

**SIRONA BIOCHEM CORP.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**YEAR ENDED OCTOBER 31, 2021**

**SIRONA BIOCHEM CORP.**  
**(A Development Stage Company)**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**YEAR ENDED October 31, 2021**

**ITEM 1.1 INTRODUCTION**

The following Management Discussion and Analysis ("MD&A") was prepared as of February 28, 2022 and should be read in conjunction with the audited consolidated financial statements and related notes for the years ended October 31, 2021 and 2020 which have been prepared in accordance with International Financial Reporting Standards.

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 its qualifying transaction by entering into a Licensing Agreement with TFChem S.A.R.L. ("TFC"), a biopharmaceutical company based in Rouen, France, and changed its name from High Rider Capital Inc. to Sirona Biochem Corp. The principal 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](http://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 S.A.R.L. ("TFC"), 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.

The acquisition of TFC effectively settled the previously entered Research and License Agreement between Sirona and TFC. The Company has determined that no gain or loss was recognized on the settlement of the pre-existing relationship.

The TFC Agreement was accounted for as a business combination under the acquisition method of accounting.

TFC is in the business of using fluorine atom properties to develop new glycomimetic compounds. TFC developed a proprietary carbohydrate chemistry platform utilized for developing and identifying lead compounds, and these technologies have been estimated to have a 20 years useful life based on the useful life of patents obtained by TFC.

## 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.

	2021	2020	2019
Total revenue	268,022	105,711	135,743
Loss:			
In total	2,306,335	4,133,724	4,549,575
On a per share basis	0.01	0.02	0.02
Total assets	1,287,464	2,137,239	4,256,895
Total liabilities	1,384,479	2,089,844	2,067,358
Total shareholders' equity	(97,015)	(47,395)	(2,189,537)

\*basic and fully diluted

## ITEM 1.4 RESULTS OF ANNUAL OPERATIONS

### Financial Analysis

#### Year 2021 compared to 2020

The loss in fiscal 2021 was \$2,306,335 compared to \$4,133,724 in fiscal 2020. The decrease in loss was driven primarily by increased revenue and decreased operation expenses. Revenue increased by \$162,311 in fiscal 2021 to \$268,022 compared to \$105,711 in fiscal 2020. Research expenses decreased by \$154,961 due to the decrease in general research costs in TFC. Consulting fees decreased by \$125,913 due to less operation activities in relation to business development in fiscal 2021. Office and administration expenses decreased by \$29,643 due to less operation activities in fiscal 2021. Accounting and audit fees decreased by \$36,307 in fiscal 2021 to \$221,125 compared to \$257,432 in fiscal 2020. Legal fees decreased by \$49,830 in fiscal 2021 to \$11,356 compared to \$61,186 in fiscal 2020. Share-based payments decreased by \$1,291,740 due to the Company granting less stock options in fiscal 2021. Finance expenses decreased by \$9,797 due to the Company fully paid convertible notes in year 2020, as result, less interest expenses incurred in fiscal 2021. Other income decreased by \$32,442 in fiscal 2021 to \$8,225 compared to \$40,667 in fiscal 2020.

#### Year 2020 compared to 2019

The loss in fiscal 2020 was \$4,133,724 compared to \$4,549,575 in fiscal 2019. The decrease in loss was driven primarily by decreased operation expense. Revenue decreased by \$30,032 in fiscal 2020 to \$105,711 compared to \$135,743 in fiscal 2019. Research expenses increased by \$44,524 due to the increase in general research costs in TFC. Total wages, salaries and benefits; management fees; director fees; and bonuses decreased by \$288,246 in fiscal 2020 to \$295,287 compared to \$583,533 in fiscal 2019. Consulting fees decreased by \$581,681 due to less operation activities in relation to business development in fiscal 2019. Office and administration expenses increased by \$29,728 due to more operation activities in fiscal 2020. Investor relations expenses decreased by \$105,999 in fiscal 2020 to \$121,779 compared to \$227,778 in fiscal 2019. Rental expenses increased by \$5,623 in fiscal 2020 to \$35,333 compared to \$29,710 in fiscal 2019. Share-based payments increased by \$566,186 due to the Company granting more stock options in fiscal 2020. Finance expenses decreased by \$103,609 due to the Company issued more convertible notes in year 2019, as result, more interest expenses incurred in fiscal 2019.

## ITEM 1.5 SUMMARY OF CONSOLIDATED QUARTERLY RESULTS

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

	October 31 2021 \$	July 31 2021 \$	April 30 2021 \$	January 31 2021 \$	Oct 31 2020 \$	July 31 2020 \$	April 30 2020 \$	January 31 2020 \$
Total Revenues	29,900	29,040	190,923	18,159	105,711	-	-	-
Net Loss	(300,347)	(493,792)	(836,597)	(675,599)	(407,120)	(1,206,888)	(612,181)	(1,907,535)
Loss per Share	0.00	0.01	0.00	0.00	0.00	0.01	0.00	0.01
Cash	778,006	189,886	583,072	921,955	1,535,873	2,186,172	2,880,395	3,071,664
Total Assets	1,287,464	1,156,535	1,416,870	1,556,532	2,137,239	2,582,566	3,435,705	3,931,452
Long Term Debt	468,770	654,369	654,812	775,650	850,432	1,017,142	975,701	871,854

All the financial data in the above table was prepared under IFRS.

## Discussion of Results for the Year Ended October 31, 2021

The following results of operations should be read in conjunction with the consolidated financial statements for the year ended October 31, 2021.

	2021	2020
<b>Revenue</b>	\$ 268,002	\$ 105,711
<b>Expenses</b>		
Accounting and audit fees	221,125	257,432
Consulting fees	112,679	238,592
Depreciation	9,459	9,695
Exchange (gain)/loss	20,099	(1,604)
Filing fees and transfer agent fees	36,138	53,087
Investor relations	126,222	121,779
Legal fees	11,356	61,186
Management fees	161,280	161,280
Office and administration	221,432	251,075
Rental expenses	35,847	35,333
Research expenses (net)	1,153,967	1,308,928
Share-based payments	331,409	1,623,149
Travel and entertainment	2,338	20,110
Wages, salaries and benefits	141,580	134,007
	\$ (2,316,909)	\$ (4,168,338)

### Revenue

The Company is in the development stage and has generated \$268,022 of revenues from its business in 2021 (2020: \$105,711) as a result of a milestone payments in return for the manufacture and supply of TFC-1067, a novel, new skin brightening ingredient in year 2021. Additional time and financing will be required before the technology is developed to a marketable state.

### Expenses and Net Loss

The Company reported an operating loss of \$2,316,909 during the year ended October 31, 2021 compared to \$4,168,338 during the same period last year. This \$1,851,429 decrease in operating loss was due primarily to lower research expenses, consulting fees, office and administration, accounting and audit fees, legal fees and share-based payment in 2021.

## ITEM 1.6 LIQUIDITY

During the year ended October 31, 2021, the Company incurred a net loss after taxes of \$2,306,335 (2020: \$4,133,724) and at October 31, 2021, had an accumulated deficit of \$37,799,764 (2020: \$35,493,429) and working capital of \$518,496 (2020: \$1,070,167).

Management believes that its existing cash resources, together with funds that will be obtained from future 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 \$2,158,227 for the year ended October 31, 2021 compared to \$2,112,104 in the year ended October 31, 2020, mainly due to the revenue of milestone cash payments received and less operating expenses incurred during the year 2021.

### Financing Activities

Cash flow provided by financing activities during the year ended October 31, 2021 was \$1,450,048 (2020: used in \$45,956), representing net payments to borrowings of \$308,261 (2020: \$133,383) and cash proceeds from options and warrants exercise of \$1,758,309 (2020: \$87,427).

### Investing Activities

During the year ended October 31, 2021 investing activities amounted to a use of funds of \$nil (2020: \$46,970) for the purchase of equipment.

## **ITEM 1.7 CAPITAL RESOURCES**

### **Working Capital**

	<u>As At</u> <u>October 31, 2021</u>	<u>As At</u> <u>October 31, 2020</u>
Current assets	\$ 1,259,648	\$ 2,099,964
Current liabilities	741,152	1,029,796
Working capital (deficiency)	<u>\$ 518,496</u>	<u>\$ 1,070,168</u>

During the year ended October 31, 2021, working capital decreased by \$551,672 mainly due to cash used in operating activities in 2021.

### **Cash Flow**

	<u>Year Ended</u> <u>October 31, 2021</u>	<u>Year Ended</u> <u>October 31, 2020</u>
Cash used in operating activities	(2,158,227)	(2,112,104)
Cash used in investing activities	-	(46,970)
Cash (used) provided by financing activities	1,450,048	(45,956)
Decrease (increase) in cash and cash equivalents	(708,179)	(2,205,030)
Effect of exchange rate fluctuations	(49,688)	6,256
Cash and cash equivalents, beginning of year	1,535,873	3,734,647
Cash and cash equivalents, end of year	<u>\$ 778,006</u>	<u>\$ 1,535,873</u>

As at October 31, 2021, the Company's cash position was \$778,006 compared to \$1,535,873 at October 31, 2020 year end.

### **Share Capital**

Authorized: Unlimited common shares without par value.

Issued: As of October 31, 2021, 236,067,566 (2020: 226,309,320) common shares were issued and outstanding.

	Issued common shares		Subscription receipts	Contributed surplus	Equity portion of convertible debenture	Foreign translation reserve	Accumulated deficit	Total equity (deficiency)
	Number	Amount						
<b>BALANCE, OCTOBER 31, 2019</b>	224,030,004	\$ 28,523,089	\$ -	\$ 5,037,510	\$ 22,335	\$ (33,692)	\$ (31,359,705)	\$ 2,189,537
Loss for the period	-	-	-	-	-	-	(4,133,724)	(4,133,724)
Convertible debentures, net of issuance costs (Note 10)	1,785,716	272,335	-	-	(22,335)	-	-	250,000
Issuance of stock options (Notes 15 and 16)	-	-	-	1,623,149	-	-	-	1,623,149
Exercise of options (Note 15)	370,000	258,630	-	(92,130)	-	-	-	166,500
Exercise of warrants (Note 15)	123,600	25,124	-	(5,347)	-	-	-	19,777
Foreign currency translation	-	-	-	-	-	(67,844)	-	(67,844)
<b>BALANCE, OCTOBER 31, 2020</b>	226,309,320	\$ 29,079,178	\$ -	\$ 6,563,182	\$ -	\$ (101,536)	\$ (35,493,429)	\$ 47,395
<b>BALANCE, OCTOBER 31, 2020</b>	226,309,320	\$ 29,079,178	\$ -	\$ 6,563,182	\$ -	\$ (101,536)	\$ (35,493,429)	\$ 47,395
Loss for the period	-	-	-	-	-	-	(2,306,335)	(2,306,335)
Issuance of stock options (Notes 15 and 16)	-	-	-	331,409	-	-	-	331,409
Exercise of options (Note 15)	1,038,286	363,695	(3,600)	(93,215)	-	-	-	266,880
Exercise of warrants (Note 15)	8,719,960	1,770,569	-	(250,760)	-	-	-	1,519,809
Foreign currency translation	-	-	-	-	-	43,827	-	43,827
<b>BALANCE, OCTOBER 31, 2021</b>	236,067,566	\$ 31,213,442	\$ (3,600)	\$ 6,550,616	\$ -	\$ (57,709)	\$ (37,799,764)	\$ (97,015)

## Convertible Debentures

On November 30, 2018, the Company issued 3,478,571 convertible notes (“Notes D”) with a principal amount of \$487,000 in exchange for an equivalent amount of Notes B. Each Note is convertible at the option of the holder into one common share of the Company at a conversion price of \$0.14 per share during the 12-month term of the Notes D. The Notes D will mature in 12 months from the date of issuance and bear interest at the rate of 12% per annum, payable quarterly, until the Notes D are converted or repaid. The Company is entitled to repay the principal amount of the Notes D, together with accrued and unpaid interest, at any time commencing four months after the date of issuance.

The Company initially recorded \$471,826 related to the fair value of the debt component of the Notes D using a market interest rate for comparable companies of 16.3% for an equivalent, non-convertible, loan at the date of issue. The residual amount of \$11,076, net of taxes (\$4,098) was assigned to the equity conversion component and included in shareholders’ equity. The Company amortizes the debt component of the Notes D using an effective interest rate of 15.39% over the term of the Notes D. For the year ended October 31, 2021, \$nil (2020: \$9,902) in finance expense was recorded in the consolidated statement of loss and comprehensive loss. During the year ended October 31, 2021, nil (2020: \$250,000) of Notes D were converted into the Company’s common shares and a total of nil (2020: 1,785,716) common shares were issued upon conversion. The equity component of the Notes D of nil (2020: \$7,790) with the fully accreted debt component was reclassified into share capital of the Company upon the conversion.

During May 2017, the Company issued 3,261,111 convertible notes (“Notes B”) for total gross proceeds of \$587,000. Each Note is convertible at the option of the holder into one common share of the Company

at a conversion price of \$0.18 per share during the 18-month term of the Notes B. The Notes B will mature in 18 months from the date of issuance and bear interest at the rate of 12% per annum, payable quarterly, until the Notes B are converted or repaid. The Company is entitled to repay the principal amount of the Notes B, together with accrued and unpaid interest, at any time commencing four months after the date of issuance.

The Company initially recorded \$564,498 related to the fair value of the debt component of the Notes B using a market interest rate for comparable companies of 16.3% for an equivalent, non-convertible, loan at the date of issue. The residual amount of \$16,651, net of taxes (\$5,851) was assigned to the equity conversion component and included in shareholders' equity. The Company amortizes the debt component of the Notes B using the effective interest rate of 14.86% over the term of the Notes B. For the year ended October 31, 2020, \$nil (2019: \$13,861) in finance expense was recorded in the consolidated statement of loss and comprehensive loss. During the year ended October 31, 2018, \$100,000 of principal amount of Notes B was repaid. On November 30, 2018, \$487,000 of principal amount of Notes B was exchanged for an equivalent amount of Notes D.

### Exercise of Options and Warrants

During the year ended October 31, 2021, 1,038,286 (2020: 370,000) shares were issued for the exercise of options and 8,719,960 (2020: 123,600) shares were issued for the exercise of warrants. Total cash proceeds of \$238,500 (2020: \$65,250) has been received for options exercised and \$1,519,809 (2020: \$19,777) for warrants exercised.

### 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, 2019	26,808,480	\$ 0.23	2.55
Warrants exercised	123,600	0.16	-
Balance at October 31, 2020	26,684,880	\$ 0.23	1.30
Warrants exercised	(8,719,960)	\$ 0.17	-
Balance at October 31, 2021	17,964,920	\$ 0.26	0.41

At October 31, 2021, the warrants outstanding and exercisable were as follows:

Expiry Date	Exercise Price	Number of Warrants as at October 31, 2021
February 27, 2022 (1)	\$ 0.16	13,602,000
February 27, 2022 (2)	\$ 0.16	406,960
July 16, 2022	\$ 0.60	3,750,000
July 16, 2022	\$ 0.60	205,960
October 31, 2021		17,964,920

(1) 13,602,000 of these warrants were exercised subsequent to year end.

(2) 406,960 of these warrants were exercised subsequent to year end.



## Stock Options

At October 31, 2021, the stock options outstanding and exercisable were as follows:

Expiry Date	Exercise Price	Number of Options as at October 31, 2020	Granted During the Year	Exercised During the Year	Expired/Cancelled During the Year	Number of Options as at October 31, 2021	Number of Options Exercisable as at October 31, 2021
January 21, 2021	\$0.45	1,000,000	-	-	(1,000,000)	-	-
June 21, 2021	\$0.20	100,000	-	(100,000)	-	-	-
June 30, 2021	\$0.30	300,000	-	(300,000)	-	-	-
September 8, 2021	\$0.22	100,000	-	-	(100,000)	-	-
November 1, 2021	\$0.18	-	20,000	(20,000)	-	-	-
January 22, 2022 (1)	\$0.38	-	150,000	(75,000)	-	75,000	75,000
March 1, 2022	\$0.12	100,000	-	(100,000)	-	-	-
March 19, 2022	\$0.42	-	114,286	(114,286)	-	-	-
July 14, 2022	\$0.25	-	250,000	(100,000)	-	150,000	150,000
December 4, 2023	\$0.22	-	129,000	(129,000)	-	-	-
June 7, 2024	\$0.52	300,000	-	-	-	300,000	300,000
June 26, 2025	\$0.16	3,300,000	-	-	-	3,300,000	3,300,000
February 1, 2025	\$0.38	-	200,000	-	-	200,000	200,000
September 21, 2026	\$0.20	300,000	-	-	-	300,000	300,000
November 20, 2027	\$0.15	1,250,000	-	(100,000)	-	1,150,000	1,150,000
February 26, 2029	\$0.12	500,000	-	-	-	500,000	500,000
January 21, 2030	\$0.45	5,430,000	-	-	-	4,230,000	4,230,000
April 1, 2031	\$0.45	-	750,000	-	-	750,000	750,000
		12,680,000	1,613,286	(1,038,286)	(1,100,000)	12,155,000	12,155,000
Weighted average exercised price			\$ 0.38	\$ 0.26	\$ 0.43	\$ 0.32	0.32

(1) 75,000 of these options expired unexercised subsequent to year end.

The weighted average contractual life remaining of all stock options as at October 31, 2021 is 6.37 years (2020: 6.45 years). During the year ended October 31, 2021.

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

	2021	2020
Risk-free interest rate	0.17% to 0.44%	0.24% to 1.65%
Dividend yield	0%	0%
Volatility	90.20% to 105.94%	81.88% to 159.49%
Expected life	1-5 years	1-3 years
Share price of grant date	\$0.24 to \$0.41	\$0.19 to \$0.31

For the year ended October 31, 2021, share-based compensation in the amount of \$331,409 (2020 - \$1,623,149) 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.

Expected life of stock options

When the Company grants 10-year options, management estimates that the period of time from the date of grant to the date of exercise is five years. Pursuant to IFRS 2 Share-based Payment, the effects of an expected early exercise can be accounted for by using an estimate of the option's expected life as an input into the option pricing model. Accordingly, for 10-year options, an expected life of five years is used as an input when estimating fair value.

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:

	<b>February 28, 2022</b>	<b>October 31, 2021</b>	<b>October 31, 2020</b>
Common Shares	250,251,526	236,067,566	226,309,320
Stock Options	20,980,000	12,155,000	12,680,000
Warrants	3,955,960	17,964,920	26,684,880
Fully Diluted Shares	275,187,486	266,187,486	265,674,200

For additional details of outstanding share capital, refer to the audited consolidated financial statements for the year ended October 31, 2021.

**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.

	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Management fees (a)	161,280	161,280
Accounting fees (b)	147,840	147,840
Salaries (c)	120,904	114,240
Share-based payments (d)	207,390	1,175,447
Rental (e)	24,000	24,000
<b>Total</b>	<b>661,414</b>	<b>1,622,807</b>

- (a) For the year ended October 31, 2021, \$161,280 (2020: \$161,280) in management fees were paid/incurred to a company controlled by Howard Verrico, for acting as CEO, secretary and director. See below.
- (b) For the year ended October 31, 2021, \$147,840 (2020: \$147,840) in accounting fees were paid/incurred to Christopher Hopton for acting as CFO. See below.
- (c) For the year ended October 31, 2021, \$120,904 (2020: \$114,240) in salary were paid to the VP, Operations.
- (d) For the year ended October 31, 2021, 750,000 (2020: 4,325,000) stock options were granted to management and directors and \$207,390 (2020: \$1,175,447) of share-based payments expense was recorded.
- (e) During the year ended October 31, 2021, an aggregate of \$24,000 (2020: \$24,000) in rental payments were made paid/incurred to the Company's CEO, CFO and VP, operations.

As at October 31, 2021, included in trade and other payables for expense reimbursements was \$1,459 (2020: \$1,916) payable to the Company's CFO and \$682 (2020: \$nil) payable to the VP of operations.

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.

On June 1, 2013, and as subsequently amended, the Company entered into indefinite consulting agreements for management services with Howard Verrico and Christopher Hopton, whereby Howard currently receives \$13,440 (plus GST) per month and Christopher currently receives \$12,320 per month (plus GST) until the agreements are terminated by either party. Effective June 1, 2019, compensation was increased from \$12,000 and \$11,000 per month, respectively, on the recommendation of the Compensation Committee.

Pursuant to the agreements, Howard and Christopher are eligible to receive discretionary cash bonuses, change of control payments and buyout bonuses. In the event that Howard or Christopher resign or their agreements are terminated with 12 months after a change of control (as defined), they will receive two times the compensation received immediately preceding such termination. In addition to the change of control payments, if the change of control results in a buyout of the Company transaction (as defined), on closing of the buyout transaction Howard will receive a cash bonus equal to 1.4% (plus GST) of the transaction value and Christopher will 1% (plus GST).

## ITEM 1.10 QUARTERLY RESULTS

Results for the three months ended October 31, 2021 and 2020 are as follows:

	Quarters Ended October 31	
	2021	2020
<b>Revenue</b>	29,900	105,711
<b>Expenses</b>		
Accounting and audit fees	40,960	40,960
Consulting fees	20,820	54,144
Depreciation	1,969	9,695
Exchange gain/loss	(54,262)	(2,723)
Filing fees and transfer agent fees	4,763	116
Finance expense	2,139	7,969
Income tax recovery	387	(2,749)
Investor relations	45,940	95,945
Legal fees	8,350	(27,807)
Management conferences and meetings	-	(51,514)
Management fees	40,320	40,320
Office and administration	41,683	44,541
Other expense (revenue)	(2,072)	(23,394)
Rental expenses	9,949	16,535
Research expenses	209,248	472,953
Share-based payments	(76,600)	(215,043)
Travel and entertainment	1,261	20,110
Wages, salaries and benefits	35,392	32,773
<b>Net income (loss) for the quarter</b>	<b>\$ (300,347)</b>	<b>\$ (407,120)</b>

The loss in the quarter ended October 31, 2021 was \$300,347 compared to \$407,120 in fiscal 2020. This \$106,773 decrease in net loss was driven primarily by a decrease in research expenses, consulting fees, investor relations and share-based payments in the quarter ended October 31, 2021.

A breakdown of material components of expensed research and development costs for the years ended October 31, 2021 and 2020 as follows:

	<b>2021</b>	<b>2020</b>
Wages and social charges	\$ 909,833	\$ 990,432
Sub-contracting	242,567	244,907
Small equipment	72,214	173,363
Rental costs	153,576	134,001
Maintenance and repairs	68,772	54,139
Fees	38,661	45,677
Depreciation and amortization	95,763	-
Tax credit for R&D expenses	(427,418)	(333,591)
<b>Total</b>	<b>\$ 1,153,967</b>	<b>\$ 1,308,928</b>

### **ITEM 1.11 SUBSEQUENT EVENTS**

Subsequent to the year ended October 31, 2021, the following events occurred:

On January 1, 2022, options to purchase up to 9,075,000 common shares of the Company at a price of \$0.17 per share for a period of three to ten years were granted to various directors, officers, and consultants of the Company.

On January 1, 2022, the Company entered into a Content Marketing and Community Management Support contract with a consultant in Luxembourg, whereby the consultant will support the Company in online media/PR activities as well as in the development of its social media community. The contract is for a period of one year commencing January, 1, 2022. As compensation for these services the consultant will receive \$59,450 and an option to purchase up to 175,000 common shares of the Company at a price of \$0.17 for a period of three years. On January 11, 2022, the consultant exercised its option thereby owing the Company \$29,750, such payable to be offset against 50% of the compensation payable by the Company to the consultant.

On January 1, 2022, the Company granted an option to purchase up to 1,150,000 common shares of the Company at a price of \$0.17 for a period of three years to a consultant providing public and investor relation services on a month-by-month basis. This contract is for a period of one year commencing January, 1, 2022.

In January and February 2022, 14,008,960 warrants were exercised for proceeds of \$2,241,434 and 175,000 options were exercised for proceeds of \$29,750.

### **ITEM 1.12 SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies of the Company are detailed in Note 3 of the audited consolidated financial statements for the year ended October 31, 2021.

### **ITEM 1.13 NEWLY ADOPTED ACCOUNTING POLICIES AND RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

#### Future accounting standards and interpretations

New IFRS pronouncements that have been issued but are not yet effective at the date of these financial statements are listed below. The Company plans to apply the new standards or interpretations in the

annual period for which they are first required.

#### *Presentation of financial statements*

An amendment to IAS 1 was issued in January 2020 and applies to annual reporting periods beginning on or after January 1, 2023. The amendment clarifies the criterion for classifying a liability as non-current relating to the right to defer settlement of a liability for at least 12 months after the reporting period.

### **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 October 31, 2021 and October 31, 2020:

		<b>October 31, 2021</b>	<b>October 31, 2020</b>
	<b>Categories</b>	<b>\$</b>	<b>\$</b>
<b>Financial assets</b>			
Cash and cash equivalents	Amortized cost	778,006	1,535,873
Trade and other receivables	Amortized cost	86,319	138,217
<b>Financial liabilities</b>			
Trade and other payables	Amortized cost	403,276	726,342
Long-term debt	Amortized cost	769,479	1,114,626
Lease obligation	Amortized cost	81,084	127,253

### **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 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 October 31, 2021, the Company had \$86,319 (2020: \$138,217) 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 \$12,249 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 \$778,006 at October 31, 2021 and under current market conditions, both liquidity and funding risk have been assessed as relatively low.

	Total	Due by period				
		< 1 year	1 - 2 years	2 - 3 years	3 - 4 years	> 5 years
	\$	\$	\$	\$	\$	\$
Trade and other payables	403,276	403,276	-	-	-	-
Long-term debt	769,479	300,709	372,154	96,617	-	-
Lease obligation	81,084	37,167	38,183	5,734	-	-
	1,253,838	741,152	410,337	102,351	-	-

## 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, 2021 and 2020, 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, 2021 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, 2021 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.