary meeting with a leading reimbursement organization to help understand the opportunities and challenges in securing reimbursement in the United States. This is of vital importance to the company's US market entry strategy initially for its lung cancer diagnostic assays.

- On September 26th, 2023, BioMark participated in "Eureka Investment Readiness Programme - 2023 Online session with Siemens Healthineers". Siemens Healthineers is a global provider of healthcare solutions and services, with activities in numerous countries around the world. It develops, manufactures, and sells a diverse range of innovative diagnostic and therapeutic products and services to healthcare providers worldwide. During this session, Siemens Healthineers presented how they currently work with startups, presented a challenge, and invited companies to apply and present their solutions.

  About Eureka:

  Eureka is an international network for industrial research and development (R&D) collaboration that includes over 45 economies from Europe, Israel, South Korea, Argentina, Chile, Singapore, and Canada. This unique and powerful platform has made it easier for Canadian small and medium-sized enterprises (SMEs) to accelerate their growth through access to global value chains and collaboration with international partners.

  The National Research Council of Canada (NRC) is Canada's National Office for Eureka and provides Canadian companies, researchers, and academics with a first point of contact and access to the expansive global network.

- On September 28th, 2023, BioMark's subsidy BioMark Diagnostics Solution hosted an event organized by Quebec International and Québec VITAE on "The resilience of businesses in life sciences" in Quebec City. It was an inspiring event that highlighted the resilience of 3 companies active in different sectors, but still connected by omics (personalized health). Attendees had the chance to meet and visit the laboratories of Biomark Diagnostics Inc., BioTwin, and Harvest Genomics, as well as better understand the growth opportunities offered by adMare BioInnovations.

- On October 5th, 2023, BioMark Chief Scientific Officer Jean-François Haince, presented a talk at the Annual Symposium on Disruptive Technologies organized by its partner Phytronix Technologies. The presentation entitled "Metabolomic Fingerprinting for Early Cancer Detection: From Bench to Clinic" was an exceptional opportunity to showcase BioMark's clinical metabolomics platform to potential clients and industry leaders in Canada.

- On October 19th, 2023, BioMark received a Certificate of Annual Approval under Ethics #: HS15822 (H2012:334) from the University of Manitoba Research Ethics

and Compliance office for its ongoing Spermidine/spermine N-acetyltransferase 1 (SSAT1) Gene Expression in Human Cancer studies.

- On October 31st, 2023, BioMark obtained a novel patent in Canada, No 2.906.236 titled "DETECTION AND QUANTIFICATION OF ACETYLAMANTADINE IN URINE SAMPLES". This further expands the company's patent estate.

- On November 7th, 2023, BioMark announced that its wholly owned laboratory subsidiary, BioMark Diagnostic Solutions Inc ("BDS"), was awarded non-dilutive funding of CAD$231,000 from the City of Quebec through its Vision Entrepreneuriale Québec 2026 to accelerate commercialization and market development activities of its proprietary assay for early detection of lung cancer.

- On November 14th, 2023, BioMark announced that Dr. W. Randolph Ford, Ph.D., would be joining BioMark's Advisory team to support to integration of artificial intelligence and machine learning capabilities to support BioMark's commercial drive of its early cancer detection technology platform.

- On November 23rd, 2023, BioMark's CEO, Rashid Ahmed Bux, was interviewed at The Watchlist by Stockhouse to discuss the latest development of BioMark's technology platform. Link to the interview is: https://stockhouse.com/video/thewatchlist/dbhcq3nf?mediaId=DBHCq3nF

- In November 2023, the BioMark management team visited its lab operation in Quebec City and had several meetings with strategic advisers and local partners to prepare for business growth once accreditation is secured. Meetings and technology demonstration from its development partner Phytronix was held during the visit.

- On November 28th, 2023, BioMark reported strong operational results from the second quarter ended September 30, 2023. The Company also announced that it extended the warrant exercise term in a continuing effort to improve corporate value for its shareholders.

- On November 29th and 30th, 2023, BioMark Chief Scientific Officer Jean-François Haince, attended and participated in the 17th edition of the Quebec City Healthcare Industry Forum (FISQ2023). The objective of the FISQ is to bring together businesses and players from the Québec healthcare network around the major issues facing the industry. Several constructive discussions were held with pharma partner AstraZeneca and industrial consortium BioQuebec with a mandate to support the adoption of BioMark's early lung cancer detection assay once the assay is clinically accredited in Quebec.

- BioMark's collaboration with Harrisburg University, a US-based academic institution that has exceptional capabilities in AI and ML domains, yielded very promising data on breast cancer studies that the company will present at an upcoming symposium in the United States. BioMark will leverage the expertise of

the group to refine both the previous retrospective and the upcoming prospective lung cancer studies.

- The company has completed the recruitment of patients enrolled under the measuring response to immunotherapy for advanced-stage lung cancer trials that were being conducted at IUCPQ under Dr. P. Joubert. Results are expected by the first half of 2024. This sponsored research is funded by a grant from the hospital Foundation. Sample analysis will be conducted at BioMark's lab in Quebec. A positive outcome of the studies will further demonstrate BioMark's diagnostic assay in differentiating patients who respond vs non-responders faster to immunotherapy treatment, which ultimately leads to better quality-of-life treatment selection for patients and overall cost savings. BioMark's assay is intended to monitor response faster and more accurately.

- On December 8th, 2023, BioMark Chief Scientific Officer Jean-François Haince presented a poster entitled "Early Detection of Breast Cancer using Targeted Plasma Metabolomic Profiling" during the Spotlight Poster Session 5 at the San Antonio Brest Cancer Symposium (SABCS) held in San Antonio, Texas. The poster elicited a strong reception from leading global BioPharma and diagnostics companies.

- On December 8th, 2023, BioMark filed a provisional patent application for "EARLY BREAST CANCER DETECTION USING BLOOD-BASED METABOLOMIC PROFILING" with the United States Patent and Trademark Office. The patent application protects its discovery related to its assay for early detection of breast cancer and the determination of several subtypes.

- The Company successfully held its Annual General Meeting on December 22, 2023, at 9:00 am (Vancouver Time) from its head office in Richmond, BC. All the motions were passed.

- On December 29th, 2023, BioMark announced that it has closed a financing round to accelerate the commercialization of its liquid biopsy technology. The financing round included a non-brokered private placement for gross proceeds of $1,900,000 wherein BioMark issued 7,600,000 units at a price of $ 0.25 per unit. The securities issued under the private placement will be subject to a hold period of four months and one day. Each unit consists of one common share of BioMark and one full purchase warrant. One whole share purchase warrant will entitle the holder thereof to purchase one common share of BioMark at $0.45 per share for a period of three years from the closing date of the private placement, subject to an acceleration clause. A debt conversion consisting of 1,032,261 units in settlement of the indebtedness in the aggregate amount of $ 258,065.25 to pay for Due to the Related Party. No Finders' fees were payable on the private placement.

- Advanced discussions continue with Siemens Healthineers' senior management group following BioMark's participation in the challenging global Eureka

Investment Readiness Programme - 2023 Online session with Siemens Healthineers on September 26th, 2023. The deeper dive into understanding BioMark's technology platform is ongoing after signing a mutually accepted 2-way NDA. More senior management meetings are scheduled in Feb and March of 2024.

- The large multimodal early lung cancer patient recruitment conducted at IUCPQ under Dr. Joubert was concluded by the end of December 2023. Over 50% (> 2500 samples) have been analyzed at BioMark's Quebec-based labs. Additional samples are expected in April and May. Full data readout is expected at a specific venue where all the strategic partners are expected to meet.

- On January 26th, 2024, Research Manitoba selected an application made by Dr. Miller under its Innovation Proof-of-Concept (IPoC) Grants program. Biomark and Dr. Don Miller are expecting to receive positive notification of their Research Manitoba and Mitacs grant applications entitled: "Examination of lipid nanoparticle loaded hydrogels for localized silencing of spermidine/spermine acetyl transferase-1 (SAT1) expression in tumor and enhanced radiation and chemotherapy response." The total value of the grant is over$250K and will be used to generate a first proof-of-concept in animal model.

- On January 31st, 2024, BioMark Chief Scientific Officer Jean-François Haince, was invited to present the Company during the "Connect-Bio: Personalized Medicine" Networking event organized by CQDM and Axelys. More than 150 people showed up to listen to interesting presentations on personalized medicine and then exchange ideas with each other during a cocktail reception which continued into the evening. The event was most stimulating, creating pleasant exchanges and effective networking between the participants.

- On February 26th, 2024, BioMark announced that Mrs. Theresa Peterson as a new member of BioMark's Advisory team. Mrs. Peterson brings a unique blend of strategic thinking, financial acumen, and relationship-building skills to BioMark. She excels at identifying and capitalizing on funding opportunities, developing innovative funding strategies, and building strong relationships with government agencies, foundations, and other key stakeholders. BioMark looks forward to her professional contribution to building BioMark into a dynamic diagnostic solution provider in the US and internationally.

- Advanced discussions continue with Siemens Healthineers' senior management group. BioMark joined their IHI partner meeting held on March 27th, 2024, that involved a selected group of 10 leading European institutions and other SMEs. The group will be working on completing a major proposal that will be submitted under the Europe Horizon program. Details will be shared when an official announcement is made, and as specific proposal milestones are completed and submitted to the agency in charge of the application.

- The Company received a second batch of lung cancer samples from our European partner institution Hospices Civils de Lyon (HCL) in France. These samples are from a prospective screening program and will be analyzed in BioMark's lab facilities in Quebec City by the end of April/early May. Data will be shared with the group from HCL. Data from a second-time point will also be shipped later to BioMark to prospectively analyze the data to assess the disease status or progression.

- Advanced discussions continued between BioMark and AstraZeneca's team to map out a roadmap for several high-impact projects that could lead to deeper and more expansive collaboration between the two parties.

- BioMark's studies in breast and lung cancers are being further refined using the latest advancements in advanced statistical analysis and machine learning algorithms at Harrisburg University. The team is working on various publications to demonstrate the encouraging results. The team is finalizing the paper on the use of AI/ML and metabolomics on breast cancer that will be submitted in a peer-reviewed publication in the coming month.

- BioMark Diagnostic Solutions Inc. based in Quebec is preparing to secure lab certification status within 4-6 months. Pre-audit meetings with audit offers for the lab certification were held throughout March 2024.

- The management team has engaged with a new financing group based in Europe to support the company's future capital requirements. The group has access to European Private Equity funds and family offices. The goal is to establish a broader shareholder base, especially with strategic investors.

- BioMark continued to entertain discussions with various financial institutions, individuals, and government agencies to secure non-dilutive funding, favorable loans, and equity investments to accelerate the commercialization of its early lung cancer liquid biopsy franchise, to advance its expansion strategy in the USA and internationally as well as for general corporate purposes.

Risk Factors and Uncertainty

The Company is highly focused on introducing its advanced tests led by its early lung cancer assay in Quebec and then in other jurisdictions. It has cultivated strong clinical partners that understand the regulatory landscape, lab infrastructure requirements, and challenges related to conducting proof of concept studies that provide clinical validation evidence and accelerate commercialization. These are designed to reduce associated market development risk, accelerate clinical adoption, and strategically limit capital deployment.

Failure to generate future sales revenue streams from the Company's main services and products could have a significant and potentially adverse effect on the Company. Prolonged delays in commercialization could impact the timing of revenue generation.

The Company is engaged in conducting clinical research related to technology positioning and regulatory submissions. Negative results from clinical trials along with regulatory denials or delays could adversely affect sales, and product commercialization plans which could have a major impact on the Company. Additionally, industry evolution and existing or new market entrants with strong balance sheets 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 effect on the Company. The contributions of these individuals to the immediate operations of BioMark are of the upmost importance. In addition, there is no assurance that BioMark will be able to continue to attract and retain all personnel necessary for the development and operation of its business.

Management is continuing its efforts to attract additional equity and capital investors, seek non-dilutive financing, and implement cost control measures to maintain adequate levels of working capital. Nevertheless, there can be no assurances 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.

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, 2024	March 31, 2023	March 31, 2022
	$	$	$
Total Expenses	2,085,093	2,196,046	1,590,937
Net Loss	1,427,385	1,842,229	1,453,903
Loss Per Share	0.02	0.02	0.02
Total Assets	1,088,920	732,292	1,471,620
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

	2024	2023
	$	$
Revenue	163,220	153,492

The Company generated revenues of $163,220 for the year ended March 31, 2024, and recorded a net loss of $1,427,385 for the year ended March 31, 2024.

Revenues slightly increased by $9,728 from $ 153,492 for the year ended March 31, 2023, to $163,220. During the year ended March 31, 2024, BioMark Diagnostics Inc. wholly owned subsidiary, BDS, entered into research and collaboration agreements with certain biotech companies. The purpose of entering into these agreements is for BDS to generate revenue and cash flow to finance the company's research activities. As part, of the four agreements signed during the year, BDS provided biotech companies with access to designated spaces within the premises BDS leased and agreed to offer laboratory and bioanalytical basic services as requested. Management elected to present lease payments received under operating leases as Revenue.

The net loss decreased by $414,844 from $1,842,229 (March 31, 2023) to $1,427,385, for the year ended March 31, 2024, which was largely due to the increased other income from tax credit income in Quebec and other government grants.

	2024	2023
	$	$
Expenses:		
Consulting fees	422,599	373,242
Depreciation of right-of-use asset	379,471	372,943
Depreciation of property and equipment	13,699	13,253
Research and development	650,534	545,841
Professional fees	223,892	256,192
Office and miscellaneous	78,198	72,814
Interest and bank charges	115,168	110,232
Filing and transfer agent fees	97,858	92,033
Travel	28,194	29,971
Share-based compensation	75,480	329,525
Total operating expenses	2,085,093	2,196,046

The total operating expense decreased by $110,953 from $2,196,046 (March 31, 2023) to $2,085,093 (March 31, 2024), mainly driven by decreased share-based compensation.

Consulting service fees increased by $49,357 compared to the prior year, mainly due to the increased use of third-party consulting services related to business development activities and engagement with potential customers. There has been no significant change to the compensation for key management. The Company engaged in required services on a consulting basis.

The depreciation of right-of-use assets and property and equipment slightly increased by $6,528 and $446 respectively, which remains at the same level as the last fiscal year. The Company renewed the office lease in Richmond for a three-year term expiring on October 31, 2026, and the lease for the lab facility in Quebec City for a three-year term expiring on November 30, 2026. The details of accounting standards and the calculation of depreciation on asset, Right-of-use Asset and Lease Liability are discussed respectively on Note 3, Note 6, and Note 7 in the Audited Consolidated Annual Financial Statement. Under Note 6, computers are recorded at cost and amortized over three years; laboratory equipment is recorded at cost and amortized over five years. Under Note 7, the equipment is related to the acquired instruments via the third-party leasing company and is amortized over five years. The office lease includes both the office spaces in Richmond, BC, and the lab facility in Quebec, QC.

Research and other expenses increased by $104,693 from $545,841 for the year ended March 31, 2023, to $650,534 for the year ended March 31, 2024. With the resumption of research projects and clinical trials, the Company made remarkable progress in completing the recruitment of participants for its large multimodal early lung cancer study conducted at IUCPQ under Dr. Jourbert, and also in measuring response to treatments for advanced-stage lung cancer patients following systemic treatments. The Company expanded its technical team and hired two additional staff members to support all activities related to securing lab certification and running clinical samples as it prepares for the launch of its early lung cancer assay. The company is looking to expand its workforce in the near term to support the future scale-up of its operation and business development activities; the company expects higher research and development-related expenses in the coming fiscal year to support the development of other assays in its product pipeline. The management team will actively seek additional government non-dilutive funding to support and offset the projected increase in research expenses. Major expenses are expected to be related to the recruitment of highly qualified personnel to support assay verification and validation, secure lab supplies, lab certification, sample acquisition, conduct analysis, publication costs, and other research/business development-related activities, especially in the USA.

Professional fees for the year ended March 31, 2024, were $223,892 compared to $256,192 for the year ended March 31, 2023, a decrease of $32,300. The professional fees related to legal counsel for corporate matters and patent filing fees. These fees depend on the timing and stage of the patent applications and filings. The Company continues to build its patent portfolio applications/filings, advances its patent registration to different jurisdictions, and anticipates spending

more in the coming fiscal year. These investments represent intangible assets for any biotechnology company, yet the value is not reported or captured in the current balance sheet.

Office and miscellaneous increased modestly by $5,384 from $72,814 for the year ended March 31, 2023, to $78,198 for the year ended March 31, 2024. The company maintains a prudent operational spending policy regardless of the expanded operating activities at its lab facility in Quebec City.

The interest and bank charge slightly increased by $4,936 from $110,232 for the year ended March 31, 2023, to $115,168 for the year ended March 31, 2024, remaining relatively at the same level as the last fiscal year. These charges are mainly due to the lease arrangement charges for the lab instruments with the third party and the short-term loan with R&D Capital which remained consistent during the current fiscal year. The Company anticipates less spending on interest since the Company has fully paid off the short-term loan with R&D Capital and all government loans. The details of accounting standard and the calculation of interest on Right-of-use Asset and Lease Liability, short-term loans, and long-term loans are discussed respectively in Note 7, Note 8, and Note 9 in the Audited Consolidated Annual Financial Statement.

Filing and transfer agent fees increased by $5,825 from $92,033 for the year ended March 31, 2023, to $97,858 for the year ended March 31, 2024, mainly due to the slight increase of service fees rendered by the transfer agency and news release distribution providers. Travel expenses slightly decreased by $1,777 compared to the previous year, remaining at the same level. With the scheduled international conferences and presentations, the Company anticipates higher spending on travel expenses for business development and collaborative research in the next fiscal year.

The share-based compensation of $75,480 was reported for the year ended March 31, 2024, which decreased by $254,045 from $329,525 for the year ended March 31, 2023. On July 14th, 2022, the Company granted 2,410,000 common share purchase options exercisable at $0.40 per share expiring in three years to directors, management, employees, and consultants of the Company. 25% of the options will vest immediately and 25% every six months. During the year ended March 31, 2024, the Company recorded a total share-based compensation expense of $73,587. On August 3rd, 2022, the Company granted 212,000 common share purchase options exercisable at $0.40 per share expiring in three years to consultants of the Company. 25% of the options will vest immediately and 25% every six months. The share-based compensation is designed to help the Company obtain the required consulting service from domain experts and preserve the cash for operating purposes.

	2024	2023
	$	$
Other expenses (income)		
Foreign exchange loss	(638)	-
Tax credit income	(193,490)	-
Government grants	(296,499)	(200,246)
Interest income	(3,861)	(79)
Total other (income) loss	(494,488)	(200,325)

In addition, the Company had its other income of $494,488 for the year ended March 31, 2024, an increase of $294,163, compared to the total other income of 200,325 for the year ended March 31, 2023. This is mainly due to the increase in tax credit income from Revenue Quebec and other government grants.

On December 21, 2022, the Company's Quebec-based subsidiary, "BDS" agreed to receive advisory service and funding up to $185,900 from NRC IRAP to support research and development of a quantitative assay to measure drug metabolites for cancer treatment monitoring. Under this program, NRC IRAP will reimburse up to 80% of eligible project salaries and 50% of eligible contractor costs. The Company qualified to receive $59,000 for the year ended March 31, 2023, and $126,900 for the year ended March 31, 2024, in funding under the terms of the contribution agreement. The Company received and recognized $40,357 for the year ended March 31, 2023, and $141,499 for the year ended March 31, 2024.

In September 2023, the Company's Qubec-based subsidiary, BDS entered into a definitive agreement to receive nonrepayable funding of up to CAD $231,000 from the City of Quebec through its Vision Entrepreneuriale Québec 2026 earmarked to accelerate commercialization and market development activities of its proprietary assay for early detection of lung cancer. Under this financial assistance program, the City of Quebec will reimburse up to 45% of eligible expenses including associated project salaries, marketing and business development costs, professional service fees, and travel subsidies over a 2-year period. The Company received and recognized $95,000 in funding under the terms of this contribution agreement for the year ended March 31, 2024, recorded as other income. The Company qualified to receive the second payment of $95,000 for the next fiscal year to end March 31, 2025, and a third disbarment of $41,000 for the year that will end March 31, 2026.

During the year ended March 31, 2024, the Company's Quebec-based subsidiary, "BDS" received funding of $30,000 from the National Research Council of Canada Industrial Research Assistance Program (NRC IRAP), Quebec, to offset the cost of hiring young talent to work on R&D projects and to help develop a new product or process. The contribution agreement under the Youth Employment Program is funded by the Youth Employment and Skills Strategy of Canada. The Company recognized and recorded the $30,000 as other income.

In addition, the Company paid off the loans under the Regional Relief and Recovery Fund (RRRF) and the Canada Emergency Business Account (CEBA) before the deadline, both loans obtained during the COVID pandemic. The Company paid off $30,000 under RRRF on March 28, 2024, and had the remaining $10,000 of funding forgiven; also paid off $40,000 under CEBA on January 17, 2024, with the remaining balance of $20,000 being forgiven. The Company recognized $30,000 as other income during the year ended March 31, 2024.

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 additional resources towards expediting the commercialization and revenue generation of its most advanced-stage early lung cancer blood-based liquid assay.

- Company will continue to seek and actively raise capital especially within existing shareholders but also new strategic investors and institutional funds. Management will continue to build a better US story where valuations can be more compelling and in line with other companies in our space given the achievements of critical milestones over the past 12 months and maintain discussions with strategic investors, family funds and institutional investors given the heightened interest in diagnostics and the Company's new therapeutic target for GBM. The Company will also explore engaging with IR firms specialized in the biotech arena in the US who can help increase the exposure of BioMark to select investment communities and have access to institutional desks.

- Complete plasma analysis on the large-scale early lung cancer multimodal study (>5000 patients) across 7 hospitals based in Quebec which recently completed enrollment of patients. Preliminary results are expected in the second half of 2024.

- Preparation for lab certification and accreditation to meet initially international ISO 15189:2012 standard for the Canadian operation and later secure CLIA and CAP accreditation to provide lab services in the U.S. Certification is expected later in Q3/Q4.

- Accelerating commercialization efforts of its lab-developed test (LDT) for early lung cancer detection following promising interim retrospective data presented at various oncology conferences across N. America and Europe throughout 2024 - 2025.

- Seek deeper collaborations with several high-profile USA medical institutions and introduce the company to insurance companies (payers), regulatory experts, and biopharma partners as its early lung cancer LDT commercialization efforts

gather momentum. The US market is strategic due to its large addressable lung cancer screening market for at-risk populations (estimated at over 16 million annually). The market remains mostly untapped as there's only a 5-6% penetration of image-based screening for the population at risk of developing lung cancer. In addition, the federal government is encouraging expanded accessibility for lung cancer screening initiatives and accessibility across different states, especially for rural communities that have limited resources.

- Advance the discovery study in breast cancer and further refine metabolites panel selection using the latest advancements in machine learning algorithms. In addition, the company will be submitting an abstract for presentation at a large breast cancer symposium slated for late 2024.

- Continue to submit clinical results in peer-reviewed publications and expand the patent portfolio. The company intends to publish at least 4-6 peer-reviewed manuscripts, especially following results of the larger lung cancer trial in Quebec, responding to treatment for late-stage lung cancer, early breast cancer samples from US patients, glioblastoma research clinical work being conducted at the University of Manitoba. It is important to keep our science and discovery relevant to the scientific and biopharma communities. Relevant patents will be filed as needed to protect key discoveries and expand the company's patent estate.

- Seek and continue to develop deeper partnership/relationships with large biopharma for early lung cancer screening programs both in Canada and the US. Build a stronger base and infrastructure, expand physical presence, clinical partnerships, and research support at existing partner sites in both the US and Canada.

- BioMark management team intends to participate in several high-profile conferences such as ASCO, USCAP, AACR, ASMS, ISLB, and San Antonio Breast Cancer Symposium.

- Understand and formulate a US reimbursement strategy with experts in private payors as the company introduces its early lung cancer assay in select markets.

- Seek academic institutions that have relationships with community hospitals across the US to help leverage the value of the company's early lung cancer assay versatility – accessibility, accuracy, and affordability.

- Increase market awareness programs and coverage to help improve corporate visibility, attract capital, and address the valuation gap versus existing peer groups.

- Recruit high-powered board members and advisers who can help the company expand its commercial footprint and access financing in the US and internationally.

- Continue to seek additional funding including non-dilutive resources for its lab operations, certification of its clinical lab, U.S. expansion, business development, and clinical studies from both Canadian, European, and US agencies and foundations to develop the platform for other cancers and assess response to treatment.

Bio-Stream Diagnostics Inc.

Bio-Stream Diagnostics is developing the sensors and readers for its OCET platform. The product line is working well, which includes the traxReader, traxBiosensors, and traxInsight software. Based on the success of C-Reactive Protein tests, the company expanded its traxPlaform testing to chemistry (biotin and streptavidin and to diabetes (Cystatin-C and Glycated Albumin, etc.) The company has engaged with multiple companies that have expressed interest in using Bio-Stream's platform to develop their assays based on specific biomarkers.

The project Pipeline is rapidly growing, data generated is impressive. Thus far over 10 projects globally have been funded generating cash flow for the company. In addition, the company got approved for a $290,000 grant for allergy tests by Alberta Innovates.

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, 2024	December 31, 2023	September 30, 2023	June 30, 2023
	$	$	$	$
Total Revenue	39,805	41,543	42,126	39,746
Expenses	584,956	502,424	498,297	499,416
Net Loss	(391,306)	(406,761)	(210,463)	(418,855)
Loss per Share	(0.00)	(0.00)	(0.00)	(0.00)

	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
	$	$	$	$
Total Revenue	39,746	36,889	40,957	35,900
Expenses	611,395	475,194	628,833	480,624
Net Loss	(501,506)	(393,698)	(527,884)	(419,141)
Loss per Share	(0.00)	(0.00)	(0.00)	(0.00)

For the detailed discussion refer to sections 1.4 and 1.6.

1.6 Liquidity

	2024	2023
	$	$
ASSETS		
Current		
Cash and cash equivalents	156,749	72,037
Amounts receivable	43,027	34,373
Prepaid expenses	-	19,852
	199,776	126,262
Prepaid expenses	34,155	14,303
Long-term investment	3,200	3,200
Property and equipment	35,795	45,100
Right-of-use asset	815,994	543,427
	1,088,920	732,292

LIABILITIES

	2024	2023
	$	$
Current		
Accounts payable and accrued liabilities	144,422	220,195
Client Deposit	8,344	10,367
Current portion of lease liability	351,775	281,103
Due to related parties	739,829	827,434
Short–term debt	-	229,050
Government loans	-	96,303
	1,244,370	1,664,452
Lease liability	454,156	217,415
	1,698,526	1,881,867

The Company has total assets of $1,088,920 as of March 31, 2024, and has a negative working capital of $1,044,594. Total assets increased by $356,628 compared to $732,292 reported on March 31, 2023, mainly due to the increase of cash and cash equivalents and right-of-use assets. Working capital is defined as current assets less current liabilities. Compared to the negative working capital of $1,538,190 as of March 31, 2023, the negative working capital of $1,044,594 is mainly due to the combination of the reduction of the current liabilities related to accounts payable and accrued liabilities, short-term loan and government loans, and the increase of cash and cash equivalents.

On March 31, 2024, the Company had cash and cash equivalents of $156,749 (March 31, 2023 - $72,037), which was an increase of $84,712 due to the increased

cash raised through the private placement, and also the increased other income related to tax credit income and government grants.

Total liabilities decreased by $183,341 from $1,881,867 on March 31, 2023, to $1,698,526 on March 31, 2024, which was the combination of the reduction of current liabilities related to accounts payable and accrued liabilities, short-term loan and government loans, and the increase of long-term lease liability. Current lease liability and long-term lease liability increased by $70,672 and $236,741 respectively during the fiscal year ended March 31, 2024, mainly due to the renewed lease agreement for the facilities in BC and Quebec. The Company renewed the office lease in Richmond for a three-year term expiring on October 31, 2026, and the lease for the lab facility in Quebec City for a three-year term expiring on November 30, 2026. The details of accounting standards and the calculation of depreciation on assets, Right-of-use Assets, and Lease Liability are discussed respectively on Note 3, Note 6, and Note 7 in the Audited Consolidated Annual Financial Statement.

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 advanced an interest-free contribution of $40,000. The Company paid off $30,000 under RRRF on March 28, 2024, and had the remaining $10,000 of funding forgiven. 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 up to a maximum of $60,000. The Company has drawn on the line of credit in full as of March 31, 2023, and paid off $40,000 under CEBA on January 17, 2024, with the remaining balance of $20,000 being forgiven. The details of long-term loans are discussed on Note 9 in the Audited Annual Financial Statement.

On February 8, 2022, the Company's Quebec-based subsidiary, BDS entered a term loan agreement with R & D Capital Inc, (the "Lender") a corporation duly incorporated under the Business Corporations Act (Québec) The Lender grants BDS a term loan, at a fixed rate, in a principal amount not to exceed $235,000 (the "Loan"), for the financing of the tax credits i) scientific research and experimental development and ii) investment and innovation (C3i); for the fiscal years ending March 31, 2022, and March 31, 2023 (hereinafter the "Tax Credits "). The Agreement was automatically renewed for another 12 months, and the outstanding balance of the loan principal is $235,000 as of March 31, 2023. As of March 31, 2024, both the interest payable and the outstanding balance of the loan principal were fully repaid when matured. The details of short-term loans are discussed on Note 8 in the Audited Annual Financial Statement.

Cash utilized for operating activities during the year ended March 31, 2024, was $982,521 compared to $914,421 on March 31, 2023, mainly due to the increased research and development expenses and consulting fees.

SHAREHOLDERS' DEFICIENCY

	2024	2023
	$	$
Share capital	10,138,812	8,238,812
Share subscriptions received	350,000	358,126
Contributed surplus	2,352,010	2,231,756
Deficit	(13,450,428)	(11,978,269)
	(609,606)	(1,149,575)

As of March 31, 2023, the share capital was $10,138,812 comprising 90,886,229 issued and outstanding common shares (March 31, 2023 – $8,238,812 comprising 83,286,229 issued and outstanding Common Shares). The increase in shares outstanding is related to the rise of capital through private placement. On December 29, 2023, the Company closed a non-brokered private placement of 7,600,000 units at a price of $0.25 per unit for a total proceed of a total consideration of $1,900,000. The securities issued under the private placement will be subject to a hold period of four months and one day. Each unit consists of one common share and one share purchase warrant. One share purchase warrant will entitle the holder thereof to purchase one common share of the Company at $0.45 per share for a period of two years from the closing date of the private placement, subject to an acceleration clause. Of the 7,600,000 units, 1,032,261 were issued to settle outstanding debt to the related party of $258,065. No Finders' fees were payable on the private placement. Surplus capital on March 31, 2024, is $2,352,010 (March 31, 2023 – $2,231,756). The increase is mainly a result of share-based compensation that was recognized for a total amount of $ 75,480 and the amount of $44,774 related to the fair value of the extension of warrants on December 13, 2023. As a result of the net loss for the year ending March 31, 2024, of $1,427,385 (March 31, 2023 – $1,842,299) and the deficit on March 31, 2024, increased to $13,450,428 from $ 11,978,269 as at March 31, 2023.

At present, the Company's operations do not generate sufficient cash inflows from the commercialization of its early lung cancer detection assay. Revenue consists primarily of income generated on the lab research and development services rendered to the third parties, and its financial success after March 31, 2024, 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 its 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 issuance 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.

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

1.9 Transactions Between Related Parties

During the year ended March 31, 2024, the Company entered into the following transactions with related parties:

a) For the year ended March 31, 2024, directors and officers of the Company provided consulting services to the Company of $340,200. These charges are included in consulting fees. Consulting fees by the CEO were $240,000 and the CFO/Project Director was $100,200 for the year ended March 31, 2024. The Company has $580,881 (2023 - $677,946) and $109,150 (2023 - $57,940) due to CEO and CFO respectively. (Refer to Note 4 of the audited financial statements)

b) For the year ended March 31, 2024, the Company has a balance of $49,798 (2023 - $91,548) owed to BioMark Technologies Inc. BioMark Technologies Inc. which holds approximately 45.12% of the common shares of the Company as of March 31, 2024 (2023 – 49.23%). The CEO of BioMark Technologies Inc. owns more than 10% interest in the Company.

c) 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 installments 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

The Corporation incurred a net loss of $391,306 in the fourth quarter ended March 31, 2024, compared to a net loss of $501,506 in the same quarter a year earlier. The decrease in net loss in the fourth quarter ended March 31, 2024, was mainly due to securing additional government grants compared to 2023.

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 increase 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

On April 18, 2024, the Company amended the terms of 5,062,000 the non-broker warrants (the "Warrants") issued to a private placement financing that closed on May 4th, 2022. The Warrants currently carry an exercise price per share of $0.45 and are scheduled to expire on May 4th, 2024. The Company extended its term by two years such that the warrants will be exercisable until May 4th, 2026, at the same exercise price per share of $0.45. All other terms of the warrants will remain unchanged. None of these Warrants have been exercised to date.

On April 18, 2024, the Company granted 4,625,000 stock options to key employees, management team, scientific advisers, and consultants. Each Option grants the holder the right to purchase one Common Share at a purchase price of

$0.45 per Common Share for a period of three years from the date of issuance. The Options shall vest according to the following vesting schedule: 25% shall vest immediately upon issue; 25% shall vest upon the date that is 6 months from the date of issue; 25% shall vest upon the date that is 12 months from the date of issue; and the remaining 25% shall vest upon the date that is 18 months from the date of issue. All terms and conditions of these options are under the terms of the Company's Stock Option Plan (2022) and are subject to approval by the Board of Directors.

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 warrants extension and share-based compensation, which is described in Note 10.

- To determine the value of the initial recognition and subsequent re-measurement of RoU assets and lease obligations, management is required to exercise judgment in several areas. Management has reviewed its lease agreements to estimate the lease term by evaluating the probability of exercising its option to extend or renew its lease contracts. Further judgment is required to determine the discount on lease payments by assessing its incremental borrowing rate at each of the Company's locations, which is described in Note 7.

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:

- The assessment of the Company's ability to continue as a going concern, which is described in Note 1.

1.13 Changes in Accounting Policies Including Initial Adoption

New standards and interpretations adopted in the Current Year

In January 2020, the IASB issued amendments to IAS 1 "Presentation of financial statements" to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments to IAS 1 are effective for annual reporting periods beginning on or after January 1, 2023. The Company has assessed the impact of amendments to ISA 1, “Presentation of Financial Statements”, and adopted the amendments. The amendment replaces the requirement to disclose “significant” accounting policies with a requirement to disclose “material” accounting policies. An accounting policy is determined to be material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that primary users of general-purpose financial statements make on the basis of those financial statements.

The IASB issued amendments to IAS 12, "Income Taxes", on May 7, 2021. The amendments require companies to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. The Company has assessed the impact of amendments to IAS 12 and there will be no impact on the consolidated financial statements of the Company as a result of the adoption of this standard.

There are no other standards, interpretations or amendments to existing standards that are not yet effective that are expected to have a material impact on the consolidated financial statements of the Company.

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 2024 and 2023.

Credit risk

Credit risk is the risk of loss due to the counterparty’s inability to meet its obligations. The Company’s exposure to credit risk is mainly on its cash. The risk associated with cash is managed by using major banks which are high-credit quality financial institutions as determined by rating agencies.

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 that 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.sedarplus.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, 2024, 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 March 31, 2024, the Company had 90,886,229 common shares issued and outstanding.

	Number
Balance, March 31, 2024	90,886,229
Balance, July 25, 2024	90,886,229

c. Share Purchase Warrants

On November 28, 2022, 1,115,579 warrants due to expire on December 13, 2022, were extended to December 13, 2023. The estimated fair value of the warrant extension is $18,111 which has been recorded as an increase to contributed surplus with the offsetting entry recorded to deficit.

This fair value was estimated using the Black Scholes model that calculated the difference between the extended period and the remaining period when the decision was undertaken to extend the warrants. The assumptions used were as follows for the two periods respectively: no expected dividend yield, 81% and 70% expected volatility, 4.53% and 4.06% risk-free interest rate, and 1.04 and 0.04 years warrant expected life.

On November 28, 2023, 1,115,579 warrants due to expire on December 13, 2023, were extended to December 13, 2024. The estimated fair value of the warrant extension is $44,774 which has been recorded as an increase to contributed surplus with the offsetting entry recorded to deficit.

This fair value was estimated using the Black Scholes model that calculated the difference between the extended period and the remaining period when the decision was undertaken to extend the warrants. The assumptions used were as follows for the two periods respectively: no expected dividend yield, 69% and 73% expected volatility, 5.01% and 5.07% risk-free interest rate, and 1.05 and 0.04 years warrant expected life.
As of March 31, 2024, the number of warrants exercisable was 13,777,579 (2022 – 6,177,579 warrants). The weighted average life remaining for these warrants was 1.61 years and the weighted average exercise price was $0.45 per warrant.

d. Stock options:

The Company's current stock option plan (the "Stock Option Plan (2022)") was last approved by the shareholders on December 20, 2022. Pursuant to the Existing Plan, the maximum number of common shares of the Company that may be authorized for reservation for the grant of options from time to time shall be 15% 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.

On July 14th, 2022, the Company granted 2,410,000 common share purchase options exercisable at $0.40 per share expiring in three years to directors, management, employees, and consultants of the Company. 25% of the options will vest immediately and 25% every six months. During the year ended March 31, 2024, the Company recorded a total share-based payment of $73,587.

On August 3rd, 2022, the Company granted 212,000 common share purchase options exercisable at $0.40 per share expiring in three years to consultants of the Company. 25% of the options will vest immediately and 25% every six months. During the year ended March 31, 2024, the Company recorded a total share-based payment of $1,893.

As of March 31, 2024, the number of options exercisable was 6,357,000 (2023 – 5,046,000 options). The weighted average fair value of each option granted was $0.34 (2023 - $0.34).

(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.