SIRONA BIOCHEM CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED JULY 31, 2023

SIRONA BIOCHEM CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian dollars)

As at		July 31, 2023		October 31, 2022
ASSETS				
Current Assets				
Cash and cash equivalents	$	308,847	$	421,519
Trade and other receivables (Note 6)		42,521		54,115
Tax receivables (Note 7)		716,501		742,859
Prepaid expenses and deposits (Note 8)		23,410		53,491
	$	1,091,279	$	1,271,984
Equipment, net of accumulated depreciation		11,559	$	18,725
	$	1,102,838	$	1,290,709
LIABILITIES				
Current Liabilities				
Trade and other payables (Note 9)	$	630,121	$	490,852
Current portion of long-term debt (Note 10)		83,598		337,666
Current portion of lease obligation (Note 11)		15,594		36,018
		729,313		864,536
Long-term debt (Note 10)		195,980		91,139
Lease obligation (Note 11)		-		5,408
Employee benefits (Note 13)		137,663		115,111
Convertible debentures (Note 14)		1,364,626		-
		2,427,582		1,076,194
SHAREHOLDERS' EQUITY (DEFICIENCY)				
Share capital (Note 15)		34,567,619		34,486,958
Contributed surplus (Note 15)		7,329,336		7,309,257
Equity portion of convertible debenture (Note 14)		240,750		-
Foreign translation reserve		(192,974)		(224,132)
Accumulated deficit		(43,269,475)		(41,357,568)
		(1,324,744)		214,515
	$	1,102,838	$	1,290,709

APPROVED ON BEHALF OF THE BOARD:

"Howard Verrico"	Director	*" Alex Marazzi"*	Director
Howard Verrico		Alex Marazzi	

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

SIRONA BIOCHEM CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian dollars)

	Three Months Ended July 31, 2023	Three Months Ended July 31, 2022	**Nine Months Ended July 31, 2023**	**Nine Months Ended July 31, 2022**
Revenue (Note 12)	$ 6,815	$ 653,868	$ 66,329	$ 653,868
Expenses				
Accounting and audit fees (Note 16)	111,377	93,855	212,480	244,869
Consulting fees	28,477	106,583	57,530	261,489
Depreciations	2,376	2,280	7,166	6,902
Exchange (gain)/loss	1,138	(9,599)	2,250	(6,256)
Filing fees and transfer agent fees	14,047	3,321	44,213	30,034
Investor relations	1,891	30,509	45,224	83,549
Legal fees	35,021	24,154	114,700	114,956
Management fees and bonus (Note 16)	49,152	159,933	143,463	240,573
Office and administration	52,903	59,268	211,300	170,658
Rental expenses	9,012	8,984	27,460	26,882
Research expenses (net)	118,607	334,691	885,467	1,064,566
Share-based payments (Note 16)	-	171,150	30,502	1,464,972
Travel and entertainment	423	5,131	9,199	7,589
Wages, salaries and benefits (Note 16)	37,070	36,691	112,083	110,543
	(454,679)	(373,083)	(1,836,708)	(3,167,458)
Other income/(expenses)				
Other income	16	1,265	2,871	4,881
Finance expense (Notes 10, 11)	(71,645)	(8,940)	(80,079)	(26,236)
	(71,629)	(7,675)	(77,208)	(21,355)
Loss for the period before income taxes	(526,308)	(380,758)	(1,913,916)	(3,188,813)
Income taxes recovery (expense)	639	(343)	2,009	(5,102)
Net loss for the period	(525,669)	(381,101)	(1,911,907)	(3,193,915)
Other comprehensive income (loss) for the period				
Foreign currency translation	(114,528)	10,967	(31,159)	(199,561)
Comprehensive loss for the period	$ (640,197)	$ (370,134)	$ (1,943,066)	$ (3,393,476)
Loss per share - basic and diluted	$ (0.00)	$ (0.00)	(0.01)	$ (0.01)
Weighted average number of common shares outstanding - basic and diluted	252,183,352	251,731,526	252,004,229	242,714,863

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

SIRONA BIOCHEM CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)

(Expressed in Canadian dollars, except share number)

	Issued common shares		Subscription	Contributed	Equity portion of	Foreign translation	Accumulated	Total equity
	Number	Amount	receivable	surplus	convertible debenture	reserve	deficit	(deficiency)
BALANCE, October 31, 2021	236,067,566	$ 31,213,442	$ (3,600)	$ 6,550,616	$ -	$ (57,709)	$ (37,799,764)	$ (97,015)
Loss for the period	-	-	-	-	-	-	(3,193,915)	(3,193,915)
Issuance of stock for consulting fees	-	-	-	-	-	-	-	
Issuance of stock options	-	-	-	1,464,972	-	-	-	1,464,972
Exercise of options	1,655,000	170,300	3,600	155,450	-	-	-	329,350
Exercise of warrants	14,008,960	2,792,315	(37,500)	(550,881)	-	-	-	2,203,935
Foreign currency translation	-	-		-	-	199,561	-	199,561
BALANCE, July 31, 2022	251,731,526	$ 34,176,057	$ (37,500)	$ 7,620,157	$ -	$ 141,852	$ (40,993,679)	$ 906,887
BALANCE, October 31, 2022	251,731,526	$ 34,486,958	$ -	$ 7,309,257	$ -	$ (224,132)	$ (41,357,568)	$ 214,515
Loss for the period	-	-	-	-	-	-	(1,911,907)	(1,911,907)
Issuance of stock for consulting fees	-	-	-	-	-	-	-	-
Issuance of stock options	-	-	-	30,501	-	-	-	30,501
Issuance of broker warrant	-	-	-	6,539	-	-	-	6,539
Exercise of options	380,000	69,461	-	(16,961)	-	-	-	52,500
Exercise of warrants	-	-	-	-	-	-	-	-
Convertible debentures, net of issuance costs (Note 14)	112,000	11,200	-	-	240,750	-	-	251,950
Foreign currency translation	-	-	-	-	-	31,158	-	31,158
BALANCE, July 31, 2023	252,223,526	$ 34,567,619	$ -	$ 7,329,336	$ 240,750	$ (192,974)	$ (43,269,475)	$ (1,324,744)

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

SIRONA BIOCHEM CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS PERIOD ENDED JULY 31,

(Expressed in Canadian Dollars)

	2023	2022
Operating activities		
Net loss for the period	$ (1,911,907)	$ (3,193,915)
Items not requiring use of cash:		
Consulting fees	-	48,279
Depreciations	7,166	6,902
Income taxes expense (recovery)	(2,007)	5,103
Interest accretion	72,015	-
Revaluation of warrants	-	-
Share-based payments	30,502	1,464,972
Changes in operating assets and liabilities:		
Trade and other receivables and tax receivables	26,200	61,992
Prepaid expenses and deposits	24,106	(17,090)
Trade and other payables	122,731	(175,843)
Employee benefits	13,843	(4,738)
Foreign currency translation	101,796	-
Cash used in operating activities	(1,515,555)	(1,804,338)
Financing activities		
Option and warrants exercised	52,500	2,401,234
(Repayment)/borrowings	1,341,533	(238,292)
Cash provided by financing activities	1,394,033	2,162,942
Increase in cash and cash equivalents	(121,522)	358,604
Effect of exchange rate fluctuations	8,850	(10,539)
Cash and cash equivalents, beginning of period	421,519	778,006
Cash and cash equivalents, end of period	$ 308,847	$ 1,126,071

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

1. NATURE OF OPERATIONS

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. The Company is a cosmetic ingredient and drug discovery company with a proprietary technology platform developed at its laboratory facility in France with a specialization in the stabilization of carbohydrate molecules. 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.

The head office, principal address and registered and records office of the Company are located at WeWork – 595 Burrard Street, Vancouver, BC, V7X 1L4.

2. BASIS OF PRESENTATION AND GOING CONCERN

Statement of compliance

The unaudited condensed interim consolidated financial statements (the "Interim Financial Statements") include the accounts of the Company and its wholly owned subsidiary, TFChem S.A.R.L. Any reference to "the Company" throughout these Interim Financial Statements refers to the Company and its subsidiary. All inter-entity transactions have been eliminated. The results of the operations of the subsidiary acquired during the year are included from the date of acquisition.

The Interim Financial Statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"), using the accounting policies the Company adopted in its consolidated financial statements as at and for the financial year ended October 31, 2022.

These condensed interim financial statements were authorized for issue by the Board of Directors on September 29, 2023.

Going concern

These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. To date, the Company has not achieved a scalable commercialization of its products. As of July 31, 2023, the Company has an accumulated deficit of $43,269,475(2022 - $41,357,568). For the period ended July 31, 2023, the Company incurred a net loss of $1,911,907 (2022 – $3,193,915) and used net cash in operating activities of $1,515,555 (2022 – $1,804,338).

The Company's ability to continue as a going concern is dependent upon its ability to generate product sales, negotiate collaboration or license agreements with upfront payments, raise additional funding via debt and equity financing, and ultimately attain and maintain profitable operations. While the Company is striving to act on these initiatives, there is no assurance that these and other strategies will be successful or sufficient to permit the Company to continue as a going concern.

These circumstances comprise a material uncertainty which may cast significant doubt as to the Company's ability to continue as a going concern. These consolidated financial statements do not reflect adjustments to the carrying values of the Company's assets and liabilities, revenue and expenses, and the statement of financial position classifications used, that would be necessary if the going concern assumption were not appropriate. Such adjustments could be material.

Basis of measurement
These consolidated financial statements have been prepared on a historical costs basis except for certain financial instruments which are measured at their fair value as explained in the accounting policies set out below. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Functional and presentation currency
These consolidated financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency. The functional currency of its wholly owned subsidiary, TFChem S.A.R.L. ("TFC"), is the Euro.

Use of estimates
The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgments and estimates and form assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses for the periods reported. The estimates and associated assumptions are based on historical experience and various other factors that are considered to be relevant. Actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis, and may change if new information becomes available. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. See Note 4.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements.

Principles of consolidation
These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, TFC, a biopharmaceutical company based in Rouen, France.

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of a subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases.

All significant inter-company balances and transactions between the Company and its wholly-owned subsidiary have been eliminated in preparing the consolidated financial statements.

Foreign currency
<u>Foreign currency transactions</u>
Transactions in foreign currencies are translated to the respective functional currencies of the Company and its subsidiary at the exchange rate in effect at the transaction date. Monetary assets and liabilities denominated in other than the functional currency are translated at the exchange rates in effect at the financial position date. The resulting exchange gains and losses are recognized in profit or loss. Non-monetary assets and liabilities denominated in other than the functional currency that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value is determined. Non-monetary items that are measured in terms of historical cost in other than the functional currency are translated using the exchange rate at the date of transaction.

Foreign operations

For consolidation purposes, the assets and liabilities of foreign operations are translated to the presentation currency using the exchange rate prevailing at the financial position date. The income and expenses of foreign operations are translated to the presentation currency using the average rates of exchange during the year. All resulting exchange differences are recorded as other comprehensive loss and accumulated in a separate component of shareholders' equity(deficiency), described as foreign translation reserve.

Financial 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 Company in accordance with the contract and the cash flows that the Company 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.

Cash and cash equivalents

Cash and cash equivalents consist of cash and highly liquid instruments that are readily convertible to cash with a maturity of three months or less when initially purchased. There were no cash equivalents as at July 31, 2023 and 2022.

Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are classified in current assets, except for the portion expected to be realized or paid beyond 12 months of the consolidated statements of financial position date, if any, which are classified as non-current. Trade receivables are recognized initially at the amount of consideration that is unconditional, unless they contain significant financing components, when they are recognized at fair value. Trade receivables are held with the objective of collecting contractual cash flows and classified as subsequently at amortized cost using the effective interest method.

Equipment

Items of equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset and bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The cost of replacing a part of an item of equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of day-to-day servicing of equipment (i.e. repairs and maintenance) are recognized under expenses in the consolidated statements of loss and comprehensive loss as incurred.

Depreciation is calculated based on the cost of the asset, less its estimated residual value. Depreciation is recognized in the consolidated statements of loss and comprehensive loss on a straight-line basis over the estimated useful lives of each asset. The estimated useful lives for the Company's equipment at July 31, 2023 is as follows:

- Industrial equipment 3 to 6 years

An item of equipment is derecognized when it is either disposed of or when it is determined that no further economic benefit is expected from the item's future use or disposal. Gains and losses on disposal of an item of equipment is determined by comparing the proceeds from disposal, less associated costs of disposal, with the carrying amount of equipment, and is recognized in other income/(expenses) in the consolidated statements of loss and comprehensive loss.

Leases

At inception of a contract, the Company must assess whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset over a period of time in exchange for consideration. The Company must assess whether the contract involves the use of an identified asset, whether it has the right to obtain substantially all of the economic benefits from the use of the asset during the term of the contract and if it has the right to direct the use of the asset. As a lessee, the Company recognizes a right-of-use asset and a lease liability at the commencement date of the lease.

Right-of-use asset

The right-of-use asset is initially measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made and any initial direct costs incurred at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received. The right-of-use asset is subsequently depreciated from the commencement date to the earlier of the end of the lease term, or the end of the useful life of the asset. In addition, the right-of-use asset may be reduced due to impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

Lease liability

A lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date discounted by the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. The lease liability is subsequently measured at amortized cost using the effective interest method. Lease payments included in the measurement of the lease liability comprise: fixed payments; variable lease payments that depend on an index or a rate; amounts expected to be payable under any residual value guarantee; the exercise price under any purchase option that the Company would be reasonably certain to exercise; lease payments in any optional renewal period if the Company is reasonably certain to exercise an extension option; and penalties for any early termination of a lease unless the Company is reasonably certain not to terminate early. The Company has elected to not include non-lease components related to premises leases in the determination of the lease liability.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less and leases of low-value assets. The lease payments associated with these leases are charged directly to income on a straight-line basis over the lease term.

Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Fair value less costs to sell is defined as the estimated price that would be received on the sale of the asset in an orderly transaction between market participants at the measure date. For the purposes of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other groups of assets.

An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of the cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

Provisions
Provisions for legal or constructive obligations are recognized when the Company has a present legal or constructive obligation that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Share capital
The Company's ordinary common shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares, warrants and stock options, net of any tax effects, are recognized as a deduction from equity.

Revenue recognition
The Company from time to time enters into licensing and collaboration agreements. The terms of the agreements may include non-refundable signing and licensing fees, milestone payments and royalties on any product sales derived from licensing arrangements.

The Company will only recognize revenue if a contract meets the following parameters: when it has approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. Once it is determined that a contract exists, the Company will evaluate the performance obligations within the agreement. Performance obligations will be analysed to determine whether they are distinct or whether they must be accounted for as a single unit of multiple related distinct goods and services. The Company will then perform an analysis to determine the total transaction price that it expects to receive from satisfying the performance obligations in the agreement.

If the contract also provides for development and regulatory milestone payments, royalties and sales-based milestone payments, these amounts are contingent on the occurrence of a future event and therefore give rise to variable consideration. The Company estimates variable consideration at the most likely amount to which it expects to be entitled. Estimated amounts are included in the transaction price when it becomes highly probable that the amount will not be subject to significant reversal when the uncertainty associated with the variable consideration is resolved. Estimates of variable consideration and determination of whether to include estimated amounts in the transaction price are based largely on an assessment of anticipated performance and all information (historical, current and forecasted) that is reasonably available. Based on this information and related analysis, any quarterly adjustments to revenue are recognized as necessary in the period they become known.

The upfront license fee is not considered a significant financing component because it is used to meet working capital demands that can be higher in the early stages of a contract and to protect the Company from the other party failing to adequately complete some or all of its obligations under the contract.

Sales-based royalty revenue and sales-based milestone payments will be recognized when the later of the following events occurs: the subsequent sale occurs or the performance obligation to which some or all of the sales-based royalty or sales-based milestone payment has been allocated has been satisfied. The calculated transaction price will then be allocated to the separate performance obligations based upon the relative standalone selling price of the performance obligations. If a standalone selling price cannot be determined a residual approach may be used to estimate the standalone selling price when the selling price for a good or service is highly variable or uncertain.

Contract asset
The Company's right to consideration in exchange for goods or services that have been transferred to a customer when that right is conditioned on something other than the passage of time (for example, the Company's future performance).

Contract liability
The Company's obligation to transfer goods or services to a customer for which consideration has been received (or the amount is due) from the customer.

Research and development
Expenditures on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are recognized in profit or loss as incurred. Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development and to use or sell the asset. No development expenditures have been deferred to date.

Research and development costs includes fees paid to contract research organizations and other vendors who conduct certain research and development activities on behalf of the Company. The amount of expenses recognized in a period related to research arrangements with third parties is based on estimates of work performed using an accrual basis of accounting. These estimates are based on services provided, contractual terms and experience with similar contracts. The Company monitors these factors and adjusted the estimates accordingly.

Employee benefits
Short-term employee benefits
Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Long term employee benefits
A provision is recognized for benefits accruing to employees when it is probable that settlement will be required and it is capable of being measured reliably. Provisions recognized in respect of employee benefits which are not due to be settled within one year are measured at the present value of the estimated future cash outflows to be made by the Company in respect of services provided by employees up to the reporting date. As of July 31, 2023, and October 31, 2022, the employee benefit provision represents the retirement allowance payable accrued by TFC.

Convertible debentures

Upon issuance, convertible debentures are separated into the debt and conversion feature components. The debt component of the convertible debenture is recognized initially at fair value of a similar debt instrument without a conversion feature. Subsequent to initial recognition, the debt component of a compound financial instrument is measured at amortized cost using the effective interest method.

The conversion feature of the convertible debentures is initially recognized at fair value. As a result of this obligation, the convertible debentures are convertible into equity, and accordingly, the conversion feature component of the convertible debentures is also equity.

Share-based payment transactions

The Company awards shares of the Company's stock or stock options to directors, officers, employees and/or third-party goods/service providers and uses the fair-value based method of accounting for share-based compensations for all awards granted. The resulting compensation expense, based on the fair value of the awards granted is charged to profit or loss over the period that the employees unconditionally become entitled to the award or when goods/services are rendered, with a corresponding increase to contributed surplus. Any consideration received on exercise of stock options or purchase of shares, together with the amount initially recorded in contributed surplus, is credited to share capital.

The Board of Directors grants stock options with vesting periods determined at the sole discretion of the Board and at prices reflecting the share price on the date the options were granted. An individual is classified as an employee when the individual is an employee for legal or tax purposes ("direct employee") or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value of employee stock options granted is measured using the Black-Scholes option pricing model as of the grant date, taking into account the terms and conditions upon which the options are granted. The cumulative expense recognized at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of options that will ultimately vest. The compensation expense for a period represents the movement in cumulative expense recognized as at the beginning and end of that period.

Where the terms of a stock option are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the stock-based compensation arrangement, or is otherwise beneficial to the employee as measured at the date of modification over the remaining vesting period.

Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received.

Government assistance and research and development tax credits

Government assistance and research and development tax credits are recorded as either a reduction of the cost of the applicable assets or credited against the related expense incurred in profit or loss, as determined by the terms and conditions of the agreements under which the assistance is provided to the Company or the nature of the expenditures which give rise to the credits.

Government assistance is recorded at fair value when there is reasonable assurance that the grants will be received, and the Company will comply with all attached conditions. Research and development tax credits are accrued when qualifying expenditures are made and there is reasonable assurance that the credits will be realized.

The benefit of loans from government at a below-market interest rate are measured and recognized as the difference between the amount expected to be received less, when material, a discount to reduce the loan to fair value. The benefit amount is presented with the carrying value of the loans as long-term debt in the consolidated financial statements of financial position. The benefit amount will be amortized over the repayment period of the loans and the accretion of the loans will be amortized using the effective interest method.

Income taxes
The Company follows the asset and liability method of accounting for income tax. Income tax expense comprises current and deferred tax. Income tax expense is recognized in the consolidated statement of comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination, nor is it recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Related party transactions
Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Other comprehensive income (loss)
Other comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that would not normally be included in net income (loss) such as unrealized gains or losses on available-for-sale investments and translation gains or losses on translation of foreign operations to the presentation currency of the Company.

Segment reporting
Operating segments are defined as components of an enterprise about which separate discrete information is available for evaluation by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. The Company views its operations and manages its business in one operating segment.

Earnings (loss) per share
Basic earnings (loss) per share is computed by dividing the profit (loss) for the year attributable to ordinary common shareholders of the Company by the weighted average number of common shares outstanding during the year, adjusted for treasury shares. Diluted earnings (loss) per share is calculated using the treasury stock method.

Under the treasury stock method, the dilution is computed based upon the number of common shares issued should "in the money" options or warrants, if any, be exercised. When the effects of outstandingly share-based compensation arrangements would be anti-dilutive, diluted loss per share is not calculated. As at July 31, 2023 and 2022, stock options and warrants were not included in the computation of loss per share as they are out of the money and such inclusion would be anti-dilutive.

4. CRITICAL JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

Critical accounting judgments
The critical judgments that the Company's management has made in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognized in these consolidated financial statements are as follows:

<u>Evaluation of the Company's ability to continue as a going concern</u>
Management has applied judgements in the assessment of the Company's ability to continue as a going concern when preparing these consolidated financial statements. Management prepares the consolidated financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading, or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. The assessment of the Company's ability to execute its strategy and finance the operations through achieving positive cash flow from operations or by obtaining additional funding through debt or equity financing involves judgments. Management monitors future cash requirements to assess the Company's ability to realize assets and discharge its liabilities in the normal course of operations.

<u>Determination of functional currency of the Company</u>
The functional currency for each of the Company and its subsidiary is the currency of the primary economic environment in which each entity operates. The determination of each entity's functional currency requires analysing facts that are considered primary factors, and if the result is not conclusive, the secondary factors. The analysis requires management to apply significant judgment since primary and secondary factors may be mixed. In determining its functional currency, management analysed both the primary and secondary factors, including the currency of each entity's operating cash flow, and sources of financing.

<u>Capitalization of development costs</u>
Management applies judgement in evaluating whether or not development costs incurred by the Company in the internal development of intangible assets meet the criteria for capitalizing. Management determined that as at July 31, 2023, it was not able to demonstrate with sufficient certainty that it is probable the economic benefits will flow to the Company. Accordingly, all internal development costs incurred to date have been expensed.

Key sources of estimation uncertainty

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of the financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Impairment of trade and other receivables
The assessment of the ultimate collectability of amounts receivable and the determination of the expected credit losses requires significant estimates and assumptions. See Note 3.

Long-term employee benefits
The present value of long-term employee benefits is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that have terms to maturity approximating the terms of the related employee benefits. Determination of the benefit costs requires assumptions such as the discount rate to measure the employee benefits provision, the projected age of employees upon retirement, the probability of survival, the probability of employee turnover, and the amount of the employees' last month salary prior to retirement. Actual results may differ from results which are estimated based on assumptions.

Fair value calculation of liability portion of convertible debentures
The Company applied judgment and estimates when determining the fair value of its convertible debenture (see Note 14).

Revenue recognition and deferred revenue
The assessment of the timing of revenue recognition and the determination of deferred revenue requires significant estimates and assumptions. See Note 3.

Research and development expenses
The amount of research and development expenses recognized related to research arrangements with third parties is based on estimates of work performed using the accrual basis of accounting. These estimates are based on the services provided, contractual terms and experience with similar contracts.

5. NEW AND FUTURE ACCOUNTING STANDARDS AND INTERPRETATIONS

Future accounting standards and interpretations
New IFRS pronouncements that have been issued but are not yet effective at the date of these consolidated 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.

The Company does not expect that the changes to IFRS that are effective as of January 1, 2023 will have a significant impact on the Company's results of operations or financial position.

(Expressed in Canadian dollars)

6. TRADE AND OTHER RECEIVABLES

		July 31, 2023		October 31, 2022
Trade receivables	$	13,487	$	23,888
Other receivables		29,034		30,227
	$	42,521	$	54,115

As of July 31, 2023, there was no allowance for doubtful accounts provision. In determining the recoverability of a trade or other receivable, the Company performs a risk analysis considering the type and age of the outstanding receivable, as well as the Company's exposure to credit and currency risks.

7. TAX RECEIVABLES

		July 31, 2023		October 31, 2022
R&D tax credit	$	707,486	$	735,981
GST/HST receivables		9,015		6,878
$ 716,501	$	337,537	$	742,859

Tax receivables are mainly related to the research and development ("R&D") tax credit and value added taxes ("VAT") in France. The Company expects full recovery of the R&D tax credit, VAT and other tax receivables and GST/HST receivables based on the past receipt history and consequently has not recorded any allowance against these receivables.

8. PREPAID EXPENSES AND DEPOSITS

		July 31, 2023		October 31, 2022
Prepaid expenses and deposits	$	22,685	$	52,816
Other		726		675
	$	23,410	$	53,491

9. TRADE AND OTHER PAYABLES

		July 31, 2023		October 31, 2022
Trade payables	$	454,846	$	315,577
Other payables		175,275		175,275
	$	630,121	$	490,852

10. LONG-TERM DEBT

During the year ended October 31, 2015, TFC entered into two loan agreements with BPifrance Financement ("BPI") for a total amount of $1,262,604 (€840,000). The loans were provided to TFC as a regional innovation fund to assist with TFC's research project and the loans are non-interest bearing with fixed repayment terms, commencing April 1, 2018. The Company estimated that 14.9% was the reasonable interest rate a comparable biotechnology company in France would likely have paid in obtaining loans. During the year ended October 31, 2015, the Company received the first draw of the loan totalling $757,562 (€504,000). During the year ended October 31, 2017, the Company received the second draw of the loan totalling $505,042 (€336,000). Repayment terms of BPI loan are as follows:

(Expressed in Canadian dollars)

- 23.42% of profit, excluding taxes, of sales or concessions of patent licenses or know-how collected during the year related to the research project, financed by the BPI loan;
- 23.42% of profit, excluding taxes, generated by the marketing and the sale to a third party or the Company's own use; and
- Minimum repayments per year were postponed and commenced in December 2019.

At July 31, 2023 and October 31, 2022, long-term debt was as follows:

	July 31, 2023	October 31, 2022
Total long-term debt	$ 279,577	$ 428,805
Current portion	(83,598)	(337,666)
Long-term portion	$ 195,980	$ 91,139

Minimum payments under the long-term debt at July 31, 2023, are as follows:

2023	57,586	83,598
2024	144,914	195,980
	€ 202,500	$ 279,577

As a result of COVID-19, BPI has granted the Company a six-month extension on the repayment terms.

11. LEASE LIABILITY

In June 2016, TFC entered into a lease agreement with NATIXIS Lease to lease a scientific instrument. The lease agreement bears interest of 2.7% annually, and expires in seven years on May 6, 2023, with monthly lease payments of $3,518 (€2,265) or an annual lease payment of $42,216 (€27,180). Management has assessed that the lease is a finance lease. The lease is guaranteed by BPI.

The scientific instrument was leased in June 2016, with the financed amount of €175,000 ($256,000) being classified as a capital asset (industrial equipment) and a finance lease, with the capital asset being depreciated on a straight-line basis over the seven-year term of the lease. Under the transitional provisions of IFRS 16, when using partial retrospective application, for leases previously classified as finance leases under IAS 17, the right-of-use asset and lease liability are measured at the same amounts as under IAS 17 at the date of initial adoption. At November 1, 2019, the net book value of the capital asset would have been approximately €90,000 ($132,000). In a prior year, the industrial equipment was written off as a research expense in the consolidated statement of loss and comprehensive loss.

Minimum payments under the finance lease at July 31, 2023, are as follows:

2023	15,594
Total	15,594

12. LICENSING AGREEMENTS

Agreement with Wanbang Biopharmaceuticals ("Wanbang") - 2014

On January 23, 2014, and as amended on April 13, 2016, the Company (as licensor) entered into a licensing and co-development agreement (the "LCDA") with Wanbang (as licensee).

The Company granted Wanbang an exclusive (for the People's Republic of China, excluding the Hong Kong and Macau S.A.R.), non-sublicensable and non-transferable license (the "License") during the term of the LCDA for the purpose of applying for regulatory approvals, conducting clinical research, developing, registering, launching, manufacturing, having manufactured, marketing, importing, offering for sale, distributing and selling the Company's SGLT2 inhibitor (the "Product") as well as any other indication that may have clinical effect derived from the Product.

During the year ended Oct 31, 2022, Wanbang terminated this agreement and as a result, development of the Company's SGLT2 inhibitor was discontinued by Wanbang.

Manufacturing and Supply Agreement with Rodan & Fields, LLC ("R&F") - 2019

On September 13, 2019, the Company entered into a manufacturing and supply agreement, pursuant to which the Company shall manufacture, test, label, package, store and supply R&F a minimum of 10 kilograms per year of skin lightening compound TFC-1067 for use in the United States, Canada, Australia and Japan beginning in 2020. In consideration for these services, R&F will make license fee (US$50,000 ($67,225) received in 2019) and milestone payments to the Company.

This agreement runs for a five-year term, with R&F having the option to extend the term for an additional three years, and is cancellable upon R&F providing the Company 30 days' written notice. On termination of the agreement, R&F will reimburse the Company for any materials unique to R&F and which remain in the Company's possession. The agreement terminated on December 31, 2022.

Agreement with Allergan Aesthetics - 2022

On June 7, 2022, the Company entered into a global exclusive licensing agreement with Allergan Aesthetics, an AbbVie company (NYSE: ABBV), pursuant to which Allergan Aesthetics will develop and commercialize topical skin care treatments based on active ingredients derived from certain of the Company's patents for TFC-1067 and related family of compounds.

Under the license agreement, the Company will receive an upfront payment (US$500,000 ($640,000) received during 2022) and further payments on achievement of milestones and royalties on product sales and has also agreed to financial terms as a supplier of its compounds.

13. EMPLOYEE BENEFITS

As at July 31, 2023 and October 31, 2022, the employee benefits amount represents the retirement allowance provision accrued by TFC. The obligation of TFC is limited to legal obligations applicable in France. For each employee, a calculation is made based on future benefits they have earned during their service in the current and prior years. The benefit is discounted to determine its present value. The calculation is made annually using the projected benefit method using the following assumptions:

- Discount rate 3.68% (2022: 3.68%)

- Increase in salaries: 1.0% (2022: 1.0%);
- Turnover: ranging from 1% to 7% (2022: 1% to 7%) for under 60 (2022: under 60) years old and 0% (2022: 0%) over 60 (2022: over 60) years old; and
- Payroll tax rate: 40% (2022: 40%).

The assumptions used are in accordance with French legislation and practice.

14. CONVERTIBLE DEBENTURES

On April 20, 2023, the Company issued the convertible debenture (the "Debenture") for a total amount of $1,751,232 (the " Face value"), comprised of $1,563,600 (the " Principle") and $187,632 (the " Pre-Paid Interest). The Principle of the Debenture will bear interest from the date of issue at 12% per annum, and such accrued interest is payable semi-annually in arrears. The Principle of the Debenture will be convertible into units of the Company at the election of the Debenture holders, at a conversion price of $0.10 per unit, if converted at any time prior to the April 21, 2026, subject to adjustment in certain circumstances. Upon conversion of the Principle, Prepaid interest and unpaid accrued interest, will be at the election of the Company either paid in cash or converted into shares. Subject to the prior acceptance of the Exchange, the conversion price for amounts of Prepaid Interest and accrued interest paid in shares will be equal to the maximum discounted market price, based on the closing price of the common shares on the date immediately preceding the interest payment due date.

Each unit will consist of one common shares of the Company and one common share purchase warrant of the Company. Each warrant will be exercisable into one common shares at a price of $0.15 per common share at any time prior to April 21, 2026.

Any Principal amount together with any Prepaid and accrued interest thereon as of the Maturity Date will be paid in full by the Company as at such date. For Debentures held until the maturity date, the Company will have the option to (a) repay the holders the Principal in cash amount of the Debenture, plus all Prepaid Interest and unpaid accrued interest; or (b) subject to the dissemination of a news release disclosing same and receipt of prior acceptance of the Exchange, repay all of the Principal amount of the Debenture in Units at the lesser of (i) $0.10 and (ii) the maximum discounted market price based on the Company's closing price on the date immediately preceding the maturity date.

The Company may redeem the Debentures prior to the Maturity Date at any time after 6 months from the issue date, by paying holders in cash the Face Value of the Debentures, together with all accrued interest and Prepaid interest and a redemption penalty payment of 8% of the Face Value.

In connection with the Debenture financing arrangement, 12,500 commission was paid in cash and 125,000 broker warrants were also issued. Each broker warrant allow holder to purchase up to 125,000 fully paid and non-assessable common shares of the Company at a price of $0.15 per share at any time prior to April 20, 2026.

The fair value of the convertible debenture at the time of issuance of $1,302,241 was calculated as being equivalent to the discounted cash flows for the debentures assuming an effective interest rate of 28%. The effective interest rate was based on the estimated rate for a debenture without a conversion feature. The residual amount of $242,319 was assigned to the equity conversion component and included in the shareholders' equity. The Company amortizes the debt component of the Debenture using an effective interest rate of 19.68% over the term of Debentures.

(Expressed in Canadian dollars)

During the period ended July 31, 2023, $11,200 of Debenture, including $10,000 principle and $1,200 prepaid interest, were converted into the Company's common shares and a total of 112,000 common shares and 100,000 warants were issued upon conversion. The equity component of the Debenture of $1,569 with the accreted debt component were reclassified into share capital of the Company upon the conversion.

	Convertible debentures- Liability component	Equity component	Total
	$	$	$
April 20, 2023	-	-	-
Gross proceeds received in convertible debentures	1,318,294	245,306	1,563,600
Broker commission	(16,052)	(2,987)	(19,039)
proceeds, net of transaction costs	1,302,241	242,319	1,544,561
Accretion and interest expense recognized during the period	72,016	-	72,016
Conversion to common shares	(9,631)	(1,569)	(11,200)
July 31, 2023	1,364,626	240,750	1,605,377

15. SHARE CAPITAL

Share capital

a) Authorized: Unlimited common shares without par value.

b) Issued: As of July 31, 2023, 252,223,526 (2022: 251,731,526) common shares were issued and outstanding.

During the period ended July 31, 2023, 112,000 shares were issued for the convertible debentures. See note 14.

During the period ended July 31, 2023, 380,000 shares were issued for the exercise of options for proceeds of $52,500. The $16,962 value of options exercised originally recorded to contributed surplus at issuance was reclassified to share capital upon exercise.

During the year ended October 31, 2022, 1,655,000 shares were issued for the exercise of options for proceeds of $329,350. The $155,456 value of options exercised originally recorded to contributed surplus at issuance was reclassified to share capital upon exercise.

During the year ended October 31, 2022, 14,008,960 shares were issued for the exercise of warrants for cash proceeds of $2,241,434. The $550,876 value of warrants exercised originally recorded to contributed surplus at issuance was reclassified to share capital upon exercise.

c) Shareholder's rights plan:

Effective March 12, 2020 (the "Effective Date"), and approved by the shareholders on May 22, 2020, the Company adopted a shareholder rights plan (the "Rights Plan") to prevent, to the extent possible, a creeping take-over of the Company and to ensure that any offer to acquire shares of the Company is made to all shareholders and cannot be completed unless shareholders holding at least 50% of the outstanding shares (other than the offeror and related parties) are tendered in acceptance of the offer, to ensure, to the extent possible, the fair treatment of all shareholders in connection with any take-over bid for the securities of the Company and to ensure that the Board of Directors is provided with sufficient time to evaluate unsolicited take-over bids and to explore and develop alternatives to maximize shareholder value. On March 12, 2020, the Company entered into a shareholder rights plan agreement (the “SRPA”) with Computershare Investor Services Inc. (the “Rights Agent”). Pursuant to the SRPA:

- The Company will issue one Right in respect of each common share outstanding on March 12, 2020 (the “Record Time”) and will issue one Right in respect of each common share issued after the Record Time and prior to the earlier of the Separation Time (see below) and the Expiration Time (see below); and

- Certificates representing shares which are issued after the Record Time, but prior to the earlier of the Separation Time and the Expiration Time will evidence one Right for each share represented thereby until the earlier of the Separation Time or the Expiration Time, with each Right entitling the holder to purchase a share of the Company upon the terms and subject to conditions in the SRPA.

Subject to specified adjustments, each Right entitles the holder, from and after the Separation Time and prior to the Expiration Time, to purchase one common share for the Exercise Price (as defined) as at the Business Day (as defined) immediately preceding the day of exercise of the Right. Notwithstanding any other provision of the SRPA, any rights held by the Company or its subsidiary are void. Until the Separation Time: (i) the Rights are not exercisable and cannot be exercised; (ii) each Right is evidenced by the certificate for the associated voting share registered in the name of the holder; and (iii) each Right is transferrable only together with, and will be transferred by a transfer of, the associated share. From and after the Separation Time and prior to the Expiration Time the rights are exercisable and the registration and transfer of Rights is separate from and independent of voting shares.

The SRPA will expire on the earlier of the Termination Time and the time at which the annual meeting of shareholders of the Company held in 2023 terminates (the “Expiration Time”).

Separation Time means the close of business on the 10th Trading Day (as defined) after the earlier of (all terms are as defined):

- The Share Acquisition Date;
- The date of commencement of or the first public announcement of the intent of any person to commence a Take-over bid (other than a Permitted Bid or a Competing Permitted Bid); and
- The date on which a Permitted Bid or Competing Permitted Bid cease to qualify as such.

Warrants

A summary of warrant activities for the years ended July 31, 2023 and October 31, 2022 is as follows:

(Expressed in Canadian dollars)

	Number of Warrants		Weighted average exercise price	Weighted average remaining contractual life (year)
Balance at October 31, 2021	17,964,920	$	0.26	0.41
Warrants exercised	(14,008,960)	$	0.16	-
Warrants expired	(3,955,960)	$	0.60	-
Balance at October 31, 2022	-	$	-	-
Broker warrants granted	125,000	$	0.15	2.72
Warrants granted exercisable on or before April 21, 2023	100,000	$	0.15	2.73
Balance at July 31, 2023	225,000	$	0.15	2.72

Expiry Date		Exercise Price	Number of Warrants as at July 31, 2023
April 20, 2026	$	0.15	125,000
April 21, 2026	$	0.15	100,000
			225,000

Stock options

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.

<u>Expected life of stock options</u>
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.

(Expressed in Canadian dollars)

At July 31, 2023, the stock options outstanding and exercisable were as follows:

Expiry Date	Exercise Price	Number of Options Exercisable as at October 31, 2022	Granted During the Year	Exercised During the Year	Expired/ Cancelled During the Year	Number of Options as at July 31, 2023	Number of Options Exercisable as at July 31, 2023
June 30, 2023	$0.17	250,000	-	-	-	250,000	250,000
November 1, 2023	$0.13	-	250,000	(180,000)	-	70,000	70,000
June 7, 2024	$0.52	300,000	-	-	-	300,000	300,000
June 30, 2024	$0.15	-	250,000	-	-	250,000	250,000
January 1, 2025	$0.17	4,150,000	-	-	-	4,150,000	4,150,000
June 26, 2025	$0.16	3,300,000	-	-	-	3,300,000	3,300,000
February 1, 2026	$0.38	200,000	-	-	-	200,000	200,000
January 1, 2026	$0.15	-	200,000	(200,000)	-	-	-
September 21, 2026	$0.20	300,000	-	-	-	300,000	300,000
January 1, 2027	$0.17	500,000	-	-	-	500,000	500,000
November 20, 2027	$0.15	1,150,000	-	-	-	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	-	-	-	5,430,000	5,430,000
April 1, 2031	$0.45	750,000	-	-	-	750,000	750,000
January 1, 2032	$0.17	3,750,000	-	-	-	3,750,000	3,750,000
July 19, 2032	$0.20	700,000	-	-	-	700,000	700,000
		21,280,000	700,000	(380,000)	-	21,600,000	21,600,000
Weighted average exercised price			$ 0.14	$ 0.14	-	$ 0.25	$ 0.25

During the year ended July 31, 2023, the Company granted the following stock options to officers and employees of, and consultants to, the Company:

- On November 1, 2022, options to purchase up to 250,000 common shares of the Company at a price of $0.125 per share for a period of one year were granted to consultants of the Company. 180,000 of these options were exercised during period.

- On January 1, 2023, options to purchase up to 250,000 common shares of the Company at a price of $0.15 per share for a period of 18 months were granted to consultants of the Company.

- On January 1, 2023, options to purchase up to 200,000 common shares of the Company at a price of $0.15 per share for a period of three years were granted to consultants of the Company.

At October 31, 2022, the stock options outstanding and exercisable were as follows:

Expiry Date	Exercise Price	Number of Options Exercisable as at October 31, 2021	Granted During the Year	Exercised During the Year	Expired/ Cancelled During the Year	Number of Options as at October 31, 2022	Number of Options Exercisable as at October 31, 2022
January 22, 2022	$0.38	75,000	-	-	(75,000)	-	-
July 14, 2022	$0.25	150,000	-	(150,000)	-	-	-
June 30, 2023	$0.17	-	250,000	-	-	250,000	250,000
March 30, 2023	$0.20	-	250,000	(250,000)	-	-	-
May 1, 2023	$0.20	-	680,000	(680,000)	-	-	-
May 13, 2023	$0.20	-	150,000	(150,000)	-	-	-
June 7, 2024	$0.52	300,000	-	-	-	300,000	300,000
January 1, 2025	$0.17	-	4,325,000	(175,000)	-	4,150,000	4,150,000
June 26, 2025	$0.16	3,300,000	-	-	-	3,300,000	3,300,000
February 1, 2026	$0.38	200,000	-	-	-	200,000	200,000

(Expressed in Canadian dollars)

September 21, 2026	$0.20	300,000	-	-	-	300,000	300,000
January 1, 2027	$0.17	-	500,000	-	-	500,000	500,000
November 20, 2027	$0.15	1,150,000	-	-	-	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	-	-	-	5,430,000	5,430,000
April 1, 2031	$0.45	750,000	-	-	-	750,000	750,000
January 1, 2032	$0.17	-	4,000,000	(250,000)	-	3,750,000	3,750,000
July 19, 2032	$0.20	-	700,000	-	-	700,000	700,000
		12,155,000	10,855,000	(1,655,000)	(75,000)	21,280,000	21,280,000
Weighted average exercised price		$ 0.32	$ 0.17	$ 0.20	$ 0.38	$ 0.26	$ 0.26

During the year ended October 31, 2022, the Company granted the following stock options to officers and employees of, and consultants to, the Company:

- On July 19, 2022, options to purchase up to 700,000 common shares of the Company at a price of $0.20 per share for a period of ten years were granted to director and officers of the Company.
- On May 13, 2022, options to purchase up to 150,000 common shares of the Company at a price of $0.20 per share for a period of one year were granted to consultants of the Company. 150,000 of these options were exercised during period.
- On May 1, 2022, options to purchase up to 680,000 common shares of the Company at a price of $0.20 per share for a period of one year were granted to consultants of the Company. 680,000 of these options were exercised during period.
- On March 30, 2022, options to purchase up to 250,000 common shares of the Company at a price of $0.20 per share for a period of one year were granted to consultants of the Company. 250,000 of these options were exercised during period.
- On January 1, 2022, options to purchase up to 4,325,000 common shares of the Company at a price of $0.17 per share for a period of three years were granted to consultants of the Company. 175,000 of these options were exercised during period.
- On January 1, 2022, options to purchase up to 250,000 common shares of the Company at a price of $0.17 per share for a period of one and half years were granted to consultants of the Company.
- On January 1, 2022, options to purchase up to 4,500,000 common shares of the Company at a price of $0.17 per share for a period of five to ten years were granted to directors and officers of the Company.

The weighted average contractual life remaining of all stock options as at July 31, 2023 is 4.45 years (2022: 5.23 years).

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

	2023	**2022**
Risk-free interest rate	3.92% to 4.07%	0.91% to 3.13%
Dividend yield	0%	0%
Volatility	92.15% to 94.24%	94.04% to 102.60%
Expected life	1-1.5 years	1-5 years
Share price of grant date	$0.11 to $0.13	$0.20

(Expressed in Canadian dollars)

For the period ended July 31, 2023, share-based compensation in the amount of $30,502 (2022 - $1,464,972) was recognized in the Company's consolidated statements of loss and comprehensive loss.

16. 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 periods ended July 31, 2023 and 2022, the Company incurred the following expenses to officers or directors of the Company or companies with common directors:

	2023 $	2022 $
Management fees (a)	135,477	122,573
Accounting fees (b)	110,880	110,880
Salaries (e)	94,248	94,248
Bonuses	-	118,000
Share-based payments (d)	-	786,669
Total	340,605	1,232,370

(a) For the period ended July 31, 2023, $135,477 (2022: $122,573) in management fees and $nil (2022: $44,000) in bonus were paid/incurred to a company controlled by Howard Verrico, for acting as CEO, secretary and director. See below.

(b) For the period ended July 31, 2023, $110,880 (2022: $110,880) in accounting fees and $nil (2022: $39,000) were paid/incurred to Christopher Hopton for acting as CFO. See below.

(c) For the period ended July 31, 2023, $94,248 (2022: $94,248) in salary and $nil (2022: $35,000) were paid to the VP, Operations.

(d) For the period ended July 31, 2023, nil (2022: 4,500,000) stock options were granted to management and directors and $nil (2022: $680,892) of share-based payments expense was recorded.

As at July 31, 2023, included in trade and other payables for expense reimbursements was $nil (2022: $nil) payable to the Company's CEO, $3,119 (2022: $1,459) payable to the Company's CFO and $700 (2022: $1,276) 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 amended on July 2022, Howard currently receives $15,053 (plus GST) per month an increase from $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.

(Expressed in Canadian dollars)

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).

17. FINANCIAL INSTRUMENTS, RISK MANAGEMENT AND CAPITAL MANAGEMENT

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 July 31, 2023 and October 31, 2022:

	Categories	July 31, 2023 $	October 31, 2022 $
Financial assets			
Cash and cash equivalents	Amortized cost	308,847	421,519
Trade and other receivables	Amortized cost	42,521	54,115
Financial liabilities			
Trade and other payables	Amortized cost	630,121	490,852
Long-term debt	Amortized cost	279,577	428,805
Lease obligation	Amortized cost	15,594	41,426
Convertible debentures	Amortized cost	1,364,626	-

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 employee benefits is determined at each statement of financial position date. 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.

During the year, there were no transfers between Level 1, Level 2 and Level 3 classified assets and liabilities.

Financial risk management objectives and policies

The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

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 cash and cash equivalents with major financial institutions which have a 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. See Note 6.

(i) 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 $5,800 increase or decrease in accumulated other comprehensive income, based on amounts held at year end.

At July 31, 2023, the Company's monetary assets and liabilities denominated in the Euro and were approximately as follows:

Monetary assets	€	86,434
Monetary liabilities		486,638
Net monetary liabilities	€	645,203
Gain/loss on a 1% increase/decrease on the revaluation of monetary assets and liabilities denominated in the Euro	€	4,002
	$	5,810

(ii) 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.

(iii) Liquidity risk arises through the excess of financial obligations due over available financial assets 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 $308,847 at July 31, 2023 and under current market conditions, both liquidity and funding risk have been assessed as relatively low.

(Expressed in Canadian dollars)

The following table summarizes the significant remaining contracted payments of the Company's financial liabilities and capital expenditures as at July 31, 2023:

		Due by period				
	Total	< 1 year	1 - 2 years	2 - 3 years	3 - 4 years	> 5 years
	$	$	$	$	$	$
Trade and other payables	630,121	630,121	-	-	-	-
Long-term debt	279,577	83,598	195,980	-	-	-
Lease obligation	15,594	15,594	-	-	-	-
Convertible debenture	1,364,626	-	-	1,364,626	-	-
	2,289,918	729,313	195,980	1,364,626	-	-

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue technology research. Therefore, the Company monitors the level of risk incurred in its technology research relative to its capital structure which is comprised of working capital and shareholders' equity (deficiency).

The Company manages its capital in a manner consistent with the risk characteristics of the assets it holds. All sources of financing are analysed by management and approved by the board of directors.

The Company is meeting these objectives primarily through its on-going cash management procedures, which include monthly comparison of actual results against budget and periodic forecasting of cash flow requirements.

18. GEOGRAPHIC SEGMENTS

The Company is located and operated in Canada and France.

The Company's net loss by geographic location for the years ended July 31, 2023 and 2022 is as follows:

Net loss		**July 31, 2023**		**July 31, 2022**
Canada	$	923,542	$	2,396,558
France		988,364		797,357
Total	$	1,911,907	$	3,193,915

The Company's total assets by geographic location as at July 31, 2023 and 2022 is as follows:

Total assets		**July 31, 2023**		**October 31, 2022**
Canada	$	288,603	$	916,267
France		814,235		374,442

Total	$	1,102,838	$	1,290,709