SIRONA BIOCHEM CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

PERIOD ENDED APRIL 30, 2020

SIRONA BIOCHEM CORP.
(A Development Stage Company)
MANAGEMENT'S DISCUSSION AND ANALYSIS
For the Six-Month Period Ended April 30, 2020

ITEM 1.1 INTRODUCTION

The following Management Discussion and Analysis ("MD&A") was prepared as of June 29, 2020 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the period ended April 30, 2020 and the audited consolidated financial statements and related notes for the year ended October 31, 2019.

Sirona Biochem ("Sirona" or the "Company") was incorporated on October 19, 2006 under the Business Corporations Act of British Columbia. The Company is a development stage public company listed for trading on the TSX Venture Exchange (the "Exchange") under the symbol SBM.

On May 1, 2009 the Company completed a qualifying transaction by entering into a Licensing Agreement with TFChem S.A.R.L. ("TFChem"), a biopharmaceutical company based in Rouen, France. The principle activities of the Company are dedicated to the development of safer, more effective cosmetic and pharmaceutical active ingredients which are licensed to partners in exchange for upfront, milestone and royalty payments.

This Management's Discussion and Analysis contains forward-looking statements which may not be based on historical fact, including without limitation statements containing the words "believes," "may," "plan," "will," "estimate," "continue," "anticipates," "intends," "expects," and similar expressions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements. Such factors include, among others, the Company's stage of development, lack of product revenues, additional capital requirements, risks associated with the completion of clinical trials and obtaining regulatory approval to market the Company's products, the ability to protect its intellectual property and dependence upon collaborative partners. These factors should be considered carefully and readers are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements are made as of the date hereof, and the Company disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- interest rates and foreign exchange rates;
- the timing of the receipt of regulatory and governmental approvals for the Company's research and development projects;
- the availability of financing for the Company's research and development projects, or the availability of financing on reasonable terms;
- the Company's ability to attract and retain skilled staff;
- market competition;
- tax benefits and tax rates;
- the Company's ongoing relations with its employees and with its business partners.

Management cautions you that the foregoing list of important factors and assumptions is not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. You should also carefully consider the matters discussed under "Risk Factors" in this MD&A. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise.

Further information is available on the SEDAR website, www.sedar.com.

ITEM 1.2 DESCRIPTION OF BUSINESS

On March 31, 2011, the Company completed the acquisition all of the issued and outstanding shares of TFChem, a biopharmaceutical company based in Rouen, France for a total consideration of 13,000,000 common shares of the Company and €500,000 (CDN $697,550) cash, for a total purchase price of $2,087,208. The issuance of 13,000,000 common shares are escrowed and released over a period of six years with immediate release of 10% of the shares on the closing date and the remaining 90% released over six years in 7.5% increments every six months.

TFChem has developed a fluorination chemistry that can improve the pharmaceutical qualities of carbohydrate-based molecules by stabilizing them. Carbohydrate molecules perform a variety of roles in living organisms and are essential to life. Their importance to life makes them valuable for the development of therapeutics and cosmeceuticals, but while they have broad application potential, they are extremely challenging to develop. Sirona has overcome the challenge of working with carbohydrates to develop safer, more effective cosmetic and pharmaceutical active ingredients.

ITEM 1.3 SELECTED ANNUAL INFORMATION

The following table sets forth selected financial information for the Company for the last three completed financial years ended October 31. This information has been derived from the Company's audited consolidated financial statements for each of those years and should be read in conjunction with those financial statements and the notes thereto.

	2019	2018	2017
Total revenue	135,743	1,278,695	5,468
Loss:			
In total	4,549,575	1,273,246	4,460,394
On a per share basis *	0.02	0.01	0.03
Total assets	4,256,895	770,510	1,251,038
Total liabilites	2,202,044	3,031,476	3,291,620
Total shareholders' equity (deficit)	2,189,537	(2,260,956)	(2,040,582)

** Basic and fully diluted*

ITEM 1.4 RESULTS OF ANNUAL OPERATIONS

Financial Analysis

Year 2019 compared to 2018

The loss in fiscal 2019 was $4,549,575 compared to $1,273,246 in fiscal 2018. The increase in loss was driven primarily by decreased revenue. Revenue decreased by $1,142,952 in fiscal 2019 to $135,743 compared to $1,278,695 in fiscal 2018 due to a milestone payment received in year 2018 with respect to the licensing agreement entered with Wanbang Biopharmaceuticals. Total compensation expenses increased by $245,519 in fiscal 2019 to $583,533 compared to $338,014 in fiscal 2018. Research expenses increased by $317,485 due to the increase in general research costs in TFC. Office and administration expenses increased by $54,318 due to more operation activities in fiscal 2019. Rental expenses increased by $17,981 in fiscal 2019 to $29,710 compared to $11,729 in fiscal 2018. Consulting fees increased by $568,570 due to more operation activities in relation to business development. Investor relations expenses increased by $166,299 in fiscal 2019 to $227,778 compared to $61,479 in fiscal 2018. Share-based payments increased by $958,653 due to the Company grant more stock option in fiscal 2019. Finance expenses decreased by $110,032 due to the Company issued more convertible notes and borrowed more short-term loan in year 2018, as result, more interest expenses incurred in fiscal 2018.

Year 2018 compared to 2017

The loss in fiscal 2018 was $1,273,246 compared to $4,460,394 in fiscal 2017. The decrease in loss was driven primarily by revenue. Revenue increased by $1,273,227 in fiscal 2018 to $1,278,695 compared to $5,468 in fiscal 2017 due to a milestone payment received with respect to the licensing agreement entered with Wanbang Biopharmaceuticals. Wages, salaries and benefits expenses decreased by $124,314 in fiscal 2018 to $189,014 compared to $313,328 in fiscal 2017. Research expenses decreased by $51,744 due to the decrease in general research costs in TFC. Rental expenses decreased by $52,024 in fiscal 2018 to $11,729 compared to $63,753 in fiscal 2017. Legal fees increased by $16,942 due to more financing activities in relation to the business development. Finance expenses increased by $81,208 due to the Company issued more convertible notes and borrowed more short-term loan, as result, more interest expenses incurred in fiscal 2018. There is no impairment loss incurred in year 2018 compared to 1,924,547 in fiscal year 2017, due to the recoverable value of long-term assets is less than the carrying value.

ITEM 1.5 SUMMARY OF CONSOLIDATED QUARTERLY RESULTS

The following table shows selected financial information for the eight most recently completed quarters:

	April 30 2020 $	January 31 2020 $	Oct 31 2019 $	July 31 2019 $	April 30 2019 $	Jan 31 2019 $	Oct 31 2018 $	July 31 2018 $
Total Revenues	527	-	71,243	-	-	64,500	126778	586,361
Net Loss	(612,181)	(1,907,535)	(1,302,863)	(1,372,881)	(1,292,325)	(581,506)	(630,549)	105,292
Loss per Share	0.00	0.01	0.01	0.01	0.01	0.00	0.00	0.00
Cash	2,880,395	3,071,664	3,734,647	2,946,384	375,676	60,287	339,076	579,715
Total Assets	3,435,705	3,931,452	4,391,581	4,591,268	1,277,913	482,100	770,511	1,344,731
Long Term Debt	975,701	871,854	942,612	1,064,114	1,095,251	1,151,249	956,040	1,050,665

ITEM 1.6 LIQUIDITY

During the period ended April 30, 2020, the Company incurred a net loss after taxes of $2,519,716 (2019: $1,873,832) and at April 30, 2020, had an accumulated deficit of $33,879,421 (2019: $31,359,705) and working capital of $3,092,791 (2019: $3,336,864).

Management believes that its existing cash resources, together with funds that will be obtained from future partnerships/commercial activities and/or share issuances are adequate for the total amount of planned research program. The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations.

Operating Activities

Cash flow used in operating activities was $882,063 for the period ended April 30, 2020 compared to $1,777,315 in the period ended April 30, 2019.

Financing Activities

Financing activities in the six months ended April 30, 2020 was cash inflow of $14,079 (2019: $1,596,360).

ITEM 1.7 CAPITAL RESOURCES

Working Capital

	As At April 30, 2020	As At October 31, 2019
Current assets	$ 3,435,705	$ 4,256,895
Current liabilities	342,914	1,856,292
Working capital (deficiency)	$ 3,092,791	$ 3,336,864

During the period ended April 30, 2020, working capital decreased by $244,073 mainly due to accounts receivable and prepaid expenses increased.

Cash Flow

	Period Ended April 30, 2020	Period Ended April 30, 2019
Cash used in operating activities	(882,063)	(1,777,315)
Cash used in investing activities	-	-
Cash provided by financing activities	14,079	1,596,360
Increase in cash and cash equivalents	(867,984)	(180,955)
Effect of exchange rate fluctuations	13,732	217,555
Cash and cash equivalents, beginning of period	3,734,647	339,076
Cash and cash equivalents, end of year	2,880,395	$ 375,676

As at April 30, 2020, the Company's cash position was $2,880,395 compared to $3,734,647 at October 31, 2019 year end.

Share Capital

Authorized: Unlimited common shares without par value.

Issued: As of April 30, 2020, 226,309,320 (2019: 224,030,004) common shares were issued and outstanding.

	Issued common shares		Contributed	Equity portion of	Foreign translation	Accumulated	Total equity
	Number	Amount	surplus	convertible debenture	reserve	deficit	(deficiency)
BALANCE, OCTOBER 31, 2018	179,325,982	20,396,599	4,164,638	26,744	(38,817)	(26,810,130)	(2,260,966)
Loss for the period	-	-	-	-	-	(581,507)	(581,507)
Convertible debentures, net of issuance costs (Note 10)	-	-	16,649	(5,574)		-	11,075
Foreign currency translation	-	-	-		1,608	-	1,608
BALANCE, APRIL 30, 2019	179,325,982	20,396,599	4,181,287	21,170	(37,209)	(27,391,637)	(2,829,790)
BALANCE, OCTOBER 31, 2019	224,030,004	$ 28,523,089	$ 5,037,510	$ 22,335	$ (33,692)	$ (31,359,705)	$ 2,189,537
Loss for the period	-	-	-	-	-	(2,519,716)	(2,519,716)
Convertible debentures, net of issuance costs (Note 10)	1,785,716	257,789	-	(7,789)		-	250,000
Issuance of stock options (Notes 15 and 16)	-	-	1,815,542	-	-	-	1,815,542
Exercise of options (Note 15)	370,000	266,895	(100,395)	-	-	-	166,500
Exercise of warrants (Note 15)	123,600	25,123	(5,347)	-	-	-	19,776
Foreign currency translation	-	-	-	-	(29,947)	-	(29,947)
BALANCE, APRIL 30, 2020	226,309,320	29,072,896	6,747,310	14,546	(63,639)	(33,879,421)	1,891,692

Private Placement

On July 10, 2019, the Company completed a private placement for total gross proceeds of $1,500,000. The private placement consists of 3,750,000 units at $0.40 per unit. Each unit consists of one common share of the Company and one transferable share purchase warrant. Each warrant is exercisable into an additional common share of the Company for a period of three years at a price of $0.60 per warrant. The Company estimated the fair value of the warrants at $659,612 and recorded the amount in contributed surplus. The Company issued 205,960 broker's warrants fair valued at $64,662 and paid cash of $10,284 to the finder in connection with the private placement.

On February 27, 2019, the Company completed a private placement for total gross proceeds of $1,783,500. The private placement consists of 17,835,000 units at $0.10 per unit. Each unit consists of one common share of the Company and one transferable share purchase warrant. Each warrant is exercisable into an additional common share of the Company for a period of three years at a price of $0.16 per warrant. The Company estimated the fair value of the warrants at $688,747 and recorded the amount in Contributed surplus. The Company issued 621,630 broker's warrants fair valued at $39,090 and paid cash of $62,136 to the finder in connection with the private placement.

On October 15, 2018, the Company completed a private placement for total gross proceeds of $709,510. The private placement consists of 7,095,100 units at $0.10 per unit. Each unit consists of one common share of the Company and one transferable share purchase warrant. Each warrant is exercisable into an additional common share of the Company for a period of three years at a price of $0.18 per warrant. The Company estimated the fair value of the warrants at $186,378 and recorded the amount in Contributed surplus. The Company issued 95,320 broker's warrants fair valued at $3,085 in connection with the private placements.

Warrants

A summary of warrant activities for the year is as follows:

	Number of Warrants		Weighted average exercise price	Weighted average remaining contractual life (year)
Balance at October 31, 2018	13,497,504	$	0.23	1.97
Warrants exercised	(7,277,594)		0.22	-
Warrants expired	(1,823,750)		0.30	-
Warrants granted exercisable on or before February 27, 2022	17,835,000		0.16	2.58
Broker warrants granted exercisable on or before February 27, 2022	621,360		0.16	2.58
Warrants granted exercisable on or before July 16, 2022	3,750,000		0.60	2.96
Broker warrants granted exercisable on or before July 16, 2022	205,960		0.60	2.96
Balance at October 31, 2019	26,808,480	$	0.23	2.55
Warrants exercised	(123,600)		0.16	-
Balance at April 30, 2020	26,684,880		0.23	1.80

At April 30, 2020, the warrants outstanding and exercisable were as follows:

Expiry Date	Exercise Price		Number of Warrants as at April 30, 2020
October 16, 2021	$	0.18	6,195,100
October 16, 2021	$	0.18	35,660
February 27, 2022	$	0.16	16,042,000
February 27, 2022	$	0.16	456,160
July 16, 2022	$	0.60	3,750,000
July 16, 2022	$	0.60	205,960
			26,684,880

Stock Options

At April 30, 2020, the stock options outstanding and exercisable were as follows:

Expiry Date	Exercise Price	Number of Options as at October 31, 2019	Granted During the Period	Exercised During the Period	Expired/ Cancelled During the Period	Number of Options as at April 30, 2020	Number of Options Exercisable as at April 30, 2020
June 1, 2020	$0.50	300,000	-	-	-	300,000	300,000
January 31, 2020	$0.15	45,000	-	-	(45,000)	-	-
November 3, 2021	$0.15	25,000	-	-	(25,000)	-	-
January 21, 2021	$0.45	-	1,000,000	-	-	1,000,000	1,000,000
June 21, 2021	$0.20	100,000	-	-	-	100,000	100,000
March 1, 2022	$0.12	100,000	-	-	-	100,000	100,000
January 21, 2023	$0.45	-	725,000	(225,000)	-	500,000	500,000
June 7, 2024	$0.52	300,000	-	-	-	300,000	300,000
January 21, 2025	$0.45	-	700,000	-	-	700,000	700,000
June 26, 2025	$0.16	3,300,000	-	-	-	3,300,000	3,300,000
September 21, 2026	$0.20	300,000	-	-	-	300,000	300,000
November 20, 2027	$0.15	1,250,000	-	-	-	1,250,000	1,250,000
February 26, 2029	$0.12	500,000	-	-	-	500,000	500,000
January 21, 2030	$0.45	-	4,375,000	(145,000)	-	4,230,000	4,230,000
		6,220,000	6,800,000	(370,000)	(70,000)	12,580,000	12,580,000

The weighted average contractual life remaining of all stock options as at April 30, 2020 is 6.33 years (2019: 5.93 years). During the year ended April 30, 2020, 6,800,000 stock options were granted with a weighted average exercise price of $0.45.

The fair value of the options granted was estimated using the Black-Scholes option pricing model with the following estimated assumptions:

	2020	2019
Risk-free interest rate	1.65%	1.54% to 1.78%
Dividend yield	0%	0%
Volatility	104.63% to 159.49%	87% to 99.39%
Expected life	1-3 years	3 years
Share price of grant date	$0.45	$0.125 to $0.48

For the year ended April 30, 2020, share-based compensation in the amount of $1,815,542 (2019 - $nil) was recognized in the Company's consolidated statements of loss and comprehensive loss.

The Company's stock option plan is administered by the board of directors in accordance with Exchange requirements summarized below:

- (i) maximum available for grant is up to 10% of the Company's issued shares outstanding at any one time;
- (ii) grant price and exercise price may not be less than the discounted market price of the shares at the time of grant, as permitted by Exchange policy;
- (iii) non-transferable, vesting schedule subject to Board discretion when granted and exercisable up to 10 years from grant date;
- (iv) eligibility includes employees, directors, officers and consultants of the Company subject to a 5% limitation on options granted annually to any one individual director or officer and 2% to any one consultant; and
- (v) exercisable up to 90 days following cessation of the optionee's position with the Company. If the cessation of office, directorship or consulting arrangement was due to death, the option may be exercised within a maximum period of one year after death, subject to expiry date of such option.

Disclosure of Outstanding Share Capital

The following is a breakdown of the share capital of the Company, on an annual basis as well as at the date of this report:

	June 29, 2020	**April 30, 2020**	**October 31, 2019**
Common Shares	226,309,320	226,309,320	224,030,004
Stock Options	12,580,000	12,580,000	6,220,000
Warrants	26,684,880	26,684,880	26,808,480
Fully Diluted Shares	265,574,200	265,574,200	257,058,484

For additional details of outstanding share capital, refer to the unaudited condensed interim consolidated financial statements for the three months ended April 30, 2020.

ITEM 1.8 OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet agreements.

ITEM 1.9 RELATED PARTY TRANSACTIONS

Related party transactions impacting the consolidated financial statements primarily relate to transactions with key management personnel. Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

During the period ended April 30, 2020 and 2019, the Company incurred the following expenses to officers or directors of the Company or companies with common directors:

	2020 **$**	**2019** **$**
Management fees (a)	80,640	227,000
Accounting fees (b)	73,920	66,000
Salaries (c)	57,120	4,000
Share-based payments (d)	1,307,536	133,393
Total	1,519,216	430,393

(a) For the period ended April 30, 2020, $80,640 (2019: $66,000) in management fees were paid/incurred to a company controlled by Howard Verrico, for acting as CEO, secretary and director.

(b) For the period ended April 30, 2020, $73,920 (2019: $66,000) in accounting fees were paid/incurred to Christopher Hopton for acting as CFO.

(c) For the period ended April 30, 2020, $57,120 (2019: $4,000) in salary were paid/incurred to the VP, Operations.

(d) For the period ended April 30, 2020, 4,325,000 (2019: nil) stock options were granted to management and directors and $1,307,536 (2019: $nil) of share-based payments expense was recorded.

These related party transactions are in the normal course of operations and have been valued in these consolidated financial statements at the exchange amount which is the amount of consideration established and agreed to by the related parties.

ITEM 1.10 QUARTERLY RESULTS

Results for the three months ended April 30, 2020 and 2019 are as follows:

	Three Months Ended April 30, 2020	Three Months Ended April 30, 2019
Revenue (Note 13)	$ 527	$ -
Expenses		
Research expenses (net)	263,293	338,911
Consulting fees	47,813	249,692
Office and administration	61,562	52,026
Accounting and audit fees (Note 16)	64,340	107,070
Compensation:	-	
Wages, salaries and benefits (Note 16)	34,653	31,077
Management fees and (Note 16)	40,320	36,000
Director fees and bonus (Note 16)	-	159,000
Travel and entertainment	745	12,554
Rental expenses	7,712	966
Investor relations	41,865	80,563
Legal fees	28,455	505
Filing fees and transfer agent fees	45,183	18,766
Exchange (gain)/loss	6,508	(19,213)
Share-based payments (Note 16)	-	199,235
	(641,922)	(1,267,152)
Other income/(expenses)		
Other income	3,393	10,228
Finance expense (Notes 10, 11 and 12)	16,880	(40,752)
	20,273	(30,524)
Loss for the period before income taxes	(621,649)	(1,297,676)
Income taxes recovery (expense)	9,468	5,351
Net loss for the period	(612,181)	(1,292,325)

The loss in the quarter ended April 30, 2020 was $612,181 compared to $1,292,325 in fiscal 2019. This $680,144 decrease in net loss was driven primarily by decrease of in research expenses and share-based payment in the quarter ended April 30, 2020.

A breakdown of material components of expensed research and development costs for the quarters ended April 30, 2020 and 2019 as follows:

	Period Ended April 30,	
	2020	***2019***
Wages and social charges	$ 443,228	$ 404,138
Patent costs	35,907	104,235
Sub-contracting	33,841	73,581
Small equipment	92,243	33,002
Rental costs	65,585	58,847
Maintenance and repairs	23,919	34,756
Fees	27,267	27,954
Government grants	-	(21,446)
Tax credit for R&D expenses	(151,678)	(135,003)
Total	**$ 570,313**	**$ 580,064**

ITEM 1.11 SUBSEQUENT EVENTS

None.

ITEM 1.12 SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies and recently released IFRS accounting standards with potential effect on the Company are both detailed in Note 3 of the condensed interim consolidated financial statements for the three months ended April 30, 2020 contained herein.

ITEM 1.13 NEWLY ADOPTED ACCOUNTING POLICIES AND RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

The Company has adopted following accounting standards effective November 1, 2019.

i. IFRS 16 Leases

On January 13, 2016, the International Accounting Standards Board published a new standard, IFRS 16, Leases, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a new right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. IFRS 16 is effective for annual periods beginning on or after November 1, 2019, with earlier adoption permitted. The Company adopted IFRS 16 in the financial statements for the annual period beginning November 1, 2019. The adoption of this standard to have no significant impact on the Company's financial statements.

ii. IFRIC 23 Uncertainty over Income Tax Treatments

In June 2017, the IFRS Interpretation Committee issued IFRIC 23, which clarifies how the recognition and measurement requirements of IAS 12 Income Taxes are applied where there is uncertainty over income tax treatments. IFRIC 23 becomes effective for annual periods beginning on or after November 1, 2019 and is to be applied retrospectively with early adoption permitted. The adoption of this standard to have no significant impact on the Company's financial statements.

iii. IFRS 9 Financial Instruments (Amendments)

In October 2017, the International Accounting Standards Board (IASB) issued amendments to IFRS 9 Financial Instruments, incorporated into Part I of the CPA Canada Handbook – Accounting by the Accounting Standards Board (AcSB) in November 2017, to address the classification of certain prepayable financial assets.

The amendments clarify that a financial asset that would otherwise have contractual cash flows that are solely payments of principal and interest but do not meet that condition only as a result of a prepayment feature with negative compensation may be eligible to be measured at either amortized cost or fair value through other comprehensive income. This classification is subject to the assessment of the business model in which the particular financial asset is held as well as consideration of whether certain eligibility conditions are met. The amendments are effective for annual period beginning on or after November 1, 2019. The adoption of this standard to have no significant impact on the Company's financial statements.

ITEM 1.14 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Classification

On initial recognition, the Company determines the financial instruments classification as per the following categories:

- instruments measured at amortized cost;
- instruments measured at fair value through other comprehensive income (FVOCI) or through net income (FVTPL).

The financial instruments' classification under IFRS 9 is based on the business model in which a financial asset is managed and on its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial instrument in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity investments held for trading are classified as FVTPL. For all other equity investments that are not held for trading, the Company, on initial recognition, may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income (OCI). This election is made on an investment-by-investment basis.

Financial liabilities are measured at amortized cost unless they must be measured at FVTPL (such as derivatives) or if the Company elects to measure them at FVTPL.

Measurement

Financial instruments at amortized cost
Financial instruments at amortized cost are initially measured at fair value, and subsequently at amortized cost, using the effective interest method, less any impairment loss. Interest income, foreign exchange gains and losses and impairment are recognized in the consolidated statements of loss and comprehensive loss.

Financial instruments at fair value
Financial instruments are initially and subsequently measured at fair value and transaction costs are accounted for in the consolidated statements of loss and comprehensive loss. When the Company elects to measure a financial liability at FVTPL, gains or losses related to the Company's own credit risk are accounted for in the consolidated statements of loss and comprehensive loss.

Impairment

The Company recognizes loss allowances for expected credit losses (“ECL”) on:

- financial assets measured at amortized cost;
- debt investments measured at FVOCI; and
- contract assets (as defined in IFRS 15).

The Company measures loss allowances on amounts receivable at an amount equal to lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company’s historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs
ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the entity expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Presentation of allowance for ECL in the consolidated statements of financial position
Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off
The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company’s procedures for recovery of amounts due.

Derecognition

Financial assets
The Company derecognizes a financial asset when, and only when, the contractual rights to the cash flows from the financial asset have expired or when contractual rights to the cash flows have been transferred.

Financial liabilities
The Company derecognizes a financial liability when, and only when, it is extinguished, meaning when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the extinguished financial liability and the consideration paid or payable, including non-cash assets transferred or liabilities assumed, is recognized in the consolidated statement of loss and comprehensive loss.
The Company’s activities expose it to a variety of financial risks. The Company’s overall business strategies, tolerance of risk and general risk management philosophy are determined by the directors in accordance with prevailing economic and operating conditions.

The Company has the following financial instruments as of April 30, 2020 and October 31, 2019:

	Categories	April 30, 2020 $	October 31, 2019 $
Financial assets			
Cash and cash equivalents	Amortized cost	2,880,395	3,734,647
Trade and other receivables	Amortized cost	236,260	121,384
Share subscription receivable	Amortized cost	2,400	2,400
Financial liabilities			
Trade and other payables	Amortized cost	152,922	415,711
Convertible debentures	Amortized cost	-	247,544
Long-term debt	Amortized cost	1,146,674	1,162,803
Lease obligation	Amortized cost	127,561	138,359

Fair value of financial instruments

The Company classifies its fair value measurements in accordance with the three level fair value hierarchies as follows:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash and cash equivalents, trade and other receivables, share subscription receivable and trade and other payables approximate their carrying values due to the short-term nature of these instruments. The fair value of convertible debentures, lease obligation, short-term loan and long-term debt are determined by discounting future payments of loan principals and interests under the loans at prevailing market interest rates at each reporting date. The difference between the fair value and carrying amount is minimal.

The Company's risk management activities include the preservation of its capital by minimizing risk related to its cash and cash equivalents. The Company does not trade financial instruments for speculative purposes. The Company does not have a risk management committee or written risk management policies. The Company's financial instruments are exposed to the risks described below:

(i) Credit risk is the risk that one party to a financial instrument will fail to discharge its contractual obligations and cause the other party to incur a financial loss and arises principally from the Company's cash and cash equivalents and trade and other receivables. This risk is managed by placing its cash and cash equivalents with major financial institutions which have high credit quality as determined by the rating agencies. To mitigate credit risk with respect to trade receivables, the Company subjects all major customers to its credit evaluation process. At April 30, 2020, the Company had $236,260 (2019: $121,384) in trade and other receivables which were subject to credit risk.

(ii) Since the Company's functional currency is the Canadian dollar, it has a foreign exchange risk regarding its Euro obligations since it has a subsidiary in France. A significant change in the currency exchange rates between the Euro relative to the Canadian dollar could have an effect on the Company's results of operations, financial position and cash flows. The Company has not entered into any derivative financial instruments to manage exposures to currency fluctuations. A

1% fluctuation in the Canadian dollar against the Euro would have a before-tax effect of approximately an 13,774 increase or decrease in accumulated other comprehensive income, based on amounts held at year end.

(iii) The Company's exposure to interest rate risk relates to its ability to earn short term interest on cash balances at variable rates. The Company is exposed to interest rate risk on its cash and cash equivalents. The Company has no floating interest rate loans. Management does not believe that the impact of interest rate fluctuation will be significant.

(iv) Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements. Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions. Given the cash and cash equivalents balance of $2,880,395 at April 30, 2020 and under current market conditions, both liquidity and funding risk have been assessed as relatively low.

		Due by period				
	Total	< 1 year	1 - 2 years	2 - 3 years	3 - 4 years	> 5 years
	$	$	$	$	$	$
Trade and other payables	152,922	152,922	-	-	-	-
Convertible debentures	-	-	-	-	-	-
Long-term debt	1,146,673	243,106	318,906	379,650	205,011	-
Lease obligation	135,484	29,907	39,876	39,876	25,825	-
	1,435,080	425,936	358,782	419,526	230,836	-

ITEM 1.15 OTHER

Management's Responsibility for Financial Statements

The information provided in this MD&A, including the consolidated financial statements for the years ended October 31, 2019 and 2018, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements which have been properly reflected in these audited consolidated financial statements.

Disclosure Controls and Procedures

As at October 31, 2019 disclosure controls and procedures ("DCP") have been designed by the Company to provide reasonable assurance that information required to be disclosed by the Company in its filings under Canadian securities legislation is recorded, processed, summarized and reported in a timely manner. The system of DCP includes, among other things, the Company's Corporate Disclosure and Whistleblower policies and Code of Conduct, the review and approval procedures of the Disclosure Committee and continuous review and monitoring procedures by senior management.

Internal Controls over Financial Reporting

As at October 31, 2019 management has designed internal controls over financial reporting ("ICFR") within the Company in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Due to its inherent limitations, ICFR may not prevent or detect misstatements. In addition, the design of any system of control is based upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all future events, no matter how remote, or that the degree of compliance with the policies or procedures may not deteriorate. Accordingly, even effective ICFR can only provide reasonable, not absolute, assurance of achieving the control objectives for financial reporting.

The Company's CEO and CFO have evaluated the disclosure controls and procedures and concluded they are operating effectively notwithstanding the Company has a limited staff. As a result, internal controls which rely on segregation of duties in many cases are not possible. This inherent weakness is substantially overcome by the Company's heavy reliance on a rigorous senior management review and approval process.

Business and Regulatory Risks

There is no assurance the Company's research and development program will produce commercially viable products or treatments, and additional research and development will be required before a final evaluation of the economic feasibility of the licensed technology can be determined. Even if the proposed research and development is completed and identification of commercially viable products and/or treatments is successful, significant funds must be spent on further studies before determining if the products and/or treatments are commercially viable or not.

Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and also includes the ever increasing complexity of financial reporting requirements and related costs of oversight and statutory filings which must be met in order to maintain the Company's exchange listing.

Forward-Looking Statements

The information in this MD&A contains forward-looking statements which are subject to certain risks and uncertainties that could cause actual results to differ significantly from those included in the forward-looking statements.