



Management's Discussion and Analysis

For the years ended December 31, 2023 and 2022

This Management's Discussion and Analysis ("MD&A") of financial results is dated April 29, 2024 and reviews the business of NuGen Medical Devices Inc. (the "Company" or "NuGen"), for the years ended December 31, 2023 and 2022, and should be read in conjunction with the accompanying audited annual financial statements and related notes for the years ended on December 31, 2023 and 2022.

Forward looking information

Some statements contained in this MD&A constitute forward-looking statements including, without limitation, anticipated developments in the Company's operations in future periods and other events or conditions that may occur in the future. These statements relate to future events or the Company's future performance and are inherently uncertain and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those mentioned herein under heading "RISKS AND UNCERTAINTIES". Management believes that the expectations reflected in those statements are reasonable, but no assurance can be given that these expectations will prove to be correct. It is recommended not to place undue reliance on forward looking statements as the plans, intentions or expectations upon which they are based might not occur.

Although management believes that the expectations represented by such forward-looking statements are reasonable, there is significant risk that the forward-looking statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.

Forward-looking statements in this MD&A include, but are not limited to:

1. Statements concerning the Company's primary business activities,
2. The Company's intention to seek and acquire products and assets to create shareholder value,
3. The Company's intention to raise additional financing to pursue its activities.

The Company does not undertake to update any forward-looking information provided in this MD&A, except as, and to the extent required by, applicable securities laws. For more information on the Company and its business, investors should review the Company's other regulatory filings filed with securities commissions or similar authorities in Canada that are available on SEDAR at www.sedar.com. The Company reviews its forward-looking statements on an ongoing basis and updates this information when circumstances require it.

DESCRIPTION OF THE COMPANY

NuGen Medical Devices Inc., was incorporated under the laws of Ontario on September 5, 2017. The Company's registered address and principal place of business is located at 1400-18 King Street, Toronto, ON, M5C 1C4.

NuGen Medical Devices Inc. is a medical device manufacturing company specializing in the field of needleless injections and related technologies. NuGen is the parent company of European Pharma Group B.V. and its wholly owned subsidiaries European Pharma Group Shenzhen Ltd. and European Pharma Group Hong Kong Ltd. ("EPG").

Going Concern

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and discharge of liabilities at their carrying values in the ordinary course of operations for the foreseeable future.

During the year ended December 31, 2023, the Company incurred a net loss of \$9,362,217 and negative cash flow from operations of \$6,714,138. At December 31, 2023, the Company has an accumulated deficit of \$29,301,105. As the Company is still in its development phase working on developing markets and finding distribution networks, the Company will operate at a loss until its business becomes established.

The Company's ability to continue as a going concern is dependent upon the continued financial support of shareholders and lenders, its ability to attain profitable operations and generate funds therefrom and/or its ability to continue to obtain equity or debt capital to obtain the necessary financing sufficient to meet current and future obligations. The Company will require additional financing in the near future in order to fund future operations and obligations, and meet its business plan subsequent to December 31, 2024. The Company is actively managing its liquidity pending additional financing. While the Company has been successful in securing financing in the past, raising additional funds is dependent on a number of factors outside the Company's control, and as such there is no assurance that it will be able to do so in the future. These events or conditions indicate that a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional shares from treasury, control may change, and shareholders may suffer dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its current business plan or cease operations.

These consolidated financial statements do not reflect the adjustments or reclassification of assets and liabilities which would be necessary if the Company were unable to continue as a going concern. Such adjustments could be material.

DESCRIPTION OF THE BUSINESS

Nugen is an emerging specialty medical device company focused on developing and commercializing novel drug delivery technologies. NuGen's principal business is the research, development and commercialization of innovative needle-free injection devices and systems for the administration of subcutaneous medication.

It is developing products using its novel needle-free delivery technology in several important fields including, but not limited to, diabetes, semaglutide, growth and fertility hormone as well as DNA and conventional/pediatric vaccines.

Nugen is focusing its development efforts in needle free devices in the area of liquid jet delivery through the InsuJet™ platform.

Nugen's InsuJet™ technology platform is based on jet-stream administration of liquid drugs. The operating principle of jet-stream injection technology is to press liquid through a small orifice of a special nozzle such that the injector device creates a fine, high speed jet that can penetrate the skin.

Nugen manufactures and commercializes needle-free injection systems that have received regulatory approvals to be sold in over 42 countries globally. The Corporation is currently manufacturing and has begun soft-selling the InsuJet™ system with an immediate focus on servicing the diabetic community as well as developing the next generation products using its novel needle-free delivery platform. This technology platform is compatible in several important fields and not limited to diabetes.

Nugen and its subsidiaries, suppliers, manufacturers or other service providers have obtained all relevant licenses, regulatory approvals, permits or other authorizations from relevant governmental authorities in order to carry on the business as currently conducted and that such licenses, permits and regulatory approvals that have been obtained are in good standing. The licenses include the CE certification obtained from GMED, granted April 21, 2021, which is valid until December 31, 2028. All the suppliers maintain relevant certifications needed to conduct their business, and critical suppliers are covered by the annual audit scope of GMED.

During the year ended December 31, 2023, the Company conducted these research and development activities:

Insujet

- The InsuJet V6 device is an incremental improvement of InsuJet V5, and has some improvements in the housing design, ergonomics and usability features. The next phase of development will include design for manufacturing, and design transfer.
- The InsuJet V7 device will have more innovations, where smart & connective features are added by the incorporation of electronics (e.g., Bluetooth LE.) The device will be positioned as a more high-end version of the device, targeting mainly developed countries, with better monitoring and traceability of user data.
- The InsuJet V8 device will feature more innovations to enhance the overall usability of the product by eliminating the need to use separate adaptors for the filling of the device dose chamber (nozzle) with insulin prior to each injection.

As at December 31, 2023, the cumulative research and development expenses since June 5, 2020 are \$2,302,437 (€1,572,274).

Project	Description of the project	Company's plan	Status	Expenditures made	How the expenditures relate to the anticipated timing and costs to take the project to the next stage of the plan	Whether or not the Company plans to expend additional funds on the project	Any factors that have affected the value of the project	Notes
Insujet	Needle-free liquid jet injector, spring powered. There is a first-generation product in the market which is undergoing incremental improvements (V5, V6), and there are future generation models based on break through innovations (V7, V8)	<ul style="list-style-type: none"> - Work on development of V6 injector - Continue development of future generation injectors with focus on connectivity-IOT (V7) and innovative features (drug storage inside device, V8) 	<ul style="list-style-type: none"> - V6 injector: concept development - V7 in engineering & prototype stage - V8 in early concept stage, with some key features in engineering / prototype stage 	None	<ul style="list-style-type: none"> - V6: The R&D expenses resulted in new & improved design concept for the injector. Readiness level is now at 8. - V7: The R&D expenses resulted in improved performance of the prototype by improving hardware design, making the technology more viable. Readiness level is now at 8. - V8: The R&D expenses resulted in an innovative patentable solution for drug aspiration, greatly enhancing the usability. Readiness level is now at 5. 	<ul style="list-style-type: none"> - V6: estimated costs in the next 12 months: \$150,000 conditional to cash flow from operations - V7: estimated costs in the next 24 months: \$500,000 conditional to cash flow from operations - V8: estimated costs in the next 36 months: \$750,000 conditional to cash flow from operations 	None	-

BASIS OF PRESENTATION

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities, which have been measured at fair value as described in note 19 of the audited financial statements. The Company's reporting and functional currency is Canadian dollars, which is the currency of the primary economic environment in which the Company operates.

RESULTS OF OPERATIONS

The Company has generated \$331,403 of revenues for the year ended December 31, 2023 and \$152,358 in 2022. For the years ended December 31, 2023 and 2022,

1. Sales and marketing expenses were \$966,257 in 2023 vs. \$380,054 in 2022, an increase of \$586,203 as a result of multiple promotional activities done in 2023 as well as business development consultants hired during this year and the development and launching of a new transactional web site. The sales and marketing expenses incurred during the year ended December 31, 2023 consisted of business development, marketing expenses, investors events and travel expenses.
2. Salaries and benefits expenses were \$688,653 in 2023 vs. \$854,420 in 2022, a decrease of \$165,767 attributable to some employees that were replaced by consultants during 2023. Even if the Company does not generate significant revenues, 9 employees work in R&D, testing and packaging at the Shenzhen facility, and 4 employees in the Netherlands.
3. General and administrative expenses were \$574,688 in 2023 vs. \$597,116 in 2022, a decrease of \$22,428. The general and administrative expenses consist of rent (Netherlands \$62,653, Canada \$27,500), insurance (\$127,776), office expenses (\$196,866), filing fees (\$147,624) and interest & bank charges (\$12,269).
4. Professional fees were \$3,933,512 in 2023 vs. \$2,028,944 in 2022, an increase of \$1,904,568 attributable higher legal fees, consultants and investor relation services provided to the Company in 2023.
5. Depreciation charges were \$612,041 in 2023 vs. \$578,719 in 2022.
6. Depreciation of the right-of-use asset was \$78,799 in 2023 vs. \$75,393 in 2022, attributable to the Shenzhen facility lease.
7. Share-based payment expense was \$1,363,973 in 2023 vs. \$431,746 in 2022, attributable to higher stock options granted in 2023 vs 2022.
8. Net finance expenses were \$1,293,581 in 2023 vs. \$837,712 in 2022, the difference attributable to a gain on debt conversion in 2022 and higher accretion expense on the convertible debt in 2023.
9. A net loss and comprehensive loss of \$9,168,767 in 2023 vs. \$5,560,918 in 2022 was incurred.

BALANCE SHEET HIGHLIGHTS

For the years ended December 31, 2023 and 2022,

1. Cash was \$464,456 in 2023 vs. \$131,450 in 2022, and restricted cash was \$50,375 vs. \$nil in 2022. The restricted cash is a Guaranteed Investment Certificate which is restricted to cover for the credit card issued to the Company during 2023.
2. Current assets were \$1,329,800 in 2023 vs. \$566,832 in 2022, with the difference attributable to the higher inventory and prepaid expenses in 2023.
3. Total assets were \$6,945,736 in 2023 vs. \$6,849,251 in 2022.
4. Current liabilities were \$3,290,531 in 2023 vs. \$1,730,013 in 2022, with the difference primarily attributable to the long-term debt that was reclassified in the current liabilities due to its maturity date.
5. Non-current liabilities were \$5,715,478 in 2023 and \$7,381,693 in 2022, a decrease due to the long-term debt that was reclassified in the current liabilities and the reimbursement of a convertible debt.
6. Share capital was \$21,359,683 in 2023 vs \$15,071,790 in 2022, an increase of \$6,287,893 due to the issuance of the shares related to three private placements and the exercise of warrants and options during the first nine months of 2023.
7. Reserves were \$5,916,263 in 2023 and \$3,502,722 in 2022, the variation mainly attributable to issuance of warrants in connection with the three private placements and options granted during 2023.
8. Deficit was \$29,301,105 in 2023 and \$20,608,403 in 2022, with the increase attributable to the increased net loss in 2023 and warrants expired.

SUMMARY OF QUARTERLY RESULTS

	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022 <i>(restated)</i> (4)	September 30, 2022 <i>(restated)</i> (3)	June 30, 2022 <i>(restated)</i> (2)	March 31, 2022 <i>(restated)</i> (1)
	\$	\$	\$	\$	\$	\$	\$	\$
Sales	168,659	115,819	22,549	24,376	78,964	4,028	1,751	67,615
Cost of goods sold	106,994	42,504	9,869	7,195	28,908	1,208	525	22,549
Selling, general and administrative expenses	2,258,154	2,169,679	2,092,590	1,692,472	1,377,789	1,028,412	1,184,494	1,302,508
Loss from operation	(2,196,489)	(2,096,364)	(2,079,910)	(1,675,291)	(1,333,303)	(1,025,592)	(1,183,268)	(1,257,442)
Net loss and comprehensive loss	(2,556,307)	(2,234,736)	(2,409,541)	(1,968,183)	(941,345)	(1,237,987)	(1,263,780)	(1,351,123)
Loss per share – basic and diluted	(0.012)	(0.012)	(0.015)	(0.017)	(0.189)	(0.014)	(0.017)	(0.017)

Restatement of the 2022 Quarterly results

⁽¹⁾ For the three-month period ended March 31, 2022, an amount of \$116,198 was deducted from selling, general and administrative expenses for: (i) insurance reclassified as prepaid expenses (\$72,050), and (ii) an overstatement of the share-based payment that was corrected against the reserves (\$44,148).

Also, net financial expenses were decreased by \$204 for an overstatement of the interest expense on a promissory note.

These adjustments decreased the net loss of the period by \$116,402.

⁽²⁾ For the three-month period ended June 30, 2022, an amount of \$57,000 has been reclassified from sales to other income and \$19,950 has been reclassified from cost of goods sold to selling, general and administrative expense. In addition, an amount of \$148,495 was deducted from selling, general and administrative expenses for: (i) sales and marketing expenses reclassified as prepaid expenses (\$68,495), and (ii) professional fees reclassified as share issuance costs (\$80,000).

Also, net financial expenses were decreased by \$2,500 for an overstatement of the interest expense on a promissory note.

These adjustments decreased the net loss of the period by \$150,995.

⁽³⁾ For the three-month period ended September 30, 2022, the net financial expenses were increased by \$77,079 to correct: (i) an understatement of the fair value of the derivative portion of a new convertible debt (\$75,037), (ii) an understatement of the accretion expense on this new convertible debt (\$2,943) and (iii) an overstatement of the interest expense on a promissory note (\$901).

These adjustments increased the net loss of the period by \$77,079.

⁽⁴⁾ For the three-month period ended December 31, 2022, an amount of \$264,693 was deducted from selling, general and administrative expenses and net financial expenses were increased by \$74,375 for the explained above adjustments, having a net effect of decreasing the net loss of the period by \$190,318.

ISSUED AND OUTSTANDING SHARE DATA

	December 31, 2023		December 31, 2022	
	Number	Amount	Number	Amount
		\$		\$
Balance, beginning of year	96,563,460	15,071,790	86,014,961	14,191,705
Issuance of shares – Private placements	74,722,222	4,998,374	8,903,763	564,763
Issuance cost	-	(540,438)	-	(95,862)
Exercise of warrants	26,390,000	1,716,712	-	-
Exercise of options	1,450,000	113,245	-	-
Issuance of shares – Debt settlement	-	-	1,644,736	411,184
Balance, end of year	199,125,682	21,359,683	96,563,460	15,071,790

As at April 29, 2024, the Company has the following outstanding shares, warrants and options:

	April 29, 2024		
	Number of shares	Warrants	Options
Balance, January 1, 2024	199,125,682	58,844,524	19,875,000
Exercise of warrants	15,000,000	(15,000,000)	-
Exercise of options	300,000	-	(300,000)
Options granted	-	-	523,000
Options expired	-	-	(750,000)
Issuance of shares – debt settlement	2,000,000	-	-
Balance, April 29, 2024	216,425,682	43,844,524	19,348,000

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2023, the Company had \$1,329,800 in current assets, comprised of cash, restricted cash, accounts receivables, sales taxes recoverable, inventory and prepaid expenses.

At December 31, 2023, the Company had a negative working capital of \$1,960,731 comprised of cash (\$464,456), restricted cash (\$50,375), receivables (\$20,752), sales tax receivables (\$334,471), inventory (\$209,285) and prepaid expenses (\$250,461) which were offset by accounts payable and other liabilities (\$1,069,282), deferred revenues (\$52,308), current portion of lease liability (\$27,114) and the current portion of the long-term debt (\$2,141,827).

The Company incurred a net loss and comprehensive loss for the year ended December 31, 2023 of \$9,168,767 and had an accumulated a deficit of \$29,301,105.

As the Company is still in its development phase working on developing markets and finding distribution networks, the Company will likely operate at a loss until its business becomes established, and the Company will require additional financing in order to fund future operations and expansion plans. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

As at December 31, 2023, the contractual obligations of the Company are:

	Total	Less than a year	1-5 years	Greater than 5 years
	\$	\$	\$	\$
Contractual obligation				
Accounts payable and other liabilities	1,069,282	1,069,282	-	-
Long-term debt	2,276,335	2,210,335	66,000	-
Convertible debt	8,946,602	-	8,946,602	-
Total, contractual obligations	12,292,219	3,279,617	9,012,602	-

The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional shares from treasury, control may change, and shareholders may suffer dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its current business plan or cease operations.

The Company's ability to continue as a going concern is dependent upon the continued financial support of shareholders and lenders, its ability to attain profitable operations and generate funds therefrom and/or its ability to continue to obtain equity or debt capital to obtain the necessary financing sufficient to meet current and future obligations.

FINANCIAL INSTRUMENTS

Short-term financial instruments, comprising cash and restricted cash, accounts receivable and accounts payable and other liabilities are carried at amortized cost which, due to their short-term nature, approximates their fair value. Long-term financial instruments consist of the debt and convertible debt, are carried at amortized cost and are initially measured based upon discounted future cash flows using a discount rate, adjusted for the Company's own credit risk, that reflects current market conditions for instruments with similar terms and risks. The Company does not acquire, hold or issue derivative financial instruments for trading purposes and the Company presently has no established credit facility.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any special purpose entities, nor is it a party to any transactions or arrangements that would be excluded from the statement of financial position.

RELATED PARTY TRANSACTIONS

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

Compensation awarded to key management includes the following:

	Year ended December 31, 2023 \$	Year ended December 31, 2022 \$
Michael Wright, former CEO	90,500	162,500
Ian Heynen, CEO	74,413	-
Nicky Canton, COO	211,974	185,683
Veronique Laberge, CFO	183,000	106,000
Richard Buzbuzian, director	315,000	-
Tony Di Benedetto, director	150,000	-
Karen Dunlap, director	142,800	29,145
Derek Lindsay, former director	26,000	19,000
Share-based payments – options	368,693	198,512
Total compensation to key management	1,562,380	700,840

Balances owed to key management include the following:

Presented as a due to a director within accounts payable and other liabilities is \$65,731 for unpaid consulting fees incurred during the period ended December 31, 2023 (\$43,628 as at December 31, 2022).

On April 27, 2023, the Company reimbursed a convertible debt to a company controlled by a director for a total amount of \$786,630 including an accrued interest of \$46,630.

CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting judgements and estimates are described in Note 2 of the financial statements for the years ended December 31, 2023 and 2022 and include the following:

Going concern

The evaluation of the Company's ability to continue as a going concern, to raise additional financing in order to cover its operating expenses and its obligations for the upcoming year requires significant judgment-based assumptions including the probability that future events are considered reasonable according to the circumstances. Please refer to Note 1 for further information.

Intangible assets and goodwill

Significant estimates and judgements are made in testing goodwill and intangible assets for impairment. Management uses estimates or exercises judgment in assessing indicators of impairment, defining a cash generating unit ("CGU"), forecasting future revenue, and in determining other key assumptions such as revenue multipliers used for assessing fair value (less costs of disposal). Goodwill is tested for impairment annually based on the December 31 balances and whenever there is an indication of impairment. Other long-lived assets are tested only when indicators of impairment are present.

CHANGES IN ACCOUNTING POLICIES

The Company's significant accounting policies are described in Note 3 and 4 of the financial statements for the years ended December 31, 2023 and 2022.

RISKS AND UNCERTAINTIES

NuGen is subject to a number of risks and uncertainties that could significantly affect the Company's financial condition and performance. This list of risk factors may not be exhaustive as the Company operates in a rapidly changing business environment and new risk factors emerge from time to time. The Company cannot predict such risk factors, nor can the Company assess the impact, if any, of such risk factors or uncertainties on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those projected in any forward-looking statements. Accordingly, neither shareholders of the Company nor purchasers of securities of the Company should rely on forward-looking statements as a prediction of actual results. If any of these risks actually occur, the Company's business, results of operations, financial position and cash flows could be adversely affected. In any such case, the market value of the Company's common shares could decline, and investors may lose all or part of their investment.

Market Risk for Securities

There can be no assurance that an active trading market for the shares of the Company will be established and sustained and the market price for the shares could be subject to wide fluctuations. Factors such as government regulation, interest rates, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Company's securities. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Speculative Nature of Investment Risk

An investment in the shares of the Company carries a high degree of risk and should be considered as a speculative investment. The Company has no history of earnings, limited cash reserves, a limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future.

Liquidity and Future Financing Risk

The Company will likely operate at a loss until its business becomes established and the Company will require additional financing in order to fund future operations and expansion plans. The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. If additional financing is raised by issuance of additional shares from treasury, control may change and shareholders may suffer dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its current business plan or cease operations.

Conducting the costly and time-consuming research, pre-clinical and clinical testing necessary to obtain regulatory approvals and bringing the needle-free medical technology and products to market will require a commitment of substantial funds in excess of the Company's current capital. The Company's future capital requirements will depend on many factors, including, among others:

- the progress of current and new product development programs;
- the progress, scope and results of pre-clinical and clinical testing;
- the time and cost involved in obtaining regulatory approvals;
- the cost of manufacturing existing products and new products;
- the cost of prosecuting, enforcing and defending against patent infringement claims and other intellectual property rights;
- competing technological and market developments; and
- the Company's ability to establish and maintain collaborative and other arrangements with third parties to assist in potentially bringing our products to market.

Additional financing may not be available on acceptable terms, or at all. Domestic and international capital markets have been experiencing heightened volatility and turmoil, making it more difficult to raise capital through the issuance of equity securities. Furthermore, as a result of the recent volatility in the capital markets, the cost and availability of credit has been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. Concern about the stability of the markets generally and the strength of counterparties specifically has led many lenders and institutional investors to reduce, and in some cases cease to provide, funding to borrowers. To the extent the Company can raise additional capital through the sale of equity securities or issue securities in connection with another transaction, the ownership position of existing stockholders could be substantially diluted. If additional funds are raised through the issuance of preferred stock or debt securities, these securities are likely to have rights, preferences and privileges senior to shares and may involve significant fees, interest expense, restrictive covenants and the granting of security interests in the Company's assets. Fluctuating interest rates could also increase the costs of any debt financing. Raising capital through a licensing or other transaction involving the Company's intellectual property, could require the Company to relinquish valuable intellectual property rights and thereby sacrifice long-term value for short-term liquidity.

The Company's failure to successfully address ongoing liquidity requirements would have a substantially negative impact on its business. If the Company is unable to obtain additional capital on acceptable terms when needed, it may need to take actions that adversely affect its business, stock price and ability to achieve cash flow in the future, including possibly surrendering its rights to some technologies or product opportunities, delaying clinical trials or curtailing or ceasing operations.

Going-Concern Risk

These interim condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and discharge of liabilities at their carrying values in the ordinary course of operations for the foreseeable future. As the Company is still in its development phase working on developing markets and finding distribution networks, the Company will likely operate at a loss until its business becomes established, and the Company will require additional financing in order to fund future operations and expansion plans. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Dividend Risk

The Company has not paid dividends in the past and does not anticipate paying dividends in the near future. The Company expects to retain earnings to finance further growth and, where appropriate, retire debt.

Share Price Volatility Risk

The Company being listed on the TSX Venture Exchange ("TSXV"), external factors outside of the Company's control, such as announcements of quarterly variations in operating results, revenues and costs, and sentiments toward stocks, may have a significant impact on the market price of the shares. Global stock markets, including the TSXV, have experienced extreme price and volume fluctuations from time to time. There can be no assurance that an active or liquid market will develop or be sustained for the shares.

General Business Risks

Conflicts of Interest

Certain of the Company's directors and officers are, and may continue to be, involved in the medical industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers may conflict with the Company's interests. Directors and officers of the Company with conflicts of interest will be subject to and must follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies. Notwithstanding this, there may be corporate opportunities that the Company is not able to procure due to a conflict of interest of one or more of the Company's directors or officers.

Tax Risk

The Company is subject to various taxes including, but not limited to the following: Canadian income tax; goods and services tax; provincial sales tax; land transfer tax; and payroll tax as well as taxes in jurisdictions in which it operates. The Company's tax filings will be subject to audit by various taxation authorities. While the Company intends to base its tax filings and compliance on the advice of its tax advisors, there can be no assurance that its tax filing positions will never be challenged by a relevant taxation authority resulting in a greater than anticipated tax liability.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, and accounts receivable. Cash consists of cash on hand deposited with reputable financial institutions which is closely monitored by management. Management believes credit risk with respect to financial instruments included in cash and accounts receivable is minimal. The Company's maximum exposure to credit risk as at June 30, 2023 is the carrying value of its cash and receivables.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying its financial obligations. The Company manages its liquidity risk by forecasting its operations and anticipating its operating and investing activities. The contractual cash flows of the Company's undiscounted financial liabilities are described in Note 6 of the audited annual financial statements. See also above discussion related to going concern risk.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

Risk associated with the development and expansion of business in emerging markets

The Company's business objectives involve the proposed expansion of its target market into emerging markets. Emerging markets have greater political and economic volatility and are far more susceptible to labour disruptions than established markets. This expansion presents challenges related to more volatile economic conditions, competition from companies that are already present in the market, the need to identify correctly and leverage appropriate opportunities for sales and marketing, poor protection of intellectual property, inadequate protection against crime (including counterfeiting, corruption and fraud), inadvertent breaches of local laws or regulations and difficulties in recruiting sufficient personnel with appropriate skills and experience.

The Company's China Operations and other emerging markets are subject to political and other risks associated with operating in a foreign jurisdiction.

The Company will have operations in China and may have operations in additional emerging markets in the future. Changes, if any, in investment policies or shifts in political attitude in the countries in which the Company operates may adversely affect the Company's operations or profitability. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, importation of product and supplies, income and other taxes, royalties, the repatriation of profits, expropriation of property, foreign investment, maintenance of concessions, licenses, approvals and permits, environmental matters, land use, land claims of local people, water use and workplace safety. The Company will continue to monitor developments and policies in the emerging markets in which it will operate and assess the impact thereof to its operations; however, such developments cannot be accurately predicted and could have an adverse effect on the Company's operations or profitability.

Inflation in emerging markets, along with governmental measures to combat inflation, may have a significant negative effect on local economies and also on the Company's financial condition and results of operations.

In the past, high levels of inflation have adversely affected emerging economies and financial markets. Moreover, governmental measures to curb inflation and speculation could contribute to the negative economic impact of inflation and could create general economic uncertainty. The emerging markets in which the Company operates or may operate may experience high levels of inflation in the future. Inflationary pressures may weaken investor confidence in such countries and lead to further government intervention in the economy. If countries in which the Company operates experience high levels of inflation in the future and/or price controls are imposed, the Company may not be able to adjust the rates the Company charges its customers to fully offset the impact of inflation on the Company's cost structures, which could adversely affect the Company's results of operations or financial condition.

The Company may be responsible for corruption and anti-bribery law violations.

The Company's business is subject to Canadian laws which generally prohibit companies and employees from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business. In addition, the Company is subject to the anti-corruption and anti-bribery laws of any other countries in which it conducts business now or in the future. The Company's employees or other agents may, without its knowledge and despite its efforts, engage in prohibited conduct under the Company's policies and procedures and anti-corruption and anti-bribery laws for which the Company may be held responsible. Although the Company has policies and procedures in place that are designed to promote legal and regulatory compliance, the employees, business partners and consultants of the Company could take actions that violate applicable anti-bribery and anti-corruption laws or regulations. Violations of these laws, or allegations of such violations, could result in loss, reduction or expropriation and/or have a material adverse effect on the Company's business, results of operations or financial condition.

Interest rate risk

Interest rate risk consists of a) the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, and b) to the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities. The Company is not exposed to any significant interest rate price risk.

Foreign currency risk

The Company is exposed to transactional foreign currency risk to the extent that there is a mismatch between the currencies in which sales, purchases, receivables and borrowings are denominated and the respective functional currencies of Group companies. The functional currencies of Group companies are primarily the Canadian dollars and euros. The currencies in which these transactions are primarily denominated are euro, renminbi and US dollars. This risk is mitigated by timely payment of creditors and monitoring of foreign exchange fluctuations by management. The company is exposed to unrealized foreign exchange risk through its U.S. dollar ("USD"), and Euros cash holdings, as well as receivables, payables, long-term debt and convertible debenture in Euros.

SUBSEQUENT EVENTS

Subsequent to December 31, 2023, 15,300,000 common shares were issued upon the exercise of 15,000,000 warrants and 300,000 options at an exercise price of \$0.05 per share, for gross proceeds of \$765,000.

On January 29, 2024, the Company signed two lease agreements for its Shenzhen facility, the first one starting on March 1, 2024 for a one-year term and a rent of \$1,490 per month, and the second lease starting on May 1, 2024 for a one-year term and a rent of \$6,874 per month.

On February 29, 2024, the Company granted 523,000 options to two consultants. Each option vests at grant date. One option allows the holder to purchase one common share of the Company at an exercise price of \$0.125 for a period of 5 years.

On April 16, 2024, an amended share purchase agreement was signed between the Company and Care4Pharma B.V., to postpone the payments that were due on March 8, 2024.

It was agreed to postpone the repayment of EUR 1,200,000 due on March 8, 2024 to November 8, 2026. This amount will now bear 8% interest calculated since November 8, 2021. It was also agreed to issue a bonus payment of EUR 329,314 by November 8, 2026 or once the Company will complete an equity financing of a minimum of \$3.5M, bearing 8% interest starting on March 8, 2024. This modification will increase the liabilities for an amount of \$146,765 and result in a gain in the statement of profit and loss of the same amount.

Finally, it was agreed to settle the amount due of EUR 275,000 by the issuance of 2,000,000 shares at a deemed price of \$0.20 per share. The 2,000,000 shares were issued on April 26, 2024.

OTHER MD&A REQUIREMENTS

Additional information related to the Company is filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.