MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

This Management's Discussion and Analysis ("MD&A") for ChitogenX Inc., (the "Corporation" or "ChitogenX") provides an overview of the Corporation's operations, performance and financial results for the third quarter and year-to-date periods of our 2025 fiscal year ended on October 31, 2024 and compares those of the same periods for the 2024 fiscal year. This MD&A is the responsibility of management and has been reviewed and approved by its Board of Directors. The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the MD&A. The Board of Directors carries out this responsibility principally through its Audit Committee. The Audit Committee is appointed by the Board of Directors and is comprised of financially literate directors. This report was reviewed by the Corporation's Audit Committee and approved by ChitogenX' Board of Directors on December 20, 2024.

This document should be read in conjunction with the unaudited interim condensed consolidated financial statements and notes thereto for the third quarter of our 2025 fiscal year ended on October 31, 2024, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Further information about ChitogenX, is available online on SEDAR at www.sedar.com.

Unless otherwise noted, all amounts are presented in thousands of Canadian dollars, except for share and per share amounts.

Non-IFRS Financial Measures

This MD&A refers to certain non-IFRS measures. Management uses these non-IFRS financial measures for purposes of comparison to prior periods and development of future projections and earnings growth prospects. This information is also used by management to measure the results of ongoing operations and in analyzing our business performance and trends. These measures are not recognized measures under IFRS, do not have a standardized meaning prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement those IFRS measures by providing further understanding of our results of operations from management's perspective. Accordingly, they should not be considered in isolation nor as a substitute for analysis of our financial information reported under IFRS. We use a non-IFRS measure, "EBITDA Loss", to provide supplemental measures of our operating performance and thus highlight trends in our core business that may not otherwise be apparent when relying solely on IFRS financial measures. EBITDA Loss is defined as net loss before (i) provision for (recovery of) income taxes; (ii) interest (income) expense and other financing costs; (iii) depreciation; and (iv) amortization of intangible assets.

Cautionary note regarding forward-looking statements

This MD&A may contain some forward-looking information as defined under applicable Canadian securities laws. Forward looking information can generally be identified using forward-looking terminology such as "may", "anticipate", "expect", "intend", "estimate", "continue" or similar terminology. Forward looking information is subject to various known and unknown risks and uncertainties, many of which are beyond the ability of the Corporation to control or predict, that may cause the Corporation's actual results or performance to be materially different from actual results and are developed based on assumptions about such risks and other factors set out herein.

GLOSSARY TERMS

Calendar & Financial

CDU	Convertible Debenture Units
EBITDA (L)	EBITDA Loss
FVA	Fair Value Adjustment
FY	Fiscal Year
G&A	General and Administrative
R&D	Research and Development
SR&ED	Scientific Research and Experimental Development Expenses
YTD	Year to date
YE	Year-end
WA	Weighted Average

Corporate & Operations

API	Active Pharmaceutical Ingredient
CHGX	ChitogenX Inc.
CMC	Chemistry Manufacturing and Controls
cGMP	current Good Manufacturing Practice
CMO	Contract Manufacturing Organization
CSE	Canadian Securities Exchange
FDA	US Food and Drug Administration
IND	Investigational New Drug application with the FDA
NSERC	Natural Sciences and Engineering Research Council of Canada
ORTHO-R	Proprietary biopolymer for Rotator cuff repair
Polytechnique	Ecole Polytechnique de Montreal
PRP	Platelet-rich plasma

OVERVIEW OF THE BUSINESS AND BUSINESS STRATEGY

ChitogenX is a clinical stage biotech company incorporated under the Canada Business Corporations Act. The Corporation's head office, principal address and registered office is located at 16667 Hymus Blvd., Kirkland, Quebec, Canada and its wholly owned US subsidiary, OR4102023 Inc. has been incorporated on April 20, 2022 and is located at 12 Penns Trail in Newtown, Pennsylvania, USA. The Corporation's shares are publicly traded on the CSE under the symbol "*CHGX*".

Regenerative Medicine Overview

The concept of regenerative medicine is to provide solutions to return anatomy and physiology to a more normal appearance and behaviour. Although there are many definitions, of what constitutes regenerative medicine, the following is succinct:

Regenerative Medicine is an emerging interdisciplinary field of research and clinical applications focused on the repair, replacement or regeneration of cells, tissues or organs to restore impaired function resulting from any cause, including congenital defects, disease, trauma and aging. It uses a combination of several technological approaches that moves it beyond traditional transplantation and replacement therapies. These approaches may include, but are not limited to, the use of soluble molecules, gene therapy, stem cell transplantation, tissue engineering and the reprogramming of cell and tissue types.

Combinations of these approaches can 1) improve the natural healing process in areas of the body where it is most needed, 2) take over the function of a permanently damaged organ, 3) heal or repair a damaged organ or tissue, or 4) deliver healing "accelerators" chemicals that might inspire repair to specific damaged areas of the body.

Regenerative medicine is a relatively new and rapidly expanding field that brings together experts in biology, chemistry, materials and computer science, engineering, genetics, robotics, and other fields to find solutions to some of the most challenging medical problems faced by humankind. We believe ChitogenX is at the forefront of playing a critical role in enabling this rapidly expanding field of medicine.

The Global Regenerative Medicine Market was estimated at $US9B market in 2021 and is projected to grow at 22.8% CAGR through 2030. It is one of the most dynamic markets in medicine today. The musculoskeletal and wound healing segment accounted for about 60% share of the regenerative medicine market in 2021. Biological, cell and pharmaceutical therapies are used in the treatment of musculoskeletal damage to cartilage, tendon, and ligaments as well as skin and organ repair disease or damage. ChitogenX is well positioned to become the preferred regenerative medicine delivery system for this rapidly growing part of the industry.[1]

Regenerative medicine is applicable in cardiovascular, oncology, dermatology, musculoskeletal, wound healing, ophthalmology, neurology, and others. The musculoskeletal and wound healing application segment accounted for over 60% share of the market in 2021 and are expected to grow at a CAGR of 30%+during the forecast period (2023-2030) and is the are of focus for ChitogenX.

[1] Source: Precedence Research, Global Industry Analysis, Size, Share, Growth, Trends, Regional Outlook, and Forecast 2022 – 2030, published Jan 2022

Problem & Solution

The delivery of a tissue scaffold, cellular or molecular therapy or any combination thereof makes a fundamental assumption; that the substance(s) will stay where they were placed and function as desired; if they wander off-target, the desired enhanced healing might not occur and furthermore, the potential exists for off-target effects.

Providing a reliable, biologically safe delivery mechanism that would allow the targeted body system to receive the regenerative material to aid in body system repair is, therefore, a mission-critical goal and a problem that requires solving for the regenerative medicine market to meet its projected growth estimates.

ChitogenX has acquired such a solution from the Polytechnique at the University of Montreal. Our patented muco-adhesive CHITOSAN based scaffold is a versatile biopolymer scaffold that can help various regenerative medicine treatments to adhere to the targeted surgical site or wound.

PRODUCT POSITIONING:
For the regenerative medicine market ChitogenX's chitosan-based biopolymer is a safe and reliable regenerative medicine delivery mechanism to targeted body systems to aid in tissue and organ repair.

CHITOSAN-BASED BIOPOLYMER: Key points of differentiation

Our Chitosan-based Biopolymer is formulated and designed to be combined with products to improve the healing of body tissues.

Our Chitosan-based Biopolymer is a patent-protected freeze-dried, sticky biopolymer.

Unlike other natural biopolymer matrix such as Hyaluronic Acid (HA) or Collagen, the chitosan natural biopolymer molecules are positively charged and therefore electrostatically stick to the negatively charged soft tissues of the human body (skin, tendons, ligaments, meniscus). Our Chitosan-based Biopolymer's muco-adhesive feature offer the unique benefit of significantly increasing the in-situ residency time of cell, pharmaceutical, or biologic implants so that they may deliver their regenerative effects.

BUSINESS STRATEGY

1. Prioritize activities to secure commercial status and partnerships

Considering the industry significant unmet needs and interest expressed by several regenerative medicine companies, we intend to prioritize activities that will lead to faster commercial status, enabling us to leverage on our ability to provide potential licensees with a reliable source of cGMP sterile Chitosan-Based Polymer.

2. Leverage non-dilutive grants secured with Polytechnique's partnership to drive proof of concept in multiple indications for our Chitosan-Based Biopolymer

ChitogenX has and can continue to secure non-dilutive research grants through its partnership with Polytechnique.

Meniscus

A first $0.5 million grant has been secured to test the efficacy of our Chitosan-based Biopolymer/PRP Drug-Biologic Implant formulation, for meniscus repair. In a 22 large animal study, the Corporation successfully demonstrated protection from joint degeneration post meniscal repair surgery. The results showed that the ORTHO-R treated group retained better structure and much milder form of OA and, in some cases, appeared near normal. This study provides the first evidence that treatment with ChitogenX' proprietary chitosan-based biopolymer + PRP prevents structural changes to radially incised and sutured menisci in a large animal model, and most likely contributed to protecting the joints against OA development. Further proof of concept application was also successfully completed on soft tissue where the improved adherence of PRP was demonstrated.

Tissue Healing

In February 2023, ChitogenX and its scientific partner Polytechnique secured a $3.5 million grant (inclusive of ChitogenX' $0.9 million contribution) from NSERC and Prima Québec. The 4-year grant will be used to advance scientific development, expand the scope of indications, develop new biomaterials for regenerative medicine and accelerate the commercial readiness of the Corporation's flagship CBB technology platform.

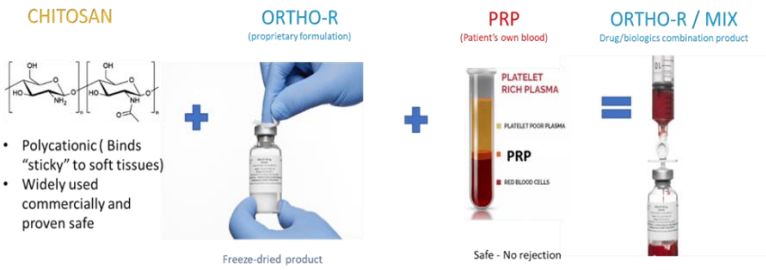
3. Leverage IP portfolio and proof of concept data to attract partnership agreements.

We intend to leverage the various positive proof of concept data generated to date to capitalize on the growth potential of the regenerative medicine market by entering into partnerships. We are currently evaluating opportunities for fast-track regulatory programs with potential 510(k) pre-market submissions in the US and commercial readiness in other jurisdictions.
We expect to soon announce our plans to take full advantage of the broad clinical and commercial opportunities available to the company.

4. Leverage safety data from the Rotator Cuff Tear Repair U.S. phase I/II clinical trial

ChitogenX concluded enrolment of its U.S. Phase I/II rotator cuff tear repair clinical trial entitled: *A Blinded, Randomized Controlled Study Investigating the Safety of Ortho-R® for Rotator Cuff Repair Compared with Standard of Care: ORT-2020-01 (Ortho-R® Study)*. Study results are expected during the fall of 2024. The Company, and its clinical and regulatory advisors believe that concluding subject enrollment 20 subjects allows for key study objectives to be met.

ORTHO-R is formulated and designed to improve the healing of body tissues beginning with sports and occupation related injuries to tendons, meniscus, and ligaments.
ORTHO-R is a patent-protected freeze-dried formulation of a biopolymer, a lyo-protectant and a clot activator. ORTHO-R is solubilized in platelet-rich plasma ("PRP") to form an injectable combination of the chitosan scaffold and the PRP-biologic, and an FDA designated bioactive implant that coagulate and stick to tissue after implantation.



The Corporation identified specific formulations that meet the following criteria for optimal commercial products:

(i) rapid and complete solubilization in PRP;
(ii) biopolymer-PRP mixtures having mucoadhesive paste-like handling properties desired by surgeons;
(iii) biopolymer-PRP mixtures that coagulate rapidly to form soft tissue-adherent Drug-Biologics hybrid implants;
(iv) biopolymer-PRP biologics implants that are mechanically stable and resist platelet-mediated clot retraction; and
(v) dispersion of the biopolymer in the implants that is homogenous for optimal biodegradability.

(In thousands of Canadian dollars, ex*cept for units, share and per share amounts)

The polymer-biologics hybrid mix, designated as drug/biologic combination product by the FDA, but may be considered a medical device by other regulatory jurisdictions, can be directly applied at the site of injury by a surgeon during a routine operative procedure without significantly extending the time of surgery and without further intervention.

The use of ORTHO-R as an adjunct to standard of care anchoring/suturing techniques produced promising histological findings in small and large animal experimental models, which is hoped to translate to faster and superior rotator cuff tear repair in humans. No adverse events were found in any of the above-mentioned animal studies nor in the 20 patients of the phase I/II ongoing clinical trial, which suggests a high level of safety.

ChitogenX Overall Value Proposition

- Chitosan-based biopolymer compatible with cells, PRP, biologics
- *In situ* gelling provides mechanical stability, extends residence time
- GMP compliant manufacturing supply
- Chemistry, Manufacturing and Controls (CMC) reviewed through IND
- Low cost of goods (COGS)
- Lyophilized, permitting room temperature storage
- Shelf-stable for up to 3 years
- Proof of concept data of improved tissue regeneration
- Skin tendons meniscus cartilage

SELECTED FINANCIAL DATA

The following table sets forth financial information relating to the periods indicated and should be read in conjunction with the October 31, 2024 unaudited condensed consolidated interim financial statements.

	Q3-25	Q3-24	*Change*		**YTD-25**	YTD-24	*Change*	
	$	$	*$*	*%*	**$**	$	*$*	*%*
Expenses								
R&D	**169**	74	*95*	*128%*	**234**	687	*(453)*	*-66%*
G&A	**193**	254	*(61)*	*-24%*	**445**	1 183	*(738)*	*-62%*
Share-based compensation	**16**	29	*(13)*	*-45%*	**(90)**	129	*(219)*	*-170%*
Financial	**228**	257	*(29)*	*-11%*	**671**	720	*(49)*	*-7%*
	606	614	*(8)*	*-1%*	**1 260**	2 719	*(1 459)*	*-54%*
FVA embedded derivative	**-**	171	*(171)*	*-100%*	**(164)**	(1 571)	*1 407*	*-90%*
FVA on warrants	**-**	(1)	*1*	*-100%*	**-**	(52)	*52*	*-100%*
Net (Loss) and Comprehensive loss	**(606)**	(784)	*178*	*-23%*	**(1 096)**	(1 096)	*-*	*0%*
(Loss) per share								
Weighted avg # of shares O/S	**83 129 520**	80 324 904	*2 804 616*	*3%*	**83 129 520**	64 209 464	*18 920 056*	*29%*
Basic and diluted loss per share	**-**	-	*-*	*0%*	**-**	-	*-*	*0%*

(In thousands of Canadian dollars, ex*cept for units, share and per share amounts)

EBITDA(L) Reconciliation (See "Management's Responsibility for Financial Reporting" – "Non-IFRS Financial Measures")
The following table provides a reconciliation of net loss to EBITDA(Loss) for the Q3-25 and YTD-25 periods as compared to the prior year.

	Q3-25	Q3-24	*Change*		**YTD-25**	YTD-24	*Change*	
	$	$	*$*	*%*	**$**	$	*$*	*%*
Net loss	**(606)**	(784)	178	-23%	**(1 096)**	(1 096)	-	0%
Add (deduct)								
Financial	**228**	257	(29)	-11%	**671**	720	(49)	-7%
FVA embedded derivative	-	171	(171)	-100%	**(164)**	(1 571)	1 407	-90%
FVA on warrants	-	(1)	1	-100%	-	(52)	52	-100%
Depreciation	1	3	(2)	-67%	3	9	(6)	-67%
Amortization	8	8	-	0%	24	24	-	0%
EBITDA (L)	**(369)**	(346)	(23)	7%	**(562)**	(1 966)	1 404	-71%

Selected items	**Q3-25 vs Q3-24 and YTD-25 vs YTD-24**
Revenues	• Chitogenx is a clinical stage company. No revenues were generated during each of YTD-25 and YTD-24
R&D expenses	• R&D expenses include internal and external expenses. Internal expenses represent mostly salaries and consulting fees for our staff. External expenses include all development costs related to work performed under our Collaborative R&D contract with Polytechnique as well as specific manufacturing activities, regulatory, pre-clinical and clinical work to advance our pipeline. R&D expenses are presented net of R&D tax credits (ITCs) recoverable from the provincial government for Scientific Research and Experimental Development (SR&ED) programs, and net of government grants. • R&D expenses are also presented net of grants which are amortized over their respective term.
	• R&D expenses for Q3-25 were up 128% compared to Q3-24 due to the timing of invoices and no investment tax credits booked for the quarter, but YTD-25 were still much lower than the prior year periods due to the completion of enrollment of the Phase I/II clinical trial last year. The decrease in YTD-25 is $453 or 66% compared to YTD-24.
G&A expenses	• G&A expenses include salaries and consulting fees paid to non-R&D staff, professional fees, conferences, travel expenses, as well as investors relation activities.
	• G&A spending in Q3-25 was down compared to Q3-24 at $0.2 million compared to $0.3 million. Same as for the quarter's results, G&A spending for the YTD-25 period was down significantly with a 62% reduction compared to YTD-24 as management agreed to reduce its compensation to limit expenses. Since August 2022, management salaries is being accrued but not paid, as a mean of helping fund operations and achieve the next corporate milestone.
Share-based compensation (SBC)	• Represents the expense related to issuing stock options to staff, consultants and board members. Variances for the comparative quarters include non-recurrent grant to a new Board member as well contractual vesting for members of management on options already outstanding. • SBC expenses in Q3-25 were down compared to Q3-24 at $16 compared to $29. The YTD-25 SBC expenses was a recovery of $90 following the cancellation of options triggered by the departure of the prior CEO during Q1-25. • SBC expenses during FY-25 were also impacted by the decrease in the Corporation's share price when compared to the strike price of outstanding options.
Financial expenses	• Financial expenses include interest on loans, notes, non-convertible and convertible debentures, as well as effective interest on debentures as well as foreign exchange gain or loss.
	• Financial expenses in Q3-25 and YYTD-25 were almost the same as for the prior year period with small decreases representing a favorable variable on calculating the financial costs of debentures based on the effective and actual rates.
Fair Value Adjustment ("FVA") of Embedded Derivative	• An Embedded derivative comprised of the conversion options classified as liability was created following the amendment of the CDUs to extend their maturity date. Starting Q4-23, any change in the Fair Value of the Conversion Option of the CDUs ("FVCO") have been recorded as a financial expense. • There were no FVA on embedded derivative for Q3-25 compared to a $0.2 million adjustment in Q3-24. The change in the FVCO, led to a Fair Value Adjustment ("FVA") of the conversion option representing a gain of $0.2 million and $1.6 million respectively for the YTD-25 and YTD-24 periods.

(In thousands of Canadian dollars, ex*cept for units, share and per share amounts)

Fair Value Adjustment ("Fair Value Adjustment") on warrants	• The terms of the warrants issued as part of the December 2022 Bridge financing led to the creation of a warrant liability. • During each of Q3-25 and Q3-24, as well as YTD-25 and YTD-24 the revaluations of the Warrants' fair value were nil or nominal.
Net Income (Loss) for the period	• Due to the reduction in expenses and the reduction of FV Adjustment on the embedded derivative, the Corporation`s net loss decreased significantly in Q3-25 compared to Q3-24. Despite the significant decrease in expenses, the Net loss for YTD-25 was the same as for YTD-24 at $1.1 million as the $1.5 million decrease in expenses between the 2 periods was similar to the $1.4 million positive variance on the fair-value adjustment on the embedded derivative.
EBITDA (L)	• After eliminating the impact of the financial expenses, as well as depreciation and amortization, but also after eliminating the impact of the combined gain on revaluation of the CDU embedded derivative and warrant liability, our EBITDA loss during Q3-25 was $0.4 million compared to $0.3 million for Q3-24, representing a nominal 7% increase. • Due to the significant decrease in G&A and R&D expenses, the EBITDA loss for the YTD-25 period was down significantly compared to the prior year at $0.6 million compared to $2.0 million for YTD-24, a 71% decrease.

SELECTED BALANCE SHEET HIGHLIGHTS

The following table sets forth the financial information related to the Corporation's statements of financial position for the periods indicated and should be read in conjunction with the unaudited condensed consolidated financial statements for period ended October 31, 2024.

As at,	**31-oct-24**	January 31, 2024	*Change*	*Change*
	$	$	*$*	*%*
Cash	**48**	**35**	*13*	*37%*
Intangible Assets	**243**	**267**	*-24*	*-9%*
Total assets	**385**	**534**	*-149*	*-28%*
Trade accounts payable and accrued liabilities	**2 972**	**2 456**	*516*	*21%*
Notes	**510**	**180**	*330*	*183%*
Long-term Notes	**-**	**330**	*-330*	*100%*
Convertible Debentures - Short term	**3 609**	**416**	*3 193*	*768%*
Convertible Debentures - Long term	**-**	**2 909**	*-2 909*	*-100%*
Total liabilities	**7 749**	**6 712**	*1037*	*15%*
Common shares	**14 201**	**14 201**	*0*	*0%*
Warrants	**1 705**	**2 325**	*-620*	*-27%*
Contributed surplus	**4 537**	**4 007**	*530*	*13%*
Deficit	**(27 807)**	**(26 711)**	*-1 096*	*4%*

Selected items	**Q3-25 vs YE-24**
Cash	• Cash at the end of Q3-25 was $48 compared to $35 at the start of the fiscal year.
Total Assets	• Total assets were down 28% between YE-24 and Q3-25 due to a reduction of prepaids and deposits, as well as the reduction in ITC receivables after the company collected its FY-24 ITC`s during the Q3-25 period.
Trade AP and accrued liabilities	• Trade accounts payables and accrued liabilities increased by $0.5 million during the first 9 months of FY-25. The main increase between the 2 periods related to an increase in amounts due to management as no salaries/fees were paid during the FY-25 period as well as some residual expenses related to the Phase I/II clinical trial.
Notes	• Notes were issued as part of the December 2021 bridge financing which matured in December 2023. They continue to bear interest until full repayment. The Notes are now presented as short-term due fact that they are now all current.
Convertible debentures	• All CDUs are now reported as current following their maturity. Agreement has been reached with holders of the CDUs to extend maturity to support the Corporation in executing its strategic initiatives.
Total Liabilities	• Total liabilities increased 15% between YE-24 and Q3-25. The increase relates to accrued salaries to management and accrual of interest on the various debt instruments. Following conversion of debentures into

(In thousands of Canadian dollars, ex*cept for units, share and per share amounts)

	the May/June 2024 Private Placements, as well as the elimination/reduction of the conversion options on the debentures.
Common Shares	• No change since YE-24.
Warrants	• Warrants decreased during the YTD-25 period due to the expiry of 16 million warrants.
Contributed Surplus	• The contributed surplus increased by $0.5 million as a result of the expiry of warrants partly offset by the share-based compensation expense.
Deficit	• The increase reflects the performance of the Corporation during FY-25. (See "Statement of Loss" commentaries)

SELECTED QUARTERLY FINANCIAL INFORMATION

The following table sets out the Corporation's selected unaudited quarterly financial information for the eight quarters ended October 31, 2024. This information is derived from unaudited quarterly financial statements prepared by management in accordance with IFRS. The following quarterly information is presented on the same basis as the interim unaudited financial statements and should be read in conjunction with those statements and their accompanying notes.

	Q3-25	Q2-25	Q1-25	Q4-24	**Q3-24**	Q2-24	Q1-24	Q4-23
R&D Expenses (Net)	**169**	35	30	290	**74**	195	418	561
G&A expenses	**193**	102	150	157	**254**	345	584	509
Share-based compensation	**16**	79	(185)	290	**29**	44	56	92
Financial expenses (income)	**228**	214	229	98	**257**	124	339	1 070
FVA embedded derivative	**-**	(97)	(67)	(377)	**171**	(299)	(1 443)	-
FVA on warrants		-	-	-	**(1)**	-	(51)	(72)
Net Income (Loss)	**(606)**	(333)	(157)	(458)	**(784)**	(409)	97	(2 160)
EBITDA (Loss)	**(369)**	(207)	14	(728)	**(346)**	(573)	(1 047)	(1 145)

(See "Management's Responsibility for Financial Reporting" – "Non-IFRS Financial Measures")

Notes	**Valuable information**
R&D expenses	• R&D expenses fluctuate based on the timing of R&D activities. The R&D expenses increased in Q3-25 compared to Q2-25 as no ITC is being accrued and due to the timing of some R&D expenses. The reduction of R&D expenses in Q1-25 compared to prior quarters show the impact of the reduction of R&D activities which followed the conclusion of enrollment into the Phase I/II rotator cuff study, as well as the use of R&D grants which serve to fund a large portion of our R&D activities.
G&A expenses	• G&A expenses have fluctuated due to the impact of senior management changes as well as reduced salaries being accrued for management helping reduce cash burn.
Share-Based Compensation	• Share-based compensation fluctuates as a results of staff changes, and due to the timing of expense recognition associated with the vesting of the options issued. SBC expenses was negative in Q1-25 due to the cancellation of non-vested options linked to the departure of the prior CEO.
Financial expenses	• Financial expenses have decreased by $0.2 million between Q3-24 and Q4-24 as Q3-24 was impacted by a non-recurrent loss on extinguishment of the NCDU debt. Interest charges have decreased in Q3-24 following conversion in May and June 2024 of a significant portion of the outstanding debentures into the Private Placements.
FVA of embedded derivative	• The changes to the terms of the conversion price of convertible debentures as well as the variation in share price during the last quarters has led to quarterly adjustments to the FVCO of the debentures representing respective decreases (gains) or increases (losses) since the embedded derivative were created.
FVA on warrants	• There have been nominal quarterly variations (adjustments) to the fair value of the warrants issued as part of the December 2021 bridge financing. Warrants have expired in Q1-24.
Net Income or Loss	• Over the last 2 years, fluctuations in net income or loss have been mainly impacted by the FVA of the derivative liability related to the CDUs as well as to a lesser extent to the fluctuations of the R&D, G&A and SBC expenses. • Net income in Q1-24 is due to the $1.4 million positive FVA of the derivative liability. Increase in net loss in Q3-25 is due to a combination of nominal increases in G&A, R&D expenses combined with nil impact on the FVA of embedded derivative.
EBITDA (Loss)	• EBITDA (Loss) (See "Management's Responsibility for Financial Reporting" – "Non-IFRS Financial Measures") eliminates the impact of the FVA on the CDU, NCDU, ITC and other financings which reflect the Corporation's financing strategy adopted to attract the required capital to fund its operations. • After eliminating such expenses, the EBITDA (Loss) In FY-25 have decreased compared to FY-24 periods reflecting a decrease in overall expenses. Fluctuations over prior quarters were directly related to variations in R&D, and G&A spendings described above. The positive EBITDA in Q1-25 was due to the SBC expenses recovery described above.

(In thousands of Canadian dollars, ex*cept for units, share and per share amounts)

LIQUIDITIES AND CAPITAL RESSOURCES

For the 9-month period ended on,	31-Oct-24	31-Oct-23	Change $	Change %
Operating activities:				
Net loss from operations	**(1 096)**	(1 096)	-	*0%*
Other items not affecting cash	**57**	**(1 086)**	*1 143*	*-105%*
Changes in non-cash working capital	**977**	1 264	- *287*	*-23%*
Cash used in operations	**(62)**	(918)	*856*	*-93%*
Investing activities:				
Cash used in investing activities	**-**	-	-	*100%*
Financing activities:				
Cash provided by financing activities	**75**	937	- *862*	*-92%*
Cash, beginning of period	**35**	108	- *73*	*-68%*
(Decrease) increase in cash	**13**	19	- *6*	*-32%*
Effect of foreign exchange on cash	**-**	(16)	*16*	*-100%*
Cash, end of period	**48**	111	- *63*	*-57%*

Selected items	YTD-25 vs YTD-24
Cash used in operations	• Cash used in operations represents the cash flows from operations, excluding income and expenses not affecting cash plus changes in non-cash working capital items.
	• Cash used in operations was $0.1 million for YTD-25 period as compared to $0.9 million for YTD-24 period, representing a 93% decrease. The decrease results from a $0.3 million increase in non-cash working capital which were offset by items not affecting cash for $1.1 million which captured the combined $1.8 million gains on fair value adjustments to the CDU embedded derivative and warrant liability.
Cash used in investing activities	• No investments during each of YTD-24 and YTD-25
Cash provided by financing activities	• Financing activities was $0.1 million representing a loan from an arm's length party, compared to $0.9 million for YTD-24 generated from funds raised as part of the May/June 2024 PIPE financing.
Cash, End of the period	• The Corporation ended Q3-25 with nominal cash compared to $0.1 million at the end of Q3-24.

Cash, and Working Capital Decifit

As at,	2024-10-31 $	2024-01-31 $	Change $	Change %
Cash	**48**	35	*13*	*37%*
Total current assets	**112**	234	*(122)*	*-52%*
Accounts payables and accrued liabilities	**2 972**	2 456	*516*	*21%*
Convertible debentures - Short term	**3 609**	416	*3 193*	*768%*
Convertible unit Bridge	**510**	180	*330*	*100%*
Total current liabilities	**7 634**	3 269	*4 365*	*134%*
Working Capital	**(7 522)**	(3 035)	*(4 487)*	*148%*

Working capital deficit between YE-24 and Q3-25 has increased due to the maturity of the CDUs now reported as current. Working capital deficit as at October 31, 2024 stood at $7.5 million with short term liabilities of $7.6 million exceeding short-term assets of $0.1 million. The Corporation has accumulated trade payables and accrued liabilities over the last few years, mainly related to the execution of its Phase I/II rotator cuff clinical program, for which enrollment ended in Q2-24. Since Q2-24, payables and accruals have increased mainly as a result of compensation expenses being accrued as management has agreed to defer cash payment as a means of helping fund the Corporation's activities. The working capital deficit also includes the $4.1 million of notes and debt now presented as current. (see "Debt Leverage"

below). The Corporation has reached an agreement with holders of the notes and debentures to extend maturity and accrue interest in supporting management executing the Corporation's strategic initiatives.

Risks and Uncertainties

Going concern

This MD&A has been prepared on a going-concern basis, which implies that the Corporation will continue realizing its assets and discharging liabilities in the normal course of business for the foreseeable future. As reflected in the unaudited interim condensed consolidated financial statements, the Corporation is still a clinical stage R&D company and has not yet achieved profitability. The Corporation has yet to generate revenue and has relied upon the issuance of debt and equity instruments to fund its operations. During the nine-month period ended October 31, 2024, the Corporation incurred a net loss of $1.1 million and used cash in operations of $0.1 million. As at October 31, 2024, the Corporation had a negative working capital balance of $7.5 million.

Accordingly, the ability of the Corporation to realize the carrying value of its assets and continue operations as a going concern is dependent upon its ability to obtain additional financing and ultimately on generating future profitable operations. Management anticipates that the continued advancement of its lead Ortho-R program as well as other R&D initiatives leveraging its strong IP portfolio will facilitate securing additional funds from existing new investors. There is no assurance that any fund-raising initiatives will be successful. Factors within and outside the Corporation's control could have a significant bearing on its ability to obtain additional financing. These unaudited interim condensed consolidated financial statements as at and for the quarter ended October 31, 2024, do not include any adjustments related to the carrying values and classifications of assets and liabilities that would be necessary should the Corporation be unable to continue as a going concern.

Operating Losses and Negative Cash Flows

The Corporation's operating losses and cash burn has significantly reduced over the last few quarters, as evidenced by 1) the steep reduction in overall R&D expenses following the conclusion of enrollment into the Phase I/II rotator cuff trial, 2) the securing of the $3.5 million NSERC grant which has reduced significantly the R&D expenses for ChitogenX, 3) management's decision to significantly reduce its compensation and defer all cash payment, and 4) the conversion of a significant portion of the debt leading to reduced financial costs.

Management is actively pursuing strategic initiatives and R&D partnering to attract/secure non-dilutive financing while continuing to seek financing via traditional financing means.

During prior periods, the Corporation has demonstrated its ability to raise the necessary capital to support its operations and achieve development milestones. However, there is no assurance that the Corporation will be able to secure the necessary financing to fund it various development programs. Management has continued to implement IR and financing initiatives to attract the required capital to fund its operations and deliver R&D and corporate milestones over the next fiscal year. (See "Overview of the Business" and "Going concern").

The Corporation's use of available funds over the coming year is of utmost concern to the Board. Since the extent and timing of warrant exercise as a source of financing are uncertain, management continues to look for alternative sources of financing to secure the required capital necessary to fund its operations and development projects. Management's focus is on securing equity-based financings from Canadian and US based institutional and/or accredited investors. The Corporation is also actively promoting its technologies to strategic partners.

Debt leverage

As at October 31, 2024, the Corporation had convertible debentures and notes (the "Debt") totaling $4.1 million that had reached their respective maturities and for that reason are now shown as current liabilities on the Corporation's Consolidated Statement of Financial Situation. The Debt holders recognize that access to capital for early-stage R&D companies is limited and for that reason have accepted for the Corporation to defer repayment until its financial situation improves, and for the Debt to remain current and to continue to accrue interest at the prevailing rates.

R&D Stage Company operating cash requirements

All programs in the Corporation's current portfolio will require additional financial commitments to increase their market value (through, for example, clinical trials) or to attract a strategic partner. After having concluded enrolment on the Phase I/II rotator cuff program, we estimate that $0.5 million will be required to complete the study and position ChitogenX for Phase II readiness on this program.

We wish to make best use of our financial resources and leverage out strong intellectual properties. The recent notice of allowance on new patents provides for 1) proprietary chitosan scaffold on its own and in combination with a wide variety of therapeutic agents, 2) protects for the use of ChitogenX' proprietary scaffold in combination with biologics in addition to existing PRP and blood products applications, 3) provides huge boost to the Company's attractiveness as a regenerative medicine with a proprietary scaffold, and 4) positioned the Corporation to leverage opportunities for commercial readiness and fast-tracking regulatory programs with potential 510(k) pre-market

submissions in the US. We are now in a unique position to secure co-development agreements using our Ortho-R (Chitosan-PRP), as well as our new Chitosan based IP. Co-development agreements represent the best approach to create value while leveraging 3rd party funding.

In order to successfully advance its current R&D programs, ChitogenX entered into a Collaborative R&D Agreement with Polytechnique to ensure access to Polytechnique's staff, expertise, and laboratories. In February 2023, the Corporation secured a $3.5 million grant from NSERC and Prima Québec in partnership with Polytechnique Montréal. The 4-year grant will be used to advance the scientific development, expand the scope of indications, develop new biomaterials for regenerative medicine and accelerate the commercial readiness of the Company's flagship ORTHO-R technology platform. We intend to leverage our R&D grants as well as our exclusive relationship with Poly to advance our R&D initiatives at nominal costs for the Corporation.

Statement of Compliance

The unaudited interim financial statements included in this MD&A for the quarter ending October 31, 2024 have been prepared in accordance with *International Financial Reporting Standards* as issued by the *International Accounting Standards Board ("IASB")* as well as with those standards and interpretations as issued by the *International Financial Reporting Interpretations Committee ("IFRIC")* issued and effective or issued and early adopted as at the time of preparing these interim financial statements.

Use of Estimates and Judgements

Reference should be made to the Corporation's 2024 annual financial statements, *note 3*, for an extended description of the information concerning the Corporation's significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses.