ADURO CLEAN TECHNOLOGIES INC. (formerly Dimension Five Technologies Inc.)

Management Discussion & Analysis

For the three and six months ended November 30, 2021 and 2020

(in Canadian Dollars)

Management's Discussion and Analysis of Financial Condition and Results of Operations for the three and six months ended November 30, 2021

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") of Aduro Clean Technologies Inc. (formerly Dimension Five Technologies Inc.) (the "Company") should be read in conjunction with the Company's interim condensed consolidated financial statements and notes thereto for the three and six months ended November 30, 2021 (the "Financial Statements") and the audited financial statements for the year ended May 31, 2021 and the accompanying notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The MD&A has been prepared as of January 28, 2022 pursuant to the disclosure requirements under National Instrument 51-102 – Continuous Disclosure Obligations ("NI 51-102") of the Canadian Securities Administrators ("CSA").

All dollar amounts are expressed in Canadian dollars. This MD&A contains forward-looking information within the meaning of Canadian securities laws, and the use of non-IFRS measures (the "Non-IFRS Measures"). Refer to "Cautionary Statement Regarding Forward-Looking Statements" and "Cautionary Statement Regarding Certain Non-IFRS Performance Measures" included within this MD&A. This MD&A and the Company's annual audited financial statements and other disclosure documents required to be filed by applicable securities laws have been filed in Canada on SEDAR at www.sedar.com. Additional information can also be found on the Company's website at http://aduroenergy.com

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking statements" that reflect the Company's current expectations and projections about its future results. Forward-looking statements are statements that are not historical facts, and include, but are not limited to: estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to future operations, capital raising initiatives, the impact of industry and macroeconomic factors on the Company's operations, and market opportunities; and statements regarding future performance. Any statements contained herein that are not statements of historical fact may be deemed to be forward looking statements, including those identified by the expressions "considers", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved", or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "will", "intends", and "estimates". By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

The global pandemic related to an outbreak of the novel coronavirus disease ("COVID-19") has cast uncertainty on each of the underlying assumptions. There can be no assurance that they continue to be valid. The situation is dynamic and the ultimate duration and magnitude of the impact of COVID-19 on the economy and the financial effect on the Company's business remain unknown at this time. These impacts could include, amongst others, an impact on our ability to obtain debt or equity financing, increased credit risk on receivables, potential future decreases in revenue or profitability of the Company's ongoing operations.

Forward-looking statements used in this MD&A are subject to various risks, uncertainties and other factors, most of which are difficult to predict and are generally beyond the control of the Company. These risks, uncertainties and other factors may include, but are not limited to, those set forth under "Risks and Uncertainties" below. Forward looking statements in this MD&A include, but are not limited to, the plans of the Company to implement a business model of licensing, royalties and research and development ("R&D"); the intention of the Company to achieve monetization of its clean energy platform by implementation of its business model, thereby reducing its need for cash while enabling an expedient path to commercialization; the Company's plan to develop commercial partnerships by means of demonstration projects; the Company's plans to capitalize on significant growth potential in the clean energy technology sector through the advancement and commercialization of the Company's proprietary technology; the Company's plans to continue to raise equity financing in order to execute its business plan, maintain a strong capital base and safeguard the Company's ability to continue as a going concern such that it can provide future returns for shareholders and benefits for other stakeholders.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks, uncertainties and other factors, including the risks, uncertainties and other factors identified above and elsewhere in this MD&A, actual events may differ materially from current expectations and projections. In particular, risk that could change or prevent these statements from coming to fruition include, but are not limited to, that the Company may be unable to implement its business model as anticipated or at all due to a variety of reasons, including lack of future financing and capital, changes in technology or due to competition; the Company may be unable to achieve commercialization of its technology for various reasons; the Company may fail to develop significant commercial partnerships and competitors may offer more attractive products or alternatives; the clean energy technology sector may not develop as anticipated or the Company's technology may otherwise become obsolete; the Company may be unable to raise additional financing in order to advance its business or continue operations until it can generate significant revenues.

The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.

The forward-looking statements contained herein are based on information available as of January 28, 2022.

Cautionary Statement Regarding Non-IFRS Performance Measures

This MD&A makes reference to certain Non-IFRS financial measures that are used by management to evaluate the Company's performance which are commonly used by financial analysts in evaluating the financial performance of companies, including companies in the medical and technology industry. Accordingly, we believe that the Non-IFRS Financial Measures may be useful metrics for evaluating the Company's financial performance, as they are measures that we use internally to assess the Company's performance, in addition to IFRS measures. Readers are cautioned that the Non-IFRS Financial Measures do not have a standardized meaning and should not be used in isolation or as a substitute for net (loss) income, cash flows from operating activities or other income or cash flow statement data prepared in accordance with IFRS.

ACHIEVEMENT OF FIRST MILESTONE AND DISCUSSIONS WITH POTENTIAL PARTNERS

On January 18, 2022, the Company achieved the first milestone under the securities exchange agreement dated October 22, 2021, as amended (the "SEA") (the "First Milestone") following the receipt of the third-party report and the successful review and independent validation of its patented chemical conversion technology by Dr. Paul Charpentier, an expert in chemistry and alternative energy applications. The objective of the review and independent validation was to confirm that Alberta bitumen, flowing continuously through the R2 reactor, was upgraded to lighter crude compared to the feedstock. The work carried out by Aduro demonstrated that the Aduro Hydrochemolytic™ chemical conversion technology was able to improve the properties of bitumen feedstock with an "API gravity" (density) of 14.6 ºAPI, upgrading it to lighter petroleum with a density of 19.5 ºAPI. Higher ºAPI values that mean lower density and higher market value.

The results of the work completed by Aduro and evaluated by Dr. Charpentier support continuation of work to establish the foundation for HCT scaleup to pilot plants, precommercial deployments, and full-scale commercial systems, while creating opportunities for Aduro to continue engagement of potential partners and customers through demonstration projects. Aduro worked with bitumen for completing the work on the First Milestone but the Company could have also worked with waste plastic and achieved the same outcome.

With respect the company activity on post-consumer waste plastic, the Company are in discussions with Switch Energy, a recycler and operator participating in Canada's agricultural & industrial film recycling program, to build a pilot plant in Ontario demonstrating Hydrochemolytic™ Technology for chemical recycling of agricultural and post-consumer plastic waste. While the Company are concentrating on agricultural waste which is mainly polyethylene or a single type of waste plastics, the Company anticipate that in the future attention will shift to other chain-growth polymers such as polypropylene or polystyrene. The goal of these discussions is to develop a framework whereby the two companies can work together to design, build, install, and operate a pilot plant to process waste polyethylene and other types of waste plastics, such as polypropylene.

The Company is also looking at a potential partnership with Brightlands Chemelot Campus (“**Brightlands**”), an international shared innovation community located in Limburg, The Netherlands. The objective of this partnership will be to initiate a project that will likely process a single type of waste polymers such as polyethylene but develop the path for an installation that applies Aduro Hydrochemolytic™ technology to demonstrate, on a tons per day scale, the conversion of a mixture of plastics. Brightlands have carried out a comprehensive review of the technology and the conclusion was that there seems to be distinct advantages for the process to operate on a mixture of polymers that otherwise would have been rejected by current traditional approaches such as pyrolysis. Work with Brightlands will focus on demonstrating that capability with the support of the eco systems that is already available on site.

BUSINESS OVERVIEW AND DESCRIPTION

The Company was incorporated in the Province of British Columbia on January 10, 2018, under the *Business Corporations Act* (British Columbia) (the “BCBCA”). On February 12, 2019, the Company’s shares commenced trading on the Canadian Securities Exchange (“CSE”) under the symbol “DFT”. On April 27, 2021, in connection with the Transaction (as defined below), the Company’s shares were re-listed on the CSE under the symbol “ACT”. On July 20, 2021, the Company’s shares commenced trading on the OTCQB in the United States under the symbol “ACTHF” and on July 28, 2021, on the Frankfurt Exchange in Germany under the symbol “9D50”. On April 23, 2021, the Company closed the transaction with Aduro Energy Inc. (“Aduro”) and Aduro’s security holders whereby the Aduro’s security holders sold their shares to the Company such that all of the issued and outstanding common shares of Aduro are now wholly owned by the Company (the “Transaction”). As part of the closing of the Transaction, the Company changed its name to “Aduro Clean Technologies Inc.” from Dimension Five Technologies Inc. and the Company’s shares were re-listed under the symbol ACT. From April 23, 2021, the Company’s only activity was as a holding company and its only holding is the investment in Aduro. For additional information on the Transaction, please see the section of this MD&A entitled “Reverse Takeover” below.

Aduro is an early-stage, Ontario-based clean technology company that has developed a highly flexible chemical recycling platform featuring three water-based technologies: Hydrochemolytic Plastics Upcycling™ (“HPU”), Hydrochemolytic Renewables Upgrading™ (“HRU”) and Hydrochemolytic Bitumen Upgrading™ (“HBU”). As at of today, the Company owns through acquisition and development, three granted and three pending patents.

Aduro’s future business model is based principally on licensing, royalties, and research and development. However, the company is still investigating different business models that may be a better fit to its operations. Monetization of the Aduro clean energy platform through licensing model reduces the

Company’s need for cash while enabling a relatively pathway to commercialization that management of the Company believes is relatively straightforward and fast.

Aduro aims to develop commercial partnerships by means of demonstration projects. Management believes the effectiveness of this strategy has been demonstrated to be very effective for securing customer feedstock and funding commitments. Deliverables include reports that detail: the technology; its performance (including yields and mass balance); the key parameters and operational variables including chemical characterization of the feedstock and products; economic considerations covering product value and operational costs; operational considerations, and environmental considerations including GHG footprint and life cycle analysis. Among the intended business benefits are developing long term relations, evaluation of different business models and better understanding of geographical territories behaviors and characteristic.

For the founders of Aduro, Ofer Vicus, Chief Executive Officer (“CEO”), and Marcus Trygstad, Chief Technology Officer, the impetus for the formation of Aduro was the vision to develop hydrothermal upgrading technology (“HTU”) for upgrading heavy oils. But through R&D efforts of its scientists, management of Aduro found that HTU also could be applied beneficially in the seemingly unrelated fields of plastic and tire rubber upcycling and renewable oil upgrading. Moreover, discoveries made while pursuing those new applications provided management with deeper insights into fundamental chemistry, including operating in connection with the original work on heavy oil. From that developed the current, versatile Aduro Hydrochemolytic™ technology platform, which is protected by three patents and three patents pending (the “Intellectual Property”) and is anticipated to yield five academic research papers that are due now in 2022. With support from industry partners as early as 2015, Aduro’s pre-pilot demonstration projects have provided validation of Hydrochemolytic™ technology in key applications to support pre-commercial, pilot-scale demonstrations.

Aduro currently directs its Hydrochemolytic™ technology toward these three principal application areas. Aduro technology transforms lower-value feedstocks into useful, higher- value chemical feedstocks and fuels. Although Aduro’s technology can be implemented in stand-alone operations, management believes its greatest economic relevance and impact is achieved through integration into thermal operation infrastructure at existing plants. Accordingly, Aduro engages entities in partnerships to demonstrate and implement the technology through licensing arrangements.

A key to this approach is the technology’s adaptability that may confer both economic and operational flexibility to minimize implementation costs while maximizing implementation speed. The following are examples of the technology’s adaptability and approaches that are under consideration and may be pursued by the Company;

1) Upgrading of Corn Distillers Corn Oil ("CDO"). A byproduct from ethanol production, CDO may be converted to renewable diesel by a patented application of the Company's Hydrochemolytic technology. Besides integration into the backend of ethanol plants, the Hydrochemolytic Renewables Upgrading process ("HRU") may also be applied to renewable oils from crushed oil seed operations, beef and poultry processing plants, and existing biodiesel plants to produce not only renewable diesel, but renewable specialty chemicals.

2) Plastics Upcycling. HPU may be applied to convert waste plastics or tire rubber into feedstocks for producing new plastics or hydrocarbon fuel production. Possible implementation scenarios may include at (a) existing oil refineries for mass processing of waste plastic and tires into petroleum streams; and (b) small and large waste disposal sites for direct production of fuels and high-value chemical feedstocks, thereby may avoid the negative impact of transportation emissions and reducing the footprint of the landfill in an advanced material processing ecosystem. Recently Aduro investigated the means of accessing such waste feedstocks before reaching the landfill in a possible B2B operations. The implication is that the business model focuses on diverting the waste plastic stream from landfills while also directly addressing new producer responsibility regulations.

3) Bitumen Upgrading. HBU is principally directed toward in upstream bitumen production operations in Alberta but also may be applied in the 130 petroleum refineries in North America (or the 300 refineries globally) to enhance yields from the bottom-of-the-barrel bitumen output from vacuum distillation units.

4) Hybrid Processes. And in a particularly impactful scenario, the Company anticipates HBU/HPU implementations to co-process bitumen and waste polymers (plastics), that may reduce the demand for petroleum, divert waste from landfills, may reduce the carbon footprint through the action of hydrogen from renewable sources (explained further below), and may enhance refiners' operating flexibility in face of changing market dynamics.

Aduro is now operating to establish its own lab as an independent facility in London, Ontario so that it will be able to operate independent of any university with the intention of operating and demonstrating its showroom unit to potential customers.

TECHNOLOGY DESCRIPTION

The purpose of Aduro is the development and commercialization of its intellectual property covering the application of Hydrochemolytic™ technology to create higher-value chemicals and fuels from lower-value feedstocks. In doing so, the Company believes it addresses important problems faced by the global community. Originally conceived to radically enhance aspects of petroleum processing, the technology is protected by three patents and three patents pending on file as of the date hereof. It is based on leveraging unique properties of water to achieve two important outcomes. First is the transformation of intractable post-consumer plastics and tire rubber, as well as renewable oils and bitumen, into manageable liquid intermediates. Then follows their stabilization by hydrogen derived from cheap, non-petroleum sources such as biomass. This second step is analogous to decades-old processes that use extremely high temperatures and often rely on molecular hydrogen derived from fossil fuels, which is distinctly different from the organic hydrogen derived from biobased sources.

In contrast with traditional approaches designed to process petroleum feedstocks, Aduro Hydrochemolytic™ technology is highly efficient, operating at relatively low temperatures. This makes it significantly more environment-friendly than established alternatives like energy-intensive pyrolysis or gasification. It is also highly configurable, supporting stand-alone, distributed deployment on smaller scales in remote locations or integration with existing operations, from biodiesel and ethanol plants to facilities for waste collection and recycling, to petrochemical plants. Although the conversion of non-petroleum feedstocks effectively reduces the demand for oil, Aduro technology also offers the possibility for crude oil upgrading that is greener and cleaner. Instead of a being a single-purpose technology, Aduro Hydrochemolytic™ chemical recycling platform solutions can be applied in multiple ways that have a reduced operational and environmental footprint, compared with traditional approaches. Equally important, it also reduces the environmental impact associated with petroleum production and processing, landfilling, waste incineration and gasification, and unscrupulous dumping in oceans.

The Company's team of experienced scientists and engineers developed this highly flexible water-based chemical conversion technology and its application to address three important problems. These are the focus points of Aduro's intended commercial activities and are described below.

HPU, which was developed to address the mounting global problem of post-consumer plastics, foam, and rubber from used tires. HPU can transform plastics into useful feedstocks in the circular economy for production of new plastics and foams, paints and coatings, and detergents or, when appropriate, into high performance fuels.

HRU, which transforms renewable oils into renewable motor fuels, bio-jet fuel, and specialty chemicals at relatively low temperatures without requirement for molecular hydrogen from external sources.

HBU, which is a completely new approach for transforming heavy crude oil and bitumen into light synthetic crude co processing biobased feedstock such as cellulose or glycerol, the company is investigating options expand on its source for hydrogen equivalents and qualified material such as ethanol and methanol. Compared with traditional, decades-old methods, HBU employs lower temperatures and offers the possibility to reduce the cost of blending while improving the properties of the crude while increasing its value so it could be easily transport. The approach can obviate the requirement for expensive blending such as light hydrocarbon diluent from distant reaches in North America, e.g., the U.S. Gulf Coast, and lends to downward-scaling and down-scoping to support distributed deployment at/near the wellhead.

These applications can help to solve real-world problems confronting society globally by delivering superior performance in respect of economic and environmental considerations.

GLOBAL PANDEMIC

In December 2019, a novel strain of coronavirus disease, COVID-19, was first reported. Less than four months later, on March 11, 2020, the World Health Organization declared COVID-19 a pandemic — the first pandemic caused by a coronavirus. The outbreak has resulted in the implementation of significant governmental measures worldwide, including lockdowns, closures, quarantines and travel bans, intended to control the spread of the virus, and has caused severe global disruptions.

The overall severity, duration, and extent to which the COVID-19 pandemic impacts the Company's business, results of operations and financial condition will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to the duration, spread, severity, and impact of the COVID-19 pandemic, the effects of the COVID-19 pandemic on the Company's customers, suppliers and vendors and the remedial actions and stimulus measures adopted by local and federal governments, and to what extent normal economic and operating conditions can resume. The Company's management team is closely following the progression of COVID-19 and its potential impact on the Company. Even after the COVID-19 pandemic has subsided, the Company may experience adverse impacts to its business as a result of any economic recession or depression that has occurred or may occur in the future. Therefore, the Company cannot reasonably estimate the impact at this time on its business, liquidity, capital resources and financial results.

SELECTED FINANCIAL INFORMATION

The Company prepares its financial statements in accordance with IFRS and the fiscal year end of the Company is May 31.

The financial information and key performance indicators referenced below are used by the Company's management and directors in evaluating the performance of the Company and assessing the business. These indicators, IFRS and the Non-IFRS Financial Measures are typically used by similar companies operating in this technology industry.

FINANCIAL POSITION AND OPERATIONS

Closing the Transaction now provides the Company the opportunity to access capital to allow Aduro to develop and sustain its activities and meet its business objectives. While the Company and Aduro's success will ultimately depend to a substantial extent on the willingness of enterprises and individuals to utilize the technology solutions that Aduro offers, management believes that gaining access to the right form of capital is very significant.

The following should be read in conjunction with the Company's interim condensed consolidated financial statements for the three and six months ended November 30, 2021 for a comprehensive overview and understanding of the financial position and operations of the Company. Up to November 30, 2020, Aduro prepared annual financial statements and so detailed quarterly financial information is not available. Management believe that quarterly information will not provide users with any additional information that is not already provided by the annual financial information and therefore this MD&A does not include historical quarterly financial information.

The following table presents selected financial information of operations for the three and six months ended November 30, 2021, and 2020.

	Three months ended November 30, 2021	Three months ended November 30, 2020	Six months ended November 30, 2021	Six months ended November 30, 2020
Revenue	$ -	$ -	$ -	$ -
Operating Expenses	887,242	234,540	1,444,404	364,278
Share-based payment expense	378,465	-	1,074,686	-
Other income items	11,411	21,931	11,411	32,090
Net loss and comprehensive loss	(1,254,296)	(212,609)	(2,507,679)	(332,188)

As the Company is an early-stage business, it has a limited history of operations and as expected has not generated significant revenue. The Company's ability to generate future revenue depends on the ability to attract and retain users to its technology.

As at November 30, 2021, the Company has an accumulated deficit of $7,023,026. The Company's current financial position is reflective of an early-stage business in the process of raising capital for product research and development, business development, advisory, promotions, and operations.

As the Company is an early-stage business, there was no revenue recognized in the three-month and six-month period ended November 30, 2021, and November 30, 2020.

Since April 2021, the Company granted 3,799,999 options to purchase common shares of the Company to various employees, officer, directors and vendors of the Company. An expense of $378,465 and $1,074,686 for the three-month and six-month period ended November 30, 2021, respectively, was recognized to reflect the vesting schedule of the options.

The Company has incurred general operating expenses that are reflective of an early-stage company and reflective of a business that recently has become a listed entity. For the three-month period ended November 30, 2021, the Company's operating expenses were $887,242 of which $254,165 was for research and development, $15,750 for depreciation and amortization, $12,512 for finance and interest costs, $600,544 for general and administrative expenses and $4,271 for foreign exchange expense. For the three-month period ended November 30, 2020, the Company's total expenses of $234,540 comprised of $59,448 for research and development, $14,304 for depreciation and amortization, $19,496 for finance and interest costs and $145,314 for general and administrative expenses less $4,022 for foreign exchange gains.

Depreciation and amortization was $15,750 for the three-month period ended November 30, 2021 compared to $14,304 for the for the three-month period ended November 30, 2020. Finance costs were $12,512 for the three-month period ended November 30, 2021 compared to $19,456 for the three-month period ended November 30, 2020 with the decrease due to $1,644 of an interest expense for the three-month period ended November 30, 2020 recognized by Aduro on loans provided by the Company up to the date of the closing of the Transaction and higher interest of $5,190 for the three-month period ended November 30, 2020 on the working capital term loans with BDC and TD Bank.

General and administrative expenses were $600,544 for the three-month period ended November 30, 2021, compared to $145,314 for the three-month period ended November 30, 2020. Included in general and administrative expenses were investor relations and communication costs of $337,648 incurred during the three-months period ended November 30, 2021, reflecting the necessary investor relation and communication activities that the Company had to undertake after becoming a relisted entity. The increase in other general and administrative expenses for the three-month period ended November 30, 2021, also was a result of increased activities of a business in a development stage and an entity that was relisted in 2021.

Research and development expenses were $254,165 for the three-month period ended November 30, 2021, compared to $59,448 for the three-month period ended November 30, 2020, with the increase due to higher project related costs of $119,504, salary and related costs of $63,054 and payments to the University of Western Ontario of $28,822 all of which reflect the increased activity in the project in the run up to the achievement of the First Milestone.

For the six-month period ended November 30, 2021, the Company's operating expenses were $1,444,404 of which $409,136 was for research and development, $28,203 for depreciation and amortization, $28,965 for finance and interest costs, $937,781 for general and administrative expenses, $24,323 expense incurred in obtaining listing on other exchanges and $15,996 for foreign exchange expense. For the six-month period ended November 30, 2020, the Company's total expenses of $364,278 comprised of $100,378 for research and development, $28,607 for depreciation and amortization, $30,078 for finance and interest costs and $211,265 for general and administrative expenses less $6,050 for foreign exchange gains.

Depreciation and amortization was $28,203 for the six-month period ended November 30, 2021 compared to $28,607 for the for the six-month period ended November 30, 2020. Finance costs were $28,965 for the six-month period ended November 30, 2021, compared to $30,078 for the six-month period ended November 30, 2020, with the decrease due to $1,842 of an interest expense for the six-month period ended November 30, 2020, recognized by Aduro on loans provided by the Company up to the date of the closing of the Transaction.

General and administrative expenses were $937,781 for the six-month period ended November 30, 2021, compared to $211,265 for the six-month period ended November 30, 2020. Included in general and administrative expenses were investor relations and communication costs of $468,465 incurred during the six-months period ended November 30, 2021, reflecting the investor relation and communication initiatives necessary to be undertaken by the Company after recently becoming a relisted entity. The increase in other general and administrative expenses for the six-month period ended November 30, 2021, also was a result of increased activities of a business in a development stage and an entity that was relisted in 2021.

Research and development expenses were $409,136 for the six-month period ended November 30, 2021, compared to $100,378 for the six-month period ended November 30, 2020, with the increase due to higher project related costs of $151,342, salary and related costs of $114,785 and payments to the University of Western Ontario of $49,526 all of which reflect the increased activity in the project in the run up to the achievement of the First Milestone.

For the three-month and six-month period ended November 30, 2021, the Company recognized a gain of $11,411 following the early redemption of the TD Bank CEBA loan in September 2021. The gain was made up of $10,000 relating to the early-repayment forgiveness term under the agreement and $1,411 for the interest expense previously recognized but now not payable because the loan was repaid. For the three-month and six-month period ended November 30, 2020, the other income was made up of a gain of $7,500 for the restructuring of a specific liability and the remainder was from the receipt of COVID wage subsidies.

LIQUIDITY AND CAPITAL RESOURCES

As at November 31, 2021, the Company's capital resources were $1,237,365 made up as follows;

Share capital	$ 4,502,355
Warrant reserve	1,606,801
Contributed surplus	2,151,235
Accumulated deficit	(7,023,026)
Total capital resources	**1,237,365**

A summary of all the equity financings and details of proceeds from these capital resources is included in the following table:

Description (all amounts are stated post consolidation of April 23, 2021)	**Closing date**	**Gross proceeds**	**Net Proceeds**	**Amount remaining in cash and cash equivalents as at November 30, 2021**
1,200,000 common shares @ $0.06 per share – founders capital	June 15, 2018	$ 72,000	$ 72,000	$ -
2,459,000 common shares @ $0.15 per share – non-brokered financing	July 6, 2018	368,850	361,777	-
700,333 common shares @ $0.15 per share – non-brokered financing	July 27, 2018	105,050	105,050	-
3,348,146 common shares @ $0.15 per share – non-brokered financing	September 2, 2019	502,222	499,522	-
5,632,683 units (common shares and warrants) @ $0.15 per share – non-brokered financing	February 4, 2021	1,402,548	1,383,637	-
3,816,869 units (common shares and warrants) @ $0.55 per share – non-brokered financing	May 14, 2021	2,099,278	2,022,604	1,114,303
Exercise of 1,700,401 warrants @ $0.50 per warrant for 1,700,401 common shares	Various dates from July 5, 2021 to October 29, 2021	850,201	850,201	850,201

During the six-month period ended November 30, 2021, the Company generated cash of $850,201 from capital raised from the exercise of 1,700,401 share purchase warrants at 50 cents. Cash generated from the exercise of warrants will be an important ongoing source of capital for the Company.

The Company intends to continue to raise equity financing in order to execute its business plan, maintain a strong capital base; and safeguard the Company's ability to continue as a going concern, such that it can in the future provide returns for shareholders and benefits for other stakeholders.

WORKING CAPITAL

The following table presents selected financial information of the Company's working capital as at November 30, 2021 and May 31, 2021;

	November 30, 2021	May 31, 2021
Cash and cash equivalents	$ 1,964,504	$ 2,860,016
Prepaid expenses	143,587	-
Trade and other receivables	128,789	76,880
Trade payable and other current liabilities	(579,082)	(529,135)
Contract liabilities & project contributions payable	-	(12,138)
Lease liability – current portion	(5,715)	(12,610)
Current portion of debt	(586,163)	(30,496)
Working Capital	**1,065,920**	**2,352,517**

The Company defines working capital as current assets less current liabilities and the working capital balance as at November 30, 2021 was $1,065,920 compared to $2,352,517 as at May 31, 2021. Working capital has decreased by $1,286,597 due to $555,510 of convertible debt becoming current during the six-month period ended November 30, 2021 and $1,543,948 of cash used in operating activities offset by $850,201 of cash generated by the issue of common shares from the exercise of warrants.

On January 18, 2022, the convertible notes issued by Aduro were fully redeemed as the convertible note holders received common shares following the achievement of the First Milestone. The impact of the redemption is to improve the Company's working capital position by $555,510.

As at November 30, 2021, the maturity of the Company's obligations are as follows:

		Due prior to			
	Amount	**2022**	**2023**	**2024**	**2025**
	$	**$**	**$**	**$**	**$**
Trade payables and other current liabilities	579,082	579,082	-	-	-
Debt	628,976	586,163	31,051	11,762	-
Lease liability	5,715	5,715	-	-	-
Total expected maturities	1,213,773	1,170,960	31,051	11,762	-

Following the redemption of the convertible notes on January 18, 2022, the expected maturities within the next twelve months is reduced to $615,451 from $1,1170,961. Based upon the available cash and cash equivalents balance of $1,964,504 as at November 30, 2021, the Company believes it has sufficient working capital to meet its obligations for the next twelve months.

The Company does not expect to generate positive cash flow from operations for the foreseeable future due to additional R&D expenses and operating expenses associated with supporting these activities. It is expected that negative cash flow from operations will continue until such time, if ever, that the Company achieve the necessary conditions for regulatory approval and as a result commercialize any of it's products under development and/or or milestone revenue from any such products should they exceed the Company's expenses.

REVERSE TAKEOVER

On October 22, 2020, the Company entered into a securities exchange agreement (the "SEA") with Aduro's securityholders (the "Target Vendors") and Aduro. The SEA was amended on April 5, 2021. On closing of the Transaction on April 23, 2021, the Target Vendors sold their shares (the "Target Shares") to the Company, meaning the Company acquired all of the issued and outstanding Target Shares from the Target Vendors. Concurrent with the closing of the Transaction, the Company completed a 3:1 consolidation of its issued and outstanding common shares. Immediately following the closing of the Transaction, the Company's board of directors consisted of four directors, one of which was a director of the Company prior to the Transaction, as a nominee of the Company, and three were nominees of Aduro, including the CEO of Aduro, Ofer Vicus, who is now also the Company's CEO. Following closing of the Transaction, approximately 56% of the issued and outstanding common shares of the Company on an undiluted basis was held by shareholders who were shareholders of the Company prior to the Transaction and approximately 44% was held by the Target Vendors pursuant to the Transaction. The securities issued as consideration for the Transaction represented approximately 66% of the securities of the Company on a fully diluted basis.

Based on the composition of the Company's board of directors, the composition of key management personnel and the proportionate ownership of securities, following closing of the Transaction, Aduro was deemed to have obtained control of the Company and was the acquirer of the Company for accounting purposes. The Transaction was accounted for as a reverse acquisition under the acquisition method of accounting for business combinations with Aduro being the accounting acquirer. The Transaction is accounted for as a reverse acquisition under the acquisition method of accounting for business combinations in accordance with the principles of IFRS 3 Business Combinations. Accordingly, the results of the acquisition have been recognized from the date of closing of the Transaction. The transactions and balances of the Company, the legal parent, are included in the operating results from the effective date of the acquisition, being April 23, 2021. During the year ended May 31, 2021, transaction costs of $86,993 were incurred in connection with the Transaction by Aduro and have been fully expensed. For the period April 23, 2021 to May 31, 2021, the Company has contributed an operating loss of $7,381 to the net and comprehensive loss. For the three and six months ended November 30, 2021, the acquisition has contributed an operating loss of $262,832 to the net loss and comprehensive loss.

For further details regarding the Transaction and the impact on the financial statements for the three and six months ended November 30, 2021, refer to note 4 of the Company's interim condensed consolidated financial statements for the three and six months ended November 30, 2021, that can be found on the Company's profile on SEDAR at www.sedar.com.

SUMMARY OF OUTSTANDING SHARE DATA

As at the date of the MD&A, the following table shows the number of issued and outstanding common shares and exercisable securities (on a post-consolidation basis):

Common shares	48,942,087
Share purchase warrants issued on February 4, 2021 at an exercise price of $0.50	3,932,324
Share purchase warrants issued on May 12, 2021 at an exercise price of $0.80	1,908,434
Share purchase warrants issued on April 23, 2021 at an exercise price of $0.50	2,813,357
Share purchase warrants issued on February 4, 2021 at an exercise price of $0.50	75,945
Share purchase warrants issued on May 12, 2021 at an exercise price of $0.80	126,681
Class B special warrants convertible for no additional consideration	13,333,328
Options at an average exercise price of $0.6578	3,799,999
Total outstanding	**74,932,155**

Following the achievement of the First Milestone on January 18, 2022, the 13,333,328 Class B special warrants that previously held by the special warrants trustee were distributed under the terms of the SEA and are convertible when the second milestone under the SEA is achieved for no additional consideration into the Company's common shares on a one-for-one basis.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not currently have any off-balance sheet arrangements that have or are reasonably likely to have a material current or future adverse effect on its financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources.

TRANSACTIONS BETWEEN RELATED PARTIES

Key management personnel are those persons that have authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly, and by definition include all the directors and officers of the Company.

During the three and six months ended November 30, 2021, and 2020, compensation of key management personnel was as follows:

	Three months ended November 30, 2021 $	**Three months ended November 30, 2020 $**	**Six months ended November 30, 2021 $**	**Six months ended November 30, 2020 $**
Salary and related costs	**28,270**	15,742	**47,373**	31,843
Professional fees	**119,500**	-	**139,652**	-
Share-based compensation expense (Note 13)	**175,257**	-	**515,416**	-
Total	**323,027**	15,742	**702,441**	31,843

As at November 30, 2021 and May 31, 2021, the amounts due to and from related parties was comprised of the following:

	November 30, 2021 $	May 31, 2021 $
Due to key management personnel	**55,254**	62,246
Due from key management personnel	**40,268**	-

These amounts are unsecured, non-interest bearing and have no specific terms of repayment.

As at November 30, 2021, the Company had issued to one of the key management personnel a convertible note with a principal of US$4,200 (May 31, 2021: US$4,200) and there was interest payable of US$4,823 (May 31, 2021: US$4,549) outstanding. Accrued interest recognized as an expense on this convertible note for the six months ended November 30, 2021, was $348 (2020: $347). On achievement of the First Milestone on January 18, 2022, this convertible note was redeemed by the issue of 21,054 of the Company's common shares.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Company's financial instruments are exposed to a variety of financial risks, which periodically include credit risk, liquidity risk, foreign exchange risk and interest rate risk which could impact results of operations and financial position. The financial instruments and the financial risk management of these financial instruments of the Company are described in note 14 of the interim condensed consolidated financial statements for the three and six months ended November 30, 2021.

The Company has exposure to credit risk, liquidity risk, market risk, foreign exchange rate risk, interest rate risk, and inflation risk. The board of directors has the overall responsibility for the oversight of these risks and reviews the Company's policies on an ongoing basis to ensure that these risks are appropriately managed. The significant financial risk management policies of the Company are described in the interim condensed consolidated financial statements for the three and six months ended November 30, 2021.

CRITICAL ACCOUNTING POLICIES, ESTIMATES, AND JUDGMENTS

The preparation of financial statements requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The critical accounting estimates used by the Company are described in note 3 in the interim condensed consolidated financial statements for the three and six months ended November 30, 2021. These critical judgments, estimates and assumptions in applying the Company's accounting policies could result in a material effect on actual results and in the next financial year on carrying amounts of assets and liabilities.

NEW STANDARDS, AMENDMENTS, AND INTERPRETATIONS ADOPTED AND UNADOPTED

The Company has applied IFRS 16 Leases ("IFRS 16") from December 1, 2019 which replaces IAS 17 Leases and related interpretations. IFRS 16 establishes a single, on-balance sheet accounting model for leases. As a result, the Company, as a lessee, has recognized a right-of-use asset representing its rights to use the underlying assets and a lease liability representing its obligation to make lease payments. The Company has adopted IFRS 16 using the modified retrospective approach with the effect of initially applying this standard from December 1, 2019. Accordingly, this election means that the comparative information has not been restated and the disclosure requirements in IFRS 16 have not generally been applied to comparative information. Following a review of the Company's leases, no adjustment was required and therefore no adjustment was required to be made to the accumulated deficit as at December 1, 2019.

RISKS FACTORS

There are a number of risks that may have a material and adverse impact on the future operating and financial performance of the Company and could cause the Company's operating and financial performance to differ materially from the estimates described in forward-looking statements relating to the Company. These include widespread risks associated with any form of business and specific risks associated with the Company's business and its involvement in the clean energy technology industry. Management of the Company considers the following risks to be most significant for potential investors in the Company, but such risks do not necessarily comprise all those associated with an investment in the Company.

This section describes risk factors identified as being potentially significant to the Company. Additional risk factors may be included in other documents previously disclosed by the Company.

In addition, other risks and uncertainties not discussed to date or not known to management could have material and adverse effects on the valuation of the Company's securities, existing business activities, financial condition, results of operations, plans and prospects. An investment in securities of the Company involves significant risks, which should be carefully considered by prospective investors before purchasing such securities.

In addition to the other information set forth elsewhere in this MD&A, the following risk factors should be carefully considered when considering risks related to Aduro's business.

The Company Is an Early-Stage Technology Business

The Company's strategy is to focus on developing its clean energy technology platform. The Company's technology platform is an early-stage technology platform developed to upgrade renewable oils as well as waste plastics and rubber and Bitumen into to higher value products. The Company has invested and continues to invest a significant portion of its resources into this segment and will need to raise additional financing to pursue its business strategy. As with other comparable early-stage technology businesses, the Company faces the risks of product and technology failure, unforeseen research and development delays, weak market acceptance, possible change in government regulatory and competition from new entrants. Realization of any of these risks could have a significant negative impact on the Company's anticipated future cash flows and its growth strategy.

Limited operating history and no assurance of profitability

The Company is a start-up business with a limited operating history and no established brand recognition. The Company will be subject to all the business risks and uncertainties associated with any new business enterprise, including the risks that it will not establish a market for its services, achieve its growth objectives or become profitable. The Company anticipates that it may take several years to achieve cash flow from operations. There can be no assurance that there will be demand for the Company's products or services or that the Company will ever become profitable.

Liquidity concerns and future financing requirements

The Company is in the development phase and has not generated any substantial revenue. It will likely operate at a loss until its business becomes established and will require additional financing to fund future development of its technology and operations. The Company's ability to secure any required financing to sustain its operations will depend in part upon prevailing capital market conditions, as well as the Company's business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to it. If additional financing is raised by issuing common shares from treasury, control of the Company may change, and shareholders will suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its business plan or cease operating.

Need for funds

In the short term, the continued operation of the Company will be dependent upon its ability to procure additional financing. The Company must obtain such financing through equity financing and there can be no assurance that the Company can raise the required capital it needs to build and expand the Company's business. Without this additional financing, the Company may be unable to advance the Company's business model, and the Company will likely fail. There can be no certainty that the Company can obtain these funds, in which case any investment in the Company may be lost. The raising of equity funding will also result in dilution of the equity position held by the Company's shareholders.

Uncertainty of use of proceeds

Although the Company has set out its intended use of available funds in its Listing Statement posted on SEDAR on April 28, 2021, the uses and figures provided are estimates only and are subject to change. While management does not contemplate any material variation from such estimates, management retains broad discretion in the application of such proceeds.

Operational risks

The Company will be affected by several operational risks against which it may not be adequately insured or for which insurance is not available, including: pandemics such as COVID-19; catastrophic accidents; fires; changes in the regulatory environment; impact of non-compliance with laws and regulations; labor disputes; natural phenomena such as inclement weather conditions, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Company's premises, personal injury or death, environmental damage, resulting in adverse impacts on the Company's operations, costs, monetary losses, potential legal liability and future cash flows, earnings and financial condition. Also, the Company may be subject to or affected by liability or sustain loss for certain risks and hazards against which it cannot insure or which it may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Technology risk

The Company's products and services are dependent upon advanced developments in its technologies which are susceptible to rapid impact by R&D and technological change. There can be no assurance that the Company's products and services will not be seriously affected by, or become obsolete as a result of, such technological changes. Further, some of the Company's services are currently under development and there can be no assurance that these development efforts will result in a viable product or service as conceived by the Company or at all.

Competition

The clean energy technology industry is highly competitive, and the Company competes with a substantial number of companies that have greater financial, technical and marketing resources. As such, the Company is exposed to competition which could lead to loss of contracts or reduced margins and could have an adverse effect on the Company's business.

The Company's competitors may offer better solutions or value to the Company's prospective customers or substantially increase the resources devoted to the development and marketing of products and services that compete with those of the Company. There can be no assurance that the Company will be able to compete successfully against current or future competitors or that competitive pressures faced by the Company in the markets in which it operates will not have a material adverse effect on the Company's business. If the Company's competitors are successful in offering better pricing, service or products than the Company, this could render the Company's product and services offerings less desirable to merchant customers, resulting in the loss of merchant customers or a reduction in the price it could earn for its offerings.

Renewable Diesel Fuel Industry

Management understands that US, Canadian and most European governments require a minimum of 2% - 10% of diesel fuels to be comprised of renewable diesel. In Canada, it is 2% minimum by the federal government and in most provinces and an additional 2% has been added to the federal mandate, with some provinces increasing their requirement to 5% minimum blend, making a total blend of 7%. In USA it is 2-5% depending on State, with California seeking to increase to 10%. In Europe it is 5% for automotive and 10% for airlines.

- 2015 bio-diesel requirements for Western Canada were 196 million litres;
- 2015 bio-diesel production in Western Canada was reported to be 42 million litres; and
- The remaining 89.9% had to be imported from abroad.

The development of a renewable fuel facility involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the renewable fuel production may result in substantial rewards, very few renewable fuel facilities are actually developed into profitable businesses without significant help from government subsidies. Major expenses may be required to establish the refinery business. As a result, it is impossible to ensure that the current business plan of the Company will result in a profitable commercial refining operation.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Renewable fuel refining operations generally involve a high degree of risk. The Issuer's Company's operations are subject to all the hazards and risks normally encountered in the feedstock, process design, the fluctuation of fuel prices and possible damage to, or destruction of the producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, refining operations are also subject to hazards such as arising from equipment failure and fuel storage areas, which may result in environmental pollution and consequent liability.

The Company's refining activities are directed towards the search, evaluation and development of feedstock and its ability to convert it into renewable fuel. There is no certainty that the refineries will result in production of commercial quantities of renewable fuel. There is competition within the renewable fuel industry which is considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production.

Dependence on personnel

The Company's future success depends substantially on the continued services of its executive officers and its key development personnel. If one or more of its executive officers or key development personnel were unable to or unwilling to continue in their present positions, the Company might not be able to replace them easily or at all. In addition, if any of its executive officers or key employees joins a competitor or forms a competing company, the Company may lose know-how, key professionals and staff members.

Commodity Prices

The potential profitability of the Company's operations will be significantly affected by changes in the market price of various renewable fuels. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in renewable fuel prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of diesel fuel has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable.

Depending on the price of diesel fuels, potential cash flow from future operations may not be sufficient. Any figures for reserves presented by the Company will be estimates and no assurance can be given that the anticipated production of fuel will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the price of renewable fuels, may render refining uneconomical. Short-term operating factors relating to the production of renewable fuels, such as the increased feed stock costs or drop in renewable fuel prices, could cause a proposed refining operation to be unprofitable in any particular accounting period.

Volatility of common share price

The common shares of the Company are listed for trading on the CSE. As such, factors such as announcements of quarterly variations in operating results, revenues, costs and market conditions in the clean energy technology industry may have a significant impact on the market price of the Company's common shares. Global stock markets, including the CSE, have from time-to-time experienced extreme price and volume fluctuations that have often been unrelated to the operations of particular companies. The same applies to companies in the technology and marketing sectors. There can be no assurance that an active or liquid market will develop or be sustained for the Company's common shares.

Dividends

The Company has not paid dividends to its shareholders in the past and does not anticipate paying dividends in the foreseeable future. The Company expects to retain its earnings, if any, to finance growth.

Failure to Develop or Market Products or Services

Given the highly competitive and rapidly evolving alternative energy technology environment the Company operates in, where the Company's products and services are subject to rapid technological change and evolving industry standards, it is important for the Company to constantly enhance its existing product offerings, as well as develop new product offerings to meet strategic opportunities as they evolve. The Company's ability to enhance its technologies, products and services and to develop and introduce new innovative products and services to keep pace with technological developments and industry standards and the increasingly sophisticated needs of its clients and their customers will significantly affect its future success.

The Company's future success depends on its commercialization of the Company's technology, including ability to design and produce new products and services, deliver enhancements to its existing products and services, accurately predict and anticipate evolving technology and respond to technological advances in its industry, and respond to its customer's shifting needs. While the Company anticipates that its research and development experience will allow it to explore additional business opportunities, there is no guarantee that those business opportunities will be realized. If the Company is unable to respond to technological changes, fails to or is delayed in developing products and services in a timely and cost-effective manner, the Company's products and services may become obsolete, which would negatively impact potential sales, profitability and the continued viability of the business.

Since developing new products and services in the alternative energy sector is very expensive, the Company may encounter delays when developing new technology solutions and services, and the investment in technology development may involve a long payback cycle. The Company's future plans include significant investment in technology solutions, research and development and related product opportunities. The failure to properly manage the expanding offering of products and services as well as the failure to develop and successfully market new products and services at favourable margins could have an adverse effect on the Company's business.

The reliability of the Company's technology will be critical to the success of the Company

The Company's reputation and ability to attract, retain and serve its customers are also dependent upon the reliable performance of its technology, products and services. The Company's technology is new, and as such it has no history for the Company to build or relay on. The Company may experience interruptions, outages and other performance problems related to its technology, products or services. Such disruptions may be due to a variety of factors, including infrastructure changes, human or software errors, capacity constraints and inadequate design. A future rapid expansion of the Company's business could increase the risk of such disruptions. In some instances, the Company may not be able to identify the cause or causes of these performance problems within an acceptable period of time. Any errors, defects or security vulnerabilities discovered in the Company's offerings could result in loss of revenue or delay in revenue recognition, loss of customers and increased service and warranty cost, any of which could adversely affect the business, results of operations and financial condition of the Company.

If the Company is unable to protect its intellectual property rights, the Company's competitive position could be harmed or the Company could be required to incur significant expenses to enforce its rights

The Company's ability to protect its intellectual property affects the success of the Company's business. The Company relies on trade secret, patent, copyright and trademark laws and confidentiality agreements with employees and third parties, all of which offer only limited protection. The steps the Company has taken to protect its proprietary rights may not be adequate to preclude misappropriation of the Company's proprietary information or infringement of its intellectual property rights, and the Company's ability to police such misappropriation or infringement is uncertain. The intellectual property rights granted to the Company, if any, may not provide it with proprietary protection or competitive advantages, and, as with any technology, competitors may be able to develop similar or superior technologies to the Company, whether now or in the future. There is no guarantee that such parties will abide by the terms of such agreements or that the Company will be able to adequately enforce its rights.

Conflicts of Interest

Certain directors and officers of the Company also serve, or may serve in the future, as directors and/or officers of other companies, or have significant shareholdings in other technology companies, and consequently conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies. There can be no assurance such conflicts of interests will be resolved to the benefit of the Company. However, any decision made by any of these directors and officers involving the Company must be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which these directors may have a conflict of interest in accordance with, and subject to such other procedures and remedies as applicable, under the BCBCA and other applicable laws.

PROPOSED TRANSACTIONS

There are currently no significant proposed transactions except as otherwise disclosed in this MD&A. Confidentiality agreements and non-binding agreements may be entered into from time to time, with independent entities to allow for discussions of the potential acquisition and/or development of potential business relationships.

APPROVAL

The Board of Directors oversees management's responsibility for financial reporting and internal control systems. The Board of Directors of the Company has approved the financial statements and the disclosure contained in this MD&A on January 28, 2022.

INTERNAL CONTROLS OVER FINANCING REPORTING

The Company's Chief Executive Officer and Chief Financial Officer, in accordance with National Instrument 52-109 ("NI 52-109"), have both certified that they have reviewed the financial report and this

MD&A (the “Filings”) and that, based on their knowledge having exercised reasonable diligence, (a) the Filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made with respect to the period covered by the filings; and (b) the financial report together with the other financial information included in the Filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the Filings. The Company’s internal controls over financial reporting (“ICFR”) are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company’s management is responsible for establishing and maintaining adequate ICFR for the Company.

Management, including the CEO and CFO, does not expect that the Company’s ICFR will prevent or detect all errors and all fraud or will be effective under all future conditions. A control system is subject to inherent limitations and even those systems determined to be effective can provide only reasonable, but not absolute, assurance that the control objectives will be met with respect to financial statement preparation and presentation.

CSA National Instrument 52-109 requires the CEO and CFO to certify that they are responsible for establishing and maintaining ICFR for the Company and that those internal controls have been designed and are effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. The CEO and CFO are also responsible for disclosing any changes to the Company’s internal controls during the most recent period that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

OTHER REQUIREMENTS

Additional disclosure of the Company’s material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com.