



NEXOPTIC TECHNOLOGY CORP.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED JUNE 30, 2024**

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Set out below is a review of the activities, results of operations and financial condition of NexOptic Technology Corp. ("NXO", "NexOptic", or the "Company") and its subsidiaries for the six months ended June 30, 2024. The discussion below should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the six months ended June 30, 2024 and audited consolidated financial statements for the years ended December 31, 2023 and 2022. Those condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar figures included in the following Management Discussion and Analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated. This MD&A has been prepared as at August 28, 2024.

The Company is listed on the TSX Venture Exchange ("TSX-V") under the symbol "NXO" and OTCQB under the symbol "NXOPF" in addition to trading in multiple listings in Germany under the symbol "E3O1".

Additional information related to the Company is available on SEDAR at www.sedar.com and the Company's website at www.nexoptic.com.

BACKGROUND AND CORE BUSINESS

NexOptic Technology Corp. and its subsidiaries (collectively, the "Company" or "NexOptic") is a technology company developing award-winning artificial intelligence ("AI") and award-winning imaging products which enhance how images are either captured, processed, experienced, transferred and/or stored. NexOptic was incorporated under the Company Act (British Columbia) on October 11, 2007. The Company maintains its registered and place of business office at 1500 – 409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2.

NexOptic's primary focus is its patented and patent pending artificial intelligence solutions collectively called "Aliis™", which is an acronym for, "All Light Intelligent Imaging Solutions. ALIIS™ can significantly reduce storage and streaming requirements needed for videos and images while also improving image quality in all types of environmental conditions. Several of the world's largest and more influential semiconductor companies invited NexOptic into their esteemed partnership programs and continue to strongly support Aliis™ and NexOptic. These include the Arm AI Partner Program, the NVIDIA Jetson Ecosystem and Qualcomm's Advantage Network. Customers of the aforementioned semiconductor companies retain control over the choice to license Aliis™ directly from NexOptic with optimized versions of Aliis™ independent of the semiconductor suppliers.

Aliis™ delivers by learning a camera profile and optimally enhancing, pixel by pixel its quality and its resolution in a fraction of a second, using edge processing. The result is superior resolution and sharpness, dramatic reductions to image noise and motion-blur, noticeable enhancements to long-range image stabilization by enabling faster shutter speeds, and significantly reduced file and bandwidth requirements for storage or streaming applications in many circumstances. Aliis™ can also improve downstream applications such as computational imaging, facial recognition, and object detection, and as a result has potentially broad market applicability for AI-leveraged security, autonomous vehicles, and other AI applications.

Risks associated with the investment and development of the AI imaging technologies can be found in the Risk Factors section of this document.

Artificial Intelligence & All Light Intelligent Imaging Solutions: Aliis™

Artificial intelligence (AI) allows machines to learn from experience, intercept new inputs, and "instantaneously" perform human-like tasks. Technologies such as machine learning and natural language processing (NLP) are used to train computers to perform specific tasks by processing large amounts of data. AI is gaining momentum as it can add intelligence to existing products. AI systems offer faster response, tailored approach, accurate information, and fewer redundancies—all of which are key factors to achieve higher efficiency in an organization. Computer vision is concerned with the automatic extraction, analysis, and understanding of useful information from a single image or a sequence of images. It involves the development of a theoretical and algorithmic basis to achieve automatic visual understanding. Humans use their eyes and brains to see and visually sense the world around them. Computer vision aims to give a similar capability to a machine or computer. With an objective to simultaneously reduce the carbon footprint of streaming companies while saving them money, NexOptic believes that NexCompress has the potential to benefit the streaming industry by providing significant bandwidth and energy savings without sacrificing image quality.

On April 9th, 2024, NexOptic announced that it had appointed Patrick Rueben to its Chief Financial Officer ("CFO") position. Mr. Rueben is a CPA, CA, MBA with several decades of accounting and finance experience in both private and public companies listed on U.S. and Canadian stock exchanges and has held executive positions in locations throughout North and South America overseeing numerous global operations. Mr. Rueben replaced outgoing CFO, Wayne Cho. Also on April 9th 2024, the Company announced that MNP LLP (the "Successor Auditor") had replaced resigning auditor, Smythe LLP ("Smythe") (the "Former Auditor") as NexOptic's auditor.

On November 20th, 2023, NexOptic announced the departure of its VP of AI Technologies, Kevin Gordon.

Pristine Surgical LLC

In a news release dated September 8th 2023, NexOptic reported that its customer, Pristine Surgical LLC had received its FDA 510(k) clearance for Summit™, the world's first 4K single-use surgical arthroscope in January 2023, completed its first in human procedure in April 2023 and began its limited market release in the United States shortly thereafter.

Strength of revenue from NexOptic's perspective will be predicated upon the number of surgical centers that incorporate Summit into their surgical procedures.

Pristine Surgical anticipates expanding into a broader portfolio of rigid and flexible endoscopes, totaling 125 million procedures worldwide each year.

Initial licensing revenues to NexOptic are dependent on the success of Pristine Surgical's sales of Summit. There can be no assurances of commercial success or profitable operations.

NexOptic and Pristine Surgical are in an exclusive SaaS model partnership whereby NexOptic's artificial intelligence (AI) powered imaging technology is licensed to Pristine Surgical.

NexOptic Publishes Compression Results from Netflix VMAF Input

In an April 25th, 2023 news release, NexOptic published compression results after inputting Netflix Open Source Content, specifically seven studio-quality short films provided by Netflix as a "common reference for prototyping bleeding-edge technologies." NexOptic evaluated more than 2000 data points using Netflix's Video Multi-Method Assessment Fusion ("VMAF") scoring system. The results of the testing showed that NexCompress is capable of providing bandwidth savings ranging from 10% to 60%, depending on the content, as provided via Netflix's VMAF.

NexOptic Signs MOU with IntroMedic

On March 14, 2023 jointly announced with IntroMedic of Seoul, Korea, that the companies had entered into a non-binding Memorandum of Understanding ("MOU") whereby NexOptic could provide solutions to increase IntroMedic's capsule camera performance. IntroMedic is a leading innovator in global capsule endoscopy technology and medical imaging analysis whose objective is to always improve the quality of its patented imaging and analysis medical offerings. NexOptic and IntroMedic initially initiated dialogue late in 2021 and have undergone several stages of evaluation and development since and continue to move closer to full implementation.

Patent Focus

NexOptic continues to take steps to expand and build the patent estate around Aliis™ globally.

On October 1, 2021, NexOptic reported that the United State Patent and Trademark Office (USPTO) had issued Patent No. 11,132,771 titled "Bright Spot Removal Using a Neural Network" to NexOptic. This patent is the second patent expanding family of IP covering the Company's AI technologies. These patents provide key intellectual property protection for NexOptic's disruptive AI for all levels of imaging including but not limited to, video and data compression.

In the 3rd quarter 2020, NexOptic became patent pending on a new AI that transforms Image Signal Processors ("ISP") technology. Engineered into Aliis™, the neural ISP technology is now available to OEM customers through NexOptic's aforementioned strategic partnerships. Image signal processors are a traditional technology that manipulate images from raw data into the precise and coherent imagery viewers are accustomed to seeing. They are increasingly also being used for new application paths in robotics, smart cities, industrial automation, automotive, healthcare and beyond.

OUTSTANDING SHARE DATA

At the date of this report, the Company has

- 195,217,675 issued and outstanding common shares;
- 15,180,000 outstanding stock options with a weighted average exercise price of \$0.10; and 40,133,515 outstanding and exercisable warrants with a weighted average exercise price of \$0.12

SELECTED FINANCIAL INFORMATION**Summary of Quarterly results**

	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023
Revenue	\$ -	\$ -	\$ -	\$ -
Net income (loss) for the period	(127,203)	(122,367)	1,451	(296,661)
Comprehensive loss for the period	(131,649)	(121,781)	2,965	(297,333)
Basic and diluted loss per share	(0.00)	(0.00)	0.00	(0.00)

	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022
Revenue	\$ -	\$ -	\$ -	\$ -
Net loss for the period	(484,676)	(913,905)	(743,320)	(1,160,747)
Comprehensive loss for the period	(483,365)	(915,854)	(747,544)	(1,158,299)
Basic and diluted loss per share	(0.00)	(0.01)	(0.00)	(0.01)

The Company's primary focus over the quarters presented is the development of its Aliis™ property portfolio. Spikes in the net loss are largely attributable to non-cash share-based payments expense. The reduction in loss in more recent quarters relates to a reduction in staff and lower salaries expenses.

Results of Operations for the three-month period ended June 30, 2024 compared to 2023

The comprehensive loss for the three-month period ended June 30, 2024 was \$131,649 (2023 – \$483,365). Significant changes to the results of operations are explained as follows:

Research and development costs

Research and Development	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
Engineering and design	\$ -	\$ -	\$ -	\$ -
Professional fees	35,767	55,434	39,116	105,235
Tax credits and recoveries	(76,440)	-	(76,440)	(51,522)
Salaries	-	83,275	-	158,250
Share-based payments	-	20,811	-	109,830
Supplies and resources	-	-	-	-
Travel	-	6,573	-	9,567
	\$ 40,673	\$ (166,093)	\$ 37,324	\$ (331,060)

Research and development expenses of (\$40,673) (2023 – \$166,093) relates to the development of its AI as the Company invests in its core technologies.

- Professional fees include amounts paid for legal work on the Company's patent portfolio. The Company has worked in the current period to expand its patent portfolio with respect to its AI technology.
- Share-based payments expense of \$nil (2023 - \$20,811) is recorded relative to the vesting of stock options valued using the Black-Scholes methodology and vesting of restricted share units.
- Tax credits and recoveries in the periods relate to amounts received as refundable tax credits.

General and administrative costs

General and Administrative	For the three months ended June 30,		For the six months ended June 30,	
	2024	2023	2024	2023
Consulting fees	\$ 13,938	\$ 27,450	\$ 37,689	\$ 83,359
Insurance	7,500	6,750	15,000	13,500
Investor relations	2,404	76,744	8,613	243,625
Office and administration	21,400	71,273	40,938	96,017
Professional fees	31,675	14,205	47,256	44,331
Property costs	-	-	-	-
Salaries	56,782	63,027	104,115	127,325
Share-based payments	-	7,091	-	191,346
Shareholder communications and filings	14,144	17,791	18,164	39,267
Sales and marketing	-	1,198	-	30,727
Travel	-	1,835	-	8,755
	<u>\$ (147,843)</u>	<u>\$ (287,364)</u>	<u>\$ (281,775)</u>	<u>\$ (878,252)</u>

- Consulting fees includes compensation to the former CFO and accounting staff.
- Investor relations expenses of \$2,404 (2023 - \$76,744) includes expenditures for its news releases, conferences, public relations and investor outreach services.
- Share-based payments expense of \$nil (2023 - \$7,091) is recorded relative to the vesting of stock options valued using the Black-Scholes methodology.

Costs in all categories have reduced reflecting a need to manage resources.

Business development costs

Business development costs for the six months ended June 30, 2024 of \$1,840 (2023 - \$60,921) relate to the Company's satellite operations in South Korea. The team in South Korea was established for the purpose of developing commercial sales opportunities for the Company. Expenditures included costs of sales staff and related overhead which have been largely wound down as the Company manages resources.

LIQUIDITY AND CAPITAL RESOURCES

Cash has decreased, on a net basis, by \$30,762 to \$7,127 at June 30, 2024 from a balance \$37,889 at December 31, 2023. The Company had a working capital deficit of \$2,030,379 as at June 30, 2024.

Overall cash utilization for operating activities decreased from 2023 to 2024. In the six months ended June 30, 2024, the Company expended \$26,310 in operating activities as compared to \$669,542 in 2023. The overall decrease in expenditures is result of decreased activity in the current period.

During the year ended December 31, 2023, the Company has completed the settlement of an aggregate of \$436,961 in debt owed to various parties, including \$333,621 in advances made to the Company by its CEO (the "Debt Settlement"). An aggregate of 6,722,472 common shares were issued at a price of \$0.065 (the "Settlement Shares"), of which 5,132,626 Settlement Shares were issued to Mr. Paul McKenzie.

The Company has incurred losses since inception and the ability of the Company to continue as a going concern depends upon its ability to develop profitable operations and to continue to raise adequate financing.

Management is actively targeting sources of additional financing through financial transactions that would assure continuation of the Company's operations. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate expenditures and/or investments and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

Management will apply funds from the private placements for investment in its strategic priorities, being substantially Aliis™, and for working capital. The contractual commitments of the Company are not significant, and the Company may sustain operations by reducing overhead and delaying investment.

OFF STATEMENT OF FINANCIAL POSITION ARRANGEMENTS

At June 30, 2024, the Company had no material off statement of financial position arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market, or credit risk to the Company.

PROPOSED TRANSACTIONS

The Company does not have any proposed transactions in process other than as discussed elsewhere in this document.

RELATED PARTY TRANSACTIONS

Key management personnel comprise the Chief Executive Officer, Chief Financial Officer, former Chairman, former Chief Executive Officer and directors of the Company. The remuneration of the key management personnel is as follows:

For the six months ended June 30	2024	2023
Payments to key management personnel:		
Consulting fees (G&A) - CFO	\$ 9,450	\$ -
Salaries and short-term benefits (G&A) – Paul McKenzie	90,000	90,000
Share-based payments to officers – general and administrative	-	3,072
Share-based payments to directors – general and administrative	-	3,072

During the six months ended June 30, 2024, the Company was charged legal fees, included in professional fees, of \$24,699 by S. Paul Simpson Law Corp., a law firm of which a former officer of the Company is an employee.

As at June 30, 2024, the Company had balances outstanding with related parties of \$871,615 (December 31, 2023 - \$572,549) included in accounts payable. These balances are unsecured, non-interest-bearing, have no fixed repayment terms and are due on demand.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial instruments

Cash, accounts receivable, accounts payable and accrued liabilities, and loans payable are carried at amortized cost. The Company considers that the carrying amount of these financial assets and liabilities measured at amortized cost to approximate their fair value due to the short-term nature of the financial instruments. The loan payable is carried at amortized cost and carried at the settlement value.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Financial risk factors*Credit risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. The Company considers the risk of financial loss on cash to be remote. The Company's receivables consist materially of GST input tax credits recoverable from the government of Canada and some third-party receivables which are anticipated to be recoverable. The Company considers credit risk with respect to these amounts to be low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2024, the Company had a working capital of deficiency of \$2,009,844 (December 31, 2023 – \$1,758,222). The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company's loans payable mature on December 31, 2025.

Market risk

Market risk is the risk of loss that may arise from changes in market factors, such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial asset exposed to interest rate risk consists of cash. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes the interest rate risk is low given the current low global interest rate environment.

b) Foreign currency risk

The Company's has engaged a number of vendors in the pursuit of research and development activities in the US. As such, the Company is exposed to some foreign currency risk. Fluctuations in the exchange rate between the Canadian dollar and US dollar may have an adverse effect on the Company's business and costs to proceed with preferred vendors. The Company may mitigate its foreign currency risk by substituting Canadian vendors for certain services. Foreign currency risk is considered low relative to the overall financial operating plan.

RISK FACTORS

The principal activity of the Company for the immediate future is the continued investment in and development of its core technologies (the "Technology"), which relates to AI for image correction, image enhancement and file size compression. This can be applied to both still and video images through the removal of image noise.

Competition

The AI imaging industry is highly competitive with several well-established market participants. Competition in this industry occurs on many fronts, including developing and bringing new technologies to market before others, developing new technologies to improve existing offerings, developing new means in which to provide the same benefits as existing products at less cost, developing new products to provide benefits superior to those of existing offerings, and acquiring or licensing complementary or novel technologies from other companies or individuals. NexOptic may be unable to contend successfully with current or future competitors which include major technology companies, many of which are large, well-established companies with access to financial, technical, and marketing resources significantly greater than the Company and substantially greater experience in developing, licensing, and manufacturing products, conducting research and development activities, and obtaining regulatory approvals. The Company's competitors may develop or acquire new or improved technologies that are similar to those offered by the Company, while not necessarily being direct competitors currently.

Development Risk

Substantial corporate resources are being expended on the development of the Company's technologies. The capabilities of Aliis™ is continuously being upgraded and is not currently commercialized. There can be no guarantee that the Technology will achieve the objectives which the Company believes are necessary for it to result in successful offerings to the marketplace. There are significant risks, expenses, delays, and difficulties frequently encountered in establishing new technologies to industry, which is characterized by an increasing number of market entrants, intense competition, and high failure rate. Further, there is always the risk in product development that the software will fail to function as intended or that the market for such products will not develop as anticipated or when anticipated. There is often a lengthy time between the time of technology conceptualization to technology commercialization, and there can be no assurances that development of new technologies will be commercialized at all, on time or within budget. Failure to successfully commercialize the Technology may materially and adversely affect the Company's financial condition and results of operations.

Limited Protection of Patents and Proprietary Rights

The Company's success will depend in part on its ability to protect its proprietary rights and technologies, including, but not limited to its AI. The Company will rely on a combination of contractual arrangements, licenses, patents, trade secrets, and know-how to protect its proprietary technology and rights and the Company's failure to protect its intellectual property rights may result in the loss of valuable technologies and undermine its competitive position. However, not all these measures may apply or may afford only limited protection. In addition, the laws of some foreign countries do not protect proprietary technology rights to the same extent as do the laws of Canada and the United States. A failure of the Company to adequately protect its proprietary rights may adversely affect the business of the Company.

Filing, prosecuting and defending patents on the Company's intellectual property throughout the world could be prohibitively expensive. The laws of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the United States or federal and provincial laws in Canada. Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. Proceedings to enforce the Company's patent rights in foreign jurisdictions could result in substantial cost and divert its efforts and attention from other aspects of its business. The Company may have limited remedies if patents are infringed in certain jurisdictions or if it is compelled to grant a license to a third-party, which could materially diminish the value of those patents. This potentially could limit the Company's total revenue opportunities.

Unpatented trade secrets, improvements, confidential know-how and continuing technological innovation may be important to the Company's scientific and commercial success. Although the Company will attempt to, and will continue to attempt to, protect proprietary information through reliance on trade secret laws and the use of confidentiality agreements with collaborators, contract manufacturers, licensees, clinical investigators, employees and consultants and other appropriate means, these measures may not effectively prevent disclosure of or access to proprietary information, and, in any event, others may develop independently, or obtain access to, the same or similar information.

Despite the Company's efforts to protect its proprietary rights, there can be no assurance that the Technology will not be infringed upon, that the Company would have adequate remedies for any such infringement or adequate funds to act against those infringing the Technology, or that its trade secrets will not otherwise become known or independently

developed by its competitors. There can also be no assurance that any patents now or hereafter issued to, licensed by, or applied for by the Company will be upheld, if challenged, or that the protections afforded thereby will not be circumvented by others. There can be no assurance that the Company's competitors will not independently develop technologies that are substantially equivalent or superior to the Technology.

Infringement of Intellectual Property Rights

While the Company believes that its intellectual property does not infringe upon the proprietary rights of third parties, its commercial success depends, in part, upon the Company not infringing intellectual property rights of others. Several of the Company's competitors and other third parties have been issued or may have filed patent applications or may obtain additional patents and proprietary rights for technologies similar to those utilized by the Company. Some of these patents may grant very broad protection to the owners of the patents.

The Company may become subject to claims by third parties that its technology infringes their intellectual property rights due to the growth of products in its target markets, the overlap in functionality of those products and the prevalence of products.

Litigation may be necessary to determine the scope, enforceability, and validity of third-party proprietary rights or to establish the Company's proprietary rights. Some of its competitors have, or are affiliated with companies having, substantially greater resources than the Company and these competitors may be able to sustain the costs of complex intellectual property litigation to a greater degree and for a longer period than the Company.

Regardless of their merit, any such claims could be time consuming to evaluate and defend, result in costly litigation, divert management's attention and focus away from the business, subject the Company to significant liabilities and equitable remedies, including injunctions, require the Company to enter into costly royalty or licensing agreements and require the Issuer to modify or stop using infringing technology.

No Assurance of Commercial Production

Though its AI offerings are advanced and patent pending, the Company simultaneously remains a research and development company with no history of production or sale. There is no assurance that the Company will meet proposed commercial delivery timelines or will be able to achieve commercial success.

The Company has not previously delivered a consumer product on a commercial scale and has no manufacturing facility. The Company may find itself dependent on affiliations with one or more semiconductor companies who may in turn alter their platforms in such a manner that Aliis™ is no longer relevant to their offerings. Individual semiconductor companies may also unexpectedly lose market share and/or industry relevance. In the case of DoubleTake™, the Company could in the future become dependent on third party manufacturers for its manufacture, or product components, as well as on third parties for a supply chain. The Company currently has no plans to build internal commercial scale manufacturing capabilities or to manufacture its own semiconductors. Contract manufacturing organizations for DoubleTake™ may need to increase the scale of production and may or may not be able to scale production. It could be expensive and take a significant amount of time to arrange for alternative suppliers. The Company may be unable to enter into agreements for commercial supply with third-party manufacturers or may be unable to do so on unacceptable terms. Any significant disruption in the Company's supplier relationships could harm the Company's business.

Slow Acceptance of the Company's Technology

The marketplace might be slow to accept or understand the significance of the Company's Technology due to its unique nature and the competitive landscape. Market confusion may slow sales and acceptance of the Company's potential products and AI. If the Company were unable to promote, market and monetize the Technology and secure relationships with OEM partners or product manufacturers, the Company's business and financial condition would be adversely affected.

Sales and Distribution

The Company does not currently have any proven market for sales or completed distribution agreements. The successful commercialization of its technologies will be reliant on the Company's ability to identify, execute and maintain a successful mechanism to market.

Experimental Field

The Company is engaged in the research and development of the Technology with the goal of commercializing viable software offerings and consumer products. The need to keep its Technology offerings relevant will require extensive

experimental effort and can require significant investment. Customers may be hesitant to implement any new technologies developed without extensive and time-consuming testing.

Technological Advancements

The markets for the Company's Technology are characterized by rapidly changing technology and evolving industry standards, which could result in software or product obsolescence or short product life cycles. Accordingly, the Company's success will be dependent upon its ability to anticipate technological changes in the industries it serves and to successfully identify, obtain, develop, and market new offerings that satisfy evolving industry requirements.

The lens and AI for imaging industries are subject to significant technological advancements, changing industry standards, market trends, customer preferences and competitive pressures, which can, among other things, necessitate revisions in pricing strategies, price reductions, and reduced profit margins.

The success of the Company will depend on its ability to secure technological superiority in its services and maintain such superiority in the face of new technologies. No assurance can be given that further modification of product offerings of the Company will not be required to meet demands or to remain competitive. The future success of the Company will be influenced by its ability to continue to adapt its products. Although the Company has committed resources to improve its products, there can be no assurance that these efforts will increase profits.

Risk of Obsolescence

New developments in technology may negatively affect the development or sale of some or all of the Company's products or make its products obsolete. The inability of the Company to enhance existing products in a timely manner or to develop and introduce new products that incorporate new technologies, conform to increasingly regulatory requirements, and achieve market acceptance in a timely manner could negatively impact the Company's competitive position. New developments or modifications can be costly, involve significant research, development, time, and expense, and may not necessarily result in the successful commercialization of any new commercial offerings.

Additional Funding Requirements

The Company will require additional financing to implement its business plan. The Company may raise additional funds through gap financing, debt financing, and/or subsequent equity financing. The Company may also borrow funds from a financial institution(s) using the assets of the Company as security for said loan(s). The Company may also obtain additional financing through certain government subsidies or tax incentives available in certain geographic areas, if available, at the Company's discretion. Failure to obtain such additional capital on terms acceptable to the Company could restrict its ability to implement its growth plans. Further, a shortage of funds may prevent or delay the Company from getting its products to the marketplace, achieving profitability, or enabling the Company to pay distributions to its shareholders. There is no assurance that the Company will have adequate capital to conduct its business or satisfy its financial obligations.

The ability of the Company to arrange financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company or at all. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change, and shareholders may suffer additional dilution. There can be no assurance that the Company will generate cash flow from operations necessary to support the continuing operations of the Company.

Limited Operating History

The Company has incurred losses since inception and is expected to continue to incur losses. As such, the Company will be subject to all the business risks and uncertainties associated with any new business enterprise, including undercapitalization, cash shortages, limitations with respect to personnel, financial and other resources, and lack of revenues. The Company's ability to reach and then sustain profitability depends on several factors, including the growth rate of the developmental optics industry, the continued market acceptance of the Technology and the competitiveness of the Company. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of its success must be considered in light of its early stage of operations.

Lack of Operating Cash Flow

The Company currently has no source of operating cash flow, which is expected to continue for the near future. The Company's failure to achieve profitability and positive operating cash flows could have a material adverse effect on its financial condition and results of operations.

Exposure to Foreign Currency Exchange Rates

The Company's consumer product division leverages suppliers and partners in foreign jurisdictions and its potential future OEM partnerships for its software are not geographically centralized. The Company's business may expand internationally and as a result, a significant portion of its revenues, expenses, current assets and current liabilities may be preliminary denominated in foreign currencies, while its financial statements are expressed in Canadian dollars. A decrease in the value of such foreign currencies relative to the U.S. dollar could result in losses in revenues from currency exchange rate fluctuations. To date, the Company has not hedged against risks associated with foreign exchange rate exposure. The Company cannot be sure that any hedging techniques it may implement in the future will be successful or that its business, financial condition, and results of operations will not be materially adversely affected by exchange rate fluctuations.

Market for Securities and Volatility of Share Price

There can be no assurance that an active trading market in the Company's securities will be established or sustained. The market price for the Company's securities could be subject to wide fluctuations. Factors such as announcements of quarterly variations in operating results, as well as market conditions in the industry, may have a significant adverse impact on the market price of the securities of the Company. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of companies.

Dependence on Management and Key Personnel

The Company's management will make all decisions with respect to the Company's assets, including investment decisions and the day-to-day operations of the Company. As a result, the success of the Company for the foreseeable future will depend largely upon the ability of its management team, employees and consultants. The loss of any key individual could have a material adverse effect on the Company. If the Company lost the services of one or more of its executive officers or key employees and consultants, it would need to devote substantial resources to finding replacements, and until replacements were found, the Company would be operating without the skills or leadership of such personnel, any of which could have a significant adverse effect on the Company's business. The Company currently does not carry "key-man" life insurance policies covering any of these officers or consultants.

The future success of the Company depends in significant part on the contributions of its executive officers and scientific and technical personnel. The loss of the services of one or more key individuals may significantly delay or prevent achievement of scientific or business objectives. Competition for qualified and experienced personnel in the technology field is generally intense, and the Company will rely heavily on its ability to attract and retain qualified personnel in order to successfully implement its scientific and business objectives. The failure to attract or retain key executives and personnel could impact the Company's operations, including failure to achieve targets and advancement of the Technology.

Expansion and Growth

As the Company's development and commercialization plans and strategies develop, the Company expects that it will need to expand the size of its employee base for managerial, operational, sales, marketing, financial and other resources. Future growth would impose significant added responsibilities on members of management, including the need to identify, recruit, maintain, motivate and integrate additional employees. In addition, the Company's management may have to divert a disproportionate amount of its attention away from the Company's day-to-day activities and devote a substantial amount of time to managing these growth activities. The Company's future financial performance and its ability to commercialize its Technology and its ability to compete effectively will depend, in part, on the Company's ability to effectively manage any future growth.

Adverse General Economic Conditions

The unprecedented events in global financial markets in the past two years have had a profound impact on the global economy. Some of the key impacts of the financial market turmoil included contraction in credit markets resulting in a widening of credit risk, devaluations, high volatility in global equity, commodity, foreign exchange and consumer demand and unpredictable market liquidity. Similar disturbances in the financial markets or other economic conditions, including but not limited to, inflation, deflation, decreased consumer demand, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's operations. Specifically, a global credit/liquidity crisis could impact the cost and availability of financing and overall liquidity. Volatile commodity and consumables prices and currency exchange rates could impact costs and the devaluation and volatility of global stock markets could impact the valuation of the Company's equity and other securities. These and other factors could have a combined material adverse effect on the Company's financial condition and results of its operations.

Conflicts of Interest

Some of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including technology companies) and, because of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that if a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the proposed management of the Company's knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Company and a proposed director or officer of the Company except as otherwise disclosed herein.

Partnerships and Collaborations

The Company may seek third-party collaborators for development and commercialization of potential future products and projects. The Company is not currently party to any such arrangement. The Company's ability to generate revenues from these arrangements will depend on its collaborators' abilities to successfully perform the functions assigned to them in these arrangements.

Collaboration agreements may not lead to development or commercialization of the Technology in the most efficient manner or at all.

Dividends

To date, the Issuer has not paid any dividends on their outstanding shares. Any decision to pay dividends on the shares of the Company will be made by its board of directors based on the Company's earnings, financial requirements, and other conditions.

Uninsured Risks

The Company may become subject to liability for hazards that cannot be insured against or against which it may elect not to be so insured because of high premium costs. Furthermore, the Company may incur a liability to third parties (in excess of any insurance coverage) arising from any damage or injury caused by the Company's operations.

INFORMATION REGARDING FORWARD LOOKING STATEMENTS

Certain statements contained in this Management Discussion and Analysis constitute "forward-looking statements." These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified using words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Information concerning the interpretation of drill results, mineral resource and reserve estimates and capital cost estimates may also be deemed as forward-looking statements as such information constitutes a prediction of what mineralization might be found to be present and how much capital will be required if a project is developed. These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward looking statements included in this Management Discussion and Analysis should not be relied upon. These statements speak only as of the date of this Management Discussion and Analysis. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by forward-looking statements contained in this Management Discussion and Analysis. Such statements are based on several assumptions that may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the potential applications of the Company's technologies;
- the timing and expenditures required to develop such technologies, including development of any future prototype vertical;
- the ability of the Company to procure patent or other intellectual property protection for its technologies and to license or enforce such patents, if any;
- the ability to attract and retain skilled staff;
- foreign currency and exchange rates;
- market competition; and
- tax benefits and tax rates.

These forward-looking statements involve risks and uncertainties relating to, among other things, risks related to international operations, actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, as well as those factors discussed in the section "Risk Factors". Factors that could cause actual results to differ materially include, but are not limited to, the risk factors discussed in the section. The Company cautions that the foregoing list of important factors is not exhaustive. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

ADDITIONAL INFORMATION

Additional information regarding the Company can be found at www.sedarplus.ca and the Company's website www.nexoptic.com.