Form 51-102F3
Amended Material Change Report

Item 1 Name and Address of Company

BioVaxys Technology Corp. ("**BIOV**" or the "**Company**")
905 W Pender Street, Suite 503
Vancouver, BC, V6C 1L6

Item 2 Date of Material Change

October 6, 2020. This Amended Material Change Report is being filed to include additional disclosure under Item 5.2.

Item 3 News Release

The news release was disseminated on October 6, 2020 through Newsfile Corp. and filed on SEDAR.

Item 4 Summary of Material Change

On October 6, 2020, the Company announced the closing of a share exchange transaction whereby it completed the acquisition of 100% of Biovaxys Inc. ("**BioVaxys**") (the "**Transaction**") through the issuance of common shares of the Company. The Transaction was determined to be a "fundamental change" pursuant to the policies of the Canadian Securities Exchange (the "**CSE**") and the Company has re-classified itself from being a resource issuer to an industrial issuer operating in the life sciences industry. Pursuant to the Transaction, the Company issued 31,100,000 common shares to former shareholders of the BioVaxys Inc. and certain advisors involved with the Transaction. The Company has disposed of its interest in the Fish Lake lithium property and is now focused on developing antiviral and anticancer vaccine platforms to treat SARS-CoV-2 and other viral infections, as well as ovarian cancer and other solid tumor types

In connection with the closing of the Transaction that the Company has filed a Notice of Alteration to change its name from "Lions Bay Mining Corp." to "BioVaxys Technology Corp." Its stock symbol was changed from "LBM" to "BIOV". The Company's new CUSIP for its common shares is 09076M101 and its new ISIN CA09076M1014. The Company's common shares commenced trading on the CSE under the stock symbol "BIOV" at the open of market on Tuesday, October 6, 2020.

On Closing of the Transaction, the directors of the Company were Jeremy Poirier, William Timothy Heenan, and James Passin, and the senior executive officers of the Company are James Passin (Chief Executive Officer), Kenneth Kovan (President and Chief Operating Officer), David Berd (Chief Medical Officer) and Lachlan McLeod (Chief Financial Officer and Corporate Secretary).

Item 5.1 Full Description of Material Change

A full description of the material change is described in the attached news release (Schedule A) which was filed on SEDAR.

Item 5.2 Disclosure for Restructuring Transactions

The CSE Form 2A Listing Statement dated September 30, 2020 and filed on SEDAR on October 5, 2020 is incorporated by reference into this report. In addition, the financial statements and the accompanying management discussion and analysis for BioVaxys for the financial year ended December 31, 2019 and the interim period ended September 30, 2020 are attached as Schedule B.

In addition,

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable

Item 7 Omitted Information

No significant facts remain confidential in, or no information has been omitted from, this report.

Item 8 Executive Officer

For more information, please contact James Passin, Chief Executive Officer
Telephone: (646) 452-7054

Item 9 Date of report:

January 13, 2020

SCHEDULE “A”

BioVaxys Technology Corp: Closing of Acquisition of BioVaxys Inc.

Vancouver, British Columbia--(Newsfile Corp. - October 6, 2020) - BioVaxys Technology Corp. (CSE: BIOV) (formerly Lions Bay Mining Corp.) ("**BioVaxys**" or the "Company") is pleased to announce the completion of its formerly announced acquisition of all of the securities BioVaxys Inc. (the "**Transaction**").

The Transaction was determined to be a "fundamental change" pursuant to the policies of the Canadian Securities Exchange (the "**CSE**") and the Company has re-classified itself from being a resource issuer to an industrial issuer operating in the life sciences industry. Pursuant to the Transaction, the Company issued 31,100,000 common shares to former shareholders of the BioVaxys Inc. and certain advisors involved with the Transaction. It is anticipated that the Company's common shares will commence trading on the CSE under the stock symbol "BIOV" at the open of market on Tuesday, October 6, 2020. Full details of the Transaction can be found in the Company's Listing Statement which is available under the Company's profile at www.sedar.com.

The Company has disposed of its interest in the Fish Lake lithium property and is now focused on developing antiviral and anticancer vaccine platforms to treat SARS-CoV-2 and other viral infections, as well as ovarian cancer and other solid tumor types. BioVaxys Inc.'s founders have joined the Company's management team and have extensive backgrounds in clinical research, commercial biopharmaceuticals development, and corporate finance. The directors of the Company are Jeremy Poirier, William Timothy Heenan, Ben Asuncion and James Passin, and the senior executive officers of the Company are James Passin (Chief Executive Officer), Kenneth Kovan (President and Chief Operating Officer), David Berd (Chief Medical Officer) and Lachlan McLeod (Chief Financial Officer and Corporate Secretary). Below is a description of the Company's management team.

Management Team

James Passin, Chief Executive Officer and Director

Mr. Passin is a former hedge fund and private equity fund manager at FGS Advisors, LLC, an affiliate of New York-based Firebird Management LLC. He has 20 years of experience as a professional investor, a deep experience of financing and developing venture-stage companies, and directed and managed over $150 million of equity and debt investment into biotech companies including the former Avax Technologies, Inc., one of the world's first cellular immunotherapeutic vaccine companies. Mr. Passin is a director of several public companies, including acting as Chair of TraceSafe Inc. (formerly Blockchain Holdings, Ltd.) and BDSec JSC, and is a Chartered Market Technician and member of the CMT Association. Mr. Passin attended St. John's College (Annapolis, Maryland) and has a B.A. in Philosophy and Classical Literature. He is a Graduate of the Listed Company Director Program from the Singapore Institute of Directors.

Kenneth Kovan, President and Chief Operating Officer

Mr. Kovan has over 30 years of experience in biopharmaceuticals commercial development. He previously was Corporate Development Partner with Horizon Discovery plc in the United Kingdom, which is involved in gene editing and gene modulation, and is Managing Principal & Owner of Bingham Hill Ventures, a life sciences advisory practice he founded in 2012 that specializes in corporate development, technology licensing, and business planning. He is an experienced biotech CEO and board member, and founder of biotechnology companies including the former Avax Technologies, Inc. Mr. Kovan's professional background includes several years in technology transfer with Thomas Jefferson University, Strategic Marketing with GlaxoSmithKline, and Global New Product Development with Wyeth-Ayerst Pharmaceuticals. His therapeutic experience includes infectious disease, antivirals,

oncology, vaccines, cell/gene therapy, and gene editing. Mr. Kovan has a broad international business background, having launched pharma brands in Latin American and Asia/Pacific markets, and has worked in Europe for several years. Mr. Kovan holds a U.S. Patent for a synergistic drug combination. Mr. Kovan attended the University of Pennsylvania (Philadelphia, PA) and has a Bachelors of Science.

David Berd, MD, Chief Medical Officer

Dr. David Berd is a medical oncologist with a lifelong record of clinical research in medical oncology and cancer immunotherapy. He co-founded cancer immunotherapy company Avax Technologies, Inc. is the inventor of the cancer vaccines MVax™ and OVax™ and served as Chief Medical Officer from 2005-2008. As National Director for Immunotherapy at Cancer Treatment Centers of America, Dr. Berd investigated the application of haptenized autologous vaccines for ovarian cancer. Previously, Dr. Berd was Professor of Medicine at Thomas Jefferson University, where for 20 years he conducted clinical research on melanoma immunotherapy. He also spent nine years as a research physician at Fox Chase Cancer Center. Over the course of his career, Dr. Berd has published more than 85 original papers in numerous medical journals alongside dozens of editorials, reviews and abstracts. He has ten issued patents dealing with cancer vaccines. Dr. Berd received his BS from Pennsylvania State University and his MD from Jefferson Medical College of Thomas Jefferson University. Dr. Berd attended Pennsylvania State University (State College, PA) for a 5-year combined medical program and received his medical degree from Jefferson Medical College (Philadelphia, PA). Dr. Berd did his Medical Residency at the Hospital of University of Pennsylvania, and a Medical Oncology Fellowship with the Yale University School of Medicine (New Haven, CT).

Lachlan McLeod, Chief Financial Officer and Corporate Secretary

Mr. McLeod, a Chartered Professional Accountant, holds a Bachelor's Degree in Science with an Economics major and a Business minor from the University of Victoria. Mr. McLeod has 6 years of experience focusing on financial reporting under IFRS, governance for public companies, and technical accounting issues, including work as an auditor at KPMG. Mr. McLeod currently works as a Senior Consultant at Fehr & Associates CPA, which provides external consulting and accounting services**.**

Name Change

In connection with the closing of the Transaction that the Company has filed a Notice of Alteration to change its name from "Lions Bay Mining Corp." to "BioVaxys Technology Corp." The change of name was effective September 30, 2020. The Company's new CUSIP for its common shares is 09076M101 and its new ISIN CA09076M1014.

Early Warning Reporting

Pursuant to the Transaction, on September 30, 2020, James Passin acquired ownership and control over 12,417,333 common shares, representing approximately 17.44% of the outstanding common shares. The common shares were issued at a deemed price of C$0.28 per common share. Prior to the issuance of the 12,417,333 common shares, Mr. Passin held 50,000 common shares and 25,000 common share purchase warrants ("**Warrants**"). Accordingly, now Passin now holds 12,467,333 common shares and 25,000 Warrants or 17.51% of the outstanding common shares on an undiluted basis and 17.54% of the outstanding common shares on a partially diluted basis (assuming exercise of the Warrants).

An aggregate of 12,417,333 of Mr. Passin's common shares are subject to an escrow agreement (the "**Escrow Agreement**") as required pursuant to the policies of the CSE. A copy of the Escrow Agreement is available on the Company's profile at www.sedar.com. Depending on market conditions, general economic and industry conditions and subject to the terms of the Escrow Agreement, Mr. Passin may increase or decrease his beneficial ownership of securities of the Company through market transactions, private agreements or otherwise, in the future.

The Company is located at 905 West Pender Street, Suite 503, Vancouver, British Columbia V6C 1L6. Mr. Passin's address is c/o BioVaxys Inc., 1177 Avenue of the Americas, 5th Floor, New York, NY 10036 USA. A copy of the Early Warning Report is available on the Company's SEDAR profile at www.sedar.com and may also be obtained by contacting James Passin at 1-646-452-7054.

Signed "James Passin"
Chief Executive Officer

FOR FURTHER INFORMATION PLEASE CONTACT:
James Passin, Chief Executive Officer - Telephone: 1-646-452-7054

ABOUT BIOVAXYS TECHNOLOGY CORP.

The Company is an early stage clinical biotechnology company developing antiviral and anticancer vaccines and therapeutic platforms.

Cautionary Statements Regarding Forward Looking Information

This press release includes certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable Canadian and United States securities legislation including the United States Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included herein, without limitation, statements relating the future operating or financial performance of the Company, are forward looking statements. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions, or results "will", "may", "could", or "should" occur or be achieved. Forward-looking statements in this news release relate to, among other things, the preclinical study and development of BioVaxys' vaccines, including any haptenized SARS-Cov-2 protein vaccine. ***There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those expressed or implied in such forward-looking statements.***

These forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates, primarily the assumption that BioVaxys will be successful in developing and testing vaccines, that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies including, primarily but without limitation, the risk that BioVayxs' vaccines will not prove to be effective and/ or will not receive the required regulatory approvals. With regards to BioVaxys' business, there are a number of risks that could affect the development of its biotechnology products, including, without limitation, the need for additional capital to fund clinical trials, its lack of operating history, uncertainty about whether its products will complete the long, complex and expensive clinical trial and regulatory approval process for approval of newdrugs necessary for marketing approval, uncertainty about whether its autologous cell vaccine immunotherapy can be developed to produce safe and effective products and, if so, whether its vaccine products will be commercially accepted and profitable, the expenses, delays and uncertainties and complications typically encountered by development stage biopharmaceutical businesses, financial and development obligations under license arrangements in order to protect its rights to its products and technologies, obtaining and protecting newintellectual property rights and avoiding infringement to third parties and their dependence on manufacturing by third parties.

The Company does not assume any obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.

To view the source version of this press release, please visit

https://www.newsfilecorp.com/release/65307

SCHEDULE B

BIOVAXYS LLC

Financial Statements
For the Years Ended December 31, 2019 and 2018

(Expressed in US dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Member of BioVaxys LLC

Opinion

We have audited the financial statements of BioVaxys LLC (the "Company"), which comprise the statements of financial position as at December 31, 2019 and 2018, and the statements of loss and comprehensive loss, changes in member's deficiency and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial positions of the Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the financial statements, which describes events or conditions, that indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

January 12, 2021

MOORE

An independent firm
associated with Moore
Global Network Limited

BIOVAXYS LLC
STATEMENTS OF FINANCIAL POSITION
(Expressed in US dollars)

As at		December 31, 2019		December 31, 2018
ASSETS				
Current Assets				
Cash	$	1,500	$	-
TOTAL ASSETS	**$**	**1,500**	**$**	**-**
LIABILITIES AND MEMBER'S DEFICIENCY				
Current Liabilities				
Accounts payable	$	16,796	$	14,986
Due to related parties (note 5)		40,509		11,400
TOTAL LIABILITIES		57,305		26,386
MEMBER'S DEFICIENCY				
Unit capital (note 6)		1		1
Deficit		(55,806)		(26,387)
TOTAL MEMBER'S DEFICIENCY		(55,805)		(26,386)
TOTAL LIABILITIES AND MEMBER'S DEFICIENCY	**$**	**1,500**	**$**	**-**

Going concern (note 2)
Subsequent events (note 1, 9)

These financial statements were authorized for issue by the Board of Directors on January 12, 2021. They are signed on the Company's behalf by:

/s/ James Passin
_____,
Director

/s/ Jeremy Poirier
_____,
Director

The accompanying notes are an integral part of these financial statements.

BIOVAXYS LLC
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in US dollars)

Year ended	December 31, 2019	December 31, 2018
EXPENSES		
Investor relations	$ -	$ 4,150
Professional fees (Note 4)	29,419	14,987
Travel and accommodation	-	7,250
LOSS AND COMPREHENSIVE LOSS	**$ (29,419)**	**$ (26,387)**
Loss per unit, basic and diluted	**$ (0.51)**	**$ (263.87)**
Weighted average number of units outstanding – basic and diluted	**57,628**	**100**

The accompanying notes are an integral part of these financial statements.

BIOVAXYS LLC
STATEMENTS OF CHANGE IN MEMBER'S DEFICIENCY
(Expressed in US dollars)

	Number of outstanding units	Unit capital	Deficit	Total member's deficiency
Balance, December 31, 2017	**100**	**$ 1**	**$ -**	**$ 1**
Comprehensive loss	-	-	(26,387)	(26,387)
Balance, December 31, 2018	**100**	**$ 1**	**$ (26,387)**	**$ (26,386)**
Units cancelled prior to10,000-for-1 unit split (note 6)	(100)	-	-	-
Units issued upon 10,000-for-1 unit split (note 6)	1,000,000	-	-	-
Comprehensive loss	-	-	(29,419)	(29,419)
Balance, December 31, 2019	**1,000,000**	**$ 1**	**$ (55,806)**	**$ (55,805)**

The accompanying notes are an integral part of these financial statements.

BIOVAXYS LLC
STATEMENTS OF CASH FLOWS
(Expressed in US dollars)

Year ended		December 31, 2019		December 31, 2018
OPERATING ACTIVITIES				
Net loss	**$**	(29,419)	**$**	(26,387)
Net changes in non-cash working capital items:				
Accounts payable		1,810		14,987
Due to related parties		29,109		11,400
Cash provided by operating activities		**1,500**		**-**
Change in cash		1,500		-
Cash, beginning		-		-
Cash, ending	**$**	**1,500**	**$**	**-**

The accompanying notes are an integral part of these financial statements.

1. NATURE OF OPERATIONS

BioVaxys LLC (the "Company") was incorporated as a limited liability company under the Delaware Limited Liability Company Act on May 27, 2016 under the name Autologous Vaccines Holdings, LLC. On May 29, 2018, the Company changed its name to BioVaxys LLC. Its head and registered office is located at Corporation Trust Center, 1209 Orange Street, Wilmington, DE19801, U.S.A.. The Company develops antiviral and anticancer vaccine platforms to treat SARS-CoV-2 and other viral infections, as well as ovarian cancer and other solid tumor types.

On May 29, 2020, the Company continued to a Delaware corporation under the Delaware General Corporation Law and changed its name to BioVaxys Inc.

On June 2, 2020, BioVaxys Technology Corp. (formerly Lions Bay Mining Corp. (the "Acquirer")) and the Company entered into a share exchange agreement ("Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, the Acquirer acquired all the shares issued and outstanding of the Company by way of a share exchange with the Company's shareholders on September 30, 2020 ("Transaction"), each shareholder of the Company transferred their shares of BioVaxys Inc. to the Acquirer in exchange for fully paid and non-assessable common shares of the Acquirer.

As a result, the Acquirer issued 29,000,000 common shares at an agreed price of $0.28 per share in exchange for all of the issued and outstanding securities of the Company, which included 3,688,800 common shares issued to certain advisors and 1,160,000 common shares issued to Thomas Jefferson University (Note 4).

Upon completion of the Transaction, the Company became a wholly-owned subsidiary of the Acquirer and the Acquirer changed its name to "BioVaxys Technology Corp.".

2. BASIS OF PREPARATION

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements were approved and authorized by the Board of Directors on January 12, 2021.

(b) Basis of preparation

These financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for the cash flow information.

(c) Going concern

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. The Company's ability to continue as a going concern and realize the carrying value of its assets is dependent on its ability to raise capital through equity and debt financing, the outcome of which cannot be predicted at this time. These matters indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. BASIS OF PREPARATION (continued)

(d) Functional and presentation currency

These financial statements are presented in US dollars, which is the Company's functional and reporting currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Significant accounting estimates and judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The following are critical judgments and/or estimates that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

i. Management is required to assess the functional currency of the Company. In concluding that the US dollar is the functional currency of the Company, management considered the currency that mainly influences the operating expenditures in the jurisdiction in which the Company operates.
ii. Management uses judgment in determining the assumption that the Company is a going concern and will continue in operation for the foreseeable future and for at least one year and the assumptions for cash flow projections, such as anticipated financing and future commitments to assess the Company's ability to continue as a going concern. The factors considered by management are disclosed in Note 2.

b) Income taxes

As a limited liability company, the Company has elected to be taxed as a partnership and is not subject to any material income taxes. The member is responsible for the income tax liability, if any, related to its proportionate share of the Company's taxable income. Accordingly, no provision for income taxes is reflected in these financial statements.

Although the Company is generally not subject to income taxes, selected types of transactions, as well as certain jurisdictions, can cause the Company to be responsible to report income taxes. The Company does not believe it has uncertain tax positions that will have a material effect on its financial condition or the results of its operation.

The Bipartisan Budget Act of 2015 (the "2015 Act") changed this procedure for partnership tax audits and audit adjustments for partnership returns of large partnerships for fiscal years beginning after December 31, 2017. Under these new rules, the partnership is liable for the tax, interest and penalties resulting from adjustments in the event of an IRS examination. Certain qualifying partnerships may make an election to opt-out of these new rules. The Company is eligible to make this election but has not yet made a determination whether such election will be made.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

c) Member's equity/deficiency

Membership units are classified as member's equity. Membership units issued for consideration other than cash are valued based on their fair value at the date the membership units are issued. Incremental costs directly attributable to the issue of membership units and other equity instruments are recognized as a deduction from member's equity/deficiency.

d) Loss per unit

Basic loss per unit is computed by dividing net loss attributable to unit holder(s) by the weighted average number of units outstanding during the period. The Company applies the treasury stock method in calculating diluted loss per unit. Diluted loss per unit excludes all dilutive potential units if their effect is anti-dilutive.

e) Financial instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the classification under IFRS 9:

Financial assets/liabilities	Classification
Cash	FVTPL
Accounts payable	Amortized cost
Due to related parties	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities at FVTPL are included in the statements of loss and comprehensive loss in the period in which they arise.

f) Recent accounting pronouncement

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for future accounting periods. They are either not applicable or are not expected to have a significant impact on the financial statements.

4. INTANGIBLE ASSETS

Thomas Jefferson University License

The Company entered into an exclusive license agreement dated April 25, 2018 with Thomas Jefferson University ("TJU") for four U.S. patents ("TJU License"). related to a haptenized cancer vaccine using a single hapten vaccine technology ("Licensed Technology"). Pursuant to the agreement, the Company was granted the exclusive right to use the TJU License to develop, make and sell products worldwide for the term from the agreement date to five years after the expiry of the patent. As at December 31, 2019, among the four patents under TJU License, two had expired and the other two expire in 2024 and 2026, respectively.

Under the agreement, the Company is required to pay to TJU the following payments when achieving the corresponding milestones ("Milestone Payment"):

- $15,000 following enrollment of the first patient in a phase 3 clinical trial (or foreign equivalent if outside US) for a product utilizing the Licensed Technology;
- $15,000 following FDA allowance for a product utilizing the Licensed Technology; and
- $50,000 once the Company reach $5,000,000 in net sales of a product utilizing the Licensed Technology.

In addition, the Company is required to pay to TJU a running royalty ("Royalty Payment") based on 2% of net sales of products under TJU License, and 0.25% of net sales of such products during the period after the expiry of the patent.

As a partial royalty for the license granted by TJU, the Company issued to TJU a warrant (note 6(c)) at an exercise price of $10, which will be automatically exercised to 4% of the outstanding equity of the Company on a fully diluted basis upon the earlier of:

(i) the day when the Company's cumulative capital funding equals $4,000,000; and
(ii) 30 days prior to any Qualified Sale or Qualified IPO that provides issuance of shares (Note 1).

The TJU License was recorded at $nil value when it was granted to the Company. During the years ended December 31, 2019 and 2018, there was no Milestone Payment or Royalty Payment made by the Company to TJU.

Bihaptenized Cancer Vaccines Patent

On September 24, 2018, Dr. David Berd filed a patent application for bihaptenized autologous vaccines and the use thereof. The application, together with another application amended from it on October 16, 2018, form the technology platform for "bihaptenized cancer vaccines". On October 4, 2019, Dr. Berd assigned these patent applications to the Company for $nil consideration. Total costs of $13,856 related to preparing and filing the applications were included on the statement of loss and comprehensive loss.

5. RELATED PARTIES

Key management compensation

Key management consists of the officers and directors who are responsible for planning, directing and controlling the activities of the Company. For the years ended December 31, 2019 and 2018, there was no compensation paid to key management.

Due to related parties

As at December 31, 2019, the Company was indebted to the CEO for $7,079 (2018 - $nil) for reimbursable expenses. The amount is non-interest bearing and has no terms of repayment.

As at December 31, 2019, the Company was indebted to the former parent company for a total of $33,430 (2018 - $11,400) for reimbursable expenses. The amount was non-interest bearing and has no terms of repayments.

6. UNIT CAPITAL

(a) Authorized

Up to 10,000,000 common units without par value authorized for issue.

(b) Issued

No units were issued during the year ended December 31, 2018.

During the year ended December 31, 2019, the Company completed a unit split. The member received 10,000 new units for each of the old units.

(c) Unit purchase warrant

The Company issued one warrant effective as of April 25, 2018 to TJU as part of the royalty consideration for the patents licensed from TJU (note 4). The Company has recorded the warrant at $nil value upon issuance.

7. FINANCIAL INSTRUMENTS

Fair value

IFRS 13, *Fair Value Measurement*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable market data.

7. FINANCIAL INSTRUMENTS (continued)

As at December 31, 2019, the Company's financial instruments consist of cash, accounts payable and due to related parties. The fair values of these financial instruments approximate their carrying values because of their current nature.

The Company is exposed to a variety of financial instrument related risks to various degrees:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The functional and reporting currency of the Company is the US dollar. The Company is not exposed to significant foreign exchange risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. Therefore, it does not have significant exposure to credit risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31, 2019, the Company is not exposed to significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions within the due date.

As of December 31, 2019, the Company had cash of $1,500, accounts payable of $16,796 and due to related parties of $7,079. The Company's accounts payable are due within 90 days. Amounts due to related parties are due on demand. The Company addresses its liquidity through loans from related parties, debt and equity financing obtained through the sale of common units and the exercise of warrants. There is no assurance that it will be able to do so in the future. Liquidity risk is assessed as at a high level.

8. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. As at December 31 2019, the Company does not have any externally imposed capital requirements. The Company defines its capital as unit capital and reserves. The Company has financed its capital requirements primarily through unit issuances, warrant issuances and obtaining loans. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common units or obtain new loans.

The Company's ability to continue its operations is dependent on its success in raising equity through unit issuances, suitable debt financing and/or other financing arrangements. The Company will need to raise additional funds since its current cash position is not sufficient to cover its anticipated operating budget for the next twelve months. There exists a material uncertainty as to the Company's ability to raise additional funds on favorable terms in order to continue as a going concern.

9. SUBSEQUENT EVENTS

1) In March 2020, the World Health Organization declared corona virus Covid-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn.

   The Company has rapidly adopted to the needs of the society and the demand from the market for corona virus vaccine products. It has initiated the study and development of BVX-0320, its proprietary vaccine candidate for Covid-19.

   The extent to which the corona virus may further impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in the United States and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time.

2) On March 23, 2020, the Company issued 800,000 common units. 400,000 units were issued at $nil consideration and 400,000 at approximately $0.03 per unit for total net proceeds of $10,971.

3) On April 17, 2020, upon the execution of a non-binding letter of intent (“LOI”), the Acquirer (Note 1) made a secured bridge loan facility of up to $200,000 available to the Company (the “Loan Facility”). The Loan Facility bears interest at a rate of 9% per annum. At the time an initial $20,000 was advanced immediately by the Acquirer to the Company. When the Share Exchange Agreement was executed, the remaining amount of up to $180,000 under the Loan Facility was made available to the Company for draw down in advance to cover reasonable costs and expenses of the Company.

BioVaxys LLC
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Years Ended December 31, 2019 and 2018
As of January 12, 2021

This management discussion and analysis ("MD&A") of BioVaxys LLC (the "Company" or "BioVaxys") for the years ended December 31, 2019 and 2018 is performed by management using information available as of January 12, 2021. Management has prepared this MD&A with reference to National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators. This MD&A should be read in conjunction with the Company's audited financial statements for the years ended December 31, 2019 and 2018, and the related notes thereto ("Annual Financial Statements"). The Company's Annual Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in US dollars unless otherwise indicated.

This MD&A contains certain "forward-looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws that may not be based on historical facts, including, without limitation, statements containing the words "believe", "may", "plan", "will", "estimate", "continue", "anticipate", "intend", "expect", "predict", "project", "potential", "continue", "ongoing" or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words and similar expressions. Forward-looking statements are necessarily based on estimates and assumptions made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as the factors we believe are appropriate. Forward-looking statements in this MD&A include but are not limited to statements relating to:

- estimates of our future revenues and profits;
- treatment under government regulatory and taxation regimes;
- projections of market prices and costs and the future market for the Company's products and conditions affecting same;
- ability to obtain and protect the Company's intellectual property and proprietary rights;
- expectations regarding the Company's ability to raise capital;
- timing and costs associated with completing research and development work relating to the Company's products;
- the Company's strategies, objectives and plans to pursue the commercialization of its products;
- the Company's ability to conduct all required clinical and non-clinical trials for its products, including the timing and result of such trials;
- the Company's estimates of the size of the potential markets for its products and the rate and degree of market acceptance of such products;
- statements and information concerning the Transaction (see heading "Transaction");
- statements relating to the business and future activities of, and developments related to the Company after the date of this MD&A and thereafter;
- market position, and future financial or operating performance of the Company; and
- liquidity of the common units of the Company.

Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language above and on pages 10-21. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

Such statements reflect our current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by BioVaxys, as of the date of such statements, are inherently subject to significant medical, scientific, business, economic, competitive, political and social uncertainties and contingencies.

In evaluating forward-looking statements, current and prospective shareholders should specifically consider various factors, including the risks outlined below under the heading “Financial Instruments” and below under the heading “Risks”.

BACKGROUND

BioVaxys LLC (the “Company”) was incorporated as a limited liability company under the Delaware Limited Liability Company Act on May 27, 2016 under the name Autologous Vaccines Holdings, LLC. On May 29, 2018, the Company changed its name to BioVaxys LLC. Its registered office is located at Corporation Trust Center, 1209 Orange Street, Wilmington, DE19801, U.S.A.

On May 29, 2020, the Company continued to a Delaware corporation under the Delaware General Corporation Law and changed its name to BioVaxys Inc.

COVID-19

In March 2020, the World Health Organization declared corona virus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The Company has rapidly adopted to the needs of the society and the demand from the market for corona virus vaccine products. It has initiated the study and development of BVX-0320, its proprietary vaccine candidate for COVID-19.

Refer to the further discussion related to COVID-19 implication under the heading “Risks”.

TRANSACTION

On June 2, 2020, BioVaxys Technology Corp. (formerly Lions Bay Mining Corp., the “Acquirer”) and the Company entered into a share exchange agreement (“Share Exchange Agreement”). Pursuant to the Share Exchange Agreement, the Acquirer acquired all the shares issued and outstanding of the Company by way of a share exchange with the Company’s shareholders on September 30, 2020 (“Transaction”), specifically, each shareholder of the Company transferred their shares of BioVaxys Inc. to the Acquirer in exchange for fully paid and non-assessable common shares of the Acquirer.

As a result, the Acquirer issued 29,000,000 common shares at an agreed price of $0.28 per share in exchange for all of the issued and outstanding securities of the Company, which included 3,688,800 common shares issued to certain advisors and 1,160,000 common shares issued to Thomas Jefferson University (Note 4).

Upon completion of the Transaction, the Company became a wholly-owned subsidiary of the Acquirer and the Acquirer changed its name to “BioVaxys Technology Corp.”.

On April 17, 2020, upon the execution of a non-binding letter of intent (“LOI”), the Acquirer (Note 1) made a secured bridge loan facility of up to $200,000 available to the Company (the “Loan Facility”). The Loan Facility bears interest at a rate of 9% per annum. At the time an initial $20,000 was advanced immediately by the Acquirer to the Company. When the Share Exchange Agreement was executed, the remaining amount of up to $180,000 under the Loan Facility was made available to the Company for draw down in advance to cover reasonable costs and expenses of the Company.

BUSINESS OVERVIEW

The Company is developing antiviral and anticancer vaccine platforms to treat SARS-CoV-2 and other viral infections, as well as ovarian cancer and other solid tumor types. The Company's founders are a highly experienced management team with extensive backgrounds in clinical research, commercial biopharmaceuticals development, and corporate finance.

BioVaxys' vaccine platform technology is based on the concept of haptenization. This idea has a long history, beginning with the work of the immunologist and Nobel laureate Karl Landsteiner in the 1920's. Landsteiner and other scientists showed in animal models that attaching a small chemical (a hapten) to a protein allowed that protein to be recognized by the immune system even if the animals were originally unresponsive to the protein. Simply put, the process of haptenization "teaches" a patient's immune system to recognize and make target proteins more 'visible' as foreign, thereby stimulating a more intense immune response.

This work has been expanded upon by a number of researchers in various animal models. We now understand that T-cells (or T-lymphocytes, which are white blood cells that are crucial in tumor rejection) react against the haptenized material and that T-cells also react against the non-haptenized tumor or virus. It is the belief of the management of BioVaxys, that a broad range of tumors and viral antigens are similarly affected by haptenization.

BioVaxys is a clinical stage company and does not anticipate any near-term need for establishing chemistry or other internal laboratory facilities. Preclinical, non-Good Manufacturing Practices ("non-GMP") and Good Manufacturing Practices ("GMP") manufacturing, and other development work will be contracted to contract development and manufacturing organizations ("CDMOs"), outsourced or partnered, which management of BioVaxys believes will make the Company a leaner and more efficient operation.

Our Products

SARS-CoV-2

The Company's lead vaccine candidate in preclinical development for COVID-19 is BVX-0320, a haptenized SARS-CoV-2 s-spike protein which is critical to the virus' ability to bind to and enter human cells. The s protein is immunogenic, and antibodies and T-cell responses against it neutralize the virus. Studies have demonstrated that patients recovering from SARS-CoV-2 infection carried T-cells that recognized the SARS-CoV-2 s-spike protein, and virus-specific killer T-cells were detected in test subjects. As haptenized proteins are known to induce potent T cell responses, BioVaxys' management believes its approach could have an advantage over other developing SARS-Cov-2 vaccines. Furthermore, BioVaxys' clinical experience with haptenization and safety data from prior Phase I and Phase II clinical studies of haptenized vaccines may prove advantageous from a regulatory perspective and lead to an accelerated development process. BioVaxys plans to complete preclinical development of BVX-0320 and file an IND for a Phase I study in 2021. BioVaxys wholly-owns its patent application covering the haptenized viral antigen platform.

Ovarian Cancer

BVX-0918A is BioVaxys' lead haptenized tumor cell vaccine for ovarian cancer, which it plans to seek EU regulatory approval for compassionate use in Stage III and Stage IV disease. BioVaxys' cancer vaccines are created by extracting a patient's own (e.g. 'autologous') cancer cells, chemically linking them time-to-time with a hapten, and re-injecting them into the patient to induce an immune response to proteins which are otherwise not immunogenic. Haptenization is a well-known and well-studied immunotherapeutic approach in cancer treatment, and has been evaluated in both regional and disseminated metastatic tumors. A first generation single-hapten vaccine developed by Dr. David Berd, Chief Medical Officer and a BioVaxys founder, achieved positive immunological and clinical results in Phase I/II trials. At BioVaxys, we have enhanced the original vaccine approach of using a single hapten to now utilizing two haptens ("bi-haptenization"), which BioVaxys believes will yield superior results. Single haptenization only modifies hydrophilic amino acids on antigenic proteins, but utilizing two haptens modifies both hapten hydrophilic and hydrophobic amino acids on these target proteins, making the protein more foreign to the immune system with modification of these additional amino acids. A greater number of T cells is activated by the addition of the second hapten (i.e. more modified amino acids) so the number of T cells potentially reactive to the unmodified protein increases.

Further, BioVaxys plans to combine the use of its vaccine with "checkpoint antibodies", which are a relatively new class of cancer therapy. The rationale for the combination is that checkpoint inhibitors on their own are

powerful augmenters of cellular immune response. BioVaxys believes its vaccine changes the tumor environment to make them more susceptible to checkpoint inhibitors, and expects a synergistic response from the combination. BioVaxys is optimistic for Phase I and Phase II clinical outcomes for BVX-0918A, as these studies have already been successful with the prior single hapten approach. The Company is seeking EU regulatory approval for Compassionate Use in Stage III & Stage IV ovarian cancer targeted for 2022. BioVaxys has an exclusive license from Thomas Jefferson University to issued US Patents related to haptenized cancer vaccines and cryopreservation of tumor cells, and wholly-owns patent applications covering the bihaptenized cancer vaccine platform in combination with checkpoint inhibitors.

History and Development to Date

From its inception in 2016 through 2019, BioVaxys was principally engaged in the negotiation of the license agreement with Thomas Jefferson University (the "University") for those active patents related to a haptenized cancer vaccine using a single hapten, which were previously licensed from the University by Avax Technologies, Inc. ("Avax"), a now defunct former world leader in haptenized autologous vaccines, as well as filing its own patents related to bihaptenized autologous vaccines in combination with checkpoint inhibitors. During this time, BioVaxys was also testing the interest among investment groups and biopharma companies of various commercial strategies that it was considering. BioVaxys had not conducted its own research but instead leveraged the know-how of haptenized autologous cell vaccines developed by one of its founders, Dr. Berd, while at Thomas Jefferson University in Philadelphia, Pennsylvania, and key learnings from the experiences of Avax. Mr. Kenneth Kovan, another founder of BioVaxys, was the founder of Avax and James Passin, the third founder of BioVaxys, was a significant shareholder of Avax. As of the date of this MD&A, BioVaxys does not have any employees.

Key Developments

Below is a list of the key development events of BioVaxys from inception through to the date of this MD&A:

- On April 25, 2018, BioVaxys entered into a license agreement with Thomas Jefferson University related to four patents (two have since expired) related to a haptenized cancer vaccine using a single hapten. These patents were previously licensed by Avax. As further consideration of the milestone payments and royalty, Thomas Jefferson University was issued a warrant effective as of April 25, 2018 to purchase 4% of the outstanding shares of BioVaxys on a fully diluted basis for an exercise price of $10.

- On September 24, 2018, Dr. Berd filed Provisional Application # 62/735,381 with the US Patent Office for "Bihaptenized Autologous Vaccines and Uses Thereof". This Provisional Application was amended on October 16, 2018 under Provision Application #62/746,066. These form the technology platform for "bihaptenized cancer vaccines" described later in this MD&A. On October 4, 2019, Dr. Berd assigned these patent applications to BioVaxys. Costs related to preparing and filing this provisional application were $13,856 payable to the law firm Morgan Lewis (Philadelphia PA).

- In September 2018, BioVaxys paid $1,131 to Morgan Lewis for filing recurring patent fees required by the US Patent and Trademark Office ("USPTO") for issued patents licensed from TJU. Failure to pay these fees results in a termination of the US patent.

- In 2018, all three BioVaxys founders attended the BIO Industry Conference held in San Francisco. This annual conference is a major venue for meeting potential investors, development partners, and other interested parties. BioVaxys used the meeting to test its strategy and interest in its technology portfolio during group presentations and over twenty one-on-one meetings with interested parties, and as a Key Development, was able to refine its commercial and scientific planning. Expenses related to the BIO meeting were $11,400, paid by the founders

- Based on work completed by Dr. Berd, on March 3, 2020, BioVaxys filed Provisional Application # 62/992722 for "Haptenized Coronavirus Spike Protein Vaccine". This application forms the technology

platform for the “SARS-CoV-2 vaccine”. Costs related to preparing and filing this provisional application were approximately $7,000 payable to the law firm Morgan Lewis (Philadelphia PA).

- In June 2020, BioVaxys obtained a supply of 2019 CoV-2 s-spike protein from research supplier Sino Biological Inc. for $23,630, which is a core constituent of the vaccine. Production of the initial batch of non-GMP haptenized s-spike protein for the preclinical murine model (or mouse study) was completed on August 27, 2020 by custom manufacturer Millipore Sigma Inc. (St. Louis, MO), which in June 2020 was engaged under contract by BioVaxys in consideration of $10,000 to produce this single batch. This batch of non-GMP vaccine from Millipore Sigma was used in the murine immune response study (also known as a mouse study) which was contracted for consideration of $172,800 to Charles River Laboratories, Inc. (“CRL”) of Mattewan, MI in June 2020. CRL received the batch of completed non-GMP haptenized s-spike protein vaccine from Millipore Sigma as scheduled on August 28, 2020. Invoices from Millipore Sigma and CRL were payable upon completion of work and paid from proceeds of the Loan Facility.

- In July 2020, BioVaxys selected the saponin “QS-21” as an adjuvant to be administered with its candidate vaccine for SARS-CoV-2. Adjuvants are like immune system “amplifiers”, and are frequently used in combination with many vaccines for this purpose. One of the most widely used and potent immunological adjuvants is QS-21, which is obtained from the Chilean soap bark tree (*Quillaja Saponaria*). QS-21 exhibits exceptional adjuvant properties for a range of antigens, possessing an ability to amplify clinically significant antibody and T-cell responses to vaccine antigens. QS-21 has been approved by the FDA for use in several other vaccines. BioVaxys has had discussions with the Desert King International (San Diego, CA) the US supplier of QS-21, and after August 31, 2020 purchased 6mg of QS-21 adjuvant for $900 for use in the murine immunological study being conducted by CRL. Cost of the QS-21 has been paid to Desert King out of the Loan Facility proceeds.

- CRL completed the design and validation of the assay to be used to evaluate the immune response of the BioVaxys vaccine, with final validation analysis of the assay provided to BioVaxys on September 1, 2020. Dosing of the first animals in the mouse study began as planned on September 3, 2020, and was completed in October 2020. BioVaxys determined that immunizing mice with two doses of BVX-0320, its COVID-19 vaccine candidate, induced high levels of antibodies against the S1 fragment of the SARS-CoV-2 spike protein associated with inhibition of the binding of the virus to cells of the respiratory tract. BioVaxys scientists also observed a clear dose-response, with lower levels of antibodies induced by the two lowest doses tested of 0.3ug and 1ug (median titers 1:59 and 1:124, respectively), and with significantly higher antibody levels with the two highest doses tested of 3ug and 10ug (median titers 1:9430 and 1:4800, respectively). No toxicity was noted in mice at any dose. None of the work for the murine immune response study involves any further consideration beyond fee-for-service.

- FDA Industry Guidance issued June 2020 entitled “Development and Licensure of Vaccines to Prevent COVID-19” suggested that the level of T-cell activation by a vaccine candidate be part of an IND filing (although these suggestions are not mandatory, they are “recommended” by the FDA). In July 2020, BioVaxys supplemented the immune response analysis conducted by Charles River Laboratories Inc. to also include quantitative analysis of the level of post-vaccination T-cell activation. The additional analysis was designed in July and used cryopreserved spleen cells (as the spleen is an organ that produces T-cells) from the same mice used in the murine immune response model with the T-cell activation data available in November 2020. BioVaxys found that its haptenized SARS-CoV-2 s-spike vaccine activated CD4+, CD69+, and other T-cells, concluding that immunization with BVX-0320 at two different dose levels of 3ug or 10ug+ stimulated immune system memory ‘helper’ T-cells. These CD4+ T-cells are crucial in achieving a regulated effective immune response to viral pathogens, and are central to adaptive immune responses. Generated following an immune response, memory helper CD4+ T-cells retain information about their activation, which enables them to respond against reactivation from viral exposure. Possessing both immune response data and T-cell activation from the murine model offers a more complete and competitive assessment of potential efficacy.

- BioVaxys has held initial exploratory discussions with contract research organizations (CRO's) to provide a source of GMP-grade SARS-CoVS-2 s-1 protein, and with contract manufacturing organizations (CMOs) to perform haptenization to the s-1 protein under GMP conditions. Prospective CROs for producing a supply of GMP s-1 protein include Wuxi Biologics, Ology Biologicals, and Horizon Discovery. Final GMP haptenization and production of clinical supply for the planned SARS-CoV-2 Phase I study is under review with Wuxi Biologics and The Fred Hutchinson Cancer Research Center, which has GMP production capability. Contracts are expected in January 2021.

- In August 2020, BioVaxys and its patent counsel, Morgan Lewis (Philadelphia PA) began preparing a Provisional Patent Application for a novel invention made by BioVaxys for screening for an immune system T-cell response in patients who may have been exposed to SARS-CoV-2, and a T-cell response in those patients who have received a vaccine for SARS-CoV-2 (not limited to BioVaxys' vaccine) to evaluate viral infection status, vaccine efficacy, etc. This Patent Application was filed with the USPO in October 2020.

SELECTED FINANCIAL INFORMATION

The following table sets forth selected financial information for the fiscal years ended December 31, 2019, 2018 and 2017. The selected financial information of fiscal 2019 and 2018 set out below has been derived from the audited annual financial statements for the years ended December 31, 2019 and 2018, which were prepared in accordance with IFRS. The selected financial information set out below may not be indicative of the Company's future performance. The following discussion should be read in conjunction with the audited financial statements for the years ended December 31, 2019 and 2018.

	Fiscal 2019 (audited) $	Fiscal 2018 (audited) $	Fiscal 2017 (unaudited) $
Total revenue	nil	nil	nil
Total expenses	(29,419)	(26,387)	-
Net loss	(29,419)	(26,387)	-
Basic and diluted loss per share	(0.51)	(283.87)	-
Dividend	nil	nil	nil
Total assets	1,500	-	-
Total liabilities	57,305	26,386	-

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

For the year ended December 31, 2019 compared to the year ended December 31, 2018:

During the year ended December 31, 2019, the Company had a net and comprehensive loss of $29,419 (2018 - $26,387) from operations. As the Company does not yet generate revenue from its operations, changes in the financial performance and financial condition of the Company are driven solely by changes in the Company's expenses. Significant items affecting expenses are as follows:

- *Investor relations* decreased by $4,150 due to the trip taken in fiscal 2018 by all three BioVaxys founders to attend the BIO Industry Conference held in San Francisco. No similar activity took place in the year ended December 31, 2019.
- *Professional fees* increased by $14,432 due to the Company having increased legal fees related to the patent work.
- *Travel and accommodation* decreased by $7,250 due to prior year travel for all three BioVaxys founders attended the BIO Industry Conference.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected unaudited financial data for each of the last eight fiscal quarters:

	Quarters Ended			
	December 31, 2019	September 30, 2019	July 31, 2019	March 31, 2019
	$	$	$	$
Revenue	nil	nil	nil	nil
Net loss for the period	(20,949)	(7,791)	(555)	(124)
Basic and diluted loss per unit	(0.10)	(77.91)	(5.55)	(1.24)

	Quarters Ended			
	December 31, 2018	September 30, 2018	July 31, 2018	March 31, 2018
	$	$	$	$
Revenue	nil	nil	nil	nil
Net loss for the period	(18,083)	(8,304)	-	-
Basic and diluted loss per share	(180.83)	(83.04)	-	-

Variations in the Company's net losses and expenses for the above eight quarters resulted primarily from the following factors:

- In 2019, the net loss increased throughout the year as the Company had more professional fees incurred related to patent work.
- In 2018, the net loss increased as all three BioVaxys founders attended the BIO Industry Conference held in San Francisco in the fourth quarter.

LIQUIDITY AND CAPITAL RESOURCES

Cash used in operating activities is comprised of net loss and net change in non-cash working capital items. Cash used in operating activities increased to $1,500 in 2019 from $nil in 2018. The increase of $1,500 is primarily due to the timing difference related to the non-cash working capital changes in accounts payable and amounts due to related parties between the periods.

There was no cash used in investing or financing activities during the years ended December 31, 2019 and 2018.

As at December 31, 2019, the Company had working capital deficit of $55,805 compared to working capital deficit of $26,386 as at December 31, 2018. The Company's working capital needs fluctuate due to multiple projects which place variable demands on resources and timing of expenditures. The Company anticipates receiving cash proceeds from future public offerings and private placements, however, the Company cannot predict the timing, if any. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and its success with its strategic collaborations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no undisclosed off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on its results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources that is material to investors.

PROPOSED TRANSACTIONS

There are at present no transactions outstanding that have been proposed but not approved by either the Company or regulatory authorities.

OUTSTANDING SHARE CAPITAL

As at the date of this MD&A, there were 1,875,000 common shares issued and outstanding, and other securities convertible into common shares if any, as summarized in the following table:

	Number Outstanding Shares as of the Date of this MD&A	Number Outstanding Units as of December 31, 2019
Issued and outstanding	1,875,000	1,000,000

Share capital activity subsequent to the year ended December 31, 2019 is described as follows:

- On March 23, 2020, the Company issued 800,000 common units. 400,000 units were issued at $nil consideration and 400,000 at approximately $0.03 per unit for total proceeds of $10,971.

RELATED PARTY DISCLOSURE

Key management consists of the officers and directors who are responsible for planning, directing and controlling the activities of the Company. For the years ended December 31, 2019 and 2018, there was no compensation paid to key management.

Related party balances:

- As at December 31, 2019, the Company was indebted to James Passin, CEO for $7,079 (2018 - $nil) for reimbursable expenses. The amount is non-interest bearing and has no terms of repayment.
- As at December 31, 2019, the Company was indebted to the former parent company, Firebird Global Management Fund, for a total of $33,430 (2018 - $11,400) for reimbursable expenses. The amount was non-interest bearing and has no terms of repayments.

SIGNIFICANT ACCOUNTING ESTIMATES, JUDGEMENTS AND NEW POLICIES

The preparation of the financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The following are critical judgments and/or estimates that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

i. Management is required to assess the functional currency of the Company. In concluding that the US dollar is the functional currency of the Company, management considered the currency that mainly influences the operating expenditures in the jurisdiction in which the Company operates.
ii. Management uses judgment in determining the assumption that the Company is a going concern and will continue in operation for the foreseeable future and for at least one year and the assumptions for cash flow projections, such as anticipated financing and future commitments to assess the Company's ability to continue as a going concern. The factors considered by management are disclosed in Note 2 in the audited annual financial statements for the years ended December 31, 2019 and 2018.

FINANCIAL INSTRUMENTS

Fair value

IFRS 13, *Fair Value Measurement*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable market data.

As at December 31, 2019, the Company's financial instruments consist of cash and accounts payable. The fair values of these financial instruments approximate their carrying values because of their current nature.

The Company is exposed to a variety of financial instrument related risks to various degrees:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes

in foreign exchange rates. The functional and reporting currency of the Company is the US dollar. The Company is not exposed to significant foreign exchange risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. Therefore, it does not have significant exposure to credit risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31, 2019, the Company is not exposed to significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions within the due date.

As of December 31, 2019, the Company had cash of $1,500, accounts payable of $16,796 and due to related parties of $40,509. The Company's accounts payable are due within 90 days. Amounts due to related parties are due on demand. The Company addresses its liquidity through loans from related parties, debt and equity financing obtained through the sale of common units and the exercise of warrants. There is no assurance that it will be able to do so in the future. Liquidity risk is assessed as at a high level.

RISKS

Going Concern

Because of BioVaxys' continuing need for capital, there remain questions as to its ability to continue as a going concern.

The Company presently anticipates that its current cash resources will be sufficient to fund operations through 2020 to the foreseeable future, depending upon how aggressively the Company implements its development plans. The Company has only a limited ability to generate revenues from operations, and any revenues it generates are almost certain to be substantially less than its operating expenses. Accordingly, it will be necessary to raise additional equity capital. Because of the Company's limited cash and financial resources, its ability to continue as a going concern beyond the next 12 months and the foreseeable future is in question.

The Company has no way of knowing if it will be able to complete any additional financings.

Limited Operating History and Lack of Profit

BioVaxys is an early-stage biopharmaceutical company with a limited operating history. The likelihood of success of BioVaxys' business plan must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding early-stage businesses and the regulatory and competitive environment in which BioVaxys operates. Biopharmaceutical product development is a highly speculative undertaking, involves a substantial degree of risk and is a capital-intensive business. Therefore, BioVaxys expects to incur expenses without any meaningful corresponding revenues unless and until it is able to obtain regulatory approval and subsequently sell its products in significant quantities. To date, BioVaxys has not generated any revenue from its products. BioVaxys has incurred losses and anticipates that its losses will increase as it continues its development and clinical trials and seeks regulatory approval for the sale of its therapeutic product.

There can be no assurance that it will have earnings or positive cash flows in the future. Further, even if BioVaxys is able to commercialize any of its product candidates, there can be no assurance that BioVaxys will generate significant revenues or ever achieve profitability.

BioVaxys expects to continue to incur substantial losses for the foreseeable future, and these losses may be increasing. BioVaxys is uncertain about when or if it will be able to achieve or sustain profitability. If BioVaxys achieves profitability in the future, it may not be able to sustain profitability in subsequent periods.

Coronavirus Pandemic

The current outbreak of COVID-19 and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions, which may adversely impact the Company's operations, and the operations of its suppliers, contractors and service providers, the ability to obtain financing and maintain necessary liquidity, and the ability to market the Company's product menu. The outbreak of COVID-19 and political upheavals in various countries have caused changes to traditional methods of conducting business. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time.

Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Travel bans and other government restrictions may also adversely impact the Company's operations and the ability of the Company to grow its business. In particular, if any employees or consultants of the Company become infected with Coronavirus or similar pathogens and/or the Company is unable to source necessary consumables or supplies, due to government restrictions or otherwise, it could have a material negative impact on the Company's operations and prospects, including the complete shutdown of its marketing activities. The situation is dynamic and changing day-to-day. The Company is exploring several options to deal with any repercussions that may occur as a result of the COVID-19 outbreak.

Research and Development Risks

The following discussion of risks under this heading primarily reflect the US regulatory framework, but similar risks broadly apply to the European Union.

We make no assurance that our research and development programs will result in regulatory approval or commercially viable products. To achieve profitable operations, we alone or with others, must successfully develop, gain regulatory approval for, and market our future products. We currently have no products that have been approved by the US Food and Drug Administration ("FDA"), or any similar regulatory authority. To obtain regulatory approvals for our product candidates being developed and to achieve commercial success, clinical trials must demonstrate that the product candidates are safe for human use and that they demonstrate efficacy. We have not yet commenced clinical trials for our product candidates. Many product candidates never reach the stage of clinical testing and even those that do have only a small chance of successfully completing clinical development and gaining regulatory approval. Product candidates may fail for a number of reasons, including but not limited to being unsafe for human use or due to the failure to provide therapeutic benefits equal to or better than the standards of treatment at the time of testing. Unsatisfactory results obtained from a particular study relating to a research and development program may cause us to abandon commitments to that program. Positive results from early preclinical research may not be indicative of favourable outcomes in later-stage clinical trials, and we make no assurance that any future studies, if undertaken, will yield favourable results. The stage of our research makes it particularly uncertain as to whether any of its product development efforts will prove to be successful and meet applicable regulatory requirements, and whether any of its product candidates will receive the necessary regulatory approvals, be capable of being manufactured at a reasonable cost or be successfully marketed. If we are successful in developing its current and future product candidates into approved products, we will still experience many potential obstacles, which would affect our ability to successfully market and commercialize such approved products, such as the need to develop or obtain manufacturing, marketing and distribution capabilities, price pressures from third-party payors, or proposed changes in health care systems. If we are unable to successfully market and commercialize any of its products, its financial

condition and results of operation may be materially and adversely affected. We make no assurance that any future studies, if undertaken, will yield favorable results. Many companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in later-stage clinical trials after achieving positive results in early-stage development, and we cannot be certain that it will not face similar setbacks. These setbacks have been caused by, among other things, preclinical findings made while clinical trials were underway or safety or efficacy observations made in clinical trials, including previously unreported adverse events. Preclinical and clinical data are often susceptible to varying interpretations and analyses, and many companies that believed their product candidates performed satisfactorily in preclinical studies and clinical trials nonetheless failed to obtain regulatory approval. If we fail to produce positive results in its future clinical trials and other programs, the development timeline and regulatory approval and commercialization prospects for our product candidates, and correspondingly, its business and financial prospects, would be materially adversely affected.

Preclinical and Clinical Development Risks

Third Party Risk with respect to Preclinical Studies and Clinical Trials

We rely on and will continue to rely on Millipore Sigma as the source of our non-GMP vaccine product for preclinical studies, and on Charles River Laboratories, Inc. for our preclinical development work, and on other third parties to conduct other preclinical and clinical development activities. Preclinical activities include in vivo studies that provide immunogenicity, T-cell activation, and other critical data sets, pharmacology and toxicology studies and assay development. Clinical development activities include trial design, regulatory submissions, clinical patient recruitment, clinical trial monitoring, clinical data management and analysis, safety monitoring and project management. If there is any dispute or disruption in our relations with Charles River Laboratories, Inc., with any other chosen third parties for preclinical studies or for any clinical trials, or if they are unable to provide quality services in a timely manner and at a feasible cost our active development programs will face delays. Further, if any of these third parties fails to perform as we expect or if our work fails to meet regulatory requirements, our testing could be delayed, cancelled or rendered ineffective.

Sourcing the Vaccine Adjuvant Bacillus Calmette-Guerin ("BCG")

BioVaxys administers the vaccine adjuvant Bacillus Calmette-Guerin ("BCG") with autologous haptenized vaccines for ovarian cancer. BCG is an approved product for Bladder Cancer and can be administered by physicians as a stand-alone vaccine. There are several sources of BCG, each formulation of which differs based upon the original source of the product. If the Company is unable to continue to obtain the current strain of BCG (the "Tice" strain) used in is clinical trials, the Company may not be permitted by regulatory authorities to use another strain of BCG without conducting additional clinical studies with the new strain of BCG.

Enrolling Patients in Clinical Trial

As our product candidates advance from preclinical testing to clinical testing, and then through progressively larger and more complex clinical trials, we will need to enroll an increasing number of patients that meet its eligibility criteria. There is significant competition for recruiting patients in clinical trials, and we may be unable to enroll the patients we need to complete clinical trials on a timely basis or at all. The factors that affect our ability to enroll patients are largely uncontrollable and include, but are not limited to, the following:

- size and nature of the patient population;
- eligibility and exclusion criteria for the trial;
- design of the study protocol;
- competition with other companies for clinical sites or patients;
- the perceived risks and benefits of the product candidate under study;
- the patient referral practices of physicians; and the number, availability, location and accessibility of clinical trial sites.

BioVaxys will compete with other clinical programs and other treatments for patients for its clinical trials, which will affect its ability to enroll quickly the Company's clinical trials.

Companies with clinical trials, including BioVaxys, provide information and other incentives to infectious disease specialists, oncologists, and other specialists as an inducement to participate in clinical trials. A physician is required to place patients in clinical trials based upon the physician's assessment of the likely benefits of that clinical trial to the patient. The information provided by BioVaxys regarding any future clinical trials may not be sufficient to persuade physicians to place their patients in its clinical trials. The Company's business and financial condition will be materially and adversely affected by the failure to enroll its clinical trials.

Delays in Clinical Testing

We cannot predict whether any clinical trials will commence as planned, will need to be restructured, or will be completed on schedule, or at all. Our product development costs will increase if we experience delays in clinical testing or approval or if we need to perform more or larger clinical trials than planned.

Significant clinical trial delays could shorten any periods during which we may have the exclusive right to commercialize our product candidates or allow its competitors to bring products to market before us, which would impair our ability to successfully commercialize our product candidates and may harm our financial condition, results of operations and prospects. The commencement and completion of clinical trials for our products may be delayed for a number of reasons, including delays related but not limited to:

- regulatory authorities' failure to grant permission to proceed or placing the clinical trial on hold;
- patients failing to enroll or remain in our trials at the rate we expect;
- suspension or termination of clinical trials by regulators for a variety of reasons, including failure of our contract research organizations (CROs) to satisfy their contractual duties or meet expected deadlines;
- inspections of clinical trial sites by regulatory authorities, regulatory authorities or ethics committees finding regulatory violations that require us to undertake corrective action, resulting in suspension or termination of one or more sites or the imposition of a clinical hold on the entire study;
- one or more regulatory authorities or ethics committees rejecting, suspending or terminating the study at an investigational site, precluding enrollment of additional subjects, or withdrawing its approval of the trial;
- failure to reach agreement on acceptable terms with prospective clinical trial sites;
- changes in regulatory requirements or policies may occur and we may need to amend study protocols to reflect these changes, and amendments may require us to resubmit its study protocols to regulatory authorities or ethics committees for re-examination, which may impact the cost, timing or successful completion of that trial, including concerns about patient safety or failure of our collaborators to comply with GMP requirements;
- product candidates demonstrating a lack of safety or efficacy during clinical trials;
- patients failing to complete clinical trials due to dissatisfaction with the treatment, side effects or other reasons;
- reports of clinical testing on similar technologies and products raising safety or efficacy concerns;
- competing clinical trials and scheduling conflicts with participating clinicians; and
- clinical investigators not performing our clinical trials on their anticipated schedule, dropping out of a trial, or employing methods not consistent with the clinical trial protocol, regulatory requirements or other third parties not performing data collection and analysis in a timely or accurate manner.

Negative Results from Clinical Trials or Studies of Others and Adverse Safety Events

From time to time, studies or clinical trials on various aspects of biopharmaceutical products are conducted by academic researchers, competitors or others. The results of these studies or trials, when published, may have a significant effect on the market for the biopharmaceutical product that is the subject of the study. The publication of negative results of studies or clinical trials or adverse safety events related to our product candidates, or the therapeutic areas in which our product candidates compete, could adversely affect its

future commercialization efforts, its share price and our ability to finance future development of our product candidates, and its business and financial results could be materially and adversely affected.

The clinical trial and regulatory approval process for BioVaxys' products will be expensive and time consuming and the outcome is uncertain.

To obtain regulatory approval for the commercial sale of BioVaxys products, it must demonstrate through clinical trials that its products are safe and effective. The Company will incur substantial expense for, and devote a significant amount of time to pre-clinical testing and clinical trials of the Company's products in the U.S. and/or other markets. The results from pre-clinical testing and early clinical trials are not totally predictive of results that may be obtained in later clinical trials. Data obtained from pre-clinical testing and clinical trials are susceptible to varying interpretations, which may delay, limit or prevent regulatory approval. In addition, regulatory delays or rejections may be encountered as a result of many factors, including changes in regulatory policy during the period of product development. The Company's business and financial condition will be materially and adversely affected by any delays in, or termination of, its clinical trials.

The Company may not be able to obtain the funding to complete the regulatory approval process or it may fail to obtain FDA approval for its products, or regulatory approval in other markets. The Company may never be able to commercialize its vaccine products in the U.S. or other markets.

Safety and Efficacy

Before obtaining marketing approval from regulatory authorities for the sale of our product candidates, we must conduct preclinical studies in animals and extensive clinical trials in humans to demonstrate the safety and efficacy of the product candidates. Clinical testing is expensive and difficult to design and implement, can take many years to complete and has uncertain outcomes. The outcome of preclinical studies and early clinical trials may not predict the success of later clinical trials, and interim results of a clinical trial do not necessarily predict final results. A number of companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in advanced clinical trials due to lack of efficacy or unacceptable safety profiles, despite promising results in earlier trials. We do not know whether the clinical trials we conduct will demonstrate adequate efficacy and safety to result in regulatory approval to market any of our product candidates in any jurisdiction. A product candidate may fail for safety or efficacy reasons at any stage of the testing process. A major risk faced by us is the possibility that none of our product candidates will successfully gain market approval from regulatory authorities, resulting in our inability to derive any commercial revenue from them after investing significant amounts of capital in their development.

Manufacturing Risks

Reliance on Third Party Contract Manufacturers

We have limited manufacturing experience and rely on contract manufacturing organizations ("CMOs") over which we have limited control to manufacture our product candidates for preclinical studies and clinical trials. We rely on CMOs for manufacturing, filling, packaging, storing and shipping of drug products in compliance with Good Manufacturing Practices ("GMP") regulations applicable to our products. FDA ensures the quality of drug products by carefully monitoring drug manufacturers' compliance with GMP regulations. The GMP regulations for drugs contain minimum requirements for the methods, facilities and controls used in manufacturing, processing, and packing of a drug product. There can be no assurance that CMOs will be able to meet our timetable and requirements. If we are unable to arrange for alternative third-party manufacturing sources on commercially reasonable terms or in a timely manner, we may be delayed in the development of our product candidates. Further, CMOs must operate in compliance with GMP and failure to do so could result in, among other things, the disruption of product supplies. Our dependence upon third parties for the manufacture of our products may adversely affect our profit margins and our ability to develop and deliver products on a timely and competitive basis.

Success of Quality Control Systems

The quality and safety of our vaccine products are critical to the success of our business and operations. As such, it is imperative that our and our service providers' quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by the design of the quality control systems, the quality training program, and adherence by personnel to quality control guidelines.

Regulatory Risks

BioVaxys is operating in a regulated industry where the guidance for acceptable manufacturing and testing of BioVaxys' products and processes is evolving, which creates uncertainties, delays and expense.

Regulatory standards require that BioVaxys produce its products in compliance with current GMP. These requirements, as dictated by the applicable U.S. and European regulatory authorities, adopt the methods for end product standards and methods of analysis, which in the U.S. guidance is published in the United States Pharmacopoeia (similar guidance for Europe is published in the European Pharmacopoeia). The Company will be required to adapt its existing physical facilities, processes and procedures to these standards for the production of its products during clinical testing and for future commercialization. The inability to adapt to these evolving standards will delay its ability to produce product for clinical testing and would delay the Company's ability to enter into clinical trials.

The FDA and other regulatory agencies have substantial discretion in both the product approval process and manufacturing facility approval process

As a result of this discretion and uncertainties about outcomes of testing, we cannot predict at what point, or whether, the FDA or other regulatory agencies will be satisfied with our (or any collaborator's) submissions or whether the FDA or other regulatory agencies will raise questions that may be material and delay or preclude product approval or manufacturing facility approval. In light of this discretion and the complexities of the scientific, medical and regulatory environment, our interpretation or understanding of the FDA's or other regulatory agencies' requirements, guidelines or expectations may prove incorrect, which also could delay further or increase the cost of the approval process.

Our development and commercialization activities and product candidates are significantly regulated by the FDA and other foreign governmental entities should we attempt product registration in those countries.

Regulatory approvals are required prior to each clinical trial and we may fail to obtain the necessary approvals to commence or continue clinical testing. The time required to obtain approval by regulatory authorities is unpredictable but outside special circumstances can typically take many years following the commencement of preclinical studies and clinical trials. Any analysis of data from clinical activities we perform is subject to confirmation and interpretation by regulatory authorities, which could delay, limit or prevent regulatory approval. Even if our management believes results from our clinical trials are favorable to support the marketing of our product candidates, the FDA or other regulatory authorities may disagree. Approval policies, regulations, or the type and amount of clinical data necessary to gain approval may change during the course of a product candidate's clinical development and may vary jurisdictions. We have not obtained regulatory approval for any product candidate and it is possible that none of our existing product candidates or any future product candidates will ever obtain regulatory approval. We could fail to receive regulatory approval for our product candidates for many reasons, including but not limited to:

- disagreement with the design or implementation of its clinical trials;
- failure to demonstrate that a product candidate is safe and effective for its proposed indication;
- failure of clinical trials to meet the level of statistical significance required for approval;
- failure to demonstrate that a product candidate's clinical and other benefits outweigh its safety risks;
- disagreement with our interpretation of data from preclinical studies or clinical trials;
- the insufficiency of data collected from clinical trials of our product candidates to support the submission and filing of a submission to obtain regulatory approval;
- deficiencies in the manufacturing processes or the failure of facilities of collaborators with whom

we contract for clinical and commercial supplies to pass a pre-approval inspection; or

- changes in the approval policies or regulations that render our preclinical and clinical data insufficient for approval.
- a regulatory authority may require more information, including additional preclinical or clinical data to support approval, which may delay or prevent approval and our commercialization plans, or we may decide to abandon the development program.
- if we are successful in obtaining approval, regulatory authorities may approve any of our product candidates for fewer or more limited indications than we request, may grant approval contingent on the performance of costly post-marketing clinical trials, or may approve a product candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that product candidate.
- depending on any safety issues associated with our product candidates that garner approval, the FDA or other authorities may impose a risk evaluation and mitigation strategy, thereby imposing certain restrictions on the sale and marketability of such products.

Although BioVaxys may pursue the FDA's accelerated or priority review programs, we cannot guarantee the FDA will permit us to utilize these pathways or the FDA's review of our application will not be delayed.

Even if the FDA agrees to an accelerated or priority review of any of BioVaxys's applications, we may not ultimately be able to obtain approval of our application in a timely fashion or at all. The FDA and foreign health authorities have substantial discretion in the drug and biologics approval processes. Despite the time and expense incurred, failure can occur at any stage, and we could encounter problems that cause us to abandon clinical trials or to repeat or perform additional preclinical, clinical or manufacturing-related studies. As we accumulate additional clinical data, we will submit it to the FDA and other regulatory agencies, as appropriate, and such data may have a material impact on the approval process.

Commercial and Marketing Risks

BioVaxys is in an early clinical stage biotechnology company that is developing antiviral and anticancer vaccine platforms, and it may never develop or successfully market any products.

Investors must evaluate the Company in light of the expenses, delays, uncertainties and complications typically encountered by development stage biotechnology businesses, many of which BioVaxys already experienced and many of which are beyond its control. These risks can include an inability to generate any meaningful revenues from any other products or services while it works to develop its lead products and technologies, and cutbacks to development programs due to limited cash resources or emerging scientific data related to its lead products, which will require BioVaxys to raise additional capital.

As a result of these and likely continuing challenges of being a development stage biotechnology company that is developing antiviral and anticancer vaccine platforms, the Company's products may never be successfully developed or marketed.

The Company may not be able to compete with other companies, research institutes, hospitals or universities that are developing and producing cancer treatment products and technologies.

Many other companies, research institutes, hospitals and universities are working to develop products and technologies in BioVaxys' specific field of vaccine research. Many of these entities have more experience than BioVaxys does in developing and producing vaccines. Most of these entities also have much greater financial, technical, manufacturing, marketing, distribution and other resources than BioVaxys possesses. BioVaxys believes that numerous pharmaceutical companies are engaged in research and development efforts for products that could directly compete with its products under development. In addition, some of BioVaxys' competitors have already begun testing products and technologies similar to its own. These other entities may succeed in developing products before BioVaxys or that are better than those that BioVaxys is developing. BioVaxys expects competition in its specific area of research to intensify.

Even if BioVaxys' vaccines receive regulatory approval and are determined to be safe and effective, its products may not gain commercial acceptance.

Even if BioVaxys' vaccine technology is safe and effective, there is no guarantee of commercial acceptance. Because its vaccine technology is a new approach to the treatment of cancer and viral infections, it must be accepted by both patients and physicians before it can be successfully commercialized. Due to the nature of the vaccine technology, it requires that current practitioners revise the way they think about infectious disease and cancer treatment. The marketplace of ideas, technologies and information is crowded, and the Company must develop the means to reach leading specialist physicians in each market with the haptenized vaccines story. Failure to do so will have a material adverse effect on the Company's business and financial condition.

If governmental and insurance reimbursement is not available or is insufficient, a market for BioVaxys' products may never develop or be economically feasible.

The availability of governmental and insurance reimbursements of the costs of the vaccine is critical to ultimate physician and patient acceptance of the autologous vaccine technology. In both the U.S. and other countries, sales of the Company's products will depend in part upon the availability of reimbursement from third-party payors, which include government health administration authorities, managed care providers, and private health insurers. For new products or technologies, reimbursement must be established under existing governmental or insurance regulations or practices. The Company will be required to obtain reimbursement approvals (both governmental and insurance) in each country in which it obtains appropriate regulatory authority to market the autologous vaccines products.

In addition, third-party payors are increasingly challenging the price and examining the cost effectiveness of medical products and services. Significant uncertainty surrounds the reimbursement status of newly approved health care products, and the Company's products may not be considered cost effective by a particular governmental authority or insurer. Adequate third-party reimbursement may not be available to enable the Company to maintain price levels sufficient to realize an appropriate return on its investment in the research and development of its products.

The Company may lose control over the marketing and distribution of its vaccines if it cannot afford to support its products.

The Company may have to depend on third parties to develop, market and distribute its products. It is particularly difficult and expensive to develop and distribute the autologous vaccines products, because they are custom made for each individual patient. The Company may have less control over marketing and distribution activities performed by third parties than if it was performing those functions with its own facilities and employees. This lack of direct control could adversely affect the results of these activities and consequently, the business and financial condition of the Company.

BioVaxys may not be able to control the pricing of its products overseas.

Foreign government regulations and programs will likewise affect foreign pricing opportunities for the Company's products. Virtually all foreign countries regulate or set the prices of pharmaceutical products, which is a separate determination from whether a particular product will be subject to reimbursement under that government's health plans. There are systems for reimbursement and pricing approval in each country and moving a product through those systems is time consuming and expensive.

Current and future legislation may make the Company's products unprofitable.

Current and future legislation can and likely will continue to affect directly the ultimate profitability of pharmaceutical products and technologies. The U.S. and other countries continue to propose and pass legislation designed to reduce the cost of healthcare. Accordingly, legislation and regulations affecting the pricing of the Company's products may change before the products are approved for marketing to the public. Adoption of new legislation and regulations could further limit reimbursement for the Company's products. If third-party payors fail to provide adequate coverage and reimbursement rates for the Company's products, the market acceptance of the products may be adversely affected. In that case, the Company's business and financial condition will suffer. BioVaxys is not aware of any specific legislation or regulation in the U.S. or Europe designed to limit reimbursement for products, but it believes that there is a credible risk that political and budget considerations could change dramatically on the funding available for vaccine reimbursement.

Intellectual Property Risks

Risks Related to Potential Inability to Protect Intellectual Property

Our success is heavily dependent upon our intellectual property. We license certain of our intellectual property from third parties and there can be no assurance that we will be able to continue licensing these rights on a continuous basis. We rely upon copyrights, trade secrets, unpatented proprietary know-how and continuing technology innovation to protect the intellectual property that we consider important to the development of our business. We rely on various methods to protect our proprietary rights, including patent applications, confidentiality agreements with our consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of our confidential information. However, despite our efforts to protect our intellectual property rights, unauthorized parties may attempt to copy or replicate our intellectual property. There can be no assurances that the steps taken by us to protect our intellectual property will be adequate to prevent misappropriation or independent third-party development of our intellectual property. It is possible that other companies may try to duplicate our products or production processes. To the extent that any of the above could occur, our revenue could be negatively affected, and in the future, we may have to litigate to enforce our intellectual property rights, which could result in substantial costs and divert our management's attention and our resources.

Protection and Enforcement of our Intellectual Property

Our success will depend in part upon our ability to protect our intellectual property and proprietary technologies and upon the nature and scope of the intellectual property protection we receive. The ability to compete effectively and to achieve partnerships will depend on our ability to develop and maintain proprietary aspects of our technology and to operate without infringing on the proprietary rights of others. The presence of such proprietary rights of others could severely limit our ability to develop and commercialize our products, to conduct existing research and could require financial resources to defend litigation, which may be in excess of our ability to raise such funds. There is no assurance that our pending patent applications will be approved in a form that will be sufficient to protect our proprietary technology and gain or keep any competitive advantage that we may have or, once approved, will be upheld in any post-grant proceedings brought by any third parties. The patent positions of pharmaceutical companies can be highly uncertain and involve complex legal, scientific and factual questions for which important legal principles remain unresolved. Patents issued to us may be challenged, invalidated or circumvented. To the extent our intellectual property, including licensed intellectual property, offers inadequate protection, or is found to be invalid or unenforceable, we are exposed to a greater risk of direct competition. If our intellectual property does not provide adequate protection against our competitors' products, our competitive position could be adversely affected, as could our business, financial condition and results of operations. Both the patent application process and the process of managing patent disputes can be time consuming and expensive, and the laws of some foreign countries may not protect our intellectual property rights to the same extent as do US patent laws. We will be able to protect our intellectual property from unauthorized use by third parties only to the extent that our proprietary technologies, key products, and any future products are covered by valid and enforceable intellectual property rights including patents or are effectively

maintained as trade secrets, and provided we have the funds to enforce our rights, if necessary.

Third Party License Risk

We may require third-party licenses to effectively develop and manufacture our key products or future technologies and we are currently unable to predict the availability or cost of such licenses. A substantial number of patents have already been issued to other biotechnology and pharmaceutical companies. To the extent that valid third-party patent rights cover our products or services, we or our strategic collaborators would be required to seek licenses from the holders of these patents in order to manufacture, use or sell these products and services, and payments under them would reduce our profits from these products and services. We are currently unable to predict the extent to which we may wish or be required to acquire rights under such patents, the availability and cost of acquiring such rights, and whether a license to such patents will be available on acceptable terms or at all. There may be patents in the US or in foreign countries or patents issued in the future that are unavailable to license on acceptable terms. Our inability to obtain such licenses may hinder or eliminate an ability to manufacture and market products.

Disclosure of Proprietary Information and Trade Secrets to Third Parties

Due to our reliance on third parties to develop our products, we must share trade secrets with them. We seek to protect our proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, collaborative research agreements, consulting agreements or other similar agreements with our collaborators, advisors, employees and consultants prior to beginning research or disclosing proprietary information. These agreements typically restrict the ability of our collaborators, advisors, employees and consultants to publish data potentially relating to our trade secrets.

Academic and clinical collaborators typically have rights to publish data, provided that we are notified in advance and may delay publication for a specified time in order to secure intellectual property rights arising from the collaboration. In other cases, publication rights are controlled exclusively by us, although in some cases we may share these rights with other parties. We may also conduct joint research and development programs which may require us to share trade secrets under the terms of research and development collaborations or similar agreements. Despite our efforts to protect our trade secrets, our competitors may discover our trade secrets, either through breach of these agreements, independent development or publication of information including our trade secrets in cases where we do not have proprietary or otherwise protected rights at the time of publication. A competitor's discovery of our trade secrets may impair our competitive position and could have a material adverse effect on our business and financial condition.

Other Risks

The Company will be heavily dependent on its founders and current management team.

BioVaxys is dependent upon its founders and management team to obtain funding for the research and development of its products, to decide which of its products to promote, to shepherd the products through the clinical trial and regulatory approval process, and to stimulate business development and seek out new products and technologies for development. In addition, BioVaxys' current financial condition makes it more difficult for it to retain its current executives and recruit key employees.

BioVaxys is heavily dependent upon the personal reputation and personal contacts of its Chief Medical Officer, and the loss of his services could materially adversely affect its plan of operation.

BioVaxys is leveraging its know-how of haptenized cell vaccines developed by one of its founders, Dr. David Berd, while at Thomas Jefferson University in Philadelphia, Pennsylvania, and from his experience with the former licensee Avax Technologies, Inc. The acceptance of the haptenized vaccine technology is highly dependent upon the personal reputation and the personal contacts of Dr. Berd. Dr. Berd is also critical in guiding the technology through the regulatory process in both the U.S. and Europe. If BioVaxys

lost his services, the development of its technology could be significantly slower and less successful that it otherwise would be with his services, which would in turn materially adversely affect the Company's business and financial condition.

The Company may become party to litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and to use significant resources. Even if the Company is involved in litigation and wins, litigation can consume significant Company resources.

General Operational Risks

Conflict of Interest

Certain directors and senior officers of the Company may, from time to time, be employed by or affiliated with organizations that have entered into agreements with the Company. As disputes may arise between these organizations and the Company, or certain organizations may undertake or have undertaken research with competitors of the Company, there exists the possibility for such persons to be in a position of conflict. Any decision or recommendation made by these persons involving the Company will be made in accordance with his or her duties and obligations to deal fairly and in good faith with the Company and such other organizations. In addition, as applicable, such directors and officers will refrain from voting on any matter in which they have a conflict of interest.

Uninsured Risks

The Company may become subject to liability for hazards that cannot be insured against or against which it may elect not to be so insured because of high premium costs. Furthermore, the Company may incur liabilities to third parties (in excess of any insurance coverage) arising from any damage or injury caused by the Company's operations.

Competition

The Company faces competition from other biotechnology and pharmaceutical companies and its operating results will suffer if the Company fails to compete effectively. The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant technological change. The Company's potential competitors globally include large, well established pharmaceutical companies and specialty pharmaceutical sales and marketing companies. Many of these competitors have substantially greater name recognition, commercial infrastructures and financial, technical and personnel resources than the Company. If the Company is not able to compete effectively against its current and future competitors, its business will not grow and its financial condition and operations will suffer.

Fluctuating Prices

The Company's revenues, if any, are expected to be in large part derived from products and services. Factors beyond the control of the Company including, but not limited to, international economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the healthcare economies, interest rates and global and local economic health and trends, may impact the price of such products and services. There is no assurance that the Company will always be able to reduce the risk or minimize the effect of any such fluctuations.

Key Person Insurance

The Company does not maintain key person insurance on any of its officers, and as a result, the Company would bear the full loss and expense of hiring and replacing any officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Company from such loss of any officer.

Currency Exchange Risks

In the event that a market for BioVaxys' products develop in a foreign market and income is received in a foreign currency or if BioVaxys has payables in a foreign currency, BioVaxys would be exposed to fluctuations of such currency as compared to the Canadian and United States dollar.

ADDITIONAL INFORMATION

Additional information about the Company is available on SEDAR at www.sedar.com.

BIOVAXYS INC.
(Formerly BioVaxys LLC)

Condensed Interim Financial Statements
For the Nine Months Ended September 30, 2020

(Unaudited - Expressed in US dollars)

BIOVAXYS INC
(FORMERLY BIOVAXYS LLC)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in US dollars)

As at		September 30, 2020		December 31, 2019
		(unaudited)		(audited)
ASSETS				
Current Assets				
Cash	$	31,010	$	1,500
Prepaid expenses		17,765		-
TOTAL ASSETS	**$**	**48,775**	**$**	**1,500**
LIABILITIES AND SHAREHOLDERS' DEFICIENCY				
Current Liabilities				
Accounts payable and accrued liabilities	$	251,904	$	16,796
Due to related parties (note 4)		161,372		40,509
TOTAL LIABILITIES		413,276		57,305
SHAREHOLDERS'/MEMBER'S DEFICIENCY				
Share/unit capital (note 5)		10,982		1
Deficit		(375,483)		(55,806)
TOTAL SHAREHOLDERS'/MEMBER'S DEFICIENCY		(364,501)		(55,805)
TOTAL LIABILITIES AND SHAREHOLDERS'/MEMBER'S DEFICIENCY	**$**	**48,775**	**$**	**1,500**

Going concern (note 2)

These condensed interim financial statements were authorized for issue by the Board of Directors on January 12, 2021. They are signed on the Company's behalf by:

/s/ James Passin
_____,
Director

/s/ Jeremy Poirier
_____,
Director

The accompanying notes are an integral part of these condensed interim financial statements.

BIOVAXYS INC
(FORMERLY BIOVAXYS LLC)
CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Unaudited - Expressed in US dollars)

	Three months ended September 30, 2020	Three months ended September 30, 2019	Nine months ended September 30, 2020	Nine months ended September 30, 2019
EXPENSES				
Investor relations	$ 3,952	$ -	$ 3,952	$ -
Office and miscellaneous	2,967	-	6,084	-
Professional fees (Note 3)	63,075	7,791	217,701	8,470
Research and development	98,840	-	125,370	-
Travel and accommodation	-	-	-	-
	(168,834)	(7,791)	(353,107)	(8,470)
OTHER INCOME				
Gain on settlement of debt (note 4)	33,430	-	33,430	-
LOSS AND COMPREHENSIVE LOSS	**$ (135,404)**	**$ (7,791)**	**$ (319,677)**	**$ (8,470)**
Loss per share/unit, basic and diluted	**$ (0.07)**	**$ (77.91)**	**$ (0.27)**	**$ (84.70)**
Weighted average number of shares/units outstanding – basic and diluted	**1,800,000**	**100**	**1,169,315**	**100**

The accompanying notes are an integral part of these condensed interim financial statements.

BIOVAXYS INC
(FORMERLY BIOVAXYS LLC)
CONDENSED INTERIM STATEMENTS OF CHANGE IN SHAREHOLDERS'/MEMBER'S DEFICIENCY
(Unaudited - Expressed in US dollars)

	Number of outstanding shares/units	Share/unit capital	Deficit	Total shareholders'/ member's deficiency
Balance, December 31, 2018	**100**	**$ 1**	**$ -**	**$ 1**
Comprehensive loss	-	-	(8,470)	(8,470)
Balance, September 30, 2019	**100**	**$ 1**	**$ (8,470)**	**$ (8,470)**
Balance, December 31, 2019	**1,000,000**	**$ 1**	**$ (55,806)**	**$ (55,805)**
Units issued upon unit grant (note 5)	400,000	-	-	-
Units issued for cash (note 5)	400,000	10,971	-	10,971
Units cancelled upon corporation conversion (note 1)	(1,800,000)	-	-	-
Shares issued upon corporation conversion (note 1)	1,800,000	-	-	-
Shares issued upon exercise of warrant (note 5)	75,000	10	-	10
Shares cancelled upon share exchange (note 1)	(1,875,000)	-	-	-
Shares issued upon share exchange (note 1)	1,875,000	-	-	-
Comprehensive loss	-	-	(319,677)	(319,677)
Balance, September 30, 2020	**1,875,000**	**$ 10,982**	**$ (375,483)**	**$ (364,501)**

The accompanying notes are an integral part of these condensed interim financial statements.

BIOVAXYS INC
(FORMERLY BIOVAXYS LLC)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in US dollars)

Nine months ended		September 30, 2020		September 30, 2019
OPERATING ACTIVITIES				
Net loss	**$**	(319,677)	**$**	(8,470)
Non-cash items				
Gain on settlement of debt		(33,430)		-
Net changes in non-cash working capital items:				
Accounts payable and accrued liabilities		235,108		8,470
Prepaid expenses		(17,765)		-
Due to related parties		154,293		-
Cash provided by operating activities		**18,529**		**-**
FINANCING ACTIVITIES				
Units issued for cash		10,971		-
Shares issued upon exercise of warrant		10		
Cash provided by financing activities		10,981		-
Change in cash		29,510		-
Cash, beginning		1,500		1
Cash, ending	**$**	**31,010**	**$**	**1**

The accompanying notes are an integral part of these condensed interim financial statements.

1. NATURE OF OPERATIONS

BioVaxys Inc. (the "Company") was incorporated as a limited liability company under the Delaware Limited Liability Company Act on May 27, 2016 under the name Autologous Vaccines Holdings, LLC. On May 29, 2018, the Company changed its name to BioVaxys LLC. On May 29, 2020, the Company continued to a Delaware corporation under the Delaware General Corporation Law and changed its name to BioVaxys Inc.

The Company develops antiviral and anticancer vaccine platforms to treat SARS-CoV-2 and other viral infections, as well as ovarian cancer and other solid tumor types. Its head and registered office is located at Corporation Trust Center, 1209 Orange Street, Wilmington, DE19801, U.S.A..

Share Exchange

On June 2, 2020, BioVaxys Technology Corp. ("Acquirer", formerly Lions Bay Mining Corp.) and the Company entered into a share exchange agreement ("Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, the Acquirer acquired all the shares issued and outstanding of the Company by way of a share exchange with the Company's shareholders on September 30, 2020 ("Transaction"), specifically, each shareholder of the Company transferred their shares of BioVaxys Inc. to the Acquirer in exchange for fully paid and non-assessable common shares of the Acquirer.

As a result, the Acquirer issued 29,000,000 common shares at an agreed price of $0.28 per share in exchange for all of the issued and outstanding securities of the Company, which included 3,688,800 common shares issued to certain advisors and 1,160,000 common shares issued to Thomas Jefferson University (Note 4).

Upon completion of the Transaction, the Company became a wholly-owned subsidiary of the Acquirer and the Acquirer changed its name to "BioVaxys Technology Corp.".

Covid-19 Impact

In March 2020, the World Health Organization declared corona virus Covid-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn.

The Company has rapidly adopted to the needs of the society and the demand from the market for corona virus vaccine products. It has initiated the study and development of BVX-0320, its proprietary vaccine candidate for Covid-19.

The extent to which the corona virus may further impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in the United States and other countries to contain and treat the disease. These events are highly uncertain and as such, the Company cannot determine their financial impact at this time.

2. BASIS OF PREPARATION

(a) Statement of compliance

These condensed interim financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standards ("IAS") 34 – Interim Financial Reporting. The condensed interim financial statements should be read in conjunction with the annual financial statements for the years ended December 31, 2019 and 2018, which have been prepared in accordance with IFRS as issued by IASB. The accounting policies followed in these condensed interim financial statements are consistent with those of the previous financial year.

These condensed interim financial statements were approved and authorized by the Board of Directors on January 12, 2021.

(b) Basis of preparation

These condensed interim financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for the cash flow information. These condensed interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited annual financial statement for the fiscal year ended December 31, 2019.

(c) Going concern

These condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. The Company's ability to continue as a going concern and realize the carrying value of its assets is dependent on its ability to raise capital through equity and debt financing, the outcome of which cannot be predicted at this time. These matters indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These condensed interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

(d) Functional and presentation currency

These condensed interim financial statements are presented in US dollars, which is the Company's functional and reporting currency.

3. INTANGIBLE ASSETS

Thomas Jefferson University License

The Company entered into an exclusive license agreement dated April 25, 2018 with Thomas Jefferson University ("TJU") for four U.S. patents ("TJU License"). related to a haptenized cancer vaccine using a single hapten vaccine technology ("Licensed Technology"). Pursuant to the agreement, the Company was granted the exclusive right to use the TJU License to develop, make and sell products in the worldwide for the term from the agreement date to five years after the expiry of the patent. As at September 30, 2020, among the four patents under TJU License, two had expired and the other two expire in 2024 and 2026, respectively.

Under the agreement, the Company is required to pay to TJU the following payments when achieving the corresponding milestones ("Milestone Payment"):

- $15,000 following enrollment of the first patient in a phase 3 clinical trial (or foreign equivalent if outside US) for a product utilizing the Licensed Technology;
- $15,000 following FDA allowance for a product utilizing the Licensed Technology; and
- $50,000 once the Company reach $5,000,000 in net sales of a product utilizing the Licensed Technology.

In addition, the Company is required to pay to TJU a running royalty ("Royalty Payment") based on 2% of net sales of products under TJU License, and 0.25% of net sales of such products during the period after the expiry of the patent.

As a partial royalty for the license granted by TJU, the Company issued to TJU a warrant (note 6(c)) at an exercise price of $10, which will be automatically exercised to 4% of the outstanding equity of the Company on a fully diluted basis upon the earlier of:

(i) the day when the Company's cumulative capital funding equals $4,000,000; and
(ii) 30 days prior to any Qualified Sale or Qualified IPO that provides issuance of shares (Note 1).

The TJU License was recorded at $nil value when it was granted to the Company. During the nine months ended September 30, 2020 and 2019, there was no Milestone Payment or Royalty Payment made by the Company to TJU.

Bihaptenized Cancer Vaccines Patent

On September 24, 2018, Dr. David Berd filed a patent application for bihaptenized autologous vaccines and the use thereof. The application, together with another application amended from it on October 16, 2018, form the technology platform for "bihaptenized cancer vaccines". On October 4, 2019, Dr. Berd assigned these patent applications to the Company for $nil consideration.

During the nine months ended September 30, 2020, the legal and filing costs of $13,856 (September 30, 2019 - $8,470) associated with these patent applications have been expensed on the statement of loss and comprehensive loss.

4. RELATED PARTIES

Key management compensation

Key management consists of the officers and directors who are responsible for planning, directing and controlling the activities of the Company. For the nine months ended September 30, 2020 and 2019, there was no compensation paid to key management.

4. RELATED PARTIES (continued)

Due to related parties

As at September 30, 2020, the Company was indebted to the CEO for $41,372 (December 31, 2019 - $7,079) for reimbursable expenses. The amount is non-interest bearing and has no terms of repayment.

As at September 30, 2020, the Company was indebted to the former parent company for a total of $nil (December 31, 2019 - $33,430) for reimbursable expenses. The amount owing as at December 31, 2019 was non-interest bearing and has no terms of repayments. During the nine months ended September 30, 2020, the amount was written off as the former parent company was dissolved. As a result, a gain on the settlement of debt totaling $33,430 was recorded in the statement of loss and comprehensive loss.

Bridge loan

On April 17, 2020, upon the execution of a non-binding letter of intent ("LOI"), the Acquirer (Note 1) made a secured bridge loan facility of up to $200,000 available to the Company (the "Loan Facility"). The Loan Facility bears interest at a rate of 9% per annum. At the time an initial $20,000 was advanced immediately by the Acquirer to the Company. When the Share Exchange Agreement was executed, the remaining amount of up to $180,000 under the Loan Facility was made available to the Company for draw down in advance to cover reasonable costs and expenses of the Company.

As at September 30, 2020, the Company has been advanced $120,000 under the Loan Facility.

5. SHARE CAPITAL

(a) Authorized

10,000,000 common shares at par value of $0.001 per share (December 31, 2019 – 10,000,000 common units without par value) authorized for issue.

(b) Issued

During the year ended December 31, 2019, the Company completed a unit split. The member received 10,000 new units for each of the old units.

On March 23, 2020, the Company issued 800,000 units. 400,000 units were granted at $nil consideration and 400,000 at approximately $0.03 per unit for total proceeds of $10,971.

On September 30, 2020, the Company issued 75,000 shares to TJU upon its exercise of the one warrant issued effective as of April 25, 2018 as part of the royalty consideration by the Company for the patents licensed from TJU (note 3).

(c) Warrant

During the nine months period ended September 30, 2020 and 2019, no warrant was issued.

6. FINANCIAL INSTRUMENTS

Fair value

IFRS 13, *Fair Value Measurement*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable market data.

As at September 30, 2020, the Company's financial instruments consist of cash, accounts payable and accrued liabilities and due to related parties. The fair values of these financial instruments approximate their carrying values because of their current nature.

The Company is exposed to a variety of financial instrument related risks to various degrees:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The functional and reporting currency of the Company is the US dollar. The Company is not exposed to significant foreign exchange risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. Therefore, it does not have significant exposure to credit risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2020, the Company is not exposed to significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions within the due date.

As of December 31, 2019, the Company had cash of $31,010 (December 31, 2019 - $1,500), accounts payable and accrued liabilities of $251,904 (December 31, 2019 – 16,796) and due to related parties of $161,372 (December 31, 2019 - $40,509). The Company's accounts payable of $249,014 (December 31, 2019 - $16,796) and accrued liabilities of $2,900 (December 31, 2019 - $nil) are due within 90 days. Amounts due to related parties are due on demand. The Company addresses its liquidity through loans from related parties, debt and equity financing obtained through the sale of common units and the exercise of warrants. There is no assurance that it will be able to do so in the future. Liquidity risk is assessed as at a high level.

7. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. As at September 30, 2020, the Company does not have any externally imposed capital requirements. The Company defines its capital as unit capital and reserves. The Company has financed its capital requirements primarily through unit issuances, warrant issuances and obtaining loans. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common units or obtain new loans.

The Company's ability to continue its operations is dependent on its success in raising equity through unit issuances, suitable debt financing and/or other financing arrangements. The Company will need to raise additional funds since its current cash position is not sufficient to cover its anticipated operating budget for the next twelve months. There exists a material uncertainty as to the Company's ability to raise additional funds on favorable terms in order to continue as a going concern.

BioVaxys Inc. (Formerly BioVaxys LLC)
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Nine Months Ended September 30, 2020 and 2019
As of January 12, 2021

This management discussion and analysis ("MD&A") of BioVaxys Inc (formerly BioVaxys LLC, the "Company" or "BioVaxys") for the nine months ended September 30, 2020 and 2019 is performed by management using information available as of January 12, 2021. Management has prepared this MD&A with reference to National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators. This MD&A should be read in conjunction with the Company's condensed interim financial statements for the nine months ended September 30, 2020 and 2019 and the audited financial statements for the years ended December 31, 2019 and 2018, and the related notes thereto ("Annual Financial Statements"). The Company's Annual Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in US dollars unless otherwise indicated.

This MD&A contains certain "forward-looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws that may not be based on historical facts, including, without limitation, statements containing the words "believe", "may", "plan", "will", "estimate", "continue", "anticipate", "intend", "expect", "predict", "project", "potential", "continue", "ongoing" or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words and similar expressions. Forward-looking statements are necessarily based on estimates and assumptions made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as the factors we believe are appropriate. Forward-looking statements in this MD&A include but are not limited to statements relating to:

- estimates of our future revenues and profits;
- treatment under government regulatory and taxation regimes;
- projections of market prices and costs and the future market for the Company's products and conditions affecting same;
- ability to obtain and protect the Company's intellectual property and proprietary rights;
- expectations regarding the Company's ability to raise capital;
- timing and costs associated with completing research and development work relating to the Company's products;
- the Company's strategies, objectives and plans to pursue the commercialization of its products;
- the Company's ability to conduct all required clinical and non-clinical trials for its products, including the timing and result of such trials;
- the Company's estimates of the size of the potential markets for its products and the rate and degree of market acceptance of such products;
- statements and information concerning the Transaction (see heading "Transaction");
- statements relating to the business and future activities of, and developments related to the Company after the date of this MD&A and thereafter;
- market position, and future financial or operating performance of the Company; and
- liquidity of the common shares of the Company.

Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language above and on pages 10-20. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

Such statements reflect our current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by BioVaxys, as of the date of such statements, are inherently subject to significant medical, scientific, business, economic, competitive, political and social uncertainties and contingencies.

In evaluating forward-looking statements, current and prospective shareholders should specifically consider various factors, including the risks outlined below under the heading “Financial Instruments” and below under the heading “Risks”.

BACKGROUND

The Company was incorporated as a limited liability company under the Delaware Limited Liability Company Act on May 27, 2016 under the name Autologous Vaccines Holdings, LLC. On May 29, 2018, the Company changed its name to BioVaxys LLC. Its registered office is located at Corporation Trust Center, 1209 Orange Street, Wilmington, DE19801, U.S.A. On May 29, 2020, the Company continued to a Delaware corporation under the Delaware General Corporation Law and changed its name to BioVaxys Inc.

COVID-19

In March 2020, the World Health Organization declared corona virus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn.

The Company has rapidly adopted to the needs of the society and the demand from the market for corona virus vaccine products. It has initiated the study and development of BVX-0320, its proprietary vaccine candidate for COVID-19.

Refer to the further discussion related to COVID-19 implication under the heading “Risks”.

TRANSACTION

On June 2, 2020, BioVaxys Technology Corp. (formerly Lions Bay Mining Corp., the “Acquirer”,) and the Company entered into a share exchange agreement (“Share Exchange Agreement”). Pursuant to the Share Exchange Agreement, the Acquirer acquired all the shares issued and outstanding of the Company by way of a share exchange with the Company’s shareholders on September 30, 2020 (“Transaction”), specifically, each shareholder of the Company transferred their shares of BioVaxys Inc. to the Acquirer in exchange for fully paid and non-assessable common shares of the Acquirer.

As a result, the Acquirer issued 29,000,000 common shares at an agreed price of $0.28 per share in exchange for all of the issued and outstanding securities of the Company, which included 3,688,800 common shares issued to certain advisors and 1,160,000 common shares issued to Thomas Jefferson University (Note 4).

Upon completion of the Transaction, the Company became a wholly-owned subsidiary of the Acquirer and the Acquirer changed its name to “BioVaxys Technology Corp.”.

On April 17, 2020, upon the execution of a non-binding letter of intent (“LOI”), the Acquirer (Note 1) made a secured bridge loan facility of up to $200,000 available to the Company (the “Loan Facility”). The Loan Facility bears interest at a rate of 9% per annum. At the time an initial $20,000 was advanced immediately by the Acquirer to the Company. When the Share Exchange Agreement was executed, the remaining amount of up to $180,000 under the Loan Facility was made available to the Company for draw down in advance to cover reasonable costs and expenses of the Company.

BUSINESS OVERVIEW

The Company is developing antiviral and anticancer vaccine platforms to treat SARS-CoV-2 and other viral infections, as well as ovarian cancer and other solid tumor types. The Company's founders are a highly experienced management team with extensive backgrounds in clinical research, commercial biopharmaceuticals development, and corporate finance.

BioVaxys' vaccine platform technology is based on the concept of haptenization. This idea has a long history, beginning with the work of the immunologist and Nobel laureate Karl Landsteiner in the 1920's. Landsteiner and other scientists showed in animal models that attaching a small chemical (a hapten) to a protein allowed that protein to be recognized by the immune system even if the animals were originally unresponsive to the protein. Simply put, the process of haptenization "teaches" a patient's immune system to recognize and make target proteins more 'visible' as foreign, thereby stimulating a more intense immune response.

This work has been expanded upon by a number of researchers in various animal models. We now understand that T-cells (or T-lymphocytes, which are white blood cells that are crucial in tumor rejection) react against the haptenized material and that T-cells also react against the non-haptenized tumor or virus. It is the belief of the management of BioVaxys, that a broad range of tumors and viral antigens are similarly affected by haptenization.

BioVaxys is a clinical stage company and does not anticipate any near-term need for establishing chemistry or other internal laboratory facilities. Preclinical, non-Good Manufacturing Practices ("non-GMP") and Good Manufacturing Practices ("GMP") manufacturing, and other development work will be contracted to contract development and manufacturing organizations ("CDMOs"), outsourced or partnered, which management of BioVaxys believes will make the Company a leaner and more efficient operation.

Our Products

SARS-CoV-2

The Company's lead vaccine candidate in preclinical development for COVID-19 is BVX-0320, a haptenized SARS-CoV-2 s-spike protein which is critical to the virus' ability to bind to and enter human cells. The s-protein is immunogenic, and antibodies and T-cell responses against it neutralize the virus. Studies have demonstrated that patients recovering from SARS-CoV-2 infection carried T-cells that recognized the SARS-CoV-2 s-spike protein, and virus-specific killer T-cells were detected in test subjects. As haptenized proteins are known to induce potent T-cell responses, BioVaxys' management believes its approach could have an advantage over other developing SARS-Cov-2 vaccines. Furthermore, BioVaxys' clinical experience with haptenization and safety data from prior Phase I and Phase II clinical studies of haptenized vaccines may prove advantageous from a regulatory perspective and lead to an accelerated development process. BioVaxys plans to complete preclinical development of BVX-0320 and file an IND for a Phase I study in 2021. BioVaxys wholly-owns its patent application covering the haptenized viral antigen platform.

Ovarian Cancer

BVX-0918A is BioVaxys' lead haptenized tumor cell vaccine for ovarian cancer, which it plans to seek EU regulatory approval for compassionate use in Stage III and Stage IV disease. BioVaxys' cancer vaccines are created by extracting a patient's own (e.g. 'autologous') cancer cells, chemically linking them time-to-time with a hapten, and re-injecting them into the patient to induce an immune response to proteins which are otherwise not immunogenic. Haptenization is a well-known and well-studied immunotherapeutic approach in cancer treatment, and has been evaluated in both regional and disseminated metastatic tumors. A first generation single-hapten vaccine developed by Dr. David Berd, Chief Medical Officer and a BioVaxys founder, achieved positive immunological and clinical results in Phase I/II trials. At BioVaxys, we have enhanced the original vaccine approach of using a single hapten to now utilizing two haptens ("bi-haptenization"), which BioVaxys believes will yield superior results. Single haptenization only modifies hydrophilic amino acids on antigenic proteins, but utilizing two haptens modifies both hapten hydrophilic and hydrophobic amino acids on these target proteins, making the protein more foreign to the immune system with modification of these additional amino acids. A greater number of T-cells is activated by the addition of the second hapten (i.e. more modified amino acids) so the number of T-cells potentially reactive to the unmodified protein increases.

Further, BioVaxys plans to combine the use of its vaccine with “checkpoint antibodies”, which are a relatively new class of cancer therapy. The rationale for the combination is that checkpoint inhibitors on their own are powerful augmenters of cellular immune response. BioVaxys believes its vaccine changes the tumor environment to make them more susceptible to checkpoint inhibitors, and expects a synergistic response from the combination. BioVaxys is optimistic for Phase I and Phase II clinical outcomes for BVX-0918A, as these studies have already been successful with the prior single hapten approach. The Company is seeking EU regulatory approval for Compassionate Use in Stage III & Stage IV ovarian cancer targeted for 2022. BioVaxys has an exclusive license from Thomas Jefferson University to issued US Patents related to haptenized cancer vaccines and cryopreservation of tumor cells, and wholly-owns patent applications covering the bihaptenized cancer vaccine platform in combination with checkpoint inhibitors.

History and Developments to Date

From its inception in 2016 through 2019, BioVaxys was principally engaged in the negotiation of the license agreement with Thomas Jefferson University (the “University”) for those active patents related to a haptenized cancer vaccine using a single hapten, and which were previously licensed from the University by Avax Technologies, Inc. (“Avax”), a now defunct former world leader in haptenized autologous vaccines, as well as filing its own patents related to bihaptenized autologous vaccines in combination with checkpoint inhibitors. During this time, BioVaxys was also testing the interest among investment groups and biopharma companies of various commercial strategies that it was considering. BioVaxys had not conducted its own research but instead leveraged the know-how of haptenized autologous cell vaccines developed by one of its founders, Dr. David Berd, while at Thomas Jefferson University in Philadelphia, Pennsylvania, and key learnings from the experiences of Avax. Mr. Kenneth Kovan, another founder of BioVaxys, was a founder of Avax and James Passin, the third founder of BioVaxys, was a significant shareholder of Avax. As of the date of this MD&A, BioVaxys does not have any employees.

Key Developments

Below is a list of the key development events of BioVaxys from inception through to the date of this MD&A:

- On April 25, 2018, BioVaxys entered into a license agreement with Thomas Jefferson University related to four patents (two have since expired) related to a haptenized cancer vaccine using a single hapten. These patents were previously licensed by Avax. As further consideration of the milestone payments and royalty, Thomas Jefferson University was issued a warrant effective as of April 25, 2018 to purchase 4% of the outstanding shares of BioVaxys on a fully diluted basis for an exercise price of $10.

- On September 24, 2018, Dr. Berd filed Provisional Application # 62/735,381 with the US Patent Office for “Bihaptenized Autologous Vaccines and Uses Thereof”. This Provisional Application was amended on October 16, 2018 under Provision Application #62/746,066. These form the technology platform for “bihaptenized cancer vaccines” described later in this MD&A. On October 4, 2019, Dr. Berd assigned these patent applications to BioVaxys. Costs related to preparing and filing this provisional application were $13,856 payable to the law firm of Morgan Lewis (Philadelphia PA).

- In September 2018, BioVaxys paid $1,131 to Morgan Lewis for filing recurring patent fees required by the US Patent and Trademark Office (“USPTO”) for issued patents licensed from TJU. Failure to pay these fees results in a termination of the US patent.

- In 2018, all three BioVaxys founders attended the BIO Industry Conference, held in San Francisco. This annual conference is a major venue for meeting potential investors, development partners, and other interested parties. BioVaxys used the meeting to test its strategy and interest in its technology portfolio during group presentations and over twenty one-on-one meetings with interested parties, and as a Key Development, was able to refine its commercial and scientific planning. Expenses related to the BIO meeting were $11,400, paid by the founders

- Based on work completed by Dr. Berd, on March 3, 2020, BioVaxys filed Provisional Application # 62/992722 for "Haptenized Coronavirus Spike Protein Vaccine". This application forms the technology platform for the "SARS-CoV-2 vaccine". Costs related to preparing and filing this provisional application were approximately $7,000 payable to the law firm of Morgan Lewis (Philadelphia PA).

- In June 2020, BioVaxys obtained a supply of 2019 CoV-2 s-spike protein from research supplier Sino Biological Inc. for $23,630, which is a core constituent of the vaccine. Production of the initial batch of non-GMP haptenized s-spike protein for the preclinical murine model (or mouse study) was completed on August 27, 2020 by custom manufacturer Millipore Sigma Inc. (St. Louis, MO), which in June 2020 was engaged under contract by BioVaxys in consideration of $10,000 to produce this single batch. This batch of non-GMP vaccine from Millipore Sigma was used in the murine immune response study (also known as a mouse study) which was contracted for consideration of $172,800 to Charles River Laboratories, Inc. ("CRL") of Mattewan, MI in June 2020. CRL received the batch of completed non-GMP haptenized s-spike protein vaccine from Millipore Sigma as scheduled on August 28, 2020. Invoices from Millipore Sigma and CRL are payable upon completion of work and paid from proceeds of the Loan Facility.

- In July 2020, BioVaxys selected the saponin "QS-21" as an adjuvant to be administered with its candidate vaccine for SARS-CoV-2. Adjuvants are like immune system "amplifiers", and are frequently used in combination with many vaccines for this purpose. One of the most widely used and potent immunological adjuvants is QS-21, which is obtained from the Chilean soap bark tree (*Quillaja Saponaria*). QS-21 exhibits exceptional adjuvant properties for a range of antigens, possessing an ability to amplify clinically significant antibody and T-cell responses to vaccine antigens. QS-21 has been approved by the FDA for use in several other vaccines. BioVaxys has had discussions with the Desert King International (San Diego, CA) the US supplier of QS-21, and after August 31, 2020 purchased 6mg of QS-21 adjuvant for $900 for use in the murine immunological study being conducted by CRL. Cost of the QS-21 has been paid to Desert King out of the Loan Facility proceeds.

- CRL completed the design and validation of the assay to be used to evaluate the immune response of the BioVaxys vaccine, with final validation analysis of the assay provided to BioVaxys on September 1, 2020. Dosing of the first animals in the mouse study began as planned on September 3, 2020, and was completed in October 2020. BioVaxys determined that immunizing mice with two doses of BVX-0320, its COVID-19 vaccine candidate, induced high levels of antibodies against the S1 fragment of the SARS-CoV-2 spike protein associated with inhibition of the binding of the virus to cells of the respiratory tract. BioVaxys scientists also observed a clear dose-response, with lower levels of antibodies induced by the two lowest doses tested of 0.3ug and 1ug (median titers 1:59 and 1:124, respectively), and with significantly higher antibody levels with the two highest doses tested of 3ug and 10ug (median titers 1:9430 and 1:4800, respectively). No toxicity was noted in mice at any dose. None of the work for the murine immune response study involves any further consideration beyond fee-for-service.

- BioVaxys has engaged a regulatory consulting practice group who have extensive experience in working with the FDA to support the development of regulatory strategy, and has entered into a consulting agreement with Leo Lentendre LLC, an experienced biopharmaceutical manufacturing advisory group.

- FDA Industry Guidance issued June 2020 entitled "Development and Licensure of Vaccines to Prevent COVID-19" suggested that the level of T-cell activation by a vaccine candidate be part of an IND filing (although these suggestions are not mandatory, they are "recommended" by the FDA). In July 2020, BioVaxys supplemented the immune response analysis conducted by Charles River Laboratories Inc. to also include quantitative analysis of the level of post-vaccination T-cell activation. The additional analysis was designed in July and used cryopreserved spleen cells (as the spleen is an organ that produces T-cells) from the same mice used in the murine immune response model with the T-cell activation data available in November 2020. BioVaxys found that its haptenized SARS-CoV-2 s-spike vaccine activated CD4+, CD69+, and other T-cells, concluding that immunization with BVX-0320 at two different dose levels of 3ug or 10ug+ stimulated immune system memory 'helper' T-cells. These

CD4+ T-cells are crucial in achieving a regulated effective immune response to viral pathogens, and are central to adaptive immune responses. Generated following an immune response, memory helper CD4+ T-cells retain information about their activation, which enables them to respond against reactivation from viral exposure. Possessing both immune response data and T-cell activation from the murine model offers a more complete and competitive assessment of potential efficacy.

- BioVaxys has held initial exploratory discussions with contract research organizations (CRO's) to provide a source of GMP-grade SARS-CoVS-2 s-1 protein, and with contract manufacturing organizations (CMOs) to perform haptenization to the s-1 protein under GMP conditions. Prospective CROs for producing a supply of GMP s-1 protein include Wuxi Biologics, Ology Biologicals, and Horizon Discovery. Final GMP haptenization and production of clinical supply for the planned SARS-CoV-2 Phase I study is under review with Wuxi Biologics and The Fred Hutchinson Cancer Research Center, which has GMP production capability. Contracts are expected in January 2021.

- In August 2020, BioVaxys and its patent counsel, The Law Firm of Morgan Lewis (Philadelphia PA) began preparing a Provisional Patent Application for a novel invention made by BioVaxys for screening for an immune system T-cell response in patients who may have been exposed to SARS-CoV-2, and a T-cell response in those patients who have received a vaccine for SARS-CoV-2 (not limited to BioVaxys's vaccine), to evaluate viral infection status, vaccine efficacy, etc. This Provisional Patent Application was filed with the USPTO in October 2020.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

For the nine months ended September 30, 2020 compared to the nine months ended September 30, 2019:

During the nine months ended September 30, 2020, the Company had a net and comprehensive loss of $319,677 (2019 - $8,470) from operations. As the Company does not yet generate revenue from its operations, changes in the financial performance and financial condition of the Company are driven solely by changes in the Company's expenses. Significant items affecting expenses are as follows:

- *Investor relations* increased by $3,952 due to the Company setting up the website for potential investors.
- *Office and miscellaneous* increased by $6,084 due to the Company increasing general administrative activities.
- *Professional fees* increased by $209,231 from $8,470 in the nine months ended September 30, 2019 to $217,701 in the nine months ended September 30, 2020. The increase in professional fees was due to the legal expenses related to the Transaction as well as significant patent related legal work.
- *Research and development* increased by $125,370, mainly due to work with Sino Biological Inc. providing a supply of 2019 CoV-2 s-spike protein and Charles River Laboratories Inc for performing the mouse study.
- *Gain on settlement of debt* of $33,430 was recorded in the nine months ended September 30, 2020 due to the write-off of the amount due to the former parent company upon its dissolution.

For the three months ended September 30, 2020 compared to the three months ended September 30, 2019:

During the three months ended September 30, 2020, the Company had a net and comprehensive loss of $135,404 (2019 - $7,791) from operations. As the Company does not yet generate revenue from its operations, changes in the financial performance and financial condition of the Company are driven solely by changes in the Company's expenses. Significant items affecting expenses are as follows:

- *Investor relations* increased by $3,952 due to the Company setting up the website for potential investors.
- *Office and miscellaneous* increased by $2,967 due to the Company increasing general administrative activities.

- *Professional fees* increased by $55,284 from $7,791 in the three months ended September 30, 2019 to $63,075 in the three months ended September 30, 2020. The increase in professional fees was due to the legal expenses related to the Transaction as well as significant patent related legal work.
- *Research and development* increased by $98,840 mainly due to work with Charles River Laboratories Inc. for performing the mouse study.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected unaudited financial data for each of the last eight fiscal quarters:

	Quarters Ended			
	September 30, 2020	July 31, 2020	March 31, 2020	December 31, 2019
	$	$	$	$
Revenue	nil	nil	nil	nil
Net loss for the period	(135,430)	(104,447)	(79,800)	(20,949)
Basic and diluted loss per share	(0.07)	(0.06)	(0.07)	(0.10)

	Quarters Ended			
	September 30, 2019	July 31, 2019	March 31, 2019	December 31, 2018
	$	$	$	$
Revenue	nil	nil	nil	nil
Net loss for the period	(7,791)	(555)	(124)	(18,083)
Basic and diluted loss per share	(77.91)	(5.55)	(1.24)	(180.83)

Variations in the Company's net losses and expenses for the eight quarters above resulted primarily from the following factors:

- During the nine months ended September 30, 2020, the net loss increased each quarter as the Company increased legal activities and research activities.
- During the year ended December 31, 2019, the net loss increased throughout the year as the Company had more professional fees related to patent work.
- During the quarter ended December 31, 2018, the net loss increased as all three BioVaxys founders attended the BIO Industry Conference, held in San Francisco in the quarter.

LIQUIDITY AND CAPITAL RESOURCES

Cash used in operating activities is comprised of net loss and net change in non-cash working capital items. Cash used in operating activities increased to $18,529 in nine months ended September 30, 2020 from $nil in the nine months ended September 30, 2019. The increase of $18,529 is primarily due to the timing difference related to the non-cash working capital changes in accounts payable and amounts due to related parties between the periods.

During the nine months ended September 30, 2020, cash of $10,981 was provided by financing activities due to units issued for cash and shares issued upon the exercise of warrant.

There were no investing activities for the nine months ended September 30, 2020 and 2019.

As at September 30, 2020, the Company had working capital deficit of $364,501 compared to working capital deficit of $55,805 as of December 31, 2019. The Company's working capital needs fluctuate due to multiple projects which place variable demands on resources and timing of expenditures. The Company anticipates receiving cash proceeds from future public offerings and private placements, however, the Company cannot predict the timing, if any. The ability of the Company to arrange additional financing in the

future will depend, in part, on the prevailing capital market conditions and its success with its strategic collaborations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no undisclosed off-balance sheet arrangements that have or are reasonably likely to have, a current or future effect on its results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources that is material to investors.

PROPOSED TRANSACTIONS

There are at present no transactions outstanding that have been proposed but not approved by either the Company or regulatory authorities.

OUTSTANDING SHARE CAPITAL

As at the date of this MD&A, there were 1,875,000 common shares issued and outstanding, and other securities convertible into common shares, as summarized in the following table:

	Number Outstanding as of the Date of this MD&A	Number Outstanding as of September 30, 2020
Common shares issued and outstanding	1,875,000	1,875,000

There was no share capital activity subsequent to the September 30, 2020.

RELATED PARTY DISCLOSURE

Key management consists of the officers and directors who are responsible for planning, directing and controlling the activities of the Company. For the nine months ended September 30, 2020 and 2019, there was no compensation paid to key management.

Related party balances:

- As at September 30, 2020, the Company was indebted to James Passin, CEO for $41,372 (December 31, 2019 - $7,079) for reimbursable expenses. The amount is non-interest bearing and has no terms of repayment.
- As at September 30, 2020, the Company was indebted to the former parent company, Firebird Global Management Fund, for a total of $nil (December 31, 2019 - $33,430) for reimbursable expenses. The amount was non-interest bearing and has no terms of repayments. During the nine months ended September 30, 2020, the amount outstanding at December 31, 2019 was written off as the former parent company was dissolved. As a result, a gain on the settlement of debt totaling $33,430 was recorded in the statement of loss and comprehensive loss.

SIGNIFICANT ACCOUNTING ESTIMATES, JUDGEMENTS AND NEW POLICIES

The preparation of the financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The following are critical judgments and/or estimates that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

i. Management is required to assess the functional currency of the Company. In concluding that the US dollar is the functional currency of the Company, management considered the currency that mainly influences the operating expenditures in the jurisdiction in which the Company operates.

ii. Management uses judgment in determining the assumption that the Company is a going concern and will continue in operation for the foreseeable future and for at least one year and the assumptions for cash flow projections, such as anticipated financing and future commitments to assess the Company's ability to continue as a going concern. The factors considered by management are disclosed in Note 2 in the audited annual financial statements for the years ended December 31, 2019 and 2018.

FINANCIAL INSTRUMENTS

Fair value

IFRS 13, *Fair Value Measurement*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable market data.

As at September 30, 2020, the Company's financial instruments consist of cash and accounts payable. The fair values of these financial instruments approximate their carrying values because of their current nature.

The Company is exposed to a variety of financial instrument related risks to various degrees:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The functional and reporting currency of the Company is the US dollar. The Company is not exposed to significant foreign exchange risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. Therefore, it does not have significant exposure to credit risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at September 30, 2020, the Company is not exposed to significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions within the due date.

As of September 30, 2020, the Company had cash of $31,010, accounts payable and accrued liabilities of $251,904 and due to related parties of $161,372. The Company's accounts payable and accrued liabilities are due within 90 days. Amounts due to related parties are due on demand. The Company addresses its liquidity through loans from related parties, debt and equity financing obtained through the sale of common units and the exercise of warrants. There is no assurance that it will be able to do so in the future. Liquidity risk is assessed as at a high level.

RISKS

Going Concern

Because of BioVaxys' continuing need for capital, there remain questions as to its ability to continue as a going concern.

The Company presently anticipates that its current cash resources will be sufficient to fund operations through 2021, depending upon how aggressively the Company implements its development plans. The Company has only a limited ability to generate revenues from operations, and any revenues it generates are almost certain to be substantially less than its operating expenses. Accordingly, it will be necessary to raise additional equity capital. Because of the Company's limited cash and financial resources, its ability to continue as a going concern beyond the next 12 months is in question.

The Company has no way of knowing if it will be able to complete any additional financings.

Limited Operating History and Lack of Profit

BioVaxys is an early-stage biopharmaceutical company with a limited operating history. The likelihood of success of BioVaxys' business plan must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding early-stage businesses and the regulatory and competitive environment in which BioVaxys operates. Biopharmaceutical product development is a highly speculative undertaking, involves a substantial degree of risk and is a capital-intensive business. Therefore, BioVaxys expects to incur expenses without any meaningful corresponding revenues unless and until it is able to obtain regulatory approval and subsequently sell its products in significant quantities. To date, BioVaxys has not generated any revenue from its products. BioVaxys has incurred losses and anticipates that its losses will increase as it continues its development and clinical trials and seeks regulatory approval for the sale of its therapeutic product. There can be no assurance that it will have earnings or positive cash flow in the future. Further, even if

BioVaxys is able to commercialize any of its product candidates, there can be no assurance that BioVaxys will generate significant revenues or ever achieve profitability.

BioVaxys expects to continue to incur substantial losses for the foreseeable future, and these losses may be increasing. BioVaxys is uncertain about when or if it will be able to achieve or sustain profitability. If BioVaxys achieves profitability in the future, it may not be able to sustain profitability in subsequent periods.

Coronavirus Pandemic

The current outbreak of COVID-19 and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions, which may adversely impact the Company's operations, and the operations of its suppliers, contractors and service providers, the ability to obtain financing and maintain necessary liquidity, and the ability to market the Company's product menu. The outbreak of COVID-19 and political upheavals in various countries have caused changes to traditional methods of conducting business. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time.

Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Travel bans and other government restrictions may also adversely impact the Company's operations and the ability of the Company to grow its business. In particular, if any employees or consultants of the Company become infected with Coronavirus or similar pathogens and/or the Company is unable to source necessary consumables or supplies, due to government restrictions or otherwise, it could have a material negative impact on the Company's operations and prospects, including the complete shutdown of its marketing activities. The situation is dynamic and changing day-to-day. The Company is exploring several options to deal with any repercussions that may occur as a result of the COVID-19 outbreak.

Research and Development Risks

The following discussion of risks under this heading primarily reflect the US regulatory framework, but similar risks broadly apply to the European Union.

We make no assurance that our research and development programs will result in regulatory approval or commercially viable products. To achieve profitable operations, we alone or with others, must successfully develop, gain regulatory approval for, and market our future products. We currently have no products that have been approved by the US Food and Drug Administration ("FDA"), or any similar regulatory authority. To obtain regulatory approvals for our product candidates being developed and to achieve commercial success, clinical trials must demonstrate that the product candidates are safe for human use and that they demonstrate efficacy. We have not yet commenced clinical trials for our product candidates. Many product candidates never reach the stage of clinical testing and even those that do have only a small chance of successfully completing clinical development and gaining regulatory approval. Product candidates may fail for a number of reasons, including but not limited to being unsafe for human use or due to the failure to provide therapeutic benefits equal to or better than the standards of treatment at the time of testing. Unsatisfactory results obtained from a particular study relating to a research and development program may cause us to abandon commitments to that program. Positive results from early preclinical research may not be indicative of favourable outcomes in later-stage clinical trials, and we make no assurance that any future studies, if undertaken, will yield favourable results. The stage of our research makes it particularly uncertain as to whether any of its product development efforts will prove to be successful and meet applicable regulatory requirements, and whether any of its product candidates will receive the necessary regulatory approvals, be capable of being manufactured at a reasonable cost or be successfully marketed. If we are successful in developing its current and future product candidates into approved products, we will still experience many potential obstacles, which would affect our ability to successfully market and commercialize such approved products, such as the need to develop or obtain manufacturing, marketing and distribution capabilities, price pressures from third-party payors, or proposed changes in health care systems. If we are unable to successfully market and commercialize any of its products, its financial condition and results of operation may be materially and adversely affected. We make no assurance that

any future studies, if undertaken, will yield favorable results. Many companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in later-stage clinical trials after achieving positive results in early-stage development, and we cannot be certain that it will not face similar setbacks. These setbacks have been caused by, among other things, preclinical findings made while clinical trials were underway or safety or efficacy observations made in clinical trials, including previously unreported adverse events. Preclinical and clinical data are often susceptible to varying interpretations and analyses, and many companies that believed their product candidates performed satisfactorily in preclinical studies and clinical trials nonetheless failed to obtain regulatory approval. If we fail to produce positive results in its future clinical trials and other programs, the development timeline and regulatory approval and commercialization prospects for our product candidates, and correspondingly, its business and financial prospects, would be materially adversely affected.

Preclinical and Clinical Development Risks

Third Party Risk with respect to Preclinical Studies and Clinical Trials

We rely on and will continue to rely on Millipore Sigma as the source of our non-GMP vaccine product for preclinical studies, and on Charles River Laboratories, Inc. for our preclinical development work, and on other third parties to conduct other preclinical and clinical development activities. Preclinical activities include in vivo studies that provide immunogenicity, T-cell activation, and other critical data sets, pharmacology and toxicology studies and assay development. Clinical development activities include trial design, regulatory submissions, clinical patient recruitment, clinical trial monitoring, clinical data management and analysis, safety monitoring and project management. If there is any dispute or disruption in our relations with Charles River Laboratories, Inc., with any other chosen third parties for preclinical studies or for any clinical trials, or if they are unable to provide quality services in a timely manner and at a feasible cost our active development programs will face delays. Further, if any of these third parties fails to perform as we expect or if our work fails to meet regulatory requirements, our testing could be delayed, cancelled or rendered ineffective.

Sourcing the Vaccine Adjuvant Bacillus Calmette-Guerin ("BCG")

BioVaxys administers the vaccine adjuvant Bacillus Calmette-Guerin ("BCG") with autologous haptenized vaccines for ovarian cancer. BCG is an approved product for Bladder Cancer and can be administered by physicians as a stand-alone vaccine. There are several sources of BCG, each formulation of which differs based upon the original source of the product. If the Company is unable to continue to obtain the current strain of BCG (the "Tice" strain) used in is clinical trials, the Company may not be permitted by regulatory authorities to use another strain of BCG without conducting additional clinical studies with the new strain of BCG.

Enrolling Patients in Clinical Trial

As our product candidates advance from preclinical testing to clinical testing, and then through progressively larger and more complex clinical trials, we will need to enroll an increasing number of patients that meet its eligibility criteria. There is significant competition for recruiting patients in clinical trials, and we may be unable to enroll the patients we need to complete clinical trials on a timely basis or at all. The factors that affect our ability to enroll patients are largely uncontrollable and include, but are not limited to, the following:

- size and nature of the patient population;
- eligibility and exclusion criteria for the trial;
- design of the study protocol;
- competition with other companies for clinical sites or patients;
- the perceived risks and benefits of the product candidate under study;
- the patient referral practices of physicians; and the number, availability, location and accessibility of clinical trial sites.

BioVaxys will compete with other clinical programs and other treatments for patients for its clinical trials, which will affect its ability to enroll quickly the Company's clinical trials.

Companies with clinical trials, including BioVaxys, provide information and other incentives to infectious disease specialists, oncologists, and other specialists as an inducement to participate in clinical trials. A physician is required to place patients in clinical trials based upon the physician's assessment of the likely benefits of that clinical trial to the patient. The information provided by BioVaxys regarding any future clinical trials may not be sufficient to persuade physicians to place their patients in its clinical trials. The Company's business and financial condition will be materially and adversely affected by the failure to enroll its clinical trials.

Delays in Clinical Testing

We cannot predict whether any clinical trials will commence as planned, will need to be restructured, or will be completed on schedule, or at all. Our product development costs will increase if we experience delays in clinical testing or approval or if we need to perform more or larger clinical trials than planned.

Significant clinical trial delays could shorten any periods during which we may have the exclusive right to commercialize our product candidates or allow its competitors to bring products to market before us, which would impair our ability to successfully commercialize our product candidates and may harm our financial condition, results of operations and prospects. The commencement and completion of clinical trials for our products may be delayed for a number of reasons, including delays related but not limited to:

- regulatory authorities' failure to grant permission to proceed or placing the clinical trial on hold;
- patients failing to enroll or remain in our trials at the rate we expect;
- suspension or termination of clinical trials by regulators for a variety of reasons, including failure of our contract research organizations (CROs) to satisfy their contractual duties or meet expected deadlines;
- inspections of clinical trial sites by regulatory authorities, regulatory authorities or ethics committees finding regulatory violations that require us to undertake corrective action, resulting in suspension or termination of one or more sites or the imposition of a clinical hold on the entire study;
- one or more regulatory authorities or ethics committees rejecting, suspending or terminating the study at an investigational site, precluding enrollment of additional subjects, or withdrawing its approval of the trial;
- failure to reach agreement on acceptable terms with prospective clinical trial sites;
- changes in regulatory requirements or policies may occur and we may need to amend study protocols to reflect these changes, and amendments may require us to resubmit its study protocols to regulatory authorities or ethics committees for re-examination, which may impact the cost, timing or successful completion of that trial, including concerns about patient safety or failure of our collaborators to comply with GMP requirements;
- product candidates demonstrating a lack of safety or efficacy during clinical trials;
- patients failing to complete clinical trials due to dissatisfaction with the treatment, side effects or other reasons;
- reports of clinical testing on similar technologies and products raising safety or efficacy concerns;
- competing clinical trials and scheduling conflicts with participating clinicians; and
- clinical investigators not performing our clinical trials on their anticipated schedule, dropping out of a trial, or employing methods not consistent with the clinical trial protocol, regulatory requirements or other third parties not performing data collection and analysis in a timely or accurate manner.

Negative Results from Clinical Trials or Studies of Others and Adverse Safety Events

From time to time, studies or clinical trials on various aspects of biopharmaceutical products are conducted by academic researchers, competitors or others. The results of these studies or trials, when published, may have a significant effect on the market for the biopharmaceutical product that is the subject of the study. The publication of negative results of studies or clinical trials or adverse safety events related to our product candidates, or the therapeutic areas in which our product candidates compete, could adversely affect its

future commercialization efforts, its share price and our ability to finance future development of our product candidates, and its business and financial results could be materially and adversely affected.

The clinical trial and regulatory approval process for BioVaxys' products will be expensive and time consuming and the outcome is uncertain.

To obtain regulatory approval for the commercial sale of BioVaxys products, it must demonstrate through clinical trials that its products are safe and effective. The Company will incur substantial expense for, and devote a significant amount of time to pre-clinical testing and clinical trials of the Company's products in the U.S. and/or other markets. The results from pre-clinical testing and early clinical trials are not totally predictive of results that may be obtained in later clinical trials. Data obtained from pre-clinical testing and clinical trials are susceptible to varying interpretations, which may delay, limit or prevent regulatory approval. In addition, regulatory delays or rejections may be encountered as a result of many factors, including changes in regulatory policy during the period of product development. The Company's business and financial condition will be materially and adversely affected by any delays in, or termination of, its clinical trials.

The Company may not be able to obtain the funding to complete the regulatory approval process or it may fail to obtain FDA approval for its products, or regulatory approval in other markets. The Company may never be able to commercialize its vaccine products in the U.S. or other markets.

Safety and Efficacy

Before obtaining marketing approval from regulatory authorities for the sale of our product candidates, we must conduct preclinical studies in animals and extensive clinical trials in humans to demonstrate the safety and efficacy of the product candidates. Clinical testing is expensive and difficult to design and implement, can take many years to complete and has uncertain outcomes. The outcome of preclinical studies and early clinical trials may not predict the success of later clinical trials, and interim results of a clinical trial do not necessarily predict final results. A number of companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in advanced clinical trials due to lack of efficacy or unacceptable safety profiles, despite promising results in earlier trials. We do not know whether the clinical trials we conduct will demonstrate adequate efficacy and safety to result in regulatory approval to market any of our product candidates in any jurisdiction. A product candidate may fail for safety or efficacy reasons at any stage of the testing process. A major risk faced by us is the possibility that none of our product candidates will successfully gain market approval from regulatory authorities, resulting in our inability to derive any commercial revenue from them after investing significant amounts of capital in their development.

Manufacturing Risks

Reliance on Third Party Contract Manufacturers

We have limited manufacturing experience and rely on contract manufacturing organizations ("**CMOs**") over which we have limited control to manufacture our product candidates for preclinical studies and clinical trials. We rely on CMOs for manufacturing, filling, packaging, storing and shipping of drug products in compliance with Good Manufacturing Practices ("GMP") regulations applicable to our products. FDA ensures the quality of drug products by carefully monitoring drug manufacturers' compliance with GMP regulations. The GMP regulations for drugs contain minimum requirements for the methods, facilities and controls used in manufacturing, processing, and packing of a drug product. There can be no assurances that CMOs will be able to meet our timetable and requirements. If we are unable to arrange for alternative third-party manufacturing sources on commercially reasonable terms or in a timely manner, we may be delayed in the development of our product candidates. Further, CMOs must operate in compliance with GMP and failure to do so could result in, among other things, the disruption of product supplies. Our dependence upon third parties for the manufacture of our products may adversely affect our profit margins and our ability to develop and deliver products on a timely and competitive basis.

Success of Quality Control Systems

The quality and safety of our vaccine products are critical to the success of our business and operations. As such, it is imperative that our and our service providers' quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by the design of the quality control systems, the quality training program, and adherence by personnel to quality control guidelines.

Regulatory Risks

BioVaxys is operating in a regulated industry where the guidance for acceptable manufacturing and testing of BioVaxys' products and processes is evolving, which creates uncertainties, delays and expense.

Regulatory standards require that BioVaxys produce its products in compliance with current GMP. These requirements, as dictated by the applicable U.S. and European regulatory authorities, adopt the methods for end product standards and methods of analysis, which in the U.S. guidance is published in the United States Pharmacopoeia (similar guidance for Europe is published in the European Pharmacopoeia). The Company will be required to adapt its existing physical facilities, processes and procedures to these standards for the production of its products during clinical testing and for future commercialization. The inability to adapt to these evolving standards will delay its ability to produce product for clinical testing and would delay the Company's ability to enter into clinical trials.

The FDA and other regulatory agencies have substantial discretion in both the product approval process and manufacturing facility approval process

As a result of this discretion and uncertainties about outcomes of testing, we cannot predict at what point, or whether, the FDA or other regulatory agencies will be satisfied with our (or any collaborator's) submissions or whether the FDA or other regulatory agencies will raise questions that may be material and delay or preclude product approval or manufacturing facility approval. In light of this discretion and the complexities of the scientific, medical and regulatory environment, our interpretation or understanding of the FDA's or other regulatory agencies' requirements, guidelines or expectations may prove incorrect, which also could delay further or increase the cost of the approval process.

Our development and commercialization activities and product candidates are significantly regulated by the FDA and other foreign governmental entities should we attempt product registration in those countries.

Regulatory approvals are required prior to each clinical trial and we may fail to obtain the necessary approvals to commence or continue clinical testing. The time required to obtain approval by regulatory authorities is unpredictable but outside special circumstances can typically take many years following the commencement of preclinical studies and clinical trials. Any analysis of data from clinical activities we perform is subject to confirmation and interpretation by regulatory authorities, which could delay, limit or prevent regulatory approval. Even if our management believes results from our clinical trials are favorable to support the marketing of our product candidates, the FDA or other regulatory authorities may disagree. Approval policies, regulations, or the type and amount of clinical data necessary to gain approval may change during the course of a product candidate's clinical development and may vary jurisdictions. We have not obtained regulatory approval for any product candidate and it is possible that none of our existing product candidates or any future product candidates will ever obtain regulatory approval. We could fail to receive regulatory approval for our product candidates for many reasons, including but not limited to:

- disagreement with the design or implementation of its clinical trials;
- failure to demonstrate that a product candidate is safe and effective for its proposed indication;
- failure of clinical trials to meet the level of statistical significance required for approval;
- failure to demonstrate that a product candidate's clinical and other benefits outweigh its safety risks;
- disagreement with our interpretation of data from preclinical studies or clinical trials;
- the insufficiency of data collected from clinical trials of our product candidates to support the submission and filing of a submission to obtain regulatory approval;
- deficiencies in the manufacturing processes or the failure of facilities of collaborators with whom

we contract for clinical and commercial supplies to pass a pre-approval inspection; or

- changes in the approval policies or regulations that render our preclinical and clinical data insufficient for approval.
- a regulatory authority may require more information, including additional preclinical or clinical data to support approval, which may delay or prevent approval and our commercialization plans, or we may decide to abandon the development program.
- if we are successful in obtaining approval, regulatory authorities may approve any of our product candidates for fewer or more limited indications than we request, may grant approval contingent on the performance of costly post-marketing clinical trials, or may approve a product candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that product candidate.
- depending on any safety issues associated with our product candidates that garner approval, the FDA or other authorities may impose a risk evaluation and mitigation strategy, thereby imposing certain restrictions on the sale and marketability of such products.

Although BioVaxys may pursue the FDA's accelerated or priority review programs, we cannot guarantee the FDA will permit us to utilize these pathways or the FDA's review of our application will not be delayed.

Even if the FDA agrees to an accelerated or priority review of any of BioVaxys's applications, we may not ultimately be able to obtain approval of our application in a timely fashion or at all. The FDA and foreign health authorities have substantial discretion in the drug and biologics approval processes. Despite the time and expense incurred, failure can occur at any stage, and we could encounter problems that cause us to abandon clinical trials or to repeat or perform additional preclinical, clinical or manufacturing-related studies. As we accumulate additional clinical data, we will submit it to the FDA and other regulatory agencies, as appropriate, and such data may have a material impact on the approval process.

Commercial and Marketing Risks

BioVaxys is in an early clinical stage biotechnology company that is developing antiviral and anticancer vaccine platforms, and it may never develop or successfully market any products.

Investors must evaluate the Company in light of the expenses, delays, uncertainties and complications typically encountered by development stage biotechnology businesses, many of which BioVaxys already experienced and many of which are beyond its control. These risks can include an inability to generate any meaningful revenues from any other products or services while it works to develop its lead products and technologies, and cutbacks to development programs due to limited cash resources or emerging scientific data related to its lead products, which will require BioVaxys to raise additional capital.

As a result of these and likely continuing challenges of being a development stage biotechnology company that is developing antiviral and anticancer vaccine platforms, the Company's products may never be successfully developed or marketed.

The Company may not be able to compete with other companies, research institutes, hospitals or universities that are developing and producing cancer treatment products and technologies.

Many other companies, research institutes, hospitals and universities are working to develop products and technologies in BioVaxys' specific field of vaccine research. Many of these entities have more experience than BioVaxys does in developing and producing vaccines. Most of these entities also have much greater financial, technical, manufacturing, marketing, distribution and other resources than BioVaxys possesses. BioVaxys believes that numerous pharmaceutical companies are engaged in research and development efforts for products that could directly compete with its products under development. In addition, some of BioVaxys' competitors have already begun testing products and technologies similar to its own. These other entities may succeed in developing products before BioVaxys or that are better than those that BioVaxys is developing. BioVaxys expects competition in its specific area of research to intensify.

Even if BioVaxys' vaccines receive regulatory approval and are determined to be safe and effective, its products may not gain commercial acceptance.

Even if BioVaxys' vaccine technology is safe and effective, there is no guarantee of commercial acceptance. Because its vaccine technology is a new approach to the treatment of cancer and viral infections, it must be accepted by both patients and physicians before it can be successfully commercialized. Due to the nature of the vaccine technology, it requires that current practitioners revise the way they think about infectious disease and cancer treatment. The marketplace of ideas, technologies and information is crowded, and the Company must develop the means to reach leading specialist physicians in each market with the haptenized vaccines story. Failure to do so will have a material adverse effect on the Company's business and financial condition.

If governmental and insurance reimbursement is not available or is insufficient, a market for BioVaxys' products may never develop or be economically feasible.

The availability of governmental and insurance reimbursements of the costs of the vaccine is critical to ultimate physician and patient acceptance of the autologous vaccine technology. In both the U.S. and other countries, sales of the Company's products will depend in part upon the availability of reimbursement from third-party payors, which include government health administration authorities, managed care providers, and private health insurers. For new products or technologies, reimbursement must be established under existing governmental or insurance regulations or practices. The Company will be required to obtain reimbursement approvals (both governmental and insurance) in each country in which it obtains appropriate regulatory authority to market the autologous vaccines products.

In addition, third-party payors are increasingly challenging the price and examining the cost effectiveness of medical products and services. Significant uncertainty surrounds the reimbursement status of newly approved health care products, and the Company's products may not be considered cost effective by a particular governmental authority or insurer. Adequate third-party reimbursement may not be available to enable the Company to maintain price levels sufficient to realize an appropriate return on its investment in the research and development of its products.

The Company may lose control over the marketing and distribution of its vaccines if it cannot afford to support its products.

The Company may have to depend on third parties to develop, market and distribute its products. It is particularly difficult and expensive to develop and distribute the autologous vaccines products, because they are custom made for each individual patient. The Company may have less control over marketing and distribution activities performed by third parties than if it was performing those functions with its own facilities and employees. This lack of direct control could adversely affect the results of these activities and consequently, the business and financial condition of the Company.

BioVaxys may not be able to control the pricing of its products overseas.

Foreign government regulations and programs will likewise affect foreign pricing opportunities for the Company's products. Virtually all foreign countries regulate or set the prices of pharmaceutical products, which is a separate determination from whether a particular product will be subject to reimbursement under that government's health plans. There are systems for reimbursement and pricing approval in each country and moving a product through those systems is time consuming and expensive.

Current and future legislation may make the Company's products unprofitable.

Current and future legislation can and likely will continue to affect directly the ultimate profitability of pharmaceutical products and technologies. The U.S. and other countries continue to propose and pass legislation designed to reduce the cost of healthcare. Accordingly, legislation and regulations affecting the pricing of the Company's products may change before the products are approved for marketing to the public. Adoption of new legislation and regulations could further limit reimbursement for the Company's products. If third-party payors fail to provide adequate coverage and reimbursement rates for the Company's products, the market acceptance of the products may be adversely affected. In that case, the Company's business and financial condition will suffer. BioVaxys is not aware of any specific legislation or regulation in the U.S. or Europe designed to limit reimbursement for products, but it believes that there is a credible risk that political and budget considerations could change dramatically on the funding available for vaccine reimbursement.

Intellectual Property Risks

Risks Related to Potential Inability to Protect Intellectual Property

Our success is heavily dependent upon our intellectual property. We license certain of our intellectual property from third parties and there can be no assurance that we will be able to continue licensing these rights on a continuous basis. We rely upon copyrights, trade secrets, unpatented proprietary know-how and continuing technology innovation to protect the intellectual property that we consider important to the development of our business. We rely on various methods to protect our proprietary rights, including patent applications, confidentiality agreements with our consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of our confidential information. However, despite our efforts to protect our intellectual property rights, unauthorized parties may attempt to copy or replicate our intellectual property. There can be no assurances that the steps taken by us to protect our intellectual property will be adequate to prevent misappropriation or independent third-party development of our intellectual property. It is possible that other companies may try to duplicate our products or production processes. To the extent that any of the above could occur, our revenue could be negatively affected, and in the future, we may have to litigate to enforce our intellectual property rights, which could result in substantial costs and divert our management's attention and our resources.

Protection and Enforcement of our Intellectual Property

Our success will depend in part upon our ability to protect our intellectual property and proprietary technologies and upon the nature and scope of the intellectual property protection we receive. The ability to compete effectively and to achieve partnerships will depend on our ability to develop and maintain proprietary aspects of our technology and to operate without infringing on the proprietary rights of others. The presence of such proprietary rights of others could severely limit our ability to develop and commercialize our products, to conduct existing research and could require financial resources to defend litigation, which may be in excess of our ability to raise such funds. There is no assurance that our pending patent applications will be approved in a form that will be sufficient to protect our proprietary technology and gain or keep any competitive advantage that we may have or, once approved, will be upheld in any post-grant proceedings brought by any third parties. The patent positions of pharmaceutical companies can be highly uncertain and involve complex legal, scientific and factual questions for which important legal principles remain unresolved. Patents issued to us may be challenged, invalidated or circumvented. To the extent our intellectual property, including licensed intellectual property, offers inadequate protection, or is found to be invalid or unenforceable, we are exposed to a greater risk of direct competition. If our intellectual property does not provide adequate protection against our competitors' products, our competitive position could be adversely affected, as could our business, financial condition and results of operations. Both the patent application process and the process of managing patent disputes can be time consuming and expensive, and the laws of some foreign countries may not protect our intellectual property rights to the same extent as do US patent laws. We will be able to protect our intellectual property from unauthorized use by third parties only to the extent that our proprietary technologies, key products, and any future products are covered by valid and enforceable intellectual property rights including patents or are effectively

maintained as trade secrets, and provided we have the funds to enforce our rights, if necessary.

Third Party License Risk

We may require third-party licenses to effectively develop and manufacture our key products or future technologies and we are currently unable to predict the availability or cost of such licenses. A substantial number of patents have already been issued to other biotechnology and pharmaceutical companies. To the extent that valid third-party patent rights cover our products or services, we or our strategic collaborators would be required to seek licenses from the holders of these patents in order to manufacture, use or sell these products and services, and payments under them would reduce our profits from these products and services. We are currently unable to predict the extent to which we may wish or be required to acquire rights under such patents, the availability and cost of acquiring such rights, and whether a license to such patents will be available on acceptable terms or at all. There may be patents in the US or in foreign countries or patents issued in the future that are unavailable to license on acceptable terms. Our inability to obtain such licenses may hinder or eliminate an ability to manufacture and market products.

Disclosure of Proprietary Information and Trade Secrets to Third Parties

Due to our reliance on third parties to develop our products, we must share trade secrets with them. We seek to protect our proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, collaborative research agreements, consulting agreements or other similar agreements with our collaborators, advisors, employees and consultants prior to beginning research or disclosing proprietary information. These agreements typically restrict the ability of our collaborators, advisors, employees and consultants to publish data potentially relating to our trade secrets.

Academic and clinical collaborators typically have rights to publish data, provided that we are notified in advance and may delay publication for a specified time in order to secure intellectual property rights arising from the collaboration. In other cases, publication rights are controlled exclusively by us, although in some cases we may share these rights with other parties. We may also conduct joint research and development programs which may require us to share trade secrets under the terms of research and development collaborations or similar agreements. Despite our efforts to protect our trade secrets, our competitors may discover our trade secrets, either through breach of these agreements, independent development or publication of information including our trade secrets in cases where we do not have proprietary or otherwise protected rights at the time of publication. A competitor's discovery of our trade secrets may impair our competitive position and could have a material adverse effect on our business and financial condition.

Other Risks

The Company will be heavily dependent on its founders and current management team.

BioVaxys is dependent upon its founders and management team to obtain funding for the research and development of its products, to decide which of its products to promote, to shepherd the products through the clinical trial and regulatory approval process, and to stimulate business development and seek out new products and technologies for development. In addition, BioVaxys' current financial condition makes it more difficult for it to retain its current executives and recruit key employees.

BioVaxys is heavily dependent upon the personal reputation and personal contacts of its Chief Medical Officer, and the loss of his services could materially adversely affect its plan of operation.

BioVaxys is leveraging its know-how of haptenized cell vaccines developed by one of its founders, Dr. David Berd, while at Thomas Jefferson University in Philadelphia, Pennsylvania, and from his experience with the former Licensee Avax Technologies, Inc. The acceptance of the haptenized vaccine technology is highly dependent upon the personal reputation and the personal contacts of Dr. Berd. Dr. Berd is also critical in guiding the technology through the regulatory process in both the U.S. and Europe. If BioVaxys

lost his services, the development of its technology could be significantly slower and less successful that it otherwise would be with his services, which would in turn materially adversely affect the Company's business and financial condition.

The Company may become party to litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and to use significant resources. Even if the Company is involved in litigation and wins, litigation can consume significant Company resources.

General Operational Risks

Conflict of Interest

Certain directors and senior officers of the Company may, from time to time, be employed by or affiliated with organizations that have entered into agreements with the Company. As disputes may arise between these organizations and the Company, or certain organizations may undertake or have undertaken research with competitors of the Company, there exists the possibility for such persons to be in a position of conflict. Any decision or recommendation made by these persons involving the Company will be made in accordance with his or her duties and obligations to deal fairly and in good faith with the Company and such other organizations. In addition, as applicable, such directors and officers will refrain from voting on any matter in which they have a conflict of interest.

Uninsured Risks

The Company may become subject to liability for hazards that cannot be insured against or against which it may elect not to be so insured because of high premium costs. Furthermore, the Company may incur liabilities to third parties (in excess of any insurance coverage) arising from any damage or injury caused by the Company's operations.

Competition

The Company faces competition from other biotechnology and pharmaceutical companies and its operating results will suffer if the Company fails to compete effectively. The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant technological change. The Company's potential competitors globally include large, well established pharmaceutical companies and specialty pharmaceutical sales and marketing companies. Many of these competitors have substantially greater name recognition, commercial infrastructures and financial, technical and personnel resources than the Company. If the Company is not able to compete effectively against its current and future competitors, its business will not grow and its financial condition and operations will suffer.

Fluctuating Prices

The Company's revenues, if any, are expected to be in large part derived from products and services. Factors beyond the control of the Company including, but not limited to, international economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the healthcare economies, interest rates and global and local economic health and trends, may impact the price of such products and services. There is no assurance that the Company will always be able to reduce the risk or minimize the effect of any such fluctuations.

Key Person Insurance

The Company does not maintain key person insurance on any of its officers, and as a result, the Company would bear the full loss and expense of hiring and replacing any officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Company from such loss of any officer.

Currency Exchange Risks

In the event that a market for BioVaxys' products develop in a foreign market and income is received in a foreign currency or if BioVaxys has payables in a foreign currency, BioVaxys would be exposed to fluctuations of such currency as compared to the Canadian and United States dollar.

ADDITIONAL INFORMATION

Additional information about the Company is available on SEDAR at www.sedar.com.