



BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.

**FORM 51-102F1
MANAGEMENT'S DISCUSSION & ANALYSIS**

DATED MAY 30, 2022

The following analysis concerns the financial situation, operating results and cash flows of Bee Vectoring Technologies International Inc. ("BVT" or the "Company") for the three and six months ended March 31, 2022, and 2021. The discussion should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three and six months ended March 31, 2022 and the audited annual consolidated financial statements for the years ended September 30, 2021 and 2020, and the related notes thereto. The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All monetary amounts are reported in Canadian dollars unless otherwise noted. These documents, as well as additional information on the Company, are filed electronically through the System for Electronic Document Analysis and Retrieval (SEDAR) and are available online at www.sedar.com.

Forward-Looking Statements

This document may contain forward-looking statements relating to the Company's operations or to the environment in which it operates, which are based on the Company's operations, estimates, forecasts and projections. These statements are not guarantees of future performance and involve risks and uncertainties that are difficult to predict or are beyond the Company's control. A number of important factors including those set forth in other public filings could cause actual outcomes and results to differ materially from those expressed in these forward-looking statements. Consequently, readers should not place any undue reliance on such forward-looking statements. In addition, these forward-looking statements relate to the date on which they are made.

Forward-looking information reflects the Company's current beliefs and is based on information currently available to the Company and on assumptions it believes to be not unreasonable in light of all of the circumstances. In some instances, material factors or assumptions are discussed in this MD&A in connection with statements containing forward-looking information. Such material factors and assumptions include, but are not limited to: the forecasted demand for the Company's products and services; the Company's success in obtaining patents for key technologies; the Company's success in expanding its product offerings; the Company's success in building differentiated applications and products; the ability of the Company to achieve rapid incremental customer growth; the Company's ability to retain key members of its management and development teams; and the Company's ability to access the capital markets. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is made as of the date of this MD&A and, other than as required by law, the Company's disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking information 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 information.

Business Overview

The common shares of the Company commenced trading on the Toronto TSX Venture Exchange under the stock symbol "BEE.V" on July 7, 2015. The Company's shares stopped trading (voluntarily) on the TSX Venture on August 20th, 2020 and commenced trading on the Canadian Stock Exchange (CSE) on August 21st, 2020, under the symbol "BEE.C".

BVT has commercialized a patented and patent pending technology specifically designed to utilize bees as natural delivery mechanisms for a variety of powdered mixtures comprised of organic compounds or currently used products which inhibit or eliminate common crop diseases, while at the same time promoting the growth of the same crops. This application process is without the use of water which is beneficial to areas under strict water management practices. In addition, independent companies can deliver their biocontrol's through the BVT platform allowing a broad spectrum of applications without significant capital costs for growers.

More details can be found in the Company's Management Discussion and Analysis for the year ended September 30, 2021.

Seasonality of the business

The Company's business is seasonal and follows crop cycles. In particular the BVT system is used during the blooming period of the targeted crops, which for outdoor crops will occur once in a crop season -- once a year and may last only for a few weeks (eg. 6-8 weeks in the case of blueberries). For the berry crops in North America which are the initial targeted crops, this blooming period is between January (in the Southern growing regions) and May (in the Northern growing regions). This means that revenue will be initially generated during those early months of the year, and the rest of the year there may be minimal or no revenue.

As the business expands to other crops which bloom later in the year, into other geographies around the world which will have different crop seasons, and into greenhouse production where there may be multiple crops seasons in a year, the seasonality of the business will change.

Strategic Positioning

The Company is focusing on three key strategic priorities:

1. **Commercialization in the US:** continue to gain grower acceptance through trials and demos, and secure regulatory approvals which will drive revenue in the prioritized crops. The focus is initially in berry crops across the United States, followed by other pollinated crops including fruit and nut trees;
2. **Geographic Expansion:** use the know-how gained in the US to replicate the commercial success in other markets around the world which grow the targeted crops;
3. **Portfolio Expansion & Extension:** leverage the Company's core assets of BVT CR-7 and its honeybee and bumble bee dispenser systems to develop new revenue streams by developing additional products for delivery using bees, and new application methods for BVT CR-7 to address crop disease control needs in areas such as soil or late season leaf diseases where bees would not be a suitable delivery method since there are no flowers for them to visit.

To drive these priorities and build a sustainable business, the company is working on initiatives covering 4 areas of activity:

1. **Commercialization/Marketing** – the Company has proven the fit of its technology as a value-creating tool for growers in multiple crops and is aggressively pursuing commercialization. Activities in this area include market development and expansion, refining the product offer, establishing value proposition and positioning in prioritized crops, generating demand with growers, marketing and generating revenue.

2. **Product Development & Innovation** – the Company is creating a new category in the crop protection area, and excellence in product development and innovation are critical for sustainable long-term success. Activities include field trials in prioritized crops from proof of concept through commercial demonstrations, portfolio expansion projects and building a competitive advantage through intellectual property.
3. **Regulatory & Approvals** – regulatory approvals will give the Company complete license to operate and allow it to capture full value for its technology. Secured approvals and licenses represent competitive barriers and enable discussions with third party partners to accelerate commercialization and market expansion. Activities include completing studies to prove the technology’s efficacy and safety, submitting and pursuing regulatory approvals in select markets by using a network of regulatory subject experts who understand and are connected to the relevant authorities.
4. **Corporate Development including Partnerships** – the Company has unique technology that it believes will create a new category in crop protection and enhancement. The Company intends to build a strong internal foundational asset base and exploit partnerships to accelerate and expand its business. These partnerships will bring various strategic benefits, such as preferred supply arrangements (e.g., for bees), in-licensing of additional bio-control agents, go-to-market partnerships, or strategic technology collaborations. Activities include building a high profile as an industry leader, a network of potential partners, and negotiating agreements that fill strategic needs and accelerate the business.

Milestones achieved during the six months ended March 31, 2022 and to the date of this MD&A:

1. Commercialization in the US:

February 9, 2022 – The Company announced the results of the 2021 Rutgers R&D trial in New Jersey to assess the efficacy of BVT's proprietary Vectorite with CR-7 (*Clonostachys rosea* CR-7), applied with bee vectoring technology against blueberry anthracnose (*Colletotrichum acutatum*), the most damaging disease pathogen in eastern highbush blueberry production. The trial was conducted by Rutgers University's Specialty Crop Research and Extension Center and PE Marucci Blueberry Cranberry Research & Extension Center, a leading and grower-trusted research center in the US Northeast, during the 2021 growing season. Trial results showed BVT's honeybee system and biofungicide had an 8-27% reduction in the disease. The BVT system alone reduced Anthracnose infection in postharvest berries by 27% compared to the control crop (no spray) and 8% compared to the grower standard application. The BVT system alone had better disease control than the current grower standard. The trial also resulted in 11-60% greater yield of healthy berries at postharvest. When the BVT system was used alone, the trial had 11% more healthy berries 10 days after harvest than a standard program, and 60% more than the control crop, which used no protection products. In both cases, BVT's biological fungicide CR-7 used alone showed higher biological efficacy than the conventional (chemical) fungicide programs.

April 20, 2022 – The Company announced positive progress in 2022 sales commitments from US growers. In just seven months into the fiscal year, the Company has invoiced growers in the Southeast region and secured commitments in the Northeast, Midwest, and Pacific Northwest – already increasing total sales year-over-year by 18%.

These positive results have been accomplished despite a very difficult farming environment in most regions. Volatile supply costs have seen fertilizer prices double over last year in several cases, and prices of fuel and other chemical products necessary to run farming operations have increased by up to 40%.

Furthermore, in Georgia, the Company’s largest market last year, growers faced severe weather and hard freezes during the blueberry bloom period and this has had an impact on BVT sales as several growers have unfortunately experienced a partial or complete crop loss. The Company notes that many ag suppliers have lost significant quantity in the Georgia blueberry market, meaning their sales orders are dramatically lower than the previous year. BVT has successfully retained the same level of sales year-over-year in Georgia.

October 26, 2021 – The Company wins International Biocontrol Manufacturers Association’s bronze Bernard Blum award for biocontrol innovation.

November 4, 2021 – The Company wins IHS Markit's Crop Science award for best precision application technology innovation.

2. Geographic Expansion:

January 25, 2022 – The Company announced it is expanding into Peru, extending its presence into a major global blueberry market. The Company will also pursue other crops including avocados. Peru is the beachhead for BVT's entry into the South American market.

April 27, 2022 – The Company announced it has submitted its proprietary *Clonostachys rosea* CR-7 (CR-7) biological fungicide for registration in Mexico. The registration dossier was presented on April 19, 2022, at a meeting with COFEPRIS (The Federal Commission for Protection from Sanitary Risks), the Mexican health authority responsible for registration of plant protection products. The dossier included CR-7 trial data already completed in Mexico and studies into human safety, environmental impact, product efficacy and more, as required to support product registration.

Mexico's growers offer significant market potential for BVT's natural precision agriculture system: official statistics indicate that the country's production in 2019 included 41,600 acres of strawberries, 12,100 acres of blueberries and over 377,000 acres of tomatoes and peppers. In the same year, US imports of fresh and processed fruits and vegetables from Mexico amounted to US\$15.6 billion.

3. Portfolio Expansion & Extension:

October 14, 2021 - announced its first commercial agreement with BIOGARD, a division of CBC (Europe) S.r.l., one of the leading bioprotectant companies in Europe. Through the agreement, BVT will have exclusive access to BIOGARD's biological insecticide *Beauveria bassiana* ATCC 74040 for bee vectoring uses throughout the European Union and Switzerland. The agreement will enable BVT to operate in the EU through the development and registration of a bee-vectoring product extension of an already-accepted biological active substance, rather than awaiting approval of a new active substance submission - a process that can take up to 3 years.

January 12, 2022- The Company and BioSafe Systems, LLC ("BioSafe") today jointly announced they have signed a Memorandum of Understanding (MOU) where the companies have agreed to enter into detailed discussions on multiple business partnership projects that call upon each other's expertise. BioSafe and BVT are both leaders in the agricultural biologicals industry with a similar customer base, and offer services and products that are complementary to one another.

March 9, 2022 – The Company announced positive results in the progress of its proprietary biological control agent *Clonostachys rosea* strain CR-7 ("CR-7") in the seed treatment market – a significant new revenue opportunity for the Company. The BVT trials conducted in 2021 were built on the positive results from the proof-of-concept work done in 2020 in both the US and Switzerland.

In the trials, soybean seeds were treated with CR-7 together with, and in comparison to, other seed treatment products before they were planted. The purpose of the seed treatment application is to help the seed and the germinating plant fight various soil pests and diseases, and to help with the emergence and vigor of the plant in its early stages, allowing the crop to better reach its genetic potential for yield. The advantage of this approach is precision: unlike foliar sprays, seed treatments get 100% of the product on the plant, and in some cases, impart properties that benefit the plant throughout the growing season.

Soybeans represent a significant market opportunity for BVT. There are 320 million acres planted worldwide, with 86 million in the US, 98 million in Brazil and 40 million in Argentina. BVT estimates about 80% of the soybeans in the US get a seed treatment before planting, including about 50% which get a biological inoculant treatment.

The seed treatment market is a specialized one with different channels in the major growing regions, where things like understanding the genetics of the seed varieties and relationships to the seed companies is important. It is a market which BVT intends to be a technology provider for partners to develop.

COVID-19

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operating subsidiaries in future periods.

The agriculture industry is considered essential (for food supply), and while the Company is still able to service its customers, to date, the Company has been impacted as follows:

- 1) New sales impacted as travel restrictions have made it difficult to conduct demonstrations to growers – the most effective way for the Company to discuss and demonstrate its solution with new customers is through in-person interactions. The Company has a small field organization, so it relies on its sales and marketing personnel being able to travel across the US from Canada and within the US for its commercial efforts. Due to the travel restrictions through much of the spring and early summer this was not possible, and so the Company had to use a less effective “virtual” sales process to reach new growers. Despite these constraints the company was still able to penetrate new markets in the midwestern US and the Pacific Northwest, although with fewer growers than it was targeting. As travel restrictions ease, and word-of-mouth from the growers who did use the system spreads, the Company expects being able to reach a wider group of growers for the next season.
- 2) Product registration process has slowed – most government agencies around the world have been running with reduced staff and limited office space during 2020-2021. Regulatory review times have thus been affected in many countries across the industry. As an example, this has affected the timing on the regulatory approval project for the Company in Mexico: the agriculture and health authorities in Mexico have noted that there are delays in the dossier submission and review processes (they have not indicated how long the delays are). It may also have a lingering effect on other registration related activities for the company in the future.
- 3) R&D activities impacted by travel restriction and access to researchers and labs – many of the Company's R&D activities involve doing studies with university researchers and third-party contract research organizations. These studies use lab space, and university researchers use student researchers to help conduct trials. Labs have had to curtail the amount of studies they can do while respecting social distancing requirements, and with the shortage of students, university researchers have less available labor for them to conduct studies. As a result, the Company has had to reduce the amount of trials it was planning on conducting and delay certain projects to a future date.

The Company will continue to assess the impact on its operations and make adjustments to navigate through the effects of the COVID-19 pandemic on the market and economy.

As the Company has no material revenue, its ability to fund its operations is dependent upon its securing financing through the sale of equity or assets. See “Risk Factors” below.

Results of Operations

The following discussion of the Company's financial performance is based on the financial statements for three and six months ended March 31, 2022 compared to the three and six months ended March 31, 2021.

As at March 31, 2022 the Company had a cash and cash equivalents balance of \$634,717 (September 30, 2021 - \$2,710,805) and total current assets of \$1,107,769 (September 30, 2021 - \$2,925,259) (consisting of cash, sales tax and accounts receivable, inventory and prepaid expenses and deposits). During the period, long term assets increased to \$2,380,710 due to the increase in equipment, and costs related to the regulatory approvals, technology development costs, the registration of patents and other regulatory costs (included in intangible assets). Liabilities at March 31, 2022 totalled \$938,733 (September 30, 2021 - \$722,079) and comprised of \$741,382 (September 30, 2021 - \$486,317) of trade payables and accruals, , a lease liability of \$46,948 (September 30, 2021 - \$85,359) and loans payable of \$150,403 (September 30, 2021 - \$150,403).

Working capital (deficiency), which is comprised of current assets less current liabilities, was \$319,439 at March 31, 2022 compared to working capital of \$2,360,434 at September 30, 2021.

For the three and six months ended March 31, 2022, the Company had a net loss of \$1,513,400 and \$2,595,473 compared to a net loss of \$959,407 and \$1,836,840 for the same periods in 2021. The increase in loss is primarily related to the increase of issuance of stock options during the period and the related share-based payment expense, and an increase in trials, research and development as further described below.

Revenue and gross profit:

The company recognizes revenue to match the timing of the crop season for which its crop production system is used, which has generally been in late December or early January. In the current period sales commenced at the end of December and continued into Q2. In 2021, sales commenced in early January of Q2.

The company invoices and collects in USD since its customers are in the US. Sales are translated to CAD using the average exchange rate for the period.

	Three months ended March 31,		Six months ended March 31,		% Growth
	2022	2021	2022	2021	6 mos 2022 vs 2021
Sales in USD	\$ 225,888	\$ 261,642	\$ 257,515	\$ 261,642	-2%
Sales in CAD	\$ 285,568	\$ 334,902	\$ 325,550	\$ 334,902	-3%

Sales in USD through 6 months were 1.5% below last year due to seasonal variances where some customers in the Southeast were invoiced in Q3.

In Georgia, the Company's largest market, growers faced severe weather and hard freezes during the blueberry bloom period which had an impact on BVT sales as several growers unfortunately experienced a partial or complete crop loss. These challenges were in addition to high supply costs faced by the farmers which have seen fertilizer prices double over last year in several cases, and prices of fuel and other chemical products necessary to run farming operations increase by up to 40%. Despite these challenges BVT successfully retained the same level of sales in 2022 for the Southeast, while many ag suppliers saw sales orders significantly lower.

The Company is seeing high commitment levels in other markets, well in excess of prior year.

Overall gross margins for the three and six months ended March 31, 2022 were 49.7% and 50.6% compared to 40.3% and 40.3% for the three and six months ended March 31, 2021. Improvements in gross margin were driven by lower cost of production of BVT's *Clonostachys rosea* strain BVT CR-7.

Below is a summary of the results for the three months and six months ended March 31, 2022 and March 31, 2021:

	Three months ended March 31,		Six months ended March 31,	
	2022	2021	2022	2021
Sales	\$ 285,568	\$ 334,902	\$ 325,550	\$ 334,902
Cost of sales	143,751	199,865	160,716	199,865
Gross profit	141,817	135,037	164,834	135,037
Expenses				
Office and general (i)	652,745	538,283	1,125,513	1,076,938
Investor and public relations (ii)	105,782	180,133	298,795	271,389
Sales, advertising and marketing (iii)	126,902	124,642	235,197	239,724
Share based payments (iv)	395,125	83,839	569,179	137,189
Trials, Research and development (v)	364,668	184,115	519,984	261,559
Royalty payments (vi)	1,569	2,677	1,569	2,677
Total expenses	1,646,791	1,113,689	2,750,237	1,989,476
Loss before other items	(1,504,974)	(978,652)	(2,585,403)	(1,854,439)
Loss on foreign exchange	(8,087)	(1,965)	(9,387)	(3,611)
Interest and other income	(339)	21,210	(683)	21,210
Net loss	\$ (1,513,400)	\$ (959,407)	\$ (2,595,473)	\$(1,836,840)

(i) Office and general:

Office and general remained in line with a couple notable exceptions. An increase in salaries as the Company hired additional personnel to support the increase in business activity. This increase was offset by a reduction in using external consultants. Depreciation increased due to an increase in equipment acquired, and a slight increase in travel as COVID restrictions eased.

(ii) Investor and public relations: The Company undertakes various initiatives in order to market and communicate with investors and to educate the public on the Company and its products. The expense fluctuates depending on the timing of the marketing campaigns.

(iii) Sales advertising and marketing: The Company targeted various business development opportunities through these sales and marketing initiatives including demonstrations of the technology. These costs are anticipated to increase further as COVID restrictions are removed and the company invests in commercialization activities.

(iv) Share based payments: Represents the value of options and RSUs that vested during the period. During the period, the Company granted more options to purchase common shares of the Company to and officers and director that in the prior period. This is a non-cash expense.

(v) Trials, research and development: This expense relates to lab research and trials of BVT's crop inoculation products and bee delivery platform.

Summary of quarterly results

Three Months Ended	Net Revenues (\$)	Net Loss	
		Net loss (\$)	Basic and Diluted (Loss) Per Share (\$)
31-Mar-22	285,568	(1,513,400)	(0.01)
31-Dec-21	39,982	(1,082,073)	(0.01)
30-Sept-21	-	(1,153,125)	(0.01)
31-June-21	64,178	(1,132,614)	(0.01)
31-Mar-21	334,902	(959,407)	(0.01)
31-Dec-20	-	(877,433)	(0.01)
30-Sept-20	-	(2,068,277)	(0.02)
30-June-20	18,664	(1,192,461)	(0.02)

Liquidity and Capital Resources

As at March 31, 2022, the Company had a working capital of \$319,439 (September 30, 2021 – working capital of \$2,360,434), being defined as current assets less current liabilities. The decrease in working capital has occurred due to funds deployed in operations, as the Company is not yet cash flow positive.

In the six months ended March 31, 2022, the Company used cash of \$1,922,855 in operating activities, compared with \$1,515,670 for the same period in 2021.

In the six months ended March 31, 2022, the Company used cash of \$161,827 in investing activities, compared to \$105,358 in 2021. The main components of this were \$73,029 of costs related to regulatory approvals, patent registrations and development costs (2021 - \$88,409). The Company also spent \$88,798 for the purchase of equipment (2021 - \$16,949).

The Company used cash of \$41,406 during the six months ended March 31, 2022 for lease payments, and received proceeds of \$50,000 from the exercise of stock options. In the comparable period, financing activities generated \$5,364,899 primarily from the issue of shares and warrants.

The Company's monthly burn rate on average, which was calculated as cash spent per month in operating activities, was approximately \$320,000. At its current operating level, the Company will not have sufficient funds generated from ongoing operations to cover short-term operational needs. The Company expects to still operate at a loss for at minimum the next 12 months. As such, the Company will need additional future financings for costs related to operations, maintaining its patents, conducting trials and its growth strategy. The Company will plan future financings as required through the sale of debt and (or) equity. The Company has been successful in the past at raising necessary funds but the timing and ability to do so will depend on the liquidity of the financial markets, economic conditions, as well as the acceptance of investors to small cap companies. There can be no guarantee that the Company will be able to continue securing any required financing.

Since obtaining EPA approval in August 2019, the Company commenced generating sales, has continued to sign new sales agreements, and expects future sales to help with liquidity issues.

The primary need for liquidity is to fund working capital requirements of the business, including operating costs, and maintaining the Companies patents. The primary source of liquidity has primarily been private financings and, to a lesser extent, by cash generated from the exercise of warrants and options.

The Company has no financial commitments or obligations other than a lease for office space and production facility. The Company leases office space for their headquarters in Mississauga Ontario. The original lease terms expired in October 2020 and has been extended with annual minimum lease payments as follows:

Year Minimum lease payment

2022	\$	41,406
2023	\$	6,901

The Company has no capital expenditure commitments and has the ability to reduce or increase its research and development activities and other discretionary costs depending on the level of available funds.

The Company can maintain a sufficient level of inventory to meet expected sales demand.

Overall, given the working capital at March 31, 2022, the Company does not have enough to maintain at minimum the next 12 months.

Variance in Use of Proceeds

The following table provides a comparison of disclosure previously made by the Company regarding its intended use of proceeds described in the news releases announcing non-brokered private placements on February 4 and 26, 2021 (other than working capital) against the Company's actual use of such proceeds up to March 31, 2022. See the annual MD&A for the year ended September 31, 2021 for details on previous private placements. The original intended use of the proceeds was to fund its ongoing growth strategy in the agricultural space, for continued research and development and general working capital purposes. All amounts listed below in general and administrative expenditures exclude non-cash expenses. The amounts presented in the table below are approximate.

Date of financing	Purpose	Amount Raised	Intended Use	Amount Used to Date	Amount remaining
		\$3,224			\$0
Feb 4, 2021 & Feb 26, 2021	Commercial growth (sales & marketing)		\$440	\$342	
	R&D		\$424	\$577	
	General & Admin		\$2,360	\$2,305	

Off Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of BVT including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Related Party Transactions

Key management includes members of the board, the Chief Executive Officer and the Chief Financial Officer. The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows for the six months ended March 31, 2022 and March 31, 2021:

	2022	2021
*CEO fees (i)	\$ 176,214	\$ 156,739
*CFO fees (ii)	15,000	15,000
*Consulting fees charged by a Chelsian Sales & Service (iii)	30,000	30,000
*Consulting fees charged Flueckiger Consulting (iv)	-	14,688
*Consulting fees charged Exelerate Inc. (vii)	25,870	-
Share based payments	276,565	53,350
	\$ 523,649	\$ 272,777

**Represents key management remuneration*

- (i) Salary and/or consulting fees paid to the CEO for services rendered. As at March 31, 2022, \$26,337 (September 30, 2021 - \$20,438) is owed to the CEO.
- (ii) Consulting fees charged by CFO Advantage Inc, a corporation owned by the CFO of the Company, for services of the Chief Financial Officer. As at March 31, 2022 \$5,680 (2021 –\$325) was owed to CFO Advantage Inc.
- (iii) Consulting fees charged by Chelsian Sales & Service Inc, a corporation owned by a director, for assisting with day-to-day operations. As at March 31, 2022 \$1,300 (2021 –\$1,300) was owed to Chelsian Sales and Service Inc.
- (iv) Consulting fees charged by Flueckiger Consulting, a corporation owned by a former director of the Company, for reviewing product development and marketing plans, reviewing data from trials, and other services as required.
- (v) The Company employs a relative of a director of the Company as sales manager. During the six months ended March 31, 2022, the employee earned a salary and benefits of \$54,590 (2021 - \$24,000).
- (vi) Consulting fees charged by Exelerate Inc, a corporation owned by a director of the Company, for governance and business development services.

Proposed Transactions

As at the date of this MD&A there are no proposed transactions.

Accounting Estimates and judgements

The preparation of the condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The consolidated financial statements include judgments and estimates which, by their nature, are uncertain.

The estimates and underlying assumptions are reviewed on an ongoing basis. The impacts of such judgments and estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences.

Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgments and estimates that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Estimates

Intangible assets valuation for impairment purposes

The Company assesses impairment by comparing the recoverable amount of an intangible asset with its carrying value. The recoverable amount is defined as the higher of value in use, or fair value less cost to sell. The determination of the recoverable amount involves management estimates. The Company used fair value less cost to sell to determine the recoverable amount of the cash generating unit. Judgement was used in determining the basis of calculating fair value. As the Company has a single cash generating unit, management used the market value of the Company's share price as a proxy of the fair value of the cash generating unit. In addition, management applied judgement in the estimation of the cost to sell. This estimation of cost to sell was sensitized within a reasonable range and did not result in an impairment.

Useful life of property, plant and equipment

Significant estimates are made as to the useful lives of property, plant and equipment.

Useful life of intangible assets

Significant estimates are made as to the useful lives of the capitalization of patents, regulatory and development costs.

Valuation of share-based payments

The Company uses the Black-Scholes Option Pricing Model to calculate the fair value of stock options and of common share purchase warrants issued. The model requires the input of subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate. Estimates are used for valuing RSUs granted for determining vesting dates when based on milestones. RSU's are granted with vesting conditions that are based on non-market performance conditions and milestones.

Judgments

Capitalization of development costs

Initial capitalization of development costs is based on management's judgment that technological and economic feasibility is confirmed, usually when the product development project has reached a defined milestone according to an established project management model.

Capitalization of regulatory costs

Initial capitalization of regulatory costs is based on management's judgment that future economic benefits attributable to the Companies assets will flow to the Company.

Functional currency

In concluding on the functional currency of the parent and its subsidiary companies, management considered the currency that mainly influences sales and the cost of providing goods and services in each jurisdiction in which the Company operates. The Company also considered secondary indicators including the currency in which funds from financing activities are denominated, the currency in which funds are retained and whether the activities of the subsidiaries are carried out as an extension of the Company or if they are carried out with a degree of autonomy.

Going concern

The company applies judgment in assessing whether material uncertainties exist that would cause doubt as to whether the company could continue as a going concern.

Financial Instruments

Fair Value

Financial instruments of the Company as at September 30, 2021 and September 30, 2020 consist of cash, other receivables, accounts payable and accrued liabilities, and loans payable. There are no significant differences between the carrying amounts of the cash, other receivables and accounts payables and accrued liabilities reported on the consolidated statements of financial position and their estimated fair values because of the short-term maturities of these items. Loans payable are recognized initially and subsequently at amortized cost.

The Company's risk exposures and their impact on the Company's financial instruments are summarized below.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise four types of risk: interest rate risk, foreign exchange risk, commodity price risk and other price risk, such as equity risk. Financial instruments affected by market risk include cash deposits.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of a change in foreign exchange rates. The Company is exposed to foreign currency risk on cash, other receivables and accounts payable and loans denominated in U.S. dollars. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. As at March 31, 2022, the Company had \$78,050 of net financial instruments denominated in U.S. dollars. The effect on loss before income tax of a 10% change in the foreign currency against the Canadian dollar on the above-mentioned net monetary assets and liabilities of the Company is estimated to be an increase/decrease of \$7,805, assuming that all other variables remained constant.

Interest rate risk

The Company is exposed to insignificant interest rate risk. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Fluctuations in market interest rates do not have a significant impact on the Company's results of operations due to the short-term nature of interest bearing cash.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the end of the reporting period is the carrying value of its financial assets (i.e. cash and accounts receivable). Cash is held with both financial institutions in Canada and the United States, and management believes that exposure to credit risk is not significant. The Company manages its credit risk related to trade and other receivables by establishing procedures to establish payment terms and approval policies of customers. In the opinion of management, the credit risk is moderate and no credit losses are expected.

Price risk

The Company is exposed to price risk. Price risk is the risk that the commodity prices that the Company charges are significantly influenced by its competitors and the commodity prices that the Company must charge to meet its competitors may not be sufficient to meet its expenses. The Company reduces the price risk by ensuring that it obtains information regarding the prices set by its competitors to ensure that its prices are appropriate to the unique attributes of its product and services. In the opinion of management, the price risk is low and is not material.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. See note 1 for further disclosure on the going concern assumption.

The Company's accounts payable and accrued liabilities are subject to normal trade terms and have contractual maturities payable within 30 days for 2022 and 2021.

At March 31, 2022, the Company has current assets of \$1,107,769 (September 30, 2021 - \$2,925,259) and current liabilities of \$788,330 (September 30, 2020 – \$564,825) resulting in working capital of \$319,439 (September 30, 2021 – working capital (\$2,360,434).

Disclosure of Share Capital

As at the date of this report the Company had 117,154,611 common shares issued and outstanding.

As at the date of this report the Company had 15,573,394 share purchase warrants outstanding.

As at the date of this report the Company 14,560,051 stock options and RSUs outstanding.

Risks

See risk section detailed in the Company's filing statement as filed on SEDAR on June 1st, 2015.