Sharp Therapeutics Corp.
(formerly EVP Capital Inc.)

Management Discussions and Analysis

For the three months ended March 31, 2025

Dated May 21, 2025

Introduction

The following management discussion and analysis ("MD&A") of Sharp Therapeutics Corp., ("we", "our", or the "Company"), formerly EVP Capital Inc. ("EVP Capital"), should be read in conjunction with the unaudited condensed interim consolidated financial statements and notes thereto for the three months ended March 31, 2025 and March 31, 2024 (the "Financial Statements"), which are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

This document is intended to assist the reader in better understanding operations and key financial results as of the date of this MD&A. The unaudited condensed interim consolidated financial statements and this MD&A have been approved by the Company's board of directors on May 21, 2025.

All dollar amounts referred to in this MD&A are expressed in United States dollars, which is the Company's presentation currency, except as otherwise indicated herein.

Further information about the Company and its operations is available under the Company's issuer profile on SEDAR+ at www.sedarplus.ca.

Cautionary Note Regarding Forward-Looking Statements

This MD&A includes statements or information which constitute forward-looking information (collectively, "forward-looking statements") within the meaning of applicable U.S. and Canadian securities laws. Forward-looking statements include, but are not limited to, statements with respect to activities, events or developments that the Company expect or anticipate will or may occur in the future, including management's assessment of future plans, operations and performance and statements with respect to the business plan of the Company. In certain cases, forward-looking statements can be identified by terminology such as "may", "will", "expect", "plan", "anticipate", "believe", "intend", "estimate", "predict", "forecast", "outlook", "potential", "continue", "should", "likely", or the negative of these terms or other comparable terminology. Forward-looking statements in this MD&A include, but is not limited to, the Company's expectations regarding the timing and completion of, preclinical and clinical studies; receiving required approval from International and United States regulators Food and Drug Administration (the "FDA"); statements with respect to the industry in which the Company operates and the business strategy and objectives of the Company.

Although management believes that the anticipated future results, performance or achievements expressed or implied by the forward-looking statements contained herein are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements as they involve assumptions, known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from anticipated future results, performance or achievements expressed or implied by such forward- looking statements.

Forward-looking statements are not a guarantee of future performance and are based upon a number of estimates and assumptions of management at the date the forward-looking statements are made, including, but not limited to; the ability of the Company to raise sufficient capital to advance the business of the Company, including to be able to fund service fees associated with the Exchange listing; research and development costs remaining consistent with budgets; favorable operating conditions; political and regulatory stability; obtaining and maintaining all required licenses and permits; receipt of governmental approvals and permits; sustained labor stability; favorable debt and equity markets; the ability of the Company to be successful in its research and development initiatives; and the availability of third-party service providers and other inputs for the Company's operations.

While the Company considers these assumptions to be reasonable, many assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct. Risks, uncertainties and factors which may cause the actual results, performance or achievements of the Company to differ materially from

anticipated future results, performance or achievements expressed or implied by such forward- looking statements include, without limitation, risks relating to: there being no assurance as to the Company's ability to continue as a going concern; there being no assurance that the net proceeds of the Pre-Closing Financing (as defined herein) will be used as currently contemplated by the Company, the allocation and use of which is at the discretion of the Company, or that the Company will achieve the results from the use of such proceeds as currently targeted; the detrimental impact of future losses and negative cash flow from operations; the ability to obtain financing on commercially reasonable terms, or at all; lack of product or service revenue; inability to file investigational new drug applications or clinical trial applications to commence clinical trials in a timely manner; difficulty enrolling patients in clinical trials; competition from other biotechnology and pharmaceutical companies; violations of laws and regulations or changes in the laws and regulations applicable to the Company; regulatory or political change; maintaining and enhancing reputation and brand recognition; liability and substantial expenses due to environmental compliance or remediation; reliance on third parties to plan, conduct and monitor preclinical studies and clinical trials; requirements of commercial scale and quality manufactured drug supply; negative results from pre-clinical and clinical trials or studies of others; unfavorable publicity or consumer perception; failure to achieve publicly announced milestones; reliance on the capabilities and experience of key executives, employees and contractors of the Company; disruptions due to acquisitions or collaborations; litigation; conflicts of interest; limited operating history; exposure to the fluctuation of foreign exchange rates; enforcement of judgments and effecting service of process on directors and officers; ability to protect intellectual property; changes in patent law; requirements to share intellectual property with service providers; general economic, market and business conditions, other risks factors including those found in this MD&A under the heading "*Risks and Uncertainties*".

Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors, currently not known to the Company or deemed to be immaterial by the Company, that cause results not to be as anticipated, estimated or intended. Should any factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking statements prove incorrect, the actual results or events may differ materially from the results or events predicted. There can be no assurance that such forward-looking statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such forward- looking statements. The forward-looking statements contained herein are presented for the purposes of assisting readers in understanding the Company's expected operating and financial performance and the Company's plans and objectives and may not be appropriate for other purposes. Any such forward-looking statements are expressly qualified in their entirety by this cautionary statement.

Forward-looking statements are made as of the date such forward-looking statements and the Company does not undertake any obligation to revise or update any forward-looking statements other than as expressly required by applicable law.

Overview

Corporate Structure

Sharp Therapeutics Corp. ("STC" or the "Company"), formerly EVP Capital Inc., was incorporated under the Business Corporations Act (Ontario) on October 4, 2021 and is listed on the TSX Venture Exchange ("Exchange"). Sharp Edge Labs, Inc. ("SEL" or "Sharp Edge"), a Delaware (USA) corporation, is a wholly-owned subsidiary of the Company. Sharp Edge is a preclinical-stage drug discovery company developing therapeutics for genetic diseases. The registered address of the Company is One First Canadian Place, Suite 3400, Toronto, Ontario M5X 1A4. The Company's head office is located at 2403 Sidney St., Suite 264, Pittsburgh PA 15203.

Arrangement Agreement and Plan of Merger

EVP Capital Inc. ("EVP Capital"), Sharp Edge, and SEL AcquisitionCo Inc., a wholly-owned subsidiary of EVP Capital incorporated under the laws of the state of Delaware ("Merger Sub"), entered into a definitive arrangement agreement and plan of merger dated June 28, 2024, as amended on October 31, 2024 (the "Arrangement Agreement"). The Arrangement Agreement contemplated that, among other things, EVP Capital would acquire all of the issued and outstanding shares of SEL, and Merger Sub would merge with and into SEL, with SEL continuing as the surviving

corporation under the Delaware General Corporation Law. Pursuant to the terms of the Arrangement Agreement, each issued and outstanding share of common stock in the capital of Sharp Edge (each a "Sharp Edge Share") was exchanged for common shares of EVP Capital (the "Resulting Issuer Shares") on the basis of approximately 31.21940 Resulting Issuer Shares for one (1) Sharp Edge Share (the "Exchange Ratio") such that all holders of Sharp Edge Shares would become shareholders of EVP Capital and Sharp Edge would become a wholly-owned subsidiary of EVP Capital (the "Arrangement"). The transaction closed and the Arrangement became effective on December 11, 2024 (“Closing Date”).

EVP Capital was a "capital pool company" under the policies of the Exchange and the Arrangement constituted its "Qualifying Transaction" in accordance with Exchange Policy 2.4 - Capital Pool Companies ("Policy 2.4"). In connection with the closing of the Arrangement, EVP Capital was renamed Sharp Therapeutics Corp. and is listed as a Tier 2 Life Sciences Issuer on the Exchange.

Prior to and as a condition of closing the Arrangement, on October 18, 2024, Sharp Edge completed a non-brokered private placement of units of Sharp Edge ("Units") for gross proceeds of $5,000,000 (the "Pre-Closing Financing") pursuant to a stock purchase agreement dated August 15, 2023, as amended and restated, supplemented or otherwise modified from time to time among Sharp Edge and the parties named therein. The Units were issued at an issue price of $4.55 per Unit (prior to any adjustment resultant from the Arrangement). Each Unit was comprised of one Sharp Edge Share and one half of one common stock purchase warrant (each full warrant, a "Sharp Edge Warrant"). Each full Sharp Edge Warrant entitles the holder thereof to purchase one Sharp Edge Share at an exercise price of $4.55 per Sharp Edge Share within 12 months of the date of issue. The net proceeds from the Pre-Closing Financing would be used for working capital purposes. No finder’s fee or commission was payable in connection with the Pre-Closing Financing.

All Sharp Edge redeemable preferred shares (Note 9 of the Financial Statements), convertible preferred shares (Note 10 of the Financial Statements) and convertible notes (Note 8 of the Financial Statements) were converted into Sharp Edge Shares concurrently with the closing of the Pre-Closing Financing. All Sharp Edge Warrants and options to purchase Sharp Edge Shares (Note 11 of the Financial Statements) outstanding on the Closing Date were exchanged for similar securities of the Resulting Issuer on the basis of the Exchange Ratio pursuant to and in accordance with the Arrangement.

Business of the Company

The business of the Company is the discovery and development of small molecule therapies for the treatment of genetic diseases. Small molecule refers to a chemically synthesized molecule that is not of biological origin and would generally resemble traditional pharmaceutical drugs in that these compounds would be produced in a form to be taken orally in the forms of pill, capsule or others (e.g. aspirin). The Company uses the term “genetic diseases” to refer to disorders that are caused by gene mutation or deletion, typically resulting in a loss of a critical biological function. The loss of a critical biological function results in certain symptoms related to the characteristics of the genetic disease causing such loss. Examples of genetic diseases include, but are not limited to, cystic fibrosis (loss- of-unction mutations in the CFTR protein), muscular dystrophy (loss-of-function mutations in the DMD protein), and Gaucher’s disease (loss-of-function mutations in the GCase enzyme). Over 7,000 genetic diseases have been identified, and disease-modifying therapies are only available for approximately 24 genetic diseases.

The Company uses a collection of platform technologies to discover compounds that can restore the function lost in mutation, thus restoring the patient to normality. The key components of this technology platform are:

1) the CoreX assay technology, which enables very precise and accurate measurements of the loss-of-function associated with gene mutation in a particular disease;
2) the AlloChem compound libraries, that have been curated from commercial compound libraries for their ability to bind the target protein in an allosteric manner, thus possibly increasing its stability and activity at the same time (the AlloChem libraries were developed based on structural principals elucidated by extensive supercomputing calculations); and
3) the mine data system and machine learning layer which combines data from various compounds and all programs to provide models for what compounds should be made during medicinal chemistry and also to improve the data quality of the signals coming from the CoreX assays.

These technologies combine in a discovery platform that has produced candidate small molecules that are the basis of the clinical opportunities that the Company is pursuing.

The Company continues to discover and develop these compounds for future commercial sale. The development process is regulated in the United States by the FDA and globally by similar regulatory bodies such as the European Medicines Agency (the "EMA") and Health Canada in Canada. Any compound discovered in our laboratories will need to follow the well-established process of clinical trials known as Phase I (safety), Phase II (efficacy) and Phase III (breadth of applicability to larger patient populations). A key goal of the Company during the three months ended March 31, 2025 was the optimization of the safety and efficacy of compounds from each of its advanced programs in order to file an Investigational New Drug Application ("IND") with the FDA to allow entry into Phase I trials (and eventually further trials to enable FDA approval and entry into each market). As such, the Company is considered a "preclinical" therapeutics company.

The Company has two advanced programs and a pipeline of projects that are earlier in the preclinical research process. In each of these unique programs a variety of related compounds are synthesized in order to optimize drug properties of these compounds (efficacy for mutation restoration, metabolism/half-life, safety, etc.). Once these properties are optimized, the Company will choose a compound for each program and begin more formal studies (IND-enabling studies) to facilitate filing with the FDA to commence clinical trials and compound development (each, a "Clinical Candidate" or "Candidate"). Compound optimization, through iterative rounds of synthesis and testing, has been the primary activity of the Company to date.

The Company's most advanced programs are:

1) A small molecule that prevents the degradation of the neuroprotective protein progranulin, thus increasing progranulin levels preventing neurodegeneration. Familial frontotemporal dementia ("fFTD") is a genetic disease causing dementia. fFTD is caused by mutation in the PGN gene, which leads to decreased levels of progranulin and neuroinflammation. Studies have shown that elevating progranulin levels prevents neurodegeneration in animal models. The Company has identified small molecules that prevent the degradation of progranulin, thus elevating its levels and increasing its neuroprotective effect. Slightly less than half of the Company's efforts have been directed to establishing a Clinical Candidate from this program.

2) A small molecule that restores activity of mutated GCase protein. Mutation and loss of activity of GCase is the genetic cause of Gaucher's disease. The Company has identified compounds that restore activity in a variety of GCase mutations and is optimizing the properties of these compounds in order to identify a Clinical Candidate to take into IND-enabling studies for Gaucher's. There is a potential alternative application of these compounds in Parkinson's disease patients with GCase mutations, and the Company is developing a strategy for developing these compounds for that indication as well. Slightly less than half of the Company's efforts have been directed to establishing a Clinical Candidate from this program.

The Company employs contractors ("contract research organizations" or "CRO") to perform some of the work required to identify a Clinical Candidate including BioPharma Works (medicinal chemistry design) and Jubilant Biosystems for chemical synthesis and key tests of compound properties including animal tests for safety and efficacy. Another CRO the Company engages, ChemPartner, is used primarily for animal studies supporting Clinical Candidate nomination. Candidate nomination requires additional studies beyond what is typical in the earlier medicinal chemistry stage of a program and this is reflected increased spending by the Company in the area of CROs biology, during the latter part of 2023. Following Clinical Candidate nomination, each compound will undergo IND-enabling toxicology studies, and the Company expects to request a pre-IND meeting with FDA to discuss our clinical plans for the program in Q2 2025. These additional activities will increase the spending in the areas of CRO Biology and Chemistry.

Reverse Takeover

Pursuant to the Arrangement Agreement, each issued and outstanding Sharp Edge Share was exchanged for common share in the capital of EVP Capital, on the basis of approximately 31.21940 Resulting Issuer Shares for one (1) Sharp

Edge Share such that all holders of Sharp Edge Shares became shareholders of EVP Capital and SEL became a wholly owned subsidiary of EVP Capital upon completion of the Arrangement. The transaction closed and the Arrangement became effective on December 11, 2024, and EVP Capital was renamed to Sharp Therapeutics Corp.

Management determined that the acquisition of EVP Capital did not meet the definition of a business combination in accordance with IFRS 3 *Business Combinations*. The substance of the transaction was a reverse acquisition of a non-operating company, EVP Capital, by SEL. The transaction has been accounted for as an asset acquisition, and the allocation of the purchase price to the assets acquired and the liabilities assumed is based on the estimated fair values at the time of the acquisition. The excess of the consideration transferred over the fair value of the assets and liabilities has been allocated to transaction costs as presented as listing expenses on the audited consolidated statements of loss and comprehensive loss for the year ended December 31, 2024.

The reverse acquisition is measured at the fair value of the equity consideration deemed issued to EVP Capital's shareholders in accordance with IFRS 2 *Share-based Payment* ("IFRS 2"). Consequently, the transaction is accounted for as a continuation of the financial statements of SEL for the year ended December 31, 2024, together with a deemed issuance of shares equivalent to the shares held by the former shareholders of EVP Capital, and a recapitalization of the equity of SEL. The audited consolidated financial statements of the Company for the year ended December 31, 2024 include the completion of the reverse acquisition recorded on December 11, 2024.

SEL, the continuing entity for accounting purposes, is considered to have acquired the assets and liabilities of EVP Capital. The audited consolidated statements of loss and comprehensive loss include the results of SEL for the year ended December 31, 2024, and for EVP Capital from the date of reverse acquisition, December 11, 2024, to December 31, 2024. As the acquirer for accounting purposes, SEL's net assets are included in the audited consolidated statements of financial position as at December 31, 2024 at their carrying amounts.

As at December 11, 2024		
Consideration paid by SEL:		
Common shares retained by acquiree's shareholders ($0.07 per common share)	$	633,917
Fair value of acquiree's options		50,713
Fair value of acquiree's warrants		20,474
Transaction costs		1,245,224
	$	**1,950,328**
Net liabilities assumed from EVP Capital:		
Cash	$	5,100
Accounts payable and accrued liabilities		(65,650)
Total net liabilities assumed from EVP Capital		(60,550)
Listing expense		2,010,878
	$	**1,950,328**

The fair value of acquiree's options and warrants are determined using the Black-Scholes pricing model. Key inputs and assumptions used in the Black-Scholes valuation are as follows:

	December 11, 2024
Common share price of the Company	$0.07
Options and warrants exercise price	$0.07
Annual volatility	83%
Annual risk-free rate	2.89%
Term	3.65 - 8.39 years

Regulatory Environment

Drug Discovery Activities

The Company is involved in developing human therapies each of which will require regulatory approval. The next step in that process is the filing of an IND with the FDA for approval to commence human clinical trials. The IND application contains specific experiments be carried out in strict compliance with FDA standards, including Good Manufacturing Practice "GMP" and Good Laboratory Practice ("GLP") standards. These standards go well beyond what a typical research laboratory would employ, and so these studies will be performed by CROs that specialize in GLP and GMP studies and their reporting requirements.

Developing a Clinical Candidate requires committing to a larger investment in development, and so many non-GLP studies are done in an attempt to ensure success in the later GLP and GMP studies that will be used as the basis of our formal regulatory filings. These preparatory studies have been the focus of the Company in its two most advanced programs (PGRN and GBA), and this preparation for the regulatory filings has resulted in the increased spending in our CRO biology and chemistry budgets.

Milestones

Pre-Closing Financing

On October 18, 2024, Sharp Edge completed the Pre-Closing Financing discussed in Note 1 of the Financial Statements through an issuance of Units. Each Unit entitles the holder to receive one Sharp Edge Share and a Sharp Edge Warrant to purchase one-half of a Sharp Edge Share. The price of the Sharp Edge Share within the Unit is determined by bifurcating the Unit into its components by simultaneously determining the value of the Sharp Edge Warrant using the Black-Scholes valuation model and the implied common share price of the Sharp Edge Share which, together with the Sharp Edge Warrant, equal the Unit price. The implied common share price of the Sharp Edge Share involves considerable judgment and could be affected by significant factors that are out of the Company's control. Details on the Sharp Edge Warrants, including fair value methodology and key inputs into the Black-Scholes model, are discussed in Note 14 of the Financial Statements.

Clinical Candidate Nomination for Gaucher's Disease

On May 13, 2025, the Company announced that it has nominated a small molecule compound from its GBA program for clinical development in Gaucher's disease. The Company has launched its clinical development program for Gaucher's disease by nominating a compound from the SEL-148,721 series of GBA1-restoring small molecules to enter IND-enabling studies. The Company plans to begin compound scale-up and formal safety studies during the second half of 2025. If successful, the Company expects to file an IND application with the Food and Drug Administration and enter Phase I clinical trials in 2026.

The Company discovered the SEL-148,172 series by applying its Disco discovery platform to identify compounds that enhance mutant GBA functional activity. Gaucher's disease is caused by mutation(s) in the GBA enzyme that reduce enzymatic function leading to disease. The candidate compound restores enzymatic activity, which has been shown to be an effective means of treating Gaucher's. Current Gaucher's treatments include recombinant replacement enzyme therapies, which require regular infusions with some patients developing allergic resistance to therapy. Sharp's candidate compound is an orally-available small molecule which is more convenient for patients and provides for increased production and distribution efficiency.

Summary of Quarterly Results

The following table sets forth selected unaudited condensed financial information for each of the last eight quarters for continuing operations:

Three months ended	Assets	Liabilities	Revenue	Weighted average shares outstanding*	Net (loss) income	(Loss) income per share*	Loss from operations	Loss per share from operations*
March 31, 2025	$3,157,128	$3,819,837	$ Nil	28,220,847	($3,254,555)	($0.12)	($1,322,510)	($0.05)
December 31, 2024	$4,553,992	$1,969,282	$ Nil	6,668,714	$454,153	$0.07	($724,535)	($0.11)
September 30, 2024	$1,414,671	$16,606,884	$ Nil	139,262	($679,633)	($4.88)	($57,520)	($0.41)
June 30, 2024	$1,388,689	$15,901,270	$ Nil	139,262	($1,805,118)	($12.96)	($1,149,809)	($8.26)
March 31, 2024	$1,361,974	$14,071,939	$ Nil	139,262	($1,230,042)	($8.83)	($608,871)	($4.37)
December 31, 2023	$1,546,453	$13,028,878	$ Nil	139,262	($899,605)	($6.46)	($477,048)	($3.43)
September 30, 2023	$1,328,574	$11,942,711	$ Nil	139,262	($979,889)	($7.04)	($642,441)	($4.61)
June 30, 2023	$1,520,139	$11,132,680	$ Nil	139,262	($857,436)	($6.16)	($566,948)	($4.07)

* On January 27, 2025, STC completed a consolidation of its common shares based on one (1) post-consolidation common share to ten (10) pre-consolidation common shares, with any resulting fractional shares rounded up to the nearest whole number. The information presented in the table above is on a post-consolidation basis.

Net loss for the three months ended March 31, 2025 is $3,254,555, which primarily consists of the change in fair value of warrant liability of $1,915,814, research and development expenses of $890,995, and general and administrative expenses of $398,395. For the three months ended March 31, 2025, the Company did not generate revenues from continuing operations.

Net income for the three months ended December 31, 2024 is $456,249, which primarily consists of realized gains on the exercise of convertible notes and the conversion of redeemable preferred shares and the change in fair value of warrants liabilities, offset by research and development expenses and general and administrative expenses. For the three months ended December 31, 2024, the Company did not generate revenues from continuing operations. The Company raised net proceeds of $4,963,222 from the Pre-Closing Financing, net of share issuance costs, that closed on October 18, 2024. The increase in total assets and shareholders' equity from September 30, 2024 to December 31, 2024 captures the net effect of these activities.

Net loss and comprehensive loss for the three months ended September 30, 2024 is $679,633, which primarily consists of research and development expenses, loss on revaluation of redeemable preferred shares and unrealized loss on convertible notes. For the three months ended September 30, 2024, the Company did not generate revenues from continuing operations and net income is not expected from continuing operations in the short term. The Company raised gross proceeds of $950,000 through the issuance of convertible notes (the "2024 Convertible Notes") in the quarter.

Net loss and comprehensive loss for the three months ended June 30, 2024 is $1,805,118, which primarily consists of research and development expenses, loss on revaluation of redeemable preferred shares and unrealized loss on convertible notes. For the three months ended June 30, 2024, the Company did not generate revenues from continuing operations and net income is not expected from continuing operations in the short term. The Company raised gross proceeds of $750,000 through the issuance of the 2024 Convertible Notes in the quarter. The increase in total assets and liabilities over the quarter captured the net effect of these activities.

Net loss and comprehensive loss for the quarter ended March 31, 2024 is $1,230,042, which primarily consists of research and development fees of research and development expenses, loss on revaluation of redeemable preferred shares and unrealized loss on convertible notes. The Company raised gross proceeds of $500,000 through the issuance of the 2024 Convertible Notes in the quarter. The decline in assets over the quarters reflects the net loss and comprehensive loss in the corresponding periods.

Net loss and comprehensive loss for the quarter ended December 31, 2023 is $899,605, which primarily consists of research and development expenses, loss on revaluation of redeemable preferred shares and unrealized loss on convertible notes in the Company. The Company raised gross proceeds of $700,000 through the issuance of convertible notes (the "2023 Convertible Notes", and collectively with the 2024 Convertible Notes, the "Convertible Notes"). The increase in total assets and liabilities over the quarter captured the net effect of these activities.

Net loss and comprehensive loss for the quarter ended September 30, 2023 is $979,889, which primarily consists of research and development fees of research and development expenses, loss on revaluation of redeemable preferred shares and unrealized loss on convertible notes. The Company issued 2023 Convertible Notes in the quarter, raising gross proceeds of $400,000, which resulted in an increase in liabilities.

Net loss and comprehensive loss for the quarter ended June 30, 2023 is $857,436, which primarily consists of research and development expenses, loss on revaluation of redeemable preferred shares and unrealized loss on 2023 Convertible Notes. The Company issued 2023 Convertible Notes in the quarter, raising gross proceeds of $600,002. The financing activity brought an increase on total assets and liabilities.

Selected Financial Information

Balance Sheet Highlight

Assets	**March 31, 2025**	**December 31, 2024**	**December 31, 2023**
Cash	$ 2,016,504	$ 3,484,672	$ 376,868
Prepaid expenses	132,540	34,311	48,769
Deposit	16,680	16,680	16,680
Property and equipment	12,860	18,665	19,993
Right-of-use asset	978,544	999,664	1,084,143
Total Assets	$ 3,157,128	$ 4,553,992	$ 1,546,453

Liabilities	**March 31, 2025**	**December 31, 2024**	**December 31, 2023**
Accounts payable and accrued liabilities	$ 468,658	$ 522,985	$ 411,677
Lease liabilities	1,307,764	1,315,633	1,344,681
Convertible notes payable	-	-	7,074,417
Redeemable preferred shares	-	-	4,178,659
Warrants liabilities	2,043,415	130,664	19,444
Total Liabilities	$ 3,819,837	$ 1,969,282	$ 13,028,878

The cash balance decreased from $3,484,672 as of December 31, 2024 to $2,016,504 as of March 31, 2025. Details of cash movement will be discussed in the Summary of Cash Flow section below.

The balance of prepaid expenses increased from $34,311 as of December 31, 2024 to $132,540 as of March 31, 2025, which is mainly due to the prepaids addition for directors and officers insurance.

The value of property and equipment decreased from $18,665 as of December 31, 2024 to $12,860 as of March 31, 2025, reflecting depreciation of lab equipment during the period.

The right-of-use asset decreased from $999,664 as of December 31, 2024 to $978,544 as of March 31, 2025. This decrease is due to amortization of the leased assets over time.

Accounts payable and accrued liabilities decreased from $522,985 as of December 31, 2024 to $468,658 as of March 31, 2025, indicating lower accrued professional fees compared to the Exchange Listing and completion of the Arrangement.

Lease liabilities slightly decreased from $1,315,633 as of December 31, 2024 to $1,307,764 as of March 31, 2025, reflecting payments made against lease obligations.

The convertible notes payable and redeemable preferred shares balances were $nil as of March 31, 2025 and December 31, 2024 as a result of the automatic exercise of the Convertible Notes and conversion of redeemable preferred shares, which closed on October 18, 2024.

The warrants liabilities increased from $130,664 as of December 31, 2024 to $2,043,415 as of March 31, 2025, reflecting the change in the fair value of outstanding warrants.

Income Statement Highlight

	March 31, 2025	December 31, 2024	December 31, 2023
Net loss	$ (3,254,555)	$ (3,264,640)	$ (3,564,747)
Loss per share, basis and diluted	(0.12)	(0.36)	(25.62)
Loss from operations	(1,322,510)	(2,540,735)	(2,267,542)
Loss per share from operations, basic and diluted	(0.05)	(0.28)	(16.29)

Result From Operations

The following table sets forth information regarding the Company's consolidated income statement:

	(Unaudited) Three months ended March 31, 2025	(Unaudited) Three months ended March 31, 2024
OPERATING EXPENSES		
General and administrative	$ 398,395	$ 93,442
Research and development	890,995	512,927
Share-based compensation	33,120	2,502
TOTAL OPERATING EXPENSES	$ 1,322,510	$ 608,871
LOSS FROM OPERATIONS	$ (1,322,510)	$ (608,871)
OTHER ITEMS		
Accretion on lease liabilities	$ (42,131)	$ (43,086)
Other income and expenses	25,900	81
Change in fair value of convertible notes	-	(326,326)
Change in fair value of warrants liabilities	(1,915,814)	1,333
Change in fair value of redeemable preferred shares	-	(253,173)
Other comprehensive income from foreign currency translation	20,701	-
COMPREHENSIVE LOSS	$ (3,233,854)	$ (1,230,042)
Loss Per Share Basic and Diluted	$ (0.12)	$ (8.83)
Weighted average number of common shares outstanding – Basic and Diluted	28,220,847	139,262

Operating Expenses

The details of research and development and general and administrative expenses are presented below:

Research and development expenses	(Unaudited) Three months ended March 31, 2025	(Unaudited) Three months ended March 31, 2024
Consulting expense	$ 555,258	$ 271,797
Salaries and wages	292,809	182,338
Materials	22,008	41,814
Other	20,920	16,979
	$ 890,995	$ 512,927

Operating Expenses – continued

General and administrative expenses	(Unaudited) Three months ended March 31, 2025	(Unaudited) Three months ended March 31, 2024
Listing fees	$ 8,174	$ -
Salaries and wages	119,015	18,132
Audit and accounting	61,438	24,596
Legal	116,384	4,540
Marketing	13,085	495
Depreciation	26,925	25,636
Rent and other occupancy costs	19,154	11,601
Insurance	33,770	6,191
Other	450	2,250
	$ 398,395	$ 93,442

The Company's research and development expenses increased by $378,068 for the three months ended March 31, 2025 compared to the same period in 2024. Consulting expenses increased $283,461 or 51% during the three months ended March 31, 2025 when compared to the same period in 2024, which reflects the Company's strategic investment in external expertise to enhance innovation and product development.

General and administrative expenses increased by $304,953 for the three months ended March 31, 2025 compared to the same period in 2024. The marketing expense increase of $12,590 for the three months ended March 31, 2025 compared to 2024 is mainly due to the Company focusing on medical research and drug development in the current year. Marketing expenses include public relation expenses and advertisement expenses in search engine platforms. Legal fees increased by $111,844 for the three months ended March 31, 2025 compared to 2024 due to the added securities law and disclosure requirements of being a listed company on the Exchange. Insurance expense increased $27,579 as the Company has increased its insurance coverage following closing of the Arrangement Agreement, mainly around coverage for director and officer liability. Salaries and wages increased $100,883 for the three months ended March 31, 2025 compared to 2024 due to the allocation of time and effort by management to G&A rather than R&D. Audit and accounting costs increased $36,842 for the three months ended March 31, 2025 compared to the same period in 2024 mainly due to timing differences of when these costs were recorded based on invoices received and the added public reporting requirements being a listed company on the Exchange.

Share-based compensation, which is part of operating expenses, reflects the expense in granting employee and advisor options and warrants. Share-based compensation expense increased by $30,618 for the three months ended March 31, 2025 when compared to the same period in 2024 as a result of new option grants issued on January 30, 2025 and the vesting of previously issued options.

Other Items

At each reporting date, the Company determines the fair value of its warrant liabilities with changes in the fair value being recognized in the Consolidated Statements of Loss and Comprehensive Loss. The non-cash gain on the change in fair value of warrant liabilities for the three months ended March 31, 2025 and 2024 were a loss of $1,915,814 and a gain of $1,333, respectively.

Summary of Cash Flows

	Three months ended March 31, 2025	Three months ended March 31, 2024
Cash used in operating activities	$ (1,392,185)	$ (600,031)
Cash used in investing activities	-	(31,091)
Cash (used in) provided by financing activities	(50,000)	450,000
Decrease in cash	$ (1,442,185)	$ (181,122)

The Company has a history of operating losses and of negative cash flow from operations.

The Company will remain reliant on accessing the capital markets, including private financing, for future funding to meet its ongoing obligations. The Company's ability to continue operations is dependent on management's ability to secure additional financing. Management actively pursues such additional sources of financing, and there can be no assurance it will be able to secure additional financing on commercially reasonable, or at all, required for its operations.

During the three months ended March 31, 2025, the Company used $1,392,185 cash in operating activities compared to $600,031 in the same period in 2024. This increase in cash used in operating activity is due largely to the increases in research and development expenses and general and administration expenses in the three months ended March 31, 2025 compared to 2024.

During the three months ended March 31, 2024, the Company used $31,091 for the acquisition of new equipment. No cash was used to acquire new equipment during the three months ended March 31, 2025.

During the three months ended March 31, 2025, the Company's financing activities involved a cash outflow of $50,000 for the payment on the lease liability. The decrease in cash provided by financing activities during the three months ended March 31, 2025 compared to the same period in 2024 is contributed primarily by the issuance of the 2024 Convertible Notes where proceeds of $400,000 were received.

Working Capital Summary

The following is a summary of the Company's working capital as of March 31, 2025 and March 31, 2024:

	March 31, 2025	March 31, 2024
Current assets	$ 2,149,044	$ 252,306
Current liabilities	2,554,116	11,499,924
Working capital (deficit)	$ (405,072)	$ (11,247,618)

As at March 31, 2025, the Company had a working capital deficit of $405,072 consisting of cash in the amount of $2,016,504, prepaid expenses of $132,540, net of accounts payable and accrued liabilities of $468,658, current portion of lease liabilities of $42,043, and warrants liabilities of $2,043,415. As at March 31, 2024, the Company had a working capital deficit of $11,247,618 consisting of cash in the amount of $195,746, prepaid expenses of $58,560, net of accounts payable and accrued liabilities of $383,484, current portion of lease liabilities of $30,002, current portion of convertible note payables of $6,6.6,495, current portion of redeemable preferred shares $4,431,832 and warrants liabilities of $18,111.

The increase in working capital from March 31, 2024 to March 31, 2025 is due primarily to the completion of the Arrangement and conversion of $11,068,327 of current liabilities from the convertible notes payable and redeemable preferred shares into common share equity, offset by additional liabilities related to the Arrangement.

Liquidity and Capital Management

The Company's primary need for liquidity is to fund the development of its Clinical Candidates in its two most advanced programs. The Company has a history of operating losses and negative cash flow from operations. The primary source of liquidity for the Company has been private placement financings to date and the Company will continue to remain reliant on capital markets for future funding. The ability to execute the Company's discovery and development strategy depends primarily on the continued ability to access capital, which is subject to prevailing economic and market conditions which are beyond the Company's control. See the Risk and Uncertainties section below for additional detail.

The Company constantly monitors and manages its capital resources to assess the liquidity necessary to fund its operations and development plans. The Company is still in the research stage, has not commercialized any products or become cash flow positive and will continue to be reliant on the ability to finance its activities until profitability is achieved.

The various amounts, nature and purpose of the Company's capital expenditure commitments, including potential expenditures not yet committed but required to fund development activities and meet planned growth strategies, have been detailed above in relation to each of the Company's business segments. It is expected that the source of funds to meet these commitments will include cash on hand, revenues and future financings, provided however, that there is no assurance that such future financings will be available on terms favorable to the Company, or at all. See "*Risks and Uncertainties*". There are no defaults and no arrears on lease principal and interest payments as at December 31, 2024 and 2023.

Available Working Capital, Trends, and Uncertainties

As of March 31, 2025, the Company held cash in the amount of $2,016,504 and had working capital deficit of $405,072. There are no anticipated extraordinary obligations of the Company that are maturing in the short-term. The Company's cash outflow was approximately $1.4 million for the three months period ended March 31, 2025 compared to a lower cash inflow of $0.2 million for the three months ended March 31, 2024. The decrease in cash is primarily due to the increased expenses for research and development and general and administrative during the three months ended March 31, 2025 compared to 2024. The Company expects the cash balance to increase in the second quarter of 2025 as a result of the warrants exercises for common shares that closed on April 21, 2025 described as a subsequent event in Note 23 of the Financial Statements.

Working Capital Requirements and Priorities

The Company expects to be able to fund its operations with current cash on hand for the year. While the Company has been successful in raising funds for operations in 2024, there can be no assurance that it will be able to do so in the future. This casts significant doubt on the Company's ability to continue as a going concern. See "*Risks and Uncertainties*" below.

Financial Instruments and Risk Management

Financial Instruments

Fair value hierarchy

Financial instruments recorded at fair value are estimated by applying a fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement. The hierarchy is summarized as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets and liabilities
- Level 2 – inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data.
- Level 3 – inputs for assets and liabilities not based upon observable market data.

There were no transfers between the levels of fair value hierarchy during the three months ended March 31, 2025 and 2024.

The following table represents the fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. The fair value of accounts payable and accrued liabilities approximates the carrying value due to its short-term nature.

As at March 31, 2025		
	Measurement basis	**Fair value hierarchy**
	Fair value through profit or loss	**Level**
Fair value of assets		
Cash	$ 2,016,504	1
Fair value of liabilities		
Warrant liabilities	2,043,415	3

As at December 31, 2024		
	Measurement basis	Fair value hierarchy
	Fair value through profit or loss	Level
Fair value of assets		
Cash	$ 3,484,672	1
Fair value of liabilities		
Warrant liabilities	130,664	3

Risk management

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

Credit risk and concentration

Financial instruments that potentially subject the Company to credit risk consist primarily of cash and security deposit. Cash is maintained at US financial institutions and the security deposit is maintained by the landlord of the office premise. The maximum exposure to credit risk is equal to the carrying values of these financial assets. The Company has no significant concentration of credit risk arising from operations, except that the Company has its cash held in one bank account. The credit risk for cash is considered negligible since the counterparty is a reputable bank with high quality external credit ratings.

Liquidity risk

Liquidity risk relates to the risk the Company will encounter difficulty in meeting its obligations associated with financial liabilities. The financial liabilities on its statements of financial position consist of accounts payable and accrued liabilities, convertible note payable, lease liabilities and warranty liability. Management closely monitors cash flow requirements and future cash flow forecasts to ensure it has access to funds from operations to meet operational and financial obligations. The continuing operations of the Company are dependent on its ability to raise adequate financing and to commence profitable operations in the future.

The following are the remaining non-discounted contractual cash flows at the reporting date:

As at March 31, 2025	Within 1 year	Between 1 – 2 years	Between 2 – 5 years	Beyond 5 years	Total
Accounts and other payables	$ 468,658	$ -	$ -	$ -	$ 468,658
Lease liabilities	207,647	218,352	655,056	1,437,484	2,518,539
	$ 676,305	$ 218,352	$ 655,056	$ 1,437,484	$ 2,987,197

As at December 31, 2024					
Accounts and other payables	$ 522,985	$ -	$ -	$ -	$ 522,985
Lease liabilities	203,059	218,352	655,056	1,492,072	2,568,539
	$ 726,044	$ 218,352	$ 655,056	$ 1,492,072	$ 3,091,524

Other risks like interest rate risk, foreign exchange risk, and price risk are not relevant to the Company and the Company has no significant exposure to.

Outstanding Securities

Issued and outstanding shares	As of May 21, 2025
Breakdown of shares by class:	
Common Shares	29,938,096
Convertible, exercisable, and exchangeable securities by class:	
Options	1,668,120
Warrants	105,560

Each option and whole warrant outstanding is exercisable into one common share in the capital of the Company (a "Common Share"). Each Common Share entitles the holder thereof to one vote at a meeting of shareholders of the Company. As at the date of this MD&A, 1,773,680 Common Shares have been reserved for issuance upon due exercise of outstanding options and warrants of the Company.

Commitments and Off-Balance Sheet Arrangements

Certain technology ("Licensed Technology") under the research and development by the Company is subject to the registered patents of Carnegie Mellon University ("CMU"), pursuant to a license agreement entered into between the Company and CMU in August 2011 (the "License Agreement"). The term of the License Agreement concludes at the end of 20 years from the agreement date or on the expiration of the last-to-expire patent, whichever comes later. The Company's revenue, if derived from selling Licensed Technology, will be subject to 2.155% royalty of the net sales when such product sold incorporates the Licensed Technology. This royalty fee increases to 4.31% of net sales if the Company directly or indirectly challenges the validity or enforceability of intellectual property rights licensed. The lead compounds that the Company is developing do not contain any Licensed Technology and are not subject to the royalty obligations under the License Agreement. In the event that the License Agreement is terminated before the term described above, the Company is obligated to pay any amounts which have accrued or would otherwise be required to pay under the terms of the License Agreement. The License Agreement may be terminated if the Company defaults on payment in full of any amount required to be paid under the License Agreement on the payment due date, and the Company fails to make payment within 30 days after receipt of written notice from CMU. Further, if the Company or CMU defaults in the performance of obligations under the License Agreement and fails to cure such default within 60 days after written notice from either party, the License Agreement may be terminated.

Critical Accounting Judgments and Estimates

The preparation of the consolidated financial statements requires management to make various judgments, estimates and assumptions in applying the Company’s accounting policies that affect the reported amounts and disclosures made in the consolidated financial statements and accompanying notes. These judgements and estimates are based on management’s historical experience, knowledge of current events and conditions and other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. There have been no changes made to the Company’s accounting policies during the three months ended March 31, 2025.

Management has applied significant judgement and estimates in the following key areas:

Going concern

Assessing the Company’s ability to continue as a going concern required management to apply significant judgement based on historical experience and other factors such as expectation on future cash flows and other future events, the outcome of which is uncertain.

Functional currencies

The functional currencies of the Company and Sharp Edge are the currencies of the primary economic environment in which the entities operate in. Determination of the functional currency may involve certain judgments to determine the primary economic environment, and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment. The Canadian dollar was determined to be the functional currency for the Company on a prospective basis. The US dollar was determined to be the functional currency for Sharp Edge on a prospective basis.

Acquisitions

The acquisition discussed in the audited consolidated financial statements for the year ended December 31, 2024 required management to make a judgment as to whether the acquired entity constituted a business under the definitions of IFRS 3. More specifically, management concluded that they did not represent a business, as the assets acquired were not an integrated set of activities with inputs, processes and outputs; and met the concentration test in accordance with IFRS 3 Business Combinations ("IFRS 3"); therefore, the acquisition represented the purchase of assets. As a result, there was no goodwill generated on the transaction, acquisition costs were capitalized to the assets purchased rather than expensed, and an allocation of the purchase price to the individual identifiable assets acquired, including intangible assets, and liabilities assumed based on their fair values at the date of purchase was required. The fair values of the net assets acquired were calculated using significant estimates and judgments. If estimates or judgments differed, this could result in a materially different allocation of net assets on the consolidated statement of financial position.

Impairment of non-financial assets

The Company reviews the carrying amounts of its non-financial assets, including property and equipment and right-of-use assets, when events or changes in circumstances indicate the assets may not be recoverable. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Impairment exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. These calculations are based on available data, other observable inputs and projections of cash flows, all of which are subject to estimates and assumptions.

Fair value measurement of financial instruments

When the fair values of financial liabilities recorded in the statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques or models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as Company's common share price, the volatility of the Company's share price and the risk-free interest rate. Changes in assumptions relating to these factors could affect the reported fair value of these financial instruments. Such financial instruments include convertible note payables, redeemable preferred shares and warrant liability.

Income and other taxes

The calculation of current and deferred income taxes requires management to make certain judgements regarding the tax rules in jurisdictions where the Company performs activities. Application of judgements is required regarding classification of transactions and in assessing probable outcomes of claimed deductions including expectations of future operating results, the timing and reversal of temporary differences, the likelihood of utilizing deferred tax assets and possible audits of income tax and other tax filings by the tax authorities.

Provisions and contingencies

Management reviews provisions at each statement of financial position date utilizing judgements to determine the probability that an outflow of economic benefit will result from the legal or constructive obligation and an estimate of the associated obligation. Due to the judgmental nature of these items, future settlements may differ from amounts recognized.

Common share price

On October 18, 2024, Sharp Edge completed the Pre-Closing Financing (Note 1) through an issuance of Units. Each Unit entitles the holder to receive one Sharp Edge Share and a Sharp Edge Warrant to purchase one-half of a Sharp Edge Share. The price of the Sharp Edge Share within the Unit is determined by bifurcating the Unit into its components by simultaneously determining the value of the Sharp Edge Warrant using the Black-Scholes valuation model and the implied common share price of the Sharp Edge Share which, together with the Sharp Edge Warrant, equal the Unit price. The implied common share price of the Sharp Edge Share involves considerable judgment and could be affected by significant factors that are out of the Company's control.

Share-based Payments

The Company uses the Black-Scholes option pricing model to determine the fair value of options in order to calculate share-based compensation expense. The Black-Scholes model involves six key inputs to determine fair value of an option: risk-free interest rate, exercise price, the Company's common share price at the date of issue, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates that involve considerable judgment and are or could be affected by factors that are out of the Company's control.

The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of share-based compensation expense.

In preparing this MD&A, management has made significant assumptions regarding the circumstances and timing of the transactions contemplated therein, which could result in a material adjustment to the carrying amount of certain assets and liabilities if changes to the assumptions are made.

Related Party Transactions

The Company's policy is to conduct all transactions with related parties to align with market terms and conditions. Key management personnel are those persons who have the authority and the responsibility for planning, directing, and controlling the activities of the Company and/or its subsidiaries directly or indirectly, including any external director of the Company and/or its subsidiaries. Key management includes the Company's Chief Executive Officer and its external directors.

All transactions with related parties have occurred in the normal course of business operations.
Compensation of key management during the period is as follows:

	March 31, 2025	March 31, 2024
Salaries, social charges and other personnel expenses	$ 221,069	$ 80,680

During the three months ended March 31, 2024, in connection with the secured convertible notes financing (Note 11), the Company issued convertible notes of $500,000 to a related company under the control of a director. On October 18, 2024, 10,989 warrants were issued to a related company under the control of a director as part of the Pre-Closing Financing. As at March 31, 2025 and December 31, 2024, 34,307 warrants to this related company are outstanding and classified as a current financial liability on the statement of financial position. The purpose of the secured convertible notes financing and the warrants issuance to the related company is to finance the Company and ensure the Company has sufficient funding to continue as a going concern.

As at March 31, 2025, additional amounts due to related parties of $4,445 (December 31, 2024 – $1,898) in total are included in accounts payables and accrued liabilities in the statements of financial position. The amounts are unsecured, due on demand and bear no interest. The Company also paid consulting and other fees of $56,069 for the three months ended March 31, 2025 (March 31, 2024 - $4,905) to related parties including directors and a family member of a director.

Risks and Uncertainties

The Company currently has sufficient cash to fund its operations for the next twelve months. Whether and when the Company can attain profitability is uncertain. These material uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

In assessing whether the going concern assessment was appropriate, management considered all relevant information available, which includes, but is not limited to, the twelve-month period following December 31, 2024. To address its financing requirements, the Company may seek financing through debt and equity financings and rights offerings to existing shareholders. While the Company has been successful in obtaining financing to date and believes it will be able to obtain sufficient funds in the future and ultimately achieve profitability and positive cash flows from operations, the Company's ability to raise capital may be adversely impacted by market conditions that have resulted in a lack of normally available financing in the pharmaceutical industry, and increased competition across the industry in which the Company operates. Accordingly, there can be no assurance that the Company can achieve profitability, or secure financing on terms favorable to the Company or at all.

In addition to traditional financings, the Company operates in the pharmaceutical industry, where merger and acquisition and asset and/or intellectual property licensing activity is vigorous. Companies with clinical assets (as the Company plans to have the activities over the 18-24 months following the Pre-Closing Financing), may provide opportunities for either a license agreement for a particular asset, or an acquisition of the Company prior to the Company marketing or receiving revenues from any of its potential products. This outcome is common in the pharmaceutical industry and has been a successful path for returning shareholder value.

Should the Company be unable to generate sufficient cash flow from financing and operating activities, the carrying value of the Company's assets could be subject to material adjustments and other adjustments may be necessary to the Financial Statements should such events impair the Company's ability to continue as a going concern.

The Company is subject to various risks and uncertainties that could have a material impact on its operational and financial performance, financial condition, and future outlook. Many factors could cause the Company's actual results, performance and achievements to differ materially from those expressed or implied by the forward-looking information contained herein including, without limitation, the following factors:

- the ability of the Company to obtain additional capital to finance its operations on commercial reasonable terms, or at all;
- inability of the Company to complete the development and commercialization of its product Candidates or develop new product Candidates or otherwise sustain its operations and continue as a going concern;
- there is no assurance that the net proceeds of the Pre-Closing Financing will be used as currently contemplated by the Company, the allocation and use of which is at the discretion of the Company, or that the Company will achieve the results from the use of such proceeds as currently targeted;
- the Company has generated negative operating cash flow, and it is anticipated that it will continue to do so for the foreseeable future;
- the Company expects to incur future losses and may never become profitable;
- the Company currently has no product revenue and will not be able to maintain its operations and research and development without additional funding;
- the volatility of market prices for securities of biopharmaceutical companies similar to the Company, and the volatility of the capital markets in general as a result of current or future political, economic or social conditions;

- limited liquidity for the Company's securities;
- the Company has never paid dividends on its securities and does not expect to do so in the foreseeable future;
- the dilutive effect and potential decrease in value of the Company's securities following future sales or issuances of securities, and the conversion or exercise of outstanding convertible securities of the Company;
- any failure to maintain an effective system of internal controls over its financial reporting, which may result in material misstatements of the Company's annual financial statements, cause the Company to fail to meet its reporting obligations or fail to prevent fraud, which could cause a loss of confidence in its financial reporting by the Company's shareholders, which would harm its business and could negatively impact the price of its securities;
- a significant number of securities of the Company are owned by a limited number of existing shareholders;
- treatment of the Company as a U.S. domestic corporation for U.S. federal income tax purposes;
- the Company's reliance on third parties to plan, conduct and monitor its preclinical studies and clinical trials;
- the inability of the Company to produce commercial grade drug supply when needed, resulting in potential delays in initiating or completing trials;
- difficulties inherent in the research and development of drugs targeting the CNS (as in the case of the PGRN program), which makes it difficult to predict and understand why such drugs have a positive effect on some patients but not others;
- failure to comply with health and data protection laws and regulations could lead to federal, state or provincial government enforcement actions, including civil or criminal penalties, private litigation and adverse publicity;
- delays in clinical testing, resulting in delays in commercializing the Company's product Candidates;
- the Company may not be able to file investigational new drug applications to commence additional clinical trials on the timelines it expects, and even if the Company is able to, the FDA, Health Canada, or similar regulatory authorities may not permit the Company to proceed in a timely manner, or at all;
- difficulties enrolling patients in clinical trials, causing the completion of such trials to be delayed or cancelled;
- competition from other biotechnology and pharmaceutical companies;
- changes to applicable laws, regulations or other governing bodies which govern operation of the Company's business;
- violation of health care fraud and abuse laws or regulations;
- violation of or changes to applicable corporate practice of medicine laws or regulations;
- U.S. anti-money laundering laws could materially affect the Company's business;
- the ability of the Company to manage its employees who may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements;
- the ability of the Company to adequately protect its intellectual property and, if needed, enforce its intellectual property rights in accordance with applicable law;
- changes in patent law and the interpretation thereof could diminish the value of patents in general, thereby impairing the Company's ability to protect its product Candidates;
- the Company's reliance on third parties with respect to certain disclosure of Company trade secrets, and such third parties inability to keep such trade secrets confidential;
- the Company's inability to maintain and enhance its reputation and brand recognition;
- exposure to liability in connection with applicable environmental, health and safety laws and regulations, and the cost associated with compliance or remediation thereof;
- exposure to potential litigation;

- negative results from clinical trials or studies of others and adverse safety events involving the targets of the Company's products;
- unfavorable publicity or consumer perception;
- governmental or regulatory restrictions on pricing and reimbursement, as well as other healthcare payor cost-containment initiatives;
- the Company's reliance on the capabilities and experience of its key executives, employees and contractors and the ability of the Company to attract and retain highly qualified personnel;
- product liability risk;
- conflicts of interest;
- limited operating history;
- fluctuation of foreign exchange rates and the degrees of volatility of such rates; and
- difficulty in enforcing judgments and effecting service of process on directors and officers.

The risks and uncertainties set forth above are non-exhaustive and there could be other factors unknown to management or which management believes are immaterial as of the date hereof. The above risk factors should be reviewed in detail by all readers and are not the only ones that the Company faces or may face in the future. Additional risks and uncertainties not presently known to us or that we believe to be immaterial may also adversely affect our business. We operate in a highly competitive environment that involves significant risks and uncertainties, many of which are outside of our control. An investment in securities of the Company must be regarded as highly speculative due to the nature of the Company's business and its present stage of operations. We have no history of earnings, limited cash reserves, limited operating history, have not declared dividends, and are unlikely to declare dividends in the immediate or near future. Although management of the Company has demonstrated its ability to raise funds in the past, with the current financial market conditions and global political and economic uncertainty, there can be no assurance they will be able to do so in the future.