CSE FORM 2A
LISTING STATEMENT

BIOVAXYS TECHNOLOGY CORP.

(the "**Resulting Issuer**")

905 West Pender Street, Suite 503
Vancouver, British Columbia V6C 1L6
Telephone: (646)-452-7000

WITH RESPECT TO A FUNDAMENTAL CHANGE PURSUANT TO POLICY 8 OF THE CANADIAN SECURITIES EXCHANGE INVOLVING THE BUSINESS COMBINATION BETWEEN LIONS BAY MINING CORP. AND BIOVAXYS INC.

Neither the Canadian Securities Exchange Inc. nor any securities regulatory authority has in any way passed upon the merits of the Definitive Agreement described in the Listing Statement.

September 30, 2020

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FORM 2A – LISTING STATEMENT

ITEM 1: GENERAL

1.1 – Effective Date of Information

All information in this Listing Statement is as of September 30, 2020 unless otherwise indicated.

1.2 – Presentation

Unless otherwise indicated, information in this Listing Statement has been presented assuming completion of the Transaction and the Offering. Unless otherwise indicated, use of the term "**BioVaxys**" refers to BioVaxys Inc., before and after completion of the Transaction, use of the term "**Lions Bay**" or "**Issuer**" refers to Lions Bay Mining Corp., prior to completion of the Transaction and use the term "**Resulting Issuer**" refers to Lions Bay Mining Corp. after completion of the Transaction.

1.3 – Forward Looking Statements

The information provided in this listing statement (the "**Listing Statement**"), including information incorporated by reference, may contain "forward-looking statements" about BioVaxys and the Resulting Issuer.

Cautionary Statement Regarding Forward-Looking Information

Forward-looking statements are based on the beliefs of the Issuer's management, as well as on assumptions, which such management believes to be reasonable based on information currently available at the time such statements were made. However, by their nature, forward-looking statements are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements are subject to a variety of risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including, without limitation those risks outlined in Sections 6 and 17 of this Listing Statement.

In particular, this Listing Statement contains forward-looking statements pertaining to the following:

- estimates of the Resulting Issuer's future revenues and profits;
- treatment under government regulatory and taxation regimes;
- projections of market prices and costs and the future market for the Resulting Issuer's products and conditions affecting same;
- ability to obtain and protect the Resulting Issuer's intellectual property and proprietary rights;
- expectations regarding the Resulting Issuer's ability to raise capital;
- timing and costs associated with completing research and development work relating to the Resulting Issuer's products;

- The Resulting Issuer's strategies, objectives and plans to pursue the commercialization of its products;
- The Resulting Issuer's ability to conduct all required clinical and non-clinical trials for its products, including the timing and result of such trials;
- The Resulting Issuer's estimates of the size of the potential markets for its products and the rate and degree of market acceptance of such products;
- statements and information concerning the Transaction;
- statements relating to the business and future activities of, and developments related to the Resulting Issuer after the date of this Listing Statement and thereafter;
- market position, and future financial or operating performance of the Resulting Issuer; and
- liquidity of the Common Shares of the Resulting Issuer.

With respect to forward-looking statements listed above and contained in this Listing Statement, management of the Issuer has made assumptions regarding, among other things:

- the legislative and regulatory environment;
- the timing and receipt of governmental approvals;
- foreign currency and exchange rates;
- predictable changes to market prices for the Resulting Issuer's products and other predicted trends regarding factors underlying the market for such products;
- anticipated results of research and development activities;
- that tax regimes will remain largely unaltered;
- The Resulting Issuer's ability to obtain additional financing on satisfactory terms; and
- the global economic environment.

The actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Listing Statement:

- the possibility that future research and development results will not be consistent with the Resulting Issuer's expectations;
- liabilities inherent in research and development and biopharmaceutical operations;
- whether the clinical and non-clinical trials of the Resulting Issuer will be successful;
- whether the Resulting Issuer's products can be successfully commercialized;
- fluctuations in currency and interest rates;
- critical illness or death of the principals of the Resulting Issuer;
- competition for, among other things, customers, supply, capital, capital acquisitions of products and skilled personnel;
- risks relating to global financial and economic conditions;
- alteration of tax regimes and treatments;
- limited operating history;

- changes in legislation affecting operations;
- failure to realize the benefits of the Transaction and any future acquisitions;
- incorrect assessments of the value of acquisitions; and
- other factors discussed under "Section 17 – *Risk Factors*" below.

The list of risk factors set out in this Listing Statement is not exhaustive of the factors that may affect any forward-looking statements of the Issuer. Forward-looking statements are statements about the future and are inherently uncertain. Actual results could differ materially from those projected in the forward-looking statements as a result of the matters set out or incorporated by reference in this Listing Statement generally and certain economic and business factors, some of which may be beyond the control of the Resulting Issuer. In addition, recent unprecedented events in the world economy and global financial and credit markets have resulted in high market and commodity volatility and a contraction in debt and equity markets, which could have a particularly significant, detrimental and unpredictable effect on forward-looking statements. For all of these reasons, the Issuer's securityholders should not place undue reliance on forward-looking statements. The Issuer does not intend, and undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation and applicable law (see Section 17 – *Risk Factors*).

1.4 – Currency

Unless otherwise indicated herein, references to "$" or "Canadian dollars" are to Canadian dollars.

1.5 – Market and Industry Data

This Listing Statement includes market and industry data that has been obtained from third party sources, including industry publications. The Issuer believes that its industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Issuer has not independently verified any of the data from third party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

Glossary of Terms

The following is a glossary of certain general terms used in this Listing Statement including the summary hereof. Terms and abbreviations used in the financial statements included in, or appended to this Listing Statement are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

"**Affiliate**" means a corporation that is affiliated with another corporation as described below. A corporation is an "**Affiliate**" of another corporation if:

(a) one of them is the subsidiary of the other; or

(b) each of them is controlled by the same Person.

A corporation is "**controlled**" by a Person if:

(a) voting securities of the corporation are held, other than by way of security only, by or for the benefit of that Person; and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the corporation.

A Person beneficially owns securities that are beneficially owned by:

(a) a corporation controlled by that Person; or

(b) an Affiliate of that Person or an Affiliate of any corporation controlled by that Person.

"**Arrangement**" means the arrangement of Bearing under Section 288 of the BCBCA on the terms and subject to the conditions set out in the Plan of Arrangement approved by the board of directors of Bearing on July 19, 2018.

"**Arrangement Agreement**" means the arrangement agreement dated May 23, 2018 between Bearing and the Issuer.

"**Asset Purchase Agreement**" means the asset purchase agreement dated July 19, 2018 between Bearing and the Issuer, pursuant to which the Issuer issued 5,509,999 Common Shares to Bearing in consideration for the North American Assets.

"**Associate**" when used to indicate a relationship with a Person, means:

(a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;

(b) any partner of the Person;

(c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity; or

(d) in the case of a Person who is an individual:

(i) that Person's spouse or child, or

(ii) any relative of the Person or of his spouse who has the same residence as that Person.

"**BCBCA**" means the *Business Corporations Act* (British Columbia).

"**Bearing**" means Bearing Lithium Corp.

"**BioVaxys**" means BioVaxys Inc.

"**BioVaxys Shareholders**" means the holders of BioVaxys Shares.

"**BioVaxys Shares**" means shares of common stock of BioVaxys.

"**Board**" means the board of directors of the Issuer.

"**Common Shares**" means the issued and outstanding common shares in the capital of the Issuer as presently constituted.

"**CSE**" means the Canadian Securities Exchange.

"**CSE Policies**" means the rules and policies of the CSE in effect as of the date hereof.

"Escrow Agent" means Odyssey Trust Company.

"**Escrow Agreement**" means the escrow agreement to be entered into by the Issuer, the Escrow Agent and certain securityholders of the Issuer in compliance with the requirements of the CSE.

"**forward-looking statements**" has the meaning given to it under the heading "Forward Looking Statements".

"**Issuer Advisory Agreements**" means the advisory agreements entered into by the Issuer with certain advisors pursuant to which the Issuer has agreed to issue 2,100,000 Common Shares in connection with the Transaction.

"**Lions Bay Audited Financial Statements**" means the audited financial statements of the Issuer for the fiscal year ended October 31, 2019, attached as Schedule "C".

"**Lions Bay Unaudited Interim Financial Statements**" means the unaudited interim financial statements of the Issuer for the period ended April 30, 2020, attached as Schedule "A".

"**Listing Date**" means date on which the Resulting Issuer resumes trading on the CSE after the completion of the Transaction.

"**Listing Statement**" means this Form 2A Listing Statement required pursuant to the policies of the CSE.

"**North American Assets**" means the FLV lode mining claims located in Esmeralda County, Nevada, USA and commonly referred to as the "Fish Lake Project", the Issuer's interests in the minerals claims located in the Upper Hyland River area of eastern Yukon Territory of Canada and commonly referred to as the "Hy and Jay Property" and the Issuer's interest in the mineral claims

located in the Yukon Territory of Canada commonly referred to as the "VM" and the "VBA" properties.

"**NP 46-201**" means National Policy 46-201 - *Escrow for Initial Public Offerings*.

"**Offering**" means the non-brokered private placement by the Issuer of 13,738,235 Units.

"**Person**" means any individual, corporation, partnership, unincorporated association, trust, joint venture, governmental body or any other legal entity whatsoever.

"**Principals**" means with respect to the Issuer:

(a) a person or company who acted as a promoter of the Issuer within two years before this Listing Statement;

(b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of this Listing Statement;

(c) a person or company that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the date of the Listing Statement; and

(d) a person or company that (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the date of the Listing Statement and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

"**Resulting Issuer**" means the Issuer following completion of the Transaction.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval of the Canadian Securities Administrators, accessible at www.sedar.com.

"**Share Exchange Agreement**" means the share exchange agreement dated June 2, 2020 between the Issuer, BioVaxys and the stockholders of BioVaxys.

"**Shareholders**" means shareholders of the Issuer.

"**Share Split**" means the subdivision of the Common Shares on a two for one basis.

"**Stock Option Plan**" means the stock option plan of the Issuer.

"**Stock Options**" means share purchase options of the Issuer to issued pursuant to the Stock Option Plan.

"**Tax Act**" means the *Income Tax Act* (Canada), including the regulations promulgated thereunder, as amended.

"**Thomas Jefferson University License**" means the exclusive license agreement dated April 25, 2018 between BioVaxys and Thomas Jefferson University.

"**Transaction**" means the acquisition of all the outstanding securities of BioVaxys by the Issuer whereby BioVaxys became a wholly-owned subsidiary of the Issuer.

"**Unit**" means those 13,738,235 units of the Issuer issued in connection with the Offering, with each Unit being comprised of one Common Share of the Issuer and one-half of one Warrant.

"**Warrant**" means one common share purchase warrant of the Issuer exercisable into one Common Share of the Issuer at an exercise price of $0.50 for a period of 24 months from the closing of the Offering.

2. CORPORATE STRUCTURE

2.1(a) – Corporate Name and Head and Registered Office – Lions Bay

The Issuer was incorporated under the BCBCA on April 25, 2018. In connection with the Transaction, the Issuer's has changed its name from "Lions Bay Mining Corp" to "BioVaxys Technology Corp." and its head and registered office is located at 905 West Pender Street, Suite 503, Vancouver, British Columbia V6C 1L6. Upon completion of the Transaction described below in *Section 3 – General Development of the Business*, the Resulting Issuer will have the same head and registered office.

The Issuer is a reporting issuer in British Columbia, Alberta and Ontario.

2.1(b) – Corporate Name and Head and Registered Office – BioVaxys

BioVaxys is a privately owned company that was incorporated as a limited liability company under the Delaware *Limited Liability Company Act* on May 27, 2016, under the name Autologous Vaccines Holdings, LLC. On May 29, 2018, BioVaxys changed its name to BioVaxys LLC. On May 29, 2020, BioVaxys continued to a Delaware corporation under the Delaware *General Corporation Law* and changed its name to BioVaxys Inc. Its head and registered office is located at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801 but it does not maintain an operating premises.

BioVaxys is not a reporting issuer.

2.2(a) – Jurisdiction of Incorporation – Lions Bay

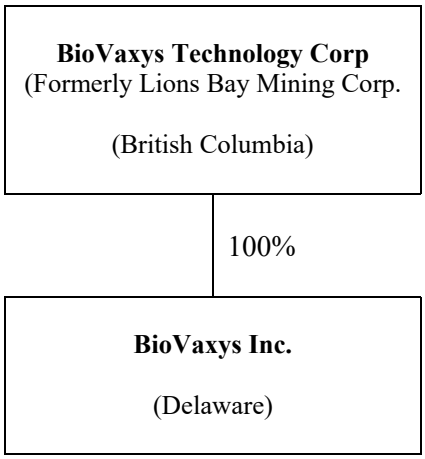
The Issuer was incorporated under the *Business Corporations Act* (British Columbia).

2.2(b) – Jurisdiction of Incorporation – BioVaxys

BioVaxys was incorporated as a limited liability company under the laws of the State of Delaware on May 29, 2020, BioVaxys continued to a Delaware corporation.

2.3 – Inter-corporate Relationships

Prior to the Transaction described below in *Section 3 – General Development of the Business*, the Issuer and BioVaxys had no inter-corporate relationships. On completion of the Transaction, BioVaxys became a wholly-owned subsidiary of the Issuer, and the corporate structure of the, Resulting Issuer is as follows:



2.4 – Fundamental Change

On September 30**,** 2020, the Issuer and BioVaxys completed the Transaction described below in *Section 3 – General Development of the Business*. BioVaxys is now a wholly-owned subsidiary of the Issuer (in accordance with the corporate structure diagram in Section 2.3 above).

The Resulting Issuer is requalifying for listing on the CSE following the Transaction, which constitutes a "Fundamental Change" under Policy 8 of the CSE. Following the Transaction, the Resulting Issuer has re-classified itself from being a resource issuer to an industrial issuer operating in the life sciences industry.

2.5 – Non-Corporate Issuers and Issuers Incorporated Outside of Canada

This section is not applicable to the Issuer.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 – General Development of the Issuer's Business

The Issuer was incorporated on April 25, 2018, for the purposes of completing the Arrangement with Bearing pursuant to Section 288 of the BCBCA on the terms set out in an Arrangement Agreement dated May 23, 2018, between the Issuer and Bearing.

The Arrangement was completed on July 19, 2018. Immediately prior to closing of the Arrangement, the Issuer and Bearing entered into the Asset Purchase Agreement pursuant to which the Issuer acquired Bearing's interest in the Fish Lake Project located in Nevada and Bearing's interest in the HY, VM and VBA properties in the Yukon, Canada (collectively, the "**North**

American Assets"). The Hy and VM properties are subject to a mineral property purchase agreement (the "**Yukon Option Agreement**") with Golden Predator Mining Corp. ("**Golden Predator**") pursuant to which Golden Predator agreed to purchase all of the Issuer's undivided interest in certain mineral claims in the Yukon Territory for total cash payments in the amount of $275,000, payable over a 48- month period from the execution date of the agreement.

On November 22, 2018, the Common Shares were listed on the Canadian Securities Exchange. In connection with the listing the Issuer completed a private placement of 5,000,000 units of the Issuer at a price of $0.10 per unit for gross proceeds of $500,000, with each unit consisting of one Common Share and one Common Share purchase warrant entitling the holder to purchase one additional Common Share at a price of $0.10 for 24 months following closing.

On April 17, 2020, the Issuer entered into a non-binding letter of intent with BioVaxys (the "**LOI**"), providing for the acquisition by the Issuer of BioVaxys, by way of amalgamation or share exchange.

On April 29, 2020, the Issuer completed a subdivision of its Common Shares (the "**Share Split**") on a two for one basis, resulting in 10,727,428 pre-Share Split Common Shares being subdivided into 21,484,856 post-Share Split Common Shares.

On June 2, 2020, the Issuer and the BioVaxys Shareholders entered into the Share Exchange Agreement (as described below).

Private Placement

On August 26, 2020 and September 3, 2020, in connection with the Transaction, the Issuer completed a non-brokered private placement (the "**Offering**") of 13,738,235 units (the "**Units**") at a price of $0.22 per Unit, for gross proceeds of $3,022,412 Each Unit is comprised of one Common Share and one-half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one Common Share at a price of $0.50 per Common Share for a period of twenty-four (24) months. In connection with the Offering, the Issuer paid certain eligible finders a finder's fee of 7% of the gross proceeds raised, payable in finders Common Share purchase warrants (the "**Finders Warrants**") and 7% in cash commissions. Each Finders Warrant has the same terms as the Warrants.

Bridge Loan Facility

In connection with the execution of the LOI on April 17, 2020, the Issuer made a secured bridge loan facility of up to US$200,000, bearing interest at a rate of 9% per annum, available to BioVaxys (the "**Loan Facility**"). Upon execution of the LOI, the Issuer advanced an initial US$20,000 to BioVaxys. Upon execution of the Share Exchange Agreement, an aggregate loan amount of up to US$180,000 was made available to BioVaxys for draw down under the Loan Facility in advances to cover reasonable costs and expenses of BioVaxys, in accordance with the terms of the Loan Facility. To date, US$120,000 has been advanced.

The Transaction

On September 30, 2020, the Issuer acquired all of the issued and outstanding BioVaxys Shares by way of a share exchange (the "**Transaction**") with the BioVaxys Shareholders pursuant to the terms of a share exchange agreement dated June 2, 2020 (the "**Share Exchange Agreement**"). Pursuant to the Transaction, the Issuer issued 29,000,000 Common Shares (issued at a deemed price of $0.28 per Common Share) in exchange for all of the issued and outstanding securities of BioVaxys (including 3,688,800 Common Shares issued to certain advisors of BioVaxys and 1,160 Common Shares issued to Thomas Jefferson University). Upon completion of the Transaction, BioVaxys became a wholly-owned subsidiary of the Issuer and the Issuer changed its name to "BioVaxys Technology Corp".

Pursuant to the Share Exchange Agreement, each BioVaxys Shareholder transferred their BioVaxys Shares to the Issuer in exchange for fully paid and non-assessable Common Shares of the Issuer.

In connection with the Transaction, the Issuer also issued an aggregate of 2,100,000 Common Shares to certain advisors of the Issuer.

The valuation ascribed to BioVaxys in the Transaction was determined by arm's length negotiation between the Issuer and BioVaxys. A formal third party valuation was not determined to be necessary.

The Issuer's change of business resulting from the completion of the Transaction was approved, pursuant to the CSE policies, by at least 51% of the Issuer's pre-Transaction shareholders.

Upon completion of the Transaction, the directors of the Resulting Issuer are Jeremy Poirier, William Timothy Heenan, Ben Asuncion and James Passin, and the senior executive officers of the Resulting Issuer are James Passin (Chief Executive Officer), Kenneth Kovan (President and Chief Operating Officer), David Berd (Chief Medical Officer) and Lachlan McLeod (Chief Financial Officer and Corporate Secretary).

The Issuer's authorized share structure consists of an unlimited number of Common Shares without par value. Upon completion of the Transaction and the Offering, the outstanding capital of the Resulting Issuer consists of:

a) 71,203,091 Common Shares;

b) 12,587,190 Warrants; and

c) 1,016,996 Stock Options.

A copy of the Share Exchange Agreement is available on SEDAR under the Issuer's profile, at www.sedar.com.

3.2 – Significant Acquisitions and Dispositions

See Item 3.1 – *General Development of the Business – Transaction.*

3.3 – Trends, Commitments, Events or Uncertainties

Other than as set out in Section 17- *Risk Factors*, there are no trends, commitments, events or uncertainties which are presently known to management which could reasonably be expected to have a material effect on the Resulting Issuer's business, financial condition or results of operations.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

Lions Bay

From 2018 until the completion of the Transaction contemplated by the Share Exchange Agreement, the principal business activity of the Issuer was the exploration of its mineral exploration projects. Following completion of the Transaction, the principal business of the Resulting Issuer became the business of BioVaxys.

BioVaxys Executive Summary

About BioVaxys

BioVaxys is developing antiviral and anticancer vaccine platforms to treat SARS-CoV-2 and other viral infections, as well as ovarian cancer and other solid tumor types. The Company's founders are a highly experienced management team with extensive backgrounds in clinical research, commercial biopharmaceuticals development, and corporate finance.

Therapeutic Problem

The SARS-CoV-2 virus that emerged late 2019 has aggressively spread around the world, with greater than 25.5 million COVID-19 infections and over 852,000 deaths (World Health Organization, September 2, 2020). There are more than 5.9 million confirmed COVID-19 infections in the US with 185,000 deaths (World Health Organization, September 2, 2020), making COVID-19 a leading cause of death (Worldometer, September 2020). There are no vaccines or therapies available to treat SARS-CoV-2, and many of those in development are based on unproven technologies, or lack a well-understood, straight-forward, manufacturing process with low cost of goods.

Likewise, there remain significant unmet therapeutic needs for ovarian cancer treatment. Worldwide, over 300,000 women are diagnosed with ovarian cancer each year (World Cancer Research Fund, 2019), with ovarian cancer the leading cause of death from gynecologic malignancy in the United States (American Cancer Society Facts & Figures 2020). An estimated 21,750 new cases of ovarian cancer are expected in the US in 2020 with 13,940 deaths (National Cancer Institute, Surveillance and Epidemiology Program, 2020). The case-to-fatality ratio is

nearly 3x that of breast cancer. The majority of women with stage III or IV cancer will ultimately have recurrent disease resistant to chemotherapy. Patients who have relapsed after platinum-based chemotherapy have limited life expectancy even with multiple salvage regimens. This large group of non-responders to, or those who relapse after, first line therapy are the initial target market for BioVaxys.

The BioVaxys Solution

The BioVaxys' vaccine platform is based on the established immunological concept that modifying surface proteins---whether they are viral or tumor---with simple chemicals called haptens makes them more visible to the immune system. This process of haptenization "teaches" a patient's immune system to recognize and make target proteins more 'visible' as foreign, thereby stimulating a T-cell mediated immune response. This is critical for fighting viral pathogens or cancer cells, as T-cells directly battle viruses or tumors by targeting and destroying infected (or cancerous) cells. Besides having no observed toxicity over years of clinical use in cancer vaccines, haptenization is based on proven science, a well-understood mechanism of action, and extensive clinical data, and there is evidence that it can be used for many viruses and any resectable (i.e. surgically-removeable) solid tumor.

SARS-CoV-2

BioVaxys' lead vaccine candidate in preclinical development for SARS-CoV-2 is BVX-0320, a haptenized COVID-19 S-spike protein which is critical to the virus' ability to bind to and enter human cells. The S protein is immunogenic, and antibodies against it neutralize the virus. Studies have demonstrated that patients recovering from SARS-CoV-2 infection carried T-cells that recognized the SARS-CoV-2 S-spike protein, and virus-specific killer T-cells were detected in test subjects. As haptenized proteins are known to induce potent T cell responses, BioVaxys' management believes its approach could have an advantage over other developing SARS-Cov-2 vaccines. Furthermore, BioVaxys' clinical experience with haptenization and safety data from prior haptenized vaccines may prove advantageous from a regulatory perspective and lead to an accelerated development process. BioVaxys plans to complete preclinical development of *BVX-0320* and file an IND for a Phase I study in 2021. BioVaxys wholly-owns its patent application covering the haptenized viral antigen platform.

Ovarian Cancer

BVX-0918A is BioVaxys' lead haptenized tumor cell vaccine for ovarian cancer, which it plans to seek EU regulatory approval for compassionate use in Stage III and Stage IV disease. BioVaxys' cancer vaccines are created by extracting a patient's own (e.g. 'autologous') cancer cells, chemically treating them with a hapten, and re-injecting them into the patient to induce an immune response to proteins which are otherwise not immunogenic. Haptenization is a well-known and well-studied immunotherapeutic approach in cancer treatment, and has been evaluated in both regional and disseminated metastatic tumors. A first generation single-hapten vaccine developed by Dr. David Berd, Chief Medical Officer and a BioVaxys founder, achieved positive immunological and clinical results in Phase I/II trials. At BioVaxys, we have enhanced the original

vaccine approach of using a single hapten to now utilizing two haptens ("bi-haptenization"), which BioVaxys believes will yield superior results. Single haptenization only modifies hydrophilic amino acids on antigenic proteins, but utilizing two haptens modifies both hapten hydrophilic and hydrophobic amino acids on these target proteins, making the protein more foreign to the immune system with modification of these additional amino acids. A greater number of T cells is activated by the addition of the second hapten (i.e., more modified amino acids) so the number of T cells potentially reactive to the unmodified protein increases.

Further, BioVaxys plans to combine the use of its vaccine with "checkpoint antibodies", which are a new class of cancer therapy. The rationale for the combination is that checkpoint inhibitors on their own are powerful augmenters of cellular immune response; BioVaxys believes its vaccine changes the tumor environment to make them more susceptible to checkpoint inhibitors, and expects a synergistic response from the combination. BioVaxys is optimistic for Phase I and Phase II clinical outcomes for BVX-0918A, as these studies have already been successful with the single hapten. The Company is seeking EU regulatory approval for Compassionate Use in Stage III & Stage IV ovarian cancer targeted for 2022. BioVaxys has an exclusive license from Thomas Jefferson University to issued US Patents related to haptenized cancer vaccines, and wholly-owns patent applications covering the bihaptenized cancer vaccine platform in combination with checkpoint inhibitors.

History/Developments to Date

From its inception in 2016 through 2019, BioVaxys was principally engaged in the negotiation of the license agreement with Thomas Jefferson University for those active patents related to a haptenized cancer vaccine using a single hapten, and which were previously licensed from the University by Avax Technologies, Inc. ("**Avax**"), a now defunct former world leader in haptenized autologous vaccines, as well as filing its own patents related to bihaptenized autologous vaccines in combination with checkpoint inhibitors. During this time, BioVaxys was also testing the interest among investment groups and biopharma companies of various commercial strategies that it was considering. Up to 2020, BioVaxys had not conducted its own research but instead leveraged the know-how of haptenized autologous cell vaccines developed by one of its founders, Dr. David Berd, while at Thomas Jefferson University in Philadelphia, Pennsylvania, and key learnings from the experiences of Avax. Mr. Kenneth Kovan, another founder of BioVaxys, was the founder of Avax and James Passin, the third founder of BioVaxys, was a significant shareholder of Avax. Up to 2020, BioVaxys did not have any employees.

Key Developments

Below is a list of the key development events of BioVaxys from inception in 2016 through to the date hereof:

- On April 25, 2018, BioVaxys entered into a license agreement with Thomas Jefferson University related to four patents (two have since expired) related to a haptenized cancer vaccine using a single hapten. These patents were previously licensed by Avax. As further consideration of the milestone payments and royalty set out in this document, Thomas

Jefferson University was issued a warrant to purchase 4% of the outstanding shares of BioVaxys on a fully diluted basis for an exercise price of US$10.00 pursuant to a share exchange agreement dated July 7, 2020, between Thomas Jefferson University and the Issuer.

- On September 24, 2018, Dr. David Berd filed Provisional Application # 62/735,381 with the US Patent Office for "*Bihaptenized Autoluogous Vaccines and Uses Thereof*". This Provisional Application was amended on October 16, 2018 under Provision Application #62/746,066. These form the technology platform for "bihaptenized cancer vaccines" described later in this Listing Statement. On October 4, 2019, Dr. Berd assigned these patent applications to BioVaxys. Costs related to preparing and filing this provisional application were US$ 13,856 payable to the Law Firm of MorganLewis (Philadelphia PA).

- In September 2018 BioVaxys paid US$1131.00 to MorganLewis for filing recurring patent fees required by the US Patent and Trademark Office ("USPTO") for issued patents licensed from TJU. Failure to pay these fees results in a termination of the US patent.

- In 4Q2018, all three BioVaxys founders attended the BIO Industry Conference, held in San Francisco. This annual conference is a major venue for meeting potential investors, development partners, and other interested parties. BioVaxys used the meeting to test it's strategy and interest in it's technology portfolio during group presentations and over twenty one-one-one meetings with interested parties, and as a *Key Development*, was able to refine its commercial and scientific planning. Expenses related to the BIO meeting were US$11,400.00, paid by the founders

- Based on work completed by Dr. Berd, on March 3, 2020, BioVaxys filed Provisional Application # 62/992722 for "*Haptenized Coronavirus Spike Protein Vaccine*". This application forms the technology platform for the "SARS-CoV-2 vaccine" described later in this Listing Statement. Costs related to preparing and filing this provisional application were approximately US$ 7,000 payable to the Law Firm of MorganLewis (Philadelphia PA).

- In June 2020, BioVaxys obtained an supply of 2019 CoV-2 s-spike protein from research supplier SinoBiological Inc. for US$23,630.00, which is a core constituent of the vaccine**.** Production of the initial batch of non-GMP haptenized s-spike protein for the preclinical murine model (or mouse study) was completed on August 27, 2020 by custom manufacturer MilliporeSigma Inc. (St. Louis, MO), which in June 2020 was engaged under contract by BioVaxys in consideration of US$10,000 to produce this single batch. This batch of non-GMP vaccine from MilliporeSigma is being used in the murine immune response study (also known as a mouse study) which was contracted for consideration of US$172,800 to Charles River Laboratories, Inc. ("**CRL**") of Mattewan, MI in June 2020. CRL received the batch of completed non-GMP vaccine from MilliporeSigma as scheduled on August 28, 2020. Invoices from MilliporeSigma and CRL are payable upon completion of work, and will be paid from proceeds of the Loan Facility upon receipt of Invoice.

- CRL completed the design and validation of the assay to be used to evaluate the immune response of the BioVaxys vaccine, with final validation analysis of the assay provided to BioVaxys on September 1, 2020. Dosing of the first animals in the mouse study began as planned on September 3, 2020, with the second injections beginning on or about October 1, 2020. Availability of antibody data is estimated for October 22, 2020. None of the work for the murine immune response study involves any further consideration beyond fee-for-service.

- In July 2020, BioVaxys selected the saponin "QS-21" as an adjuvant to be administered with its candidate vaccine for SARS-CoV-2. Adjuvants are like immune system "amplifiers", and are frequently used in combination with many vaccines for this purpose. One of the most widely used and potent immunological adjuvants is QS-21, which is obtained from the Chilean soap bark tree (*Quillaja Saponaria*). QS-21 exhibits exceptional adjuvant properties for a range of antigens, possessing an ability to amplify clinically significant antibody and T-cell responses to vaccine antigens. QS-21 has been approved by the FDA for use in several other vaccines. BioVaxys has had discussions with the Desert King International (San Diego, CA) the US supplier of QS-21, and after August 31,2020 purchased 6mg of QS-21 adjuvant for US$900.00 for use in the murine immunological study being conducted by CRL. Cost of the QS-21 has been paid to Desert King out of the Loan Facility proceeds.

- BioVaxys contacted the FDA in July 2020, and has been asked to submit a request for a pre-IND, Written Responses Only **("WRO**") preliminary FDA review of the BioVaxys SARS-CoV-2 program. BioVaxys is preparing a briefing package to be submitted to for the FDA in late September along with its request for a WRO. BioVaxys has held discussions with Regulatory consultants who have extensive experience in working with the FDA, and has entered into Confidentiality Agreements with Leo Lentendre LLC and GXP Quality Systems, LLC., who are in the process of preparing detailed proposals for BioVaxys on helping prepare the WRO. Proposals are expected before the end of September 2020.

- FDA Industry Guidance issued June 2020 entitled "Development and Licensure of Vaccines to Prevent COVID-19" suggested that the level of T-cell activation by a vaccine candidate be part of an IND filing (although these suggestions are not mandatory, they are "recommended" by the FDA**).** In July 2020, BioVaxys supplemented the immune response analysis conducted by Charles River Laboratories Inc. to also include quantitative analysis of the level of post-vaccination T-cell activation**.** The additional analysis was designed in July and will use cryopreserved spleen cells (as the spleen is an organ that produces T-cells) from the same mice used in the murine immune response model, with the additional T-cell activation data anticipated by October 29, 2020. Possessing both immune response data and T-cell activation from the murine model will offer a more complete assessment of potential efficacy.

- BioVaxys has held initial exploratory discussions with the clinical manufacturing division of MilliporeSigma located in Cherokee MO, on their process & analytical development capabilities, quality control procedures, contract manufacturing, and sterile packaging capabilities for GMP production of clinical supply for the planned SARS-CoV-2 Phase I study. No contract has yet been entered into, and a preliminary proposal has not yet been prepared by MilliporeSigma.

- In August 2020, BioVaxys and its patent counsel, The Law Firm of MorganLewis (Philadelphia PA) began preparing a Provisional Patent Application for a novel invention made by BioVaxys for screening for a immune system T-cell response in patients who may have been exposed to SARS-CoV-2, and a T-cell response in those patients who have received a vaccine for SARS-CoV-2 (not limited to BioVaxys's vaccine), to evaluate viral infection status, vaccine efficacy, etc. As this Patent Application is in the process of being filed, more specific details are confidential and will be released once filed with the USPTO in late September 2020.

BioVaxys Overview

BioVaxys is an early clinical stage biotechnology company that is developing antiviral and anticancer vaccines and therapeutic platforms. Near term, BioVaxys is evaluating a potential SARS-CoV-2 vaccine based on its proprietary haptenized viral protein technology, and advancing a compassionate use investigational new drug ("**IND**") to evaluate the safety and efficacy of its haptenized autologous cell therapy for Stage III and Stage IV ovarian cancer.

BioVaxys' vaccine platform technology is based on the concept of haptenization. This idea has a long history, beginning with the work of the immunologist and Nobel laureate Karl Landsteiner in the 1920's. Landsteiner and other scientists showed in animal models that attaching a small chemical (a hapten) to a protein allowed that protein to be recognized by the immune system even if the animals were originally unresponsive to the protein. Simply put, the process of haptenization "teaches" a patient's immune system to recognize and make target proteins more 'visible' as foreign, thereby stimulating a more intense immune response.

This work has been expanded upon by a number of researchers in various animal models. We now understand that T-cells (or T-lymphocytes, which are white blood cells that are crucial in tumor rejection) react against the haptenized material and that a small percentage of the T-cells also react against the unmodified, natural material. It is the belief of the management of BioVaxys, that tumor and viral antigens, which are proteins, are similarly affected by haptenization.

BioVaxys is a clinical stage company and does not anticipate any near-term need for establishing chemistry or other internal laboratory facilities. Preclinical, non-Good Manufacturing Practices ("**non-GMP**") and Good Manufacturing Practices ("**GMP**") manufacturing, and other development work will be contracted to contract development and manufacturing organizations ("**CDMOs**"), outsourced or partnered, which management of BioVaxys believes will make the Resulting Issuer a leaner and more efficient operation.

The Immune System

Tumor cells and viruses are similar in that each expresses proteins that control cell signaling pathways that, in turn, control proliferation, differentiation, cell death, genomic integrity, and recognition by the immune system. The immune system is involved intimately in the regulation of the growth of cells and tissues within the body as well as acting as a natural defense against infection. These functions are performed by a variety of specialized cells, which recognize specific chemical structures, called antigens, found on disease-causing agents, including viruses and tumors. Antigens trigger an immune response that results in the eventual removal of the antigens from the body and potentially eradication of the disease.

The type of immune response is characterized by the way the response is initiated through specialized cells known as lymphocytes. There are two main categories of lymphocytes: B-lymphocytes, or B-cells, and T-lymphocytes, or T-cells. Each category of lymphocytes has a different role in the immune response. T-cells combat disease by killing antigen bearing cells directly or by making chemicals called cytokines that work indirectly. In this way, T-cells can destroy virus-infected tissue and cancers. T-cell immunity is also known as cell-mediated immunity and is commonly thought to be a key defense against cells infected by viruses and tumors. In contrast, activation of B-cells leads to the production of specific antibodies. The antibodies are secreted by B-cells and bind to antigens found on pathogens or tumor cells, resulting in their destruction.

Viruses and cancer cells express a variety of antigens that may or may not be recognized as foreign by the immune system. With cancer cells, BioVaxys believes that the antigens are unique for each tumor type and possibly for each patient, so that effective immunization can only be accomplished by using each patient's own cancer cells. Similarly, SARS-CoV-2 presents a specific surface antigen, the S-spike. BioVaxys believes that by utilizing a process called haptenization, the S-spike antigens are changed so that they become visible to the patient's immune system. This allows the immune system to mount a response against the S-spike antigen that results in the loss of ability of the virus to attach to human cells.

Coronaviruses

Coronaviruses are plus strand Ribonucleic acid ("**RNA**") viruses that cause disease in some animals and humans. A novel zoonotic coronavirus outbreak started in Wuhan, China, in 2019. This pandemic disease has since been defined as novel coronavirus disease 2019 ("**Covid-19**"), and is caused by severe acute respiratory syndrome coronavirus-2 ("**SARS-CoV-2**"). As at the date hereof, there are many unresolved issues, including the mode of transmission of the virus. The major risk for transmission of the SARS-CoV-2 virus is apparently by droplet exposure and close personal contact; therefore, strategies to reduce transmission of this coronavirus should parallel or mimic those used to limit other respiratory tract infections, i.e., reduce immediate contact and use barrier precautions against exposure to droplets. However, because the incubation period is 3-5 days (and incubations periods as long as 14 days have been suspected) and initial symptoms are similar to those of other respiratory tract infections, such as influenza, the greatest risk for spread of Covid-19 is undetected cases. Thus, a need exists for alternative prophylactic strategies or therapies to treat or prevent the disease. For example, a need exists for identifying

and developing immunogenic and vaccine compositions against coronavirus infections that can elicit a protective immune response.

SARS-CoV-2 Vaccine Program Summary

Proof of Concept: BioVaxys' approach is to haptenize SARS-CoV-2 viral proteins that are critical to the virus' ability to bind to and enter human cells. For SARS-CoV-2, this is the S-spike protein, three copies of which form each of the characteristic spikes that allow the virus to attach to and penetrate human cells.

Using commercially available SARS-CoV-2 S-spike protein, BioVaxys intends to produce a laboratory grade vaccine by conjugating the S-spike protein, or one of its subunits, with dinitrobenzene sulfonic acid ("**DNBSO**"), which results in haptenization with dinitrophenyl ("**DNP**"). Other potential haptens include sulfanilic acid ("**SA**"), N-iodoacetyl-N'-(5-sulfonic-1-naphthyl) ethylenediamine ("**AED**"), 2,4,6-tri nitrobenzenesulfonic acid ("**TNBS**"), and combinations thereof. In comparison, Company's cancer vaccine is modified with DNP and SA.

BioVaxys believes that its approach is scalable and may work for other coronaviruses, such as SARS, MERS, and perhaps other viruses.

First, BioVaxys will test the immunogenicity of what it considers to be the best candidate among multiple possibilities - DNP-modified S1 fragment of the S protein. The vaccine will be tested in a murine model; with two planned experiments (original + repeat) with several dose levels and the addition of a suitable adjuvant. Serology screening will evaluate antibody development to the natural, i.e., unmodified, SARS-Cov-2 protein. At the same time, it evaluates immunogenicity in the murine model, BioVaxys will quantify the T-cell activation of its vaccine. As the role of T-cells is to target and kill pathogens, this will be a measure of potential effectiveness.

Assistance from NIH: BioVaxys has been in contact with the Influenza Vaccines program officer at the National Institute of Health's ("**NIH**") National Institute of Allergy and Infectious Disease ("**NIAID**"), Division of Microbial and Infectious Diseases ("**DMID**"), Respiratory Diseases Branch ("**RDB**"), and has confirmation on the initial need for immunogenicity data as an important part of a data package to support the clinical development of a candidate vaccine product. Following acquisition of mouse data, the NIH has encouraged BioVaxys to have an informal meeting with the U.S. Food and Drug Administration ("**FDA**") for guidance on any other specific IND-enabling activities. Each SARS-CoV-2 vaccine candidate is considered by the FDA on a case by case basis, so it would be beneficial to have a preliminary, informal discussion with the agency prior to filing an IND. If additional data are required, the NIH NIAID/DMID/RDB has offered to discuss NIAID preclinical support and how this may be used to fill any specific gaps in the development plan.

Regulatory Plan: It is not known yet whether regulatory authorities will require an *in vivo* viral challenge study. This is an experiment done under biosafety level-3 conditions in which test animals receive BioVaxys vaccine and are then challenged with live virus. Currently, there are few, if any, animal *in vivo* challenge models, as SARS-CoV-2 does not infect the typical animals used for preclinical studies. Although some animal models are in development that are genetically

modified to be susceptible to SARS-CoV-2, it is possible that BioVaxys can file an IND with proof-of-concept immunological data from the initial murine model and safety data.

BioVaxys believes it may have a competitive/regulatory advantage because it has extensive data from the experimental and clinical use of cancer cells haptenized with DNP and/or SA. Phase I/II cancer vaccine studies have shown that BioVaxys' cancer vaccines are safe and exhibited promising efficacy. It is possible that these data will provide a sufficient safety and toxicity profile to prepare and submit an IND. If so, BioVaxys is optimistic that it can submit an accelerated IND for a Phase I study in healthy volunteers following successful completion of the mouse immune study.

Summary: BioVaxys anticipates that the data from the murine immunology and T-cell activation models will be available during Q4 2020. Assuming that a virus challenge study is not required and that BioVaxys is able to utilize human safety data from prior haptenized cancer vaccines, an IND could be filed as early as late 2020 or early 2021.

SARS-CoV-2 Vaccine Intellectual Property

BioVaxys filed a patent application with the United States Patent and Trademark Office ("**USPTO**") on March 20, 2020 related to Haptenized Coronavirus Spiked Proteins (#62/992,722), with broad claims covering an antiviral vaccine and various haptenization constructs. The patent application is wholly owned by BioVaxys.

Part of BioVaxys' success will depend on its ability to maintain and obtain other proprietary protection for its SARS-CoV-2 vaccine products, processes, and uses for its products, the defense of its patents, preservation of trade secrets, and operating without infringing the patents and proprietary rights of third parties. BioVaxys intends to seek appropriate patent protection and expansion of its patent portfolio for its proprietary viral vaccine technologies by filing patent applications when possible in the United States and selected other countries.

SARS-CoV-2 non-GMP Vaccine Production

Laboratory grade vaccine for animal studies will be prepared by Millipore/Sigma, an experienced contract manufacturer. Dinitrophenol ("**DNP**") modification of proteins is a well-established process, and has been utilized by Dr. David Berd, co-founder of BioVaxys, since the early 1990s. A contract was signed with Millipore/Sigma in June 2020 for production of a non-GMP vaccine, with batch release occured in late August,2020.

Contracting to Perform Mouse Experiments

It is anticipated that the mouse studies will be performed by Charles River Laboratories. The work scope includes immunizing mice; obtaining pre- and post-vaccine sera; developing, validating, and running a relevant serologic test; statistical analysis; and a comprehensive report. Contracts were signed with Charles River Laboratories in June 2020 related to the design and validation of the serologic assays, as well as the actual *in vivo* work. First dosing of the mice occurred on September 3, 2020. Additional analysis to quantitatively measure post-vaccination t-cell activation will be

performed using spleen cells from the same mice used in the immune response (mouse model) study already contracted with CRL.

GMP-Grade Vaccine Production

For clinical trials, GMP-grade vaccine will be required, although the core methodology will be similar to that developed for the mouse studies. BioVaxys is in the process of identifying contract manufacturing companies capable of GMP manufacturing.

BioVaxys Cancer Vaccine Program

The program that BioVaxys is developing for the treatment of solid tumors is its autologous bihaptenized vaccine technology in combination with checkpoint inhibitors. The intellectual property associated with this technology was developed by BioVaxys and is wholly owned by the Company.

Ovarian Cancer

BioVaxys is initially pursuing ovarian cancer as the lead indication for its autologous bihaptenized vaccine technology in combination with checkpoint inhibitors:

- Patients who have relapsed after platinum-based chemotherapy have limited life expectancy even with multiple salvage regimens.
- Bihaptenization is expected to be superior to single haptenization.
- Checkpoint antibodies on their own have limited activity
- Proven stimulation of antitumor immunity has been achieved in prior Phase I/II clinical studies with a haptenized autologous vaccine.
- Tumor tissue to prepare an autologous vaccine is readily available from many patients with advanced, platinum-resistant ovarian cancer.

There remain significant unmet therapeutic needs for ovarian cancer treatment. Worldwide during 2016, approximately 240,000 women were diagnosed with ovarian cancer, and 140,200 succumbed to the disease. Ovarian cancer is the leading cause of death from gynecologic malignancy in the United States. An estimated 21,750 new cases of ovarian cancer are expected in the United States in 2020 with 13,940 deaths. The case-to-fatality ratio is nearly three times that of breast cancer, and makes ovarian cancer the most deadly gynecologic malignancy in developed countries. Like other cancers, the stage of disease is inversely proportional to survival. The 5-year relative survival rate in all stages of the disease is approximately 45%[1]. However, ovarian cancer is usually asymptomatic in the early stages (Stage I and Stage II), and therefore about 80% of patients are diagnosed with advanced stage disease (stages III and IV). The 5-year survival rate for stage III and IV patients is approximately 29%.

Approximately 50% of optimally debulked (< 1 cm of residual disease) women and 25% suboptimally debulked (≥ 1 cm of residual disease) women who are treated with a platinum-based

[1] Source: (1) American Cancer Society, Cancer facts and figures; (2) Cannistra SA. Cancer of the Ovary. N Engl J Med 2004 Dec 9;351(24):2519-

chemotherapy regimen have a complete response. The majority of women with stage III or IV disease will ultimately have recurrent disease that will become resistant to chemotherapy; this large group of non-responders to, or those who relapse after, first line therapy are the initial target market for BioVaxys. Statistics from the literature indicate a median progression-free survival of 22.5 months for optimally debulked stage III patients, and 18 months for sub-optimally debulked stage III/IV. Ultimately, the majority of these women die from their cancer within 5 years.

Ovarian Cancer Risk Factors

The risk for ovarian cancer increases with age and peaks in the late 70s. The median age of patients with epithelial ovarian cancer is 60 years. It is rarely diagnosed in women under the age of 35. The single most important risk factor for epithelial ovarian cancer is age > 40 years. In addition, women who have never had children are more likely to develop ovarian cancer than those who have, while the use of oral contraceptives and pregnancy appear to reduce the risk.

About 5% to 10% of ovarian cancers are a result of hereditary ovarian cancer syndromes. A single first-degree relative with ovarian cancer increases a woman's risk by at least threefold. A personal history of breast or colorectal cancer increases the risk of subsequently developing ovarian cancer by twofold.

Prognostic Factors

Various prognostic factors have been identified to help predict relapse and survival. Survival is directly related to histologic type, stage, grade, and amount of tumor that remains following cytoreductive surgery. Ovarian cancer that arises from the epithelium that covers the ovary or that lines inclusion cysts is the most common (90%) histologic type of ovarian cancer. The remainder of the ovarian cancers develops from the stroma and germ cell layers. Although germ cell and stromal cell tumors are relatively rare, unlike epithelial, they can be cured in a majority of cases.

Ovarian cancer is surgically staged according to the guidelines established by the International Federation of Gynecology and Obstetrics ("**FIGO**"). Because prognosis and treatment are determined by the disease stage at diagnosis, the results of surgical staging and debulking are of paramount importance.

Lack of effective screening modalities, as well as the fact that ovarian cancer is usually asymptomatic in the early stages, is reflected in that the majority (almost 75%) of cases are diagnosed with stage III and stage IV disease.

Limited Current Treatment Options

The current standard of practice following cytoreductive surgery is to use a taxane (taxol or taxotere) with carboplatinum. Three FDA approved therapies for treatment failure of first-line therapy include topotecan, liposomal doxorubicin, and gemcitabine. Other available drugs with low levels of anti-tumor activity are oral etoposide and vinorelbine. More recently, the inhibitors

29; and (3) McGuire WP, Hoskins WJ, Brady MF, Kucera PR, Partridge EE, Look KY, et al. Cyclophosphamide and cisplatin compared with paclitaxel and cisplatin in patients with stage III and stage IV ovarian cancer. N Engl J Med 1996;334(1):1-6.

of the enzyme poly ADP ribose polymerase ("**PARP**"), olaparib, has been shown to be of value as initial treatment of stage III, but mainly in patients with the breast cancer gene ("**BRCA**") mutations. In addition to these approved therapies, new approaches and treatment for second-line therapies are being explored to improve patient outcome. Because there is no single agent or combination therapy that is standard in this relapse patient population, an important alternative is participation in a clinical trial.

More recently, anti-immune checkpoint T-lymphocyte-associated protein ("**CTLA4**") and anti-programmed cell death protein 1 ("**PDA**") checkpoint antibodies have generated significant clinical interest based on their efficacy, especially in melanoma. An important part of the immune system is its ability to tell between normal cells in the body and those it sees as "foreign". This lets the immune system attack the foreign cells while leaving the normal cells alone. To do this, it uses "checkpoints" – molecules on certain immune cells that need to be activated (or inactivated) to start an immune response. Cancer cells sometimes find ways to use these checkpoints to avoid being attacked by the immune system. But drugs that target these checkpoints hold a lot of promise as cancer treatments. PD-1 is a checkpoint protein on T-cells. It normally acts as a type of "off switch" that helps keep the T-cells from attacking other cells in the body. It does this when it attaches to PD-L1, a protein on some normal (and cancer) cells. When PD-1 binds to PD-L1, it basically tells the T-cell to leave the other cell alone. Some cancer cells have large amounts of PD-L1, which helps them evade immune attack. Monoclonal antibodies that target either PD-1 or PD-L1 can block this binding and boost the immune response against cancer cells. However, the use of checkpoint inhibitors in ovarian cancer has been disappointing to date. Significant anti-tumor responses occur in less than 5% of patients.

New regulatory clarity and deeper scientific understandings have led to a broad array of marketed and development stage programs chimeric antigen receptor T cells ("**CAR-T**"), oncolytic viruses, monoclonal antibody-drug conjugates, and cancer vaccines. There is also an appreciation among clinicians and researchers that no single approach will work for all patients with a single tumor type, and as a result, combination immunotherapeutics are recognized as holding significant promise, with many of these combinations based on vaccines.

Vaccines as Cancer Therapy

Cancer immunotherapy, including vaccines, has been in clinical testing for more than 50 years. Early generation cancer vaccines couldn't stimulate enough immune 'firepower' to kill tumors, had uncompetitive pricing, suffered manufacturing difficulties, and were hampered by poor clinical study design, among other reasons. However, recent successes with checkpoint inhibitors (see above) have established immunotherapy as scientifically sound and sometimes strikingly effective. Older data indicating that certain cancer vaccines have therapeutic value are getting a second look.

The principle behind cancer vaccines is to work with a cancer patient's immune system to generate an immunologic response, particularly a T cell response, against the tumor. Although conventional vaccines are commonly used for prevention, there are certain challenges to using cancer vaccines therapeutically. Tumor antigens are generally weakly immunogenic, and, therefore, the body tolerates them as self, letting the cancer cells grow and metastasize without any impedance.

Previous competitive efforts with "off-the-shelf" product approaches has been to use peptides or allogeneic cell lines as a source of tumor associated antigens ("**TAA**"), but randomized trials with this approach mainly have been negative or unconvincing. Given inter-patient tumor heterogeneity, any "one-size-fits-all" vaccine using well-characterized common antigens or allogeneic tumor cells as TAA sources, have not advanced, and BioVaxys believes that the ideal source of TAA should be a patient's own tumor if one wants to exploit the full range of potential TAA in that patient.

The approach to breaking this "self-tolerance" can be one of increasing the immune system's ability to recognize tumor cells as foreign. More specifically, the autologous approach may have advantages over other approaches. Because autologous tumor cells by definition have the patient's unique set of antigens already on them, the challenge is to increase the immune system's ability to recognize the ovarian tumor cells as foreign, breaking the "self-tolerance". One way to achieve this is by the use of a hapten. This is the foundation for BioVaxys' autologous haptenized cancer vaccines.

Autologous Haptenized Cancer Vaccine Background

Rationale: Dr. David Berd's prior clinical studies were stimulated by the promising results that had been reported in animal models up to that time and by the seminal observations on hapten immunology made over the past 50 years. The scientific underpinning of the project was strengthened by Weltzien's work on hapten-modified peptides, which appeared shortly after Dr. Berd's clinical research in the field began in 1988. Dr. Berd reasoned that the failure of human cancer vaccines to immunize cancer-bearing patients was due to immunological tolerance to one or many rejection antigens. Since haptenization could break tolerance even to normal cells, he believed it might be able to make tumor antigens immunogenic enough to see clinical effects.

All of Dr. Berd's work has been performed with an autologous vaccine because the response to hapten-modified proteins is major histocompatibility complex ("**MHC**") dependent and because of the strong rationale for the use of autologous cells that has been developed and extensively discussed by others. In addition, all of the protocols have incorporated low-dose cyclophosphamide to take advantage of its ability to potentiate cell-mediated immune responses, a strategy that is supported by hundreds of published observations over many years.

Finally, DNP was selected as the hapten because of its long record of clinical use without significant toxicity. Most normal subjects and the majority of cancer-bearing patients can be sensitized by topical application of dinitrochlorobenzene ("**DNCB**"), and their lymphocytes proliferate *in* vitro in response to DNP-modified autologous cells. Moreover, DNP is easy to conjugate to tumor cells.

Manufacturing and Dosing: Preparation of this vaccine is relatively rapid and simple. Metastatic tumor is excised from patients, maintained at 4°C, and delivered to the laboratory within 96 hours of excision. Tumor cells are extracted by enzymatic or mechanical dissociation, irradiated to 2500 cGy and then modified with DNP a 30-minute incubation of tumor cells with DNFB. After washing, the vaccine cells are counted, aliquoted, and then frozen in liquid nitrogen and suspended

in 0.2-mL Hanks. When required for clinical trials, vials of vaccine are shipped to clinical sites where they can be maintained in a -70º freezer.

When the clinical trials subject arrives, a vial of his/her vaccine is thawed, and 0.1 mL of Bacille Calmette-Guerin ("**BCG**") is added. Then the mixture is drawn up in a 1-mL syringe and injected intradermally, usually into the upper arm. BCG was selected as the adjuvant, because it is a potent adjuvant and an approved drug as well. Other modern adjuvants are likely to be equally effective. To minimize the local reaction to BCG, the dose was progressively attenuated 10-fold through a series of vaccine administrations.

Summary of Clinical Results: While at Thomas Jefferson University between 1988-2005, Dr. Berd tested 447 patients under an investigator IND. The tumor types were: melanoma - 407, ovarian carcinoma - 30, renal cell carcinoma - 10.

Melanoma - Toxicity: In most patients, the toxicity was limited to the reaction at the vaccine injection site. All patients developed pruritic papules that progressed to pustules, sometimes with small ulcerations, that resolved into small white or pink scars. The intensity of the local reactions was ameliorated by reducing the dose of BCG. Systemic toxicity caused by the vaccine was uncommon: Less than 5% of patients noted fever or chills following vaccine administration, and no patient experienced a decrease in performance status. There were no significant changes in blood counts or routine serum chemistries. There was no clinical evidence of autoimmunity observed.

Melanoma - Immunological Responses: Delayed-type hypersensitivity ("**DTH**") was employed as a test of T cell-mediated immunity to the haptenized vaccine. Almost all patients (99%) developed positive responses to DNP-modified autologous melanoma cells; these responses were usually at least 10 mm in diameter. Responses to unmodified autologous tumor cells were induced in 56%. The development of DTH to unmodified (i.e., native) cancer cells was a significant determinant of a good clinical outcome: with measurable metastases, the survival of patients who developed a positive DTH to unmodified tumor cells was significantly longer than the survival of those who did not: 16.5 months vs 8.4 months, respectively ($p = 0.023$, log-rank test). In the postsurgical adjuvant group, the development of a positive response to unmodified tumor cells was associated with significantly greater 5-yr survival ($p < 0.001$). This effect remained significant in a multivariate analysis that included important clinical prognostic variables, such as the number of positive lymph nodes. In contrast, the magnitude of DTH response to DNP-modified autologous melanoma cells had no significant impact on survival.

Melanoma - Tumor Inflammation: An observation was made early into the first clinical trials of DNP-modified autologous vaccine which was the development of inflammatory responses in metastatic sites. These responses were initially observed in superficial (nodal or subcutaneous) metastases, and consisted of marked erythema, warmth, and tenderness of the tumors and the overlying skin. The number of inflamed tumors on a single patient ranged from 1 to >100. Biopsy of superficial metastases excised following treatment with DNP-vaccine showed a striking histologic change: the tumors had become infiltrated with T lymphocytes. Such infiltration is not observed in subcutaneous metastases obtained from patients prior to immunotherapy. Lymphocytes (T cells) extracted from these inflamed tumors were extracted and extensively

analyzed using immunological and molecular techniques. The most important findings were: 1) T cells produced gamma interferon, a cytokine important in mediating the anti-tumor response, and 2) the T cells represented novel clones that were different in each patient and were not present prior to DNP-vaccine injection.

Melanoma - Anti-Tumor Responses: Among the 83 evaluable patients with stage IV melanoma (measurable metastases) there were 11 responses—2 complete, 4 partial, and 5 mixed; 2 patients were judged to have stable disease. Both complete responses and two of the four partial responses occurred in patients with lung metastases. Response durations were as follows: partial responses - 5, 6, 8, and 47+ months; complete responses—12, 29 months. In a group of 214 patients with large, palpable, surgically resected lymph node metastases, the 5-year overall survival rate was 46% (median follow-up time of 5.1 years). Thus, the patients receiving DNP-vaccine appear to have had overall survivals that are higher than have been reported with surgery alone, and these results were achieved with minimal toxicity.

Ovarian Carcinoma: Avax, which originally licensed Dr. Berd's technology from Thomas Jefferson University, previously performed a multi-institutional phase I-II study of DNP-modified ovarian cancer vaccine ("**OVax**") in patients with advanced disease who were resistant to platinum; most had received unsuccessful secondary chemotherapies. The results were encouraging: (1) in 24 patients, the median overall survival was 25.4 months with a range of 4.5-57.4 months; 8 patients survived for more than 2 years; (2) normalization of CA125 levels for more than 9 months was observed in 6 patients; and (3) toxicity was mild: There were 6 grade III injection site reactions, but all systemic toxicities (headache, fatigue, nausea, malaise) were grade I or II. There were no serious adverse events causally related to the vaccine.

BioVaxys Approach: Bi-Haptenized Combination Therapy

The first generation haptenized autologous vaccines first invented by Dr. Berd and licensed to Avax achieved positive immunological and clinical results in patients using a vaccine with a single hapten consisting of DNP. In fact, autologous, haptenized tumor vaccine technology has clinical data in different solid tumor types that is extremely encouraging for development on its own as a monotherapy, with BioVaxys' license from Thomas Jefferson University (described herein) covering this approach. BioVaxys has enhanced this approach to now utilize two haptens: DNP; and sulfanilic acid (SA) (i.e., "bihaptenized") in a proprietary construct which it believes will significantly improve effectiveness.

BioVaxys commercial strategy is to develop its advanced bi-haptenized vaccine together with a checkpoint inhibitor that reduces or decreases the cellular function of an immune checkpoint gene or gene product. Although BioVaxys' approach includes any suitable immune checkpoint inhibitor such as immune checkpoint molecule binding proteins, small molecule inhibitors, antibodies, antibody-derivatives (including Fab fragments and scFvs), antibody-drug conjugates, antisense oligonucleotides, siRNA, aptamers, peptides and peptide mimetics, BioVaxys' initial focus is on combinations of immune checkpoint inhibitors primarily anti-CTLA4, anti-PD1, or PDL1 checkpoint antibodies for treatment of ovarian cancer and other solid tumors. A type of drug that blocks proteins called checkpoints that are made by some types of immune system cells, such as T cells, and some cancer cells. These checkpoints help keep immune responses from being too

strong and sometimes can keep T cells from killing cancer cells. When these checkpoints are blocked, T cells can more effectively kill cancer cells. Examples of checkpoint proteins found on T cells or cancer cells include PD-1/PD-L1 and CTLA-4. BioVaxys' rationale is that there is (1) a persistent unmet clinical need because the majority of ovarian cancer patients do not benefit from anti-checkpoint monotherapy; (2) evidence that not all patients make immune responses to their tumors; (3) evidence that immune responses to autologous tumor antigens can be induced by patient-specific vaccines; and (4) clinical evidence from the pre-checkpoint era that suggests survival can be positively impacted by such patient-specific vaccines.

BioVaxys believes there will be a synergistic relationship between checkpoint antibodies and its vaccines, and changing the tumor environment to make them more susceptible to checkpoint mAbs (induction of tumor-infiltrating lymphocytes expressing PD1). In tumor types such as melanoma, for which checkpoint antibodies do have proven therapeutic utility, combination use should still augment the immunological and therapeutic effects of BioVaxys' vaccines and achieve clinical superiority over the use of checkpoint antibodies alone.

In addition to SARS CoV-2 and ovarian cancer, BioVaxys believes that its haptenized protein technology platforms are scalable across a range of solid tumor types and other viruses.

Clinical Development

Barring any unforeseen issues, BioVaxys plans to submit an IND in the U.S. for its ovarian cancer vaccine in late 2022/early 2023. As BioVaxys anticipates the FDA will require safety data for bi-haptenization, BioVaxys' plan is to obtain that safety data by making the ovarian cancer vaccine available on a Compassionate Use basis in certain European countries. Compassionate Use is allowed for patients who have failed to respond to accepted standards of care for their cancer and are facing a poor prognosis, even though there may be no approval for marketing of BioVaxys' vaccine in those countries.

Compassionate Use of the vaccine is important to BioVaxys because it allows it to gain clinical experience in patients and to continue to expand the process development steps needed for a full regulatory approval of the vaccine. Compassionate use also expands the visibility of the vaccine within the scientific and medical communities in Europe. These experiences of oncology leaders in various European countries may become critical to the overall market and regulatory acceptance of the vaccine technology in Europe. This also will allow BioVaxys to educate practitioners to maintain and aseptically handle and ship tumors to the manufacturing facility.

ProCare Health Iberia

BioVaxys does not have a presence in the European Union, and does not currently have an internal regulatory team. To compensate for this, in January 2019 at no cost to either party, BioVaxys entered into an internal project assessment with ProCare Health Iberia, S.L. ("ProCare") of Barcelona, Spain so as to better understand the feasibility of jointly engaging in a European Union clinical development program and pursuing an Early Access Program approval (see *Drug Development/Approval Process and Associated Risks*)

BioVaxys does not yet have a formal clinical development, marketing, or commercialization agreement of any kind with ProCare; however, ProCare has expressed interest in marketing and selling BioVaxys' ovarian cancer vaccine in the European Union under a sublicense from BioVaxys (which would require a formal agreement). ProCare possesses internal expertise in gynecological oncology products, prescription drug regulatory affairs, clinical study design and execution, product marketing & sales, and has extensive contacts with oncology opinion leaders and European Union regulatory authorities, and other capabilities not currently possessed by BioVaxys.

The study with ProCare explored the feasibility of entering into a separate and more definitive future agreement covering the design, funding, execution, and management of clinical studies for the European Union, and subsequently obtaining required regulatory approvals.

All right, title and interest, including without limitation all patents, trade secrets and other intellectual property, remains in BioVaxys.

Ovarian Cancer Vaccine Program Manufacturing

As a result of BioVaxys' prior clinical activities developing single hapten autologous vaccines, it internally possesses a level of expertise related to the clinical production and regulation of cell therapies, and validation through successful IND filings in the United States and in Europe of the single hapten vaccine. BioVaxys autologous, bi-haptenized ovarian cancer vaccine is an individualized therapy that is manufactured by first receiving tumors from a patient, treating those tumors to extract cancer cells and manufacturing the vaccine using the cells as a raw material, and then delivering the vaccine to the clinical site for administration to the patient. BioVaxys believes that the key to success in developing and distributing individualized therapies relies upon a model employing central processing, so that the manufacturing process is standardized and can benefit from economies of scale and efficient distribution. The basic model for the vaccine is "cells in-product out", where the final product looks like a traditional mass-produced drug to the end-user, but is manufactured individually. BioVaxys does not expect to encounter significant difficulties in obtaining raw materials for its vaccine products, because they consist primarily of readily available chemical reagents and the patient's own tumor cells. The vaccine is administered with BCG. BCG is an approved product for other cancer indications and is being administered by other companies as a separate vaccine.

Given the expense of constructing a GMP manufacturing facility, recruitment of an experienced manufacturing staff, and the requirement by regulatory authorities for regular compliance audits, BioVaxys has decided at this time not to pursue its own centralized manufacturing capability. As there are several CDMOs with the prerequisite experience and capacity, BioVaxys plans to subcontract GMP production of its ovarian cancer vaccine to Bio Elpida s.a. ("**Bio Elpida**"), a contract development and manufacturing organization ("CDMO") located in Lyon, France, with significant expertise and experience in the bioproduction of haptenized autologous cell vaccines andproduction-related regulatory requirements. Their staff have had prior interaction with the FDA and the European Medical Evaluations Agency ("**EMEA**") on regulatory matters related to such vaccines.

In July 2018, BioVaxys received a preliminary non-binding proposal from Bio Elpida, which included estimated timelines/costs for process design, media/reagent preparation, tumor haptenization, aseptic process validation, quality assurance and quality control ("**QC/QA**"), GMP certification/batch testing, and release. Although a definitive contract has not yet been signed with BioElpida, both BioVaxys and BioElpida have had multiple discussions to plan for the ovarian cancer vaccine GMP production, and BioElpida has expressed its interest in submitting the formal production contract.

Bio Elpida's Lyon facility has been inspected by Agence Nationale de Securite du Medicament et Produits de Sante ("**ANSM**") (the French equivalent of the FDA) and has received the designation of "Etablissement Pharmaceutique" required for the manufacturing of investigational medicinal products in France and throughout Europe. This authorization allows for the manufacture of biological medicinal products, including cell therapy products, tissue engineered products, and other biological medicinal products and the corresponding quality control testing. Bio Elpida is not yet authorised to manufacture commercial batches. This would be subject to an authorisation from ANSM.

A contract manufacturing engagement normally consists of two components. The first component of the engagement is a feasibility study, which involves the transfer of production techniques from an outside laboratory to Bio Elpida facilities. After transferring the techniques, Bio Elpida further develops the required procedures, tests and assays so that the product can be produced in compliance with current GMP requirements. After validating the procedures, tests and assays, Bio Elpida then helps BioVaxys to complete the manufacturing section to be filed as part of an IND application.

Upon acceptance of the IND by a regulatory agency, the second component of the engagement would then commence, which is the manufacturing and testing of clinical samples for administration to patients as part of a clinical trial. As part of this operation, Bio Elpida contracts to maintain all the necessary paperwork and documentation to demonstrate that the work was done in compliance with standards established by the applicable regulatory agency. This documentation is used to support further IND filings and could be used as a component of a Biological License Application ("**BLA**") for approval to market the product.

Patent Applications

BioVaxys' technology platform for bihaptenized autologous cancer vaccines is covered under the following wholly-owned patents/patent application(s):

- BIHAPTENIZED AUTOLOGOUS VACCINES AND USES THEREOF #62/735,381 (9/24/2018) and #62/746,066 (10/16/2018)
    - Composition of Matter and Use patents for bi-haptenized autologous cancer vaccines in combination with a broad range of anti-CTLA4 or anti-PD1 or PDL1 checkpoint antibodies and/or other immunomodulators, in a range of tumor types

In addition, BioVaxys has licensed additional patents based on inventions of Dr. David Berd from Thomas Jefferson University related to single hapten autologous vaccines, which are covered under the Thomas Jefferson University License, described below.

License Agreement

BioVaxys entered into an exclusive license agreement dated April 25, 2018 with Thomas Jefferson University (the "**Thomas Jefferson University License**") for four older U.S. patents related to a haptenized cancer vaccine using a single hapten. The patents were previously licensed by Thomas Jefferson University to Avax in November 1995, however Avax defaulted on its license agreement in 2012.

The Thomas Jefferson University License is an exclusive, royalty-bearing license for the rights to the single hapten cancer vaccine technology, and provides for the following payments to Thomas Jefferson University upon the occurrence of certain milestones:

- US$15,000.00 following enrollment of the first patient in a Phase 3 clinical trial (or foreign equivalent if outside US) for a product utilizing single-hapten cancer vaccine technology;

- US$15,000.00 following FDA allowance for a product utilizing single-hapten cancer vaccine technology; and

- US$50,000.00 once BioVaxys has reached five million ($5,000,000) in net sales of a product utilizing single-hapten cancer vaccine technology.

The Thomas Jefferson University License includes a royalty payment of 2% on net sales of products based on the Thomas Jefferson University License by BioVaxys and/or sublicensees while covered by an unexpired patent. In addition to the milestone payments and royalty set out above, Thomas Jefferson University was issued a warrant to purchase 4% of the outstanding shares of BioVaxys on a fully diluted basis for an exercise price of US$10.00 pursuant to a share exchange agreement dated July 7, 2020, between Thomas Jefferson University and the Issuer, Thomas Jefferson University has agreed to exercise its warrant immediately prior to the completion of the Transaction. As a result, Thomas Jefferson University will receive 1,160,000 Common Shares upon closing of the Transaction. Further, BioVaxys bears the expense of maintaining and defending the patents that are subject to the Thomas Jefferson University License.

Since licensing the four patents in April 2018, two have since expired, with one due to expire in 2024 and the other in 2026.

U.S. Patents licensed from Thomas Jefferson University:

- Issued U.S. patent # 7,297,330 - Low dose haptenized tumor cell and tumor cell extract immunotherapy (expiration 2024)
- Issued U.S. patent # 8,435,784 - Cryopreservation of Haptenized Tumor Cells (expiration 2026)

The patents licensed from Thomas Jefferson University are unrelated to BioVaxys' antiviral platform as well as its bi-haptenized vaccine technology, which are both covered under different patent applications. The eventual expiration of the Thomas Jefferson University patents is not expected to have a material effect on BioVaxys.

BioVaxys also relies on trade secrets and proprietary know-how related to the production and testing of its products, especially when it does not believe that patent protection is appropriate or can be obtained. BioVaxys' policy is to require each of its employees, consultants and advisors to execute a confidentiality and inventions agreement prohibiting the disclosure of confidential information before they begin a relationship with BioVaxys.

T-Cell Antigen Discovery Program ("TADP")

Adoptive immunotherapy by transfer of genetically-altered T-cells has emerged to be of significant interest in the immune-oncology market. Although not a near-term priority for BioVaxys, its clinical studies and manufacturing protocol will provide it with the unique ability to collect T-cells from patients, both pre- and post- vaccine administration. BioVaxys' objective is to use T-cells made responsive to BioVaxys' vaccines to identify new antigens that can be synthesized and explored, as they may prove useful as diagnostic agents or as new, chemically-defined, patient-specific vaccines. These novel antigens may be distinct for each patient. BioVaxys intends to explore partnerships with CAR T/TCR cell therapy companies to identify novel cancer antigens eliciting a T-cell response, which will develop extensive new intellectual property for BioVaxys.

Clinical Development, Approval, and Manufacturing Process

The research, pre-clinical development, clinical trials, product manufacturing and marketing conducted by BioVaxys or on it's behalf are subject to regulation by the Food and Drug Administration ("**FDA**") in the U.S. as well as the European Medical Evaluation Agency ("**EMEA**") which has broad oversight over most European Union Member States. The Issuer's proposed products and technologies also may be subject to certain other international, U.S. federal, state and local government regulations, including, the Federal Food, Drug and Cosmetic Act, Public Health Service Act, and their state, local and foreign counterparts. The development process and risks are generally similar for the U.S. and EU.

For clinical investigation and marketing outside the U.S., BioVaxys will be subject to certain foreign regulatory requirements governing human clinical trials and marketing approval for drugs. The requirements governing the conduct of clinical trials, product licensing, pricing and reimbursement can vary for European countries both within and outside the European Union ("**EU**"). Normally, foreign marketing authorizations are applied for at a national level, although within the EU certain registration procedures are available to companies wishing to market their products in more than one EU member state. If any applicable regulatory authority is satisfied that adequate evidence of safety, quality and efficacy has been presented, a marketing authorization will be granted. The system for obtaining marketing authorizations within the EU registration system is a dual one in which certain products, such as biotechnology and high technology products and those containing new active substances, will have access to a central regulatory system that

provides registration throughout the entire EU. Other products will be registered by national authorities in individual EU member states, operating on a principle of mutual recognition.

The FDA and EMEA generally follow the same clinical development path, with the EMEA and FDA concurring >90% of the time in their decisions to approve new drugs, according to a study from EMA and FDA officials that looked at 107 new drug applications from 2014 to 2016 (European Medicines Agency, *EMA/FDA analysis shows high degree of alignment in marketing application decisions between EU and US,* August 16, 2019).

The following discussion focuses on the regulatory framework in the United States. The European regulatory framework largely parallels that of the United States.

Clinical Development: Every new drug approval in the US and EU follows the same general path: (i) preclinical development (ii) the submission to the FDA of an Investigational New Drug application ("IND") for human clinical testing, that must become effective before human clinical trials commence (in the EU this is called the Clinical Trial Application, or CTA); (iii) adequate and well-controlled human clinical trials to establish the safety and efficacy of the drug; (iv) the submission of a marketing application to the FDA; (v) approval of the manufacturing processes and controls; and (vi) FDA (or EMEA) approval of the marketing application prior to any commercial sale or shipment of the drug.

The first step required before a pharmaceutical or therapeutic biological agent may be marketed in the U.S. (and other countries) is the pre-clinical development stage, which consists of laboratory tests, pre-clinical studies in animals, toxicity studies and formulation studies. Pre-clinical studies include laboratory evaluation of the product, and animal studies to assess the pharmacological activity and the potential safety and effectiveness of the drug. The results of the pre-clinical studies are submitted to the FDA in an Investigational New Drug Application ("IND"). Unless the FDA objects to an IND, it becomes effective 30 days following submission and the clinical trial described in the IND may then begin. Clinical trials begin when a drug is approved for testing on humans. There are generally three main phases of clinical trials that a drug must go through in the U.S. before the drug is approved to be manufactured and marketed to the public. These phases may involve testing of drugs in healthy human volunteers (Phase I) for assessment of safety, followed by tests of effectiveness and safety in patients with illnesses the drug is designed to treat (Phases II and III). In most instances, Phase III studies are the final group of studies that are conducted before a product can be approved by the FDA for commercial use. In general, Phase I trials involve small numbers of patients, with Phase II requiring higher patient enrollment and Phase III having the largest patient enrollment to enable statistical analysis of different treatment groups. In the case of life-threatening illness, the study process and phases of clinical trials may be compressed and accelerated. In some cases, Phase II trials are deemed sufficient for market approval by the FDA or foreign regulatory authorities. Pivotal registration trials are large-scale Phase II or III trials, the data obtained from which are intended to be used to provide for the registration of a drug or product for market use.

Every clinical trial must be conducted under the review and oversight of an institutional review board ("IRB") at each medical institution participating in the trial. The IRB evaluates, among other

things, ethical factors, the safety of human subjects, and the possible liability of the institution. In addition, when a sponsor has more than one clinical site participating in a study, they typically establish a Data Safety Monitoring Board that has oversight responsibilities for the safe conduct of the clinical studies.

Early Access Program (EAP): Expanded Access Program (EAP) allows physicians and patients access to pre-approval, investigational drugs outside of the clinical t rial setting. An EAP can also be called a Managed Access Program (MAP), Early Access Program, Expanded Access, or a Compassionate Use Program (CUP). EAP programs are for patients suffering from a serious or life-threatening illness who have no viable treatment options available to them. This means that:

- There are no approved treatments available in the patient's home country
- If there are approved treatments available, the patient has tried them, and they have been ineffective
- It is not possible to enroll in an active clinical trial

Late-Stage ovarian cancer patients who have relapsed after platinum-based chemotherapy have limited life expectancy even with multiple salvage regimens, and would be candidates for a EAP. Under an EAP, early studies will generally have been completed, but a full safety profile and/or dosage guidelines may not be fully established.

Fundamentally, there must be an unmet clinical need. The provision of a drug through expanded access can only be granted by the drug manufacturer (sponsor) – no regulatory body or third-party provider can facilitate access without sponsor approval.

Accelerated Approval: FDA regulations and policies permit applicants to request accelerated or priority review pathways for products intended to treat certain serious or life-threatening illnesses in certain circumstances. If granted by the FDA, these review pathways can provide a shortened timeline to commercialize the product, although the shortened review timeline is often accompanied with additional post-market requirements.

Manufacturing: In addition to obtaining FDA approval for each product, each domestic drug manufacturing facility must be registered with, and approved by the FDA. Domestic manufacturing facilities are subject to inspections by the FDA and must comply with current Good Manufacturing Practices. To supply products for use in the U.S., foreign manufacturing facilities also must comply with current Good Manufacturing Practices, and are subject to periodic inspection by the FDA or by comparable foreign regulatory agencies under reciprocal agreements with the FDA.

Bankruptcy and Receivership

Neither the Issuer nor BioVaxys has been the subject of any bankruptcy or any receivership or similar proceedings or any voluntary bankruptcy, receivership or similar proceedings, within any of the three most recently completed financial years (as applicable) or the current financial year.

Specialized Skill and Knowledge

The Chief Medical Officer and founder of BioVaxys, Dr. David Berd, is one of the world's foremost experts on haptenized protein vaccines, and as such, contributes haptenized protein vaccine, clinical oncology research, production and regulatory know how which is unique to BioVaxys.

As a founder of Avax, BioVaxys President and Chief Operating Officer, Kenneth Kovan, has developed a deep understanding of the science behind haptenized protein vaccines, their manufacture, and commercialization, and possesses unique know-how related to the business.

As a major investor in Avax, BioVaxys founder and Chief Executive Officer, James Passin, has a specialized and unique understanding of the science and commercialization of haptenized protein vaccines.

BioVaxys has adequate personnel with the specialized skills required to successfully carry out its business plan.

Competitive Conditions and Geographic Areas in which BioVaxys Operates

BioVaxys intends to market its vaccine products in the United States, European Union, Asia/Pacific, and Latin American markets.

As of July 2020, the global COVID-19 vaccine research and development landscape included multiple vaccine candidates, with a small but highly visible number of them in early clinical trials to test safety and tolerability. Others are all in the exploratory or preclinical stages. Clinical-stage candidates include those from Pfizer, Moderna, Inc., CanSino Biologics Inc., Inovio Pharmaceuticals, Inc., Shenzhen Geno-Immune Medical Institute, Clover/GlaxoSmithKline, Novavax; however, all are still early clinical stage and those in more advanced trials (such as Moderna) exhibit tolerability concerns. A vaccine developed in Russia has recently been approved for that country; however, most global SARS-CoV-2 experts question the technology and believe that approval was not appropriate, with insufficient studies done to prove the safety or efficacy of this vaccine. In August 2020, the FDA issued an emergency use authorization for convalescent plasma to treat COVID-19, and although the data is more promising than the Russian vaccine, questions abound on it's safety and efficacy, with no clear data on whether it works across patient populations or not.

There is a range of technology platforms being evaluated, including nucleic acid (i.e. DNA and RNA) vaccines, virus-like particle, peptide, viral vector (replicating and non-replicating), recombinant protein, live attenuated virus and inactivated virus approaches (Nature Reviews, April 2020), many of which are unproven technologies and many of which may have significant manufacturing hurdles or other issues. Some of these vaccines may show an immune response and even some early efficacy, but they may turn out to be not well tolerated (for example, the vaccine from Moderna). Others may run into manufacturing hurdles (i.e. RNA vaccines) as could prove difficult to scale-up, maintain stability over time, storage, etc. RNA is intrinsically unstable by nature, and no one yet knows how to store RNA vaccines. Further, the FDA does not have

experience in regulating the manufacture of RNA vaccines, as none are currently approved. Risks with inactivated live-virus vaccines include potentially infecting a healthy recipient with the SARS-CoV-2 virus. One of the vaccine candidates now in clinical trials is from CanSino Biologics Inc., which is based on an adenovirus plus s-protein construct. However, as adenovirus is a common viral infection, it is possible that in a large patient population many might possess neutralizing antibodies to the adenovirus, making the vaccine ineffective.

In summary, none of these current approaches have a 'lock' on the market, with the likelihood being that there will be room for multiple vaccines each targeting different patient populations, disease stage, viral loads, etc, and with each successive generation of vaccine candidates showing improvement in efficacy and/or safety.

As of the date hereof, BioVaxys has the only haptenized s-protein vaccine in development for SARS-CoV-2.

The global cancer immunotherapy market size is likely to reach USD$126.9 billion by 2026, according to *COVID-19 Treatment Market Size and Trends Analysis,* a 2019 report by Grand View Research, Inc., exhibiting a CAGR of 9.6% during the forecast period. The increasing patient pool and higher mortality rate are augmenting the need for cancer immunotherapy globally. Furthermore, the increasing number of approvals for new immunotherapeutic drugs is driving the global market. Adverse effects, such as recurrence of cancer and organ failure, associated with conventional chemotherapies and rising demand for technologically advanced healthcare solutions are boosting the demand for immunotherapies. As BioVaxys is a relatively new competitor in this space, it faces and will continue to face competition from competitors with more financial resources, who are much larger and more established in the industry.

Monoclonal antibodies are currently the most widely used immunotherapeutic drugs globally. Newer drug classes, such as checkpoint inhibitors, CAR-T cell therapies and cancer vaccines, such as those from BioVaxys, are poised to make way for advanced therapeutics in the market.

Although there are several autologous cell-based products in development for various cancers, BioVaxys believes it has the only haptenized autologous vaccine platform in the world.

Plan of Operations and Business Objectives

With the extreme urgency to find a safe and efficacious vaccine for COVD-19, the primary focus of BioVaxys' business is to:

(1) For the balance of 2020 and early 2021 get it's SARS-CoV-2 vaccine into a U.S. Phase I trial, followed by the balance of 2021 during which we will commence iGMP manufacturing ramp-up for the ovarian cancer vaccine and steps to prepare for filing an IND for late stage ovarian cancer.

(2) Submit a new drug application in the European Union ("EU") in 2022 (and subsequently the US in 2023), for it's autologous bi-haptenized vaccine for late stage ovarian cancer.

The FDA has created a special emergency program for possible coronavirus therapies, the Coronavirus Treatment Acceleration Program ("CTAP"), which uses every available method to move new treatments to patients as quickly as possible, which BioVaxys plans to take advantage of as it prepares for a Phase I study of its haptenized s-spike protein vaccine for SARS-CoV-2. BioVaxys plans to also explore available SARS-CoV-2 clinical co-development opportunities with the National Institute of Health ("NIH"), Biomedical Advanced Research and Development Authority (BARDA), which have been made available in response to the COVID-19 health emergency.

To advance the ovarian cancer program, BioVaxys plans to file a Clinical Trial Application ("CTA") in the European Union (EU) to conduct a Phase I trial of it's autologous bi-haptenized vaccine for late-stage ovarian cancer in 2022 (the CTA is similar to the IND in the US), followed by an IND in the US for late stage ovarian cancer, which BioVaxys plans for in 2023. Clinical Studies run in the EU can also be significantly less expensive than the US, with patient recruitment less onerous.

In parallel with the CTA, BioVaxys plans to seek Early Access Approval ("EAP") in the EU, which permits patient access to unapproved drugs on either a compassionate use basis or named patient basis. Compassionate Use approval permits the use of an unauthorised/unapproved drug under strict conditions for patients who have a disease with no satisfactory authorised therapies or an otherwise life-threatening condition. In Compassionate Use, early studies will generally have been completed, but a full safety profile and/or dosage guidelines may not be fully established.

Although there is ample clinical data supporting the safety of a single-hapten autologous vaccine, BioVaxys anticipates that the FDA will request safety data for the bi-haptenized vaccine as part of an IND submission for late stage ovarian cancer. BioVaxys's plan is to use the safety (and efficacy) data from the EU EAP to support the US IND filing.

Business Objectives, Milestones, and Associated Cost Estimates

Following is a summary of the key objectives, milestones, estimated timing, and associated costs for BioVaxys' R&D operations 2020-2021:

12 Month Objectives & Milestones			
Business Objective	**Milestones**	**Timeline**	**Estimated Cost**
• SARS-CoV-2 Vaccine Preclinical Development Program	Non-GMP Vaccine Production for Preclinical Studies Submit FDA a request for a pre-IND, Written Responses Only ("**WRO**") meeting for preliminary review of the BioVaxys SARS-CoV-2 program Murine Mouse Model (assay design + assay validation + animal work) Serology data from the murine immunology model Obtain data on T-cell activation of BioVaxys vaccine.	August 27, 2020 September 30, 2020 July 2020-October 2020 October 22 2020 October 29, 2020	$122,805 (1)
• SARS-CoV-2 Vaccine IND Prep/Submission	Preparation of SARS-CoV-2 IND	December 2020-January 2021	
• SARS -CoV-2 Vaccine Phase I Study	1. Production of small scale GMP clinical grade vaccine batch 2. Patient/clinical site recruitment 3. Study execution 4. Data/statistical analysis	4Q 2020-2Q 2021 2Q 2021 3Q 2021 3Q 2021-4Q 2021	$375,238 (1) $682,250 (1)
• Ovarian Cancer EU Phase I/Compassionate Use Vaccine Program	1. Clinical development collaboration formalized with ProCare 2. Meeting with EMEA 3. Manufacturing planning and scale-up (clinical grade) with BioElpida 4. Begin steps for CTA Application to EMEA for ovarian cancer EAP/compassionate use	2Q 2021 2Q 2021 4Q 2021 4Q 2021	$334,700 (1)

Note: (1) US funds have been converted to Canadian dollars using a rate of 1.31 as of September 8, 2020

4.2 – Use of Proceeds

As at August 31, 2020, the working capital position of the Issuer was $2,057,000, which will be applied entirely towards the initial immunogenicity testing of the SARS-CoV-2 vaccine. In addition, net proceeds of $650,000 were received related to the second tranche of the Offering. The Issuer intends to seek additional funding by way of equity financing or otherwise, to fund any additional studies if required by regulatory authorities, GMP manufacturing, and preparation of an IND for the SARS-CoV-2 vaccine. Additional funding will also be sought for submission of a compassionate use protocol in the European Union for BioVaxys' ovarian cancer vaccine.

The use of the available funds by the Issuer is consistent with the stated business objectives of the Issuer (see "Business Objectives and Milestones" above) and the funds are expected to be allocated as set out below during the twelve-month period following the Listing Date. While it is expected that the Issuer will spend the funds available to it as stated herein, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary.

Use	Cost
SARS-CoV-2 Vaccine Preclinical Development Program	$122,805(1)
SARS -CoV-2 Vaccine Phase I Study	$1,057,488(1)
Ovarian Cancer EU Phase 1/Compassionate Use Vaccine Program	$334,700(1)
General and Administrative Expenses	$1,150,000(1)
Unallocated working capital	$42,007
Total Expenditures	**$2,707,000**

Note: (1) U.S. funds have been converted to Canadian dollars using a rate of 1.31 (rate on September 8, 2020)

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 – Annual Information

The following table sets out certain selected consolidated financial information of the Issuer for the period indicated. Please refer to Schedule "A" for the Issuer's audited financial statements for the fiscal year ended October 31, 2019. The Issuer's Management's Discussion and Analysis for the fiscal year ended October 31, 2019 is attached hereto as Schedule "D" and should be read in conjunction with the financial statements of the Issuer for the same period, and the notes thereto.

	For the years ended October 31		For the six months ended April 30
	2019 (Audited) $	**2018 (Audited) $**	**2020 (Unaudited) $**
Total Revenues or other Income	Nil	Nil	Nil
Total Expenses	(229,908)	(161,226)	(99,025)
Net loss for the period	(230,121)	(161,226)	(99,036)
Basic and diluted loss per share	(0.02)	(0.05)	(0.00)
Dividends	Nil	Nil	Nil
Total assets	306,264	108,743	263,911
Total liabilities	116,152	184,660	172,835

5.2 – Quarterly Information

The following table summarizes the financial information of the Issuer for each of the eight most recently completed quarters ending at the period ended April 30, 2020.

Quarter Ended	Total Revenues $	Net Income (Loss) $	Basic and Diluted Income (Loss) per Share $
April 30, 2020	Nil	(65,425)	(0.00)
January 31, 2020	Nil	(33,611)	(0.00)
October 31, 2019	Nil	(67,910)	(0.01)
July 31, 2019	Nil	(37,814)	(0.00)
April 30, 2019	Nil	(58,953)	(0.01)
January 31, 2019	Nil	(65,444)	(0.01)
October 31, 2018	Nil	(130,259)	(0.04)
July 31, 2018	Nil	(30,967)	(0.05)

Proforma Statement of Financial Position

The following table summarizes the proforma statement of financial position of the Issuer as at April 30, 2020 after giving effect to the Transaction and the Offering.

Current Assets	$3,255,976
Non-Current Assets	$9,222,447
Total Assets	$12,478,423
Current Liabilities	$282,407
Shareholder's Equity	$12,196,016
Total Liabilities and Shareholder's Equity	$12,478,423

5.3 – Dividends

The Issuer has not paid any dividends since its incorporation. It is not expected that the Issuer will declare or pay any cash dividends on any of its issued shares in the foreseeable future. It is expected that the directors of the Issuer will review its dividend policy from time to time in the context of the Issuer's earnings, financial condition, capital requirements and other relevant factors, however it is currently intended that the Issuer will retain all available funds and any future earnings to fund the development and growth of its business.

5.4 – Foreign GAAP

The Issuer's financial statements have not been prepared with U.S. GAAP.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

6.1 – Management's Discussion and Analysis

The Issuer's Management's Discussion and Analysis for the interim period ended April 30, 2020 is attached hereto as Schedule "B" and should be read in conjunction with the Issuer's unaudited interim financial statements for the period ended April 30, 2020 and notes thereto with respect to the same period, which are attached hereto as Schedule "A" and available on SEDAR at www.sedar.com.

The Issuer's Management Discussion and Analysis for the fiscal year ended October 31, 2019 is attached hereto as Schedule "D" and should be read in conjunction with the Issuer's audited annual consolidated financial statements and notes thereto with respect to the same period, which are attached hereto as Schedule "C" and available on SEDAR at www.sedar.com.

7. MARKET FOR SECURITIES

7.1 – Listings

The Issuer was initially listed on the CSE on November 22, 2018. The Issuer is a reporting issuer in British Columbia, Alberta and Ontario and its common shares are listed and posted for trading on the CSE under the symbol "LBM". The Issuer's common shares were halted from trading on May 29, 2020 in connection with the announcement of the Transaction and are expected to recommence trading under the symbol "BIOV" following the Issuer's requalification for listing in connection with the Transaction.

The BioVaxys Shares are not listed for trading on any stock exchange.

8. CONSOLIDATED CAPITALIZATION

8.1 – Consolidated Capitalization – Issuer

The following table sets forth the capitalization of the Resulting Issuer as of the date hereof:

Designation of Security	Amount Authorized or to be Authorized	Amount Outstanding as of the date of this Listing Statement
Common Shares	Unlimited	71,203,091
Options	10% of issued and outstanding	1,016,996
Warrants	N/A	12,587,190

9. OPTIONS TO PURCHASE SECURITIES

9.1 – Stock Option Plan – Issuer

As of the date hereof, there are 1,016,996 Stock Options outstanding and held by directors, officers and consultants of the Issuer.

Category	Number of Options to purchase Common Shares	Exercise Price per Share ($)	Expiry Date
Current and past executive Officers (1) and Directors who are not also executive officers (3) of the Issuer	42,432	$0.0065	October 24, 2021
	12,480	$0.01375	January 4, 2021
	22,464	$0.0145	January 6, 2022
	14,976	$0.0207	May 25, 2022
	64,896	$0.01995	October 6, 2021
	39,936	$0.0095	May 4, 2022
	100,000	$0.0125	July 5, 2023
	100,000	$0.28	September 3, 2025
All consultants of the Issuer (3)	17,474	$0.0065	October 24, 2021
	12,480	$0.0125	December 2, 2021
	12,480	$0.0155	January 5, 2022
	54,912	$0.01995	October 6, 2021
	22,466	$0.0095	May 4, 2022
	500,000	$0.28	September 3, 2025
All other employees of the Issuer	Nil	N/A	N/A

The Stock Option Plan is a "rolling plan" under which the total number of Common Shares issuable from time to time may not exceed 10% of the total number of issued and outstanding Common Shares from time to time.

Terms of Stock Option Plan

Under the Stock Option Plan, Stock Options totaling a maximum of 10% of the Common Shares outstanding from time to time are available for grant.

As the Issuer is listed on the CSE, pursuant to CSE Policies covering option grants, namely CSE Policy 6.5, the Issuer must:

(a) not grant Stock Options with an exercise price lower than the greater of the closing market prices of the underlying securities on (i) the trading day prior to the date of grant of the Stock Options; and (ii) the date of grant of the Stock Options;

(b) comply with the provisions of National Instrument 45-106 – Prospectus Exemptions ("**NI 45-106**"), under which the Issuer will be deemed to be an "unlisted reporting issuer" for the purposes of Division 4 of NI 45-106;

(c) post notice of Stock Option grants or amendments in CSE Form 11 immediately following each grant of Stock Options by the Issuer;

(d) upon the first grant of Stock Options under the Stock Option Plan, the Issuer must provide the CSE with an opinion of counsel that all the securities issuable under the Stock Option Plan will be duly issued and be outstanding as fully paid and non-assessable shares; and

(e) terms of a Stock Option granted under the Stock Option Plan may not be amended once issued. If a Stock Option is cancelled prior to its expiry date, the Issuer must post notice of the cancellation and shall not grant new options to the same person until 30 days have elapsed from cancellation of the previous Stock Options.

The following is a summary of the material terms of the Stock Option Plan.

1. The Board may, from time to time, in its sole discretion, determine those directors, employees and consultants, if any, to whom Stock Options are to be awarded. If the Board elects to award an Option to a Director, the Board shall, in its sole discretion but subject to the terms of the Stock Option Plan, determine the number of Common Shares to be acquired on the exercise of such Stock Option. A director of the Company to whom a Stock Option may be granted shall not participate in the decision of the Board to grant such Stock Option. If the Board elects to award a Stock Option to an employee or consultant, the number of Common Shares to be acquired on the exercise of such Stock Option shall be determined by the Board in its sole discretion, and in so doing the Board may take into account the following criteria:

    (a) the remuneration paid to the employee or consultant as at the award date in relation to the total remuneration payable by the Issuer to all of its employees and consultants as at the award date;

    (b) the length of time that the employee or consultant has been employed or engaged by the Issuer;

    (c) the quality of work performed by the employee or consultant; and

    (d) any other factors which it may deem proper and relevant.

2. The Stock Option Plan is subject to the following restrictions:

    (e) The maximum number of Stock Options which may be granted to any one optionee within any 12 month period must not exceed 5% of the outstanding Common Shares issued, unless the Issuer has obtained disinterested shareholder approval to do so;

    (f) The maximum number of Stock Options which may be granted to any one consultant within any 12 month period must not exceed 2% of the issued Common Shares; and

    (g) The maximum number of Stock Options that may be granted within any 12 month period to persons engaged in investor relations activities must not exceed 2% of the issued Common Shares. All Stock Options granted to consultants performing investor relations activities will vest in stages over 12 months with no more than 25% of the Stock Options vesting in any three-month period.

3. Administration and Terms of the Stock Option Plan:

    (a) The Stock Option Plan is administered by the Board, who may designate a director or other senior officer or employee of the Issuer as administrator of the Stock Option Plan, to act on the instructions of the Board;

(b) Grant and expiry dates, the exercise price, vesting schedule and the number of Common Shares which may be purchased pursuant to a Stock Option shall be fixed by the Board and subject to any requirements prescribed by the CSE.

(c) The Issuer may implement such procedures and conditions as the Board deems appropriate with respect to withholding and remitting taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law;

(d) All Stock Options granted under the Stock Option Plan expire on a date not later than 10 years after the issuance of such options.

(e) Options may not be assigned or transferred, provided however that the personal representative of an optionee may, subject to the terms of the Stock Option Plan, exercise the Stock Option within the exercise period;

(f) A Stock Option may be exercised only by the optionee or the personal representative of any optionee, who may exercise a Stock Option in whole or in part at any time and from time to time following vesting and up to the expiry of the Stock Option by delivering the required notice and payment pursuant to the terms of the Stock Option Plan;

(g) The Board reserves the right, subject to regulatory requirements and shareholder approval as may be required by any relevant law, rule or regulation, to amend the Stock Option Plan and

(h) A copy of any amendment to the Stock Option Plan shall be promptly provided to each optionee by the administrator.

A copy of the Stock Option Plan is available on SEDAR under the Issuer's profile, at www.sedar.com.

10. DESCRIPTION OF THE SECURITIES

10.1 – Description of the Issuer's Securities

The Issuer's authorized share capital consists of an unlimited number of Common Shares without par value, each such Common Share carrying one vote per share at all meetings of shareholders and the right to participate rateably in any dividends declared by the management of the Issuer on the Common Shares, and each shareholder is entitled, on the liquidation, dissolution, winding-up or other distribution of assets of the Issuer for the purposes of winding-up its affairs, to a pro rata share of the assets of the Issuer after payment of all its liabilities and obligations.

The Common Shares are not subject to any pre-emptive rights, conversion or exchange rights, or provisions providing for redemption, retraction, purchase for cancellation or surrender. There are no sinking or purchase fund provisions, no provisions permitting or restricting the issuance of

additional securities or any other material restrictions, and there are no provisions which are capable of requiring a security holder to contribute additional capital.

10.2 – Debt Securities

The Issuer is not seeking a listing of any debt securities.

10.3 – Other Securities

The Issuer is not seeking a listing of any other securities beyond the Common Shares.

10.4 – Modification of Terms

Not applicable.

10.5 – Other Attributes

All of the attributes of the Issuer's Common Shares are described above in Section 10.1.

10.6 – Prior Sales

The following table summarizes the issuances of Common Shares or securities convertible into Common Shares for the 12 month period prior to the date of this Listing Statement:

Date of Issuance	Number of Common Shares	Issue Price per Common Share	Transaction
April 27, 2020	10,727,428	N/A	Stock Split
May 25, 2020	880,000	$0.05	Warrant Exercise
May 27, 2020	500,000	$0.05	Warrant Exercise
June 4, 2020	200,000	$0.05	Warrant Exercise
June 9, 2020	400,000	$0.05	Warrant Exercise
June 23, 2020	800,000	$0.05	Warrant Exercise
July 6, 2020	960,000	$0.05	Warrant Exercise
July 8, 2020	800,000	$0.05	Warrant Exercise
July 29, 2020	75,000	$0.05	Warrant Exercise
August 18, 2020	95,000	$0.05	Warrant Exercise
August 26, 2020	10,783,653	$0.22	Private Placement
September 3, 2020	2,954,582	$0.22	Private Placement
September 9, 2020	200,000	$0.0125	Option Exercise
September 30, 2020	2,100,000	$0.28	Pursuant to the Issuer Advisory Agreements
September 30, 2020	29,000,000	$0.28	Pursuant to the Share Exchange Agreement

The following table summarizes the issuances of BioVaxys Shares or securities convertible into BioVaxys Shares for the 12 month period prior to the date of this Listing Statement:

Date of Issuance	Number of BioVaxys Shares	Issue Price per BioVaxys Share[(1)]	Transaction
March 23, 2020	450,000	$0.03	Subscription
March 23, 2020	350,000	$0.03	Subscription

Notes:
(1) Share prices are in U.S. dollars.

10.7 – Stock Exchange Price

The following table sets out trading information for the Common Shares for the 12 month period prior to the date of this Listing Statement:

Period	High	Low	Volume
August 2020	N/A	N/A	N/A
July 2020	N/A	N/A	N/A
June 2020	N/A	N/A	N/A
May 2020 [(1)]	$0.39	$0.21	4,807,744
Quarter ended April 30, 2020	$0.30	$0.035	5,039,241
Quarter ended January 31, 2020	$0.07	$0.04	267,324
Quarter ended October 31, 2019	$0.095	$0.035	3,649,654
Quarter ended July 2019	$0.0975	$0.0275	1,224,464
Quarter ended April 30, 2019	$0.09	$0.015	333,254
Quarter ended January 31, 2019[(2)]	$0.06	$0.0525	242,034

Notes:
(1) The Common Shares were halted on May 29, 2020 after announcement of the Issuer and BioVaxys entering into the Share Exchange Agreement
(2) The Common Shares were listed on the CSE on November 22, 2018.

11. ESCROWED SECURITIES AND SECURITIES SUBJECT TO RESALE RESTRICTIONS

11.1 – Escrowed Securities

Prior to the completion of the Transaction, the Issuer had no securities held in escrow. No securities are otherwise subject to any contractual restrictions on transfer.

In connection with the requalification for listing of the Common Shares on the CSE following the completion of the Transaction, in accordance with CSE Policies, all securities held by "Related Persons" of the Issuer as of the Listing Date are subject to escrow restrictions. Under the CSE Policies, "Related Persons" are (i) directors and officers of the Issuer, (ii) promoters of the Issuer, and (iii) any person that beneficially owns, either directly or indirectly, or exercises voting control or direction over at least 10% of the outstanding common shares of the Issuer. The CSE Policies require that the escrow securities be governed by the form of escrow agreement prescribed under NP 46-201 – *Escrow for Initial Public Offerings* (the "**Escrow Agreement**"). Securities held by

"Related Persons" of the Issuer are held in escrow by Odyssey Trust Company as escrow agent and depositary pursuant to an escrow agreement dated September 30, 2020. 10% of such securities held in escrow will be released from escrow on the date the common shares are listed on the CSE, and 15% every six months thereafter, subject to acceleration provisions provided for in NP 46-201 – *Escrow for Initial Public Offerings*. The following table sets forth details of the securities of the Issuer held in escrow:

Designation of class held in escrow	Number of securities held in escrow	Percentage of Class
Common Shares	23,393,502	32.8%
Stock Options	94,848,	9.3%

12. PRINCIPAL SHAREHOLDERS

12.1 and 12.2 – Principal Shareholders

Principal Securityholders

To the best of the knowledge of the directors and officers of the Issuer, other than as set out below, there are no persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to the Issuer Shares.

Name	Number of Issuer Shares	Percentage of Voting Rights
James Passin LLC	12,467,333	17.5%(1)

Notes:
(1) 14.7% on a fully diluted basis, assuming exercise of all outstanding options and warrants as at the date hereof.

12.3 – Voting Trusts

To the knowledge of the Issuer, no voting trust or similar agreement exists such that more than 10% of any class of voting securities of the Issuer are held, or are to be held, subject to any voting trust or other similar agreement.

12.4 – Associates and Affiliates

Not applicable.

13. DIRECTORS AND OFFICERS

13.1 – 13.3, 13.5, 13.11 – Directors and Officers

The Resulting Issuer's Board is currently comprised of four directors, each of whom has been appointed to hold office until the close of the next annual general meeting of the Resulting Issuer, or until his successor is elected or appointed, unless his office is earlier vacated.

The following table sets forth the name and residence of each director and officer of the Resulting Issuer, as well as such individual's position with the Resulting Issuer, period of service as a director and/or officer (as applicable), and principal occupation(s) within the five preceding years.

Name, Address, Occupation and Security Holdings

Name and Place of residence	Position held at the Issuer	Principal occupations during the last five years	Director and/or Officer since	Securities of the Issuer Beneficially Owned
Kenneth Kovan *Wayne, PA, United States*	President and Chief Operating Officer	Senior Management Team, Corporate Licensing Partner, Horizon Discovery Group plc, Cambridge, United Kingdom, 2019 to 2020; Managing Principal & Owner, BinghamHill Ventures 2012 to present	September 30, 2020	6,037,800
James Passin(1) (2) *New York, NY, United States*	Chief Executive Officer and Director	Co-founder, BioVaxys, 2016 to present; Hedge Fund Manager/Private Equity Fund Manager, FGS Advisors, LLC 2005 to June 2019. Chairman and Director, TraceSafe Inc.	September 30, 2020	12,467,333
David Berd *Jenkintown, PA, United States*	Chief Medical Officer	Independent Consultant, cancer immunotherapy and clinical immunology, 2015 to present	September 30, 2020	4,696,067
Lachlan McLeod *British Columbia, Canada*	Chief Financial Officer and Corporate Secretary	Senior Consultant, Fehr & Associates, 2018 to present Senior Accountant, KPMG, 2015 to 2018	July 3, 2020	Nil
Jeremy Poirier(1) (2) *British Columbia, Canada*	Director	Director, Bearing Lithium Corp., August 2016 to July 2020; President and Chief Executive Officer, Bearing Lithium Corp., August 2016 to 2019; President, Nico Consulting, 2004 to present	April 25, 2018	469,575
William Timothy Heenan((1)(2) *Mendosa, Argentina*	Director	Exploration Manager, Mirasol Argentina, SRL, 2003 to present; Director, Bearing Lithium Corp., May 2017 to present	July 6, 2018	Nil

Notes:
(1) Member of Audit Committee
(2) Member of Compensation Committee

As at the date of this Listing Statement, the directors and executive officers of the Issuer as a group owned beneficially, directly or indirectly, or exercise control or direction over 23,670,775 Common Shares, or 33.2% of the outstanding Common Shares.

Management and Directors

Set forth below is a description of the background of the officers and directors of the Issuer, including a description of each individual's principal occupation(s) within the past five years.

Kenneth Kovan, President and Chief Operating Officer, age 58

Co-founder, President & Chief Operating Officer of BioVaxys, Mr. Kovan has over 30 years of experience in biopharmaceuticals commercial development. He served from 2019 to 2020 as Corporate Development Partner with Horizon Discovery plc in the United Kingdom, which is involved in gene editing and gene mutation, and is Managing Principal & Owner of Bingham Hill Ventures, a life sciences advisory practice he founded in 2012 that specializes in corporate development, technology licensing, and business planning. He is an experienced biotech CEO and board member, and founder of biotechnology companies including the former Avax Technologies, Inc. Mr. Kovan's professional background includes several years in technology transfer with Thomas Jefferson University, Strategic Marketing with GlaxoSmithKline), and Global New Product Development with Wyeth-Ayerst Pharmaceuticals. His therapeutic experience includes infectious disease, antivirals, oncology, vaccines, cell/gene therapy, and gene editing. Mr. Kovan has a broad international business background, having launched pharma brands in Latin American and Asia/Pacific markets, and has worked in Europe for several years. Mr. Kovan holds a U.S. Patent for a synergistic drug combination. It is anticipated that Mr. Kovan will devote 100% of his working time to the Resulting Issuer in order to fulfill his duties as President and Chief Operating Officer. Mr. Kovan is an employee of the Resulting Issuer and has entered into a non-competition and non-disclosure agreement with the Resulting Issuer. Mr. Kovan attended the University of Pennsylvania (Philadelphia, PA) and has a Bachelors of Science.

James Passin, Chief Executive Officer and Director, age 48

Co-founder and Chief Executive Officer of BioVaxys, Mr. Passin is a former hedge fund and private equity fund manager at FGS Advisors, LLC, an affiliate of New York-based Firebird Management LLC. He has 20 years of experience as a professional investor, a deep experience of financing and developing venture-stage companies, and directed and managed over $150 million of equity and debt investment into biotech companies including the former Avax Technologies, Inc., one of the world's first cellular immunotherapeutic vaccine companies. Mr. Passin is a director of several public companies, including acting as Chair of TraceSafe Inc. (formerly Blockchain Holdings, Ltd.) and BDSec JSC, and is a Chartered Market Technician and member of the CMT Association. It is anticipated that Mr. Passin will devote 50% of his working time to the Resulting Issuer in order to fulfill his duties as Chief Executive Officer and director. Mr. Passin is an independent contractor of the Resulting Issuer and has entered into a non-competition and non-disclosure agreement with the Resulting Issuer. Mr. Passin attended St. John's College (Annapolis, Maryland) and has a B.A. in Philosophy and Classical Literature. He is a Graduate of the Listed Company Director Program from the Singapore Institute of Directors.

David Berd, MD, Chief Medical Officer, age 74

Co-founder and Chief Medical Officer of BioVaxys, Dr. David Berd is a medical oncologist with a lifelong record of clinical research in medical oncology and cancer immunotherapy. He co-founded cancer immunotherapy company Avax Technologies, Inc. is the inventor of the cancer vaccines MVax™ and OVax™ and served as Chief Medical Officer from 2005-2008. As National Director for Immunotherapy at Cancer Treatment Centers of America, Dr. Berd investigated the application of haptenized autologous vaccines for ovarian cancer. Previously, Dr. Berd was Professor of Medicine at Thomas Jefferson University, where for 20 years he conducted clinical research on melanoma immunotherapy. He also spent nine years as a research physician at Fox Chase Cancer Center. Over the course of his career, Dr. Berd has published more than 85 original papers in numerous medical journals alongside dozens of editorials, reviews and abstracts. He has ten issued patents dealing with cancer vaccines. Dr. Berd received his BS from Pennsylvania State University and his MD from Jefferson Medical College of Thomas Jefferson University. It is anticipated that Mr. Berd will devote 100% of his working time to the Resulting Issuer in order to fulfill his duties as Chief Medical Officer. Mr. Berd is an employee of the Resulting Issuer and has entered into a non-competition and non-disclosure agreement with the Resulting Issuer. Dr. Berd attended Pennsylvania State University (State College, PA) for a 5-year combined medical program and received his medical degree from Jefferson Medical College (Philadelphia, PA). Dr. Berd did his Medical Residency at the Hospital of University of Pennsylvania, and a Medical Oncology Fellowship with the Yale University School of Medicine (New Haven, CT).

Lachlan McLeod, Chief Financial Officer and Corporate Secretary, age 33

Mr. McLeod, a Chartered Professional Accountant, holds a Bachelor's Degree in Science with an Economics major and a Business minor from the University of Victoria. Mr. McLeod has 6 years of experience focusing on financial reporting under IFRS, governance for public companies, and technical accounting issues, including work as an auditor at KPMG. Mr. McLeod currently works as a Senior Consultant at Fehr & Associates CPA, which provides external consulting and accounting services**.** It is anticipated that Mr. McLeod will devote 20% of his working time to the Resulting Issuer in order to fulfill his duties as Chief Financial Officer and Corporate Secretary of the Resulting Issuer. Mr. McLeod is an independent contractor of the Resulting Issuer and has entered into a non-competition and non-disclosure agreement with the Resulting Issuer.

Jeremy Poirier, Director, age 34

Mr. Poirier serves as President of Nico Consulting, a management and consulting services company. Mr. Poirier has been providing a range of investor awareness and advisory services for both public and private companies since 2004. Over the past 16 years, Mr. Poirier has acquired extensive market experience and built a strong network of investors and industry contacts. He has also served as a member on a number of boards of directors and has held officer positions at several public and private companies. Through his network and market expertise, Mr. Poirier has facilitated capital raising efforts as well as successful asset acquisition and corporate development undertakings. Mr. Poirier has over 10 years of experience providing corporate advisory services

and investor relations to public and private companies. He was previously a director of Bearing Lithium Corp., a public company listed on the TSX Venture Exchange and Alexander Capital Corp., a mining exploration company. It is anticipated that Mr. Poirier will devote 15% of his working time to the Resulting Issuer in order to fulfill his duties as a director. Mr. Poirier is an independent contractor of the Resulting Issuer and has entered into a non-competition and non-disclosure agreement with the Resulting Issuer.

William Timothy Heenan, Director, age 61

Mr. Heenan has over 28 years of exploration experience throughout the Americas, and has worked exclusively in South and Central America since 1990. Mr. Heenan obtained a Bachelor of Science (Geology) from the University of Regina in 1987. Mr. Heenan is a founder of Mirasol Resources Ltd. and a former director of Mirasol for over 12 years since its inception and listing on the TSX Venture Exchange. Mr. Heenan has been based in Mendoza, Argentina with Mirasol as Exploration Manager since its inception in 2003, and prior to that lived in Chile and worked for numerous mining and exploration companies in Chile for over a decade. Apart from Mr. Heenan´s direct hands on approach to exploration, he has also become very familiar with legal, corporate and administrative matters in both Chile and Argentina, is fluent in Spanish, and has developed an extensive network of contacts. Mr. Heenan is a Canadian citizen by birth, and maintains definitive legal residency status in both Chile and Argentina. Mr. Heenan is currently a director of Bearing Lithium Corp., a public company listed on the TSX Venture Exchange. It is anticipated that Mr. Heenan will devote 15% of his working time to the Resulting Issuer in order to fulfill his duties as a director. Mr. Heenan is an independent contractor of the Resulting Issuer and has entered into a non-competition and non-disclosure agreement with the Resulting Issuer.

13.4 – Board Committees of the Resulting Issuer

The Resulting Issuer has an Audit Committee and Compensation Committee of the Board. Other committees of the Board may be instituted as the Issuer deems necessary or advisable.

James Passin, Timothy Heenan (Chair) and Jeremy Poirier are the members of the Audit Committee, and James Passin, William Timothy Heenan and Jeremy Poirier (Chair) are the members of the Compensation Committee.

13.5 – Involvement with Other Issuers

The independent directors of the Resulting Issuer (Tim Heenan and Jeremy Poirier) are each involved with other issuers and it is not anticipated that we will commit 100% of their working time to the Resulting Issuer but they do not maintain full time positions with other issuers. Details of their other involvement with other issuers is contained in their biographies under Item 13.1.

James Passin's, the Chief Executive Officer of the Resulting Issuer, principal occupation is acting as the Chairman and Director of TraceSafe Inc. (formerly, Blockchain Holdings Ltd.)

Lachlan McLeod, the Chief Financial Officer of the Resulting Issuer, maintains a full-time position with Fehr & Associates CPA, which provides external consulting services to a number of public companies.

13.6 – 13.9 Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as set forth below, at the time of this Listing Statement, none of the directors or officers of the Issuer or any person holding a sufficient number of securities to affect materially the control of the Issuer is, or within 10 years of the Listing Statement has been, a director or officer of any other Issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order, or an order that denied the other Issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject

to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

James Passin

Mr. Passin is Chairman and Director of TraceSafe Inc. (formerly, Blockchain Holdings Ltd. and Khot Infrastructure Holdings, Ltd.) ("**TraceSafe**"), which was subject to a cease trade order issued by the Ontario Securities Commission on May 5, 2017 for failure to file its audited annual financial statements for the year ended December 31, 2016. On August 2, 2017, TraceSafe filed its audited annual financial statements for the year ended December 31, 2016, and paid the applicable filing fees, as required by applicable securities legislation. On February 2, 2018, TraceSafe obtained an order from the OSC revoking the CTO.

Mr. Passin was Chairman and Director of Vanoil Energy Ltd. from December 10, 2009 to September 20, 2017, which is subject to a cease trade order issued by the British Columbia Securities Commission on February 3, 2017 for failure to file its audited annual financial statements for the year ended September 30, 2016. The cease trade order remains in effect.

No director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, or a personal holding company of any such persons has, within the 10 years before the date of the Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

No director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, has:

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

13.10 – Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of the Resulting Issuer or a subsidiary of the Resulting Issuer may be subject in connection with the operations of the Resulting Issuer or a subsidiary. Some of the directors and officers are engaged and will continue to be engaged, directly or indirectly, in other businesses and situations may arise where some of the directors and officers will be in direct competition with the Resulting Issuer or a subsidiary of the Resulting Issuer. Except with respect to their interests' in other business disclosed under the heading "Directors and Officers" no conflicts of interest currently exist between the directors or officers of the Resulting Issuer or a subsidiary of the Resulting Issuer and the Resulting Issuer or a subsidiary of the Resulting Issuer.

The directors and officers of the Issuer are required by law to act in the best interests of the Resulting Issuer. They have the same obligations to the other companies in respect of which they act as directors and officers. Any decision made by any of such officers or directors involving the Resulting Issuer will be made in accordance with their duties and obligations under the applicable laws.

14. CAPITALIZATION

14.1 – Issued Capital

Following the Transaction, the Issuer has the following issued and outstanding securities according to the below table:

	Number of Securities (non-diluted)	**Number of Securities (fully-diluted)**	**%of Issued (non-diluted)**	**% of Issued (fully diluted)**
Public Float				
Total outstanding (A)	71,203,091	84,807,277		
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	23,670,775	23,909,411	33.2%	28.2%
Total Public Float (A-B)	47,532,316	60,897,866	66.8%	71.8%

Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	45,080,537	51,941,225	63%	61.3%
Total Freely Tradeable Float	26,122,554	32,866,052	37%	38.7%

Public Securityholders (Registered)

Class of Security **Size of Holding**	**Number of holders**	**Total number of securities**
1 – 99 securities	Nil	Nil
100 – 499 securities	2	594
500 – 999 securities	2	1,536
1,000 – 1,999 securities	3	3,874
2,000 – 2,999 securities	2	5,090
3,000 – 3,999 securities	2	7,290
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	8	1,471,380
	19	**1,489,764**

Public Securityholders (Beneficial)

Class of Security **Size of Holding**	**Number of holders**	**Total number of securities[(1)]**
1 – 99 securities	462	16,358
100 – 499 securities	251	64,695
500 – 999 securities	90	65,600
1,000 – 1,999 securities	72	103,038
2,000 – 2,999 securities	26	65,570
3,000 – 3,999 securities	11	37,886
4,000 – 4,999 securities	10	46,466
5,000 or more securities	196	33,764,950
	1,118	**34,164,563**

Non-Public Securityholders (Registered)

Class of Security **Size of Holding**	**Number of holders**	**Total number of securities**
1 – 99 securities	Nil	
100 – 499 securities	Nil	
500 – 999 securities	Nil	
1,000 – 1,999 securities	Nil	
2,000 – 2,999 securities	Nil	
3,000 – 3,999 securities	Nil	
4,000 – 4,999 securities	Nil	

Class of Security Size of Holding	Number of holders	Total number of securities
5,000 or more securities	4	24,443,502

14.2 – Convertible Securities

As at the date of this Listing Statement, the Resulting Issuer has the following outstanding convertible securities:

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Options[(1)]	1,016,996	1,016,996
Warrants[(2)]	12,587,190	12,587,190

[(1)] Please see table under Item 9 "Options to Purchase Securities" for a detailed breakdown.

[(2)] Comprised of 5,625,699 Warrants exercisable at $0.50 until August 26, 2022, 1,477,291 Warrants exercisable at $0.50 until September 3, 2022 and 5,484,200 Warrants exercisable at $0.05 until November 21, 2020.

14.3 – Other Securities reserved for Issuance

There are no other securities of the Issuer reserved for issuance.

15. EXECUTIVE COMPENSATION

Summary Compensation Table

Please refer to the Statement of Executive Compensation Form 51-102F6 for the year ended October 31, 2019 filed on the Issuer's SEDAR profile for the compensation paid, directly or indirectly, for each of the two most recently completed financial years to the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Issuer whose total compensation was more than $150,000 (collectively the "**Named Executive Officers**") and the directors of the Issuer.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued by the Issuer for the fiscal year ended October 31, 2019.

External Management Companies

Mr. McLeod, the Chief Financial Officer and Corporate Secretary of the Issuer, is employed by Fehr & Associates, which entered into an agreement with the Issuer to provide executive management services to the Issuer. None of the other directors and the other Named Executive Officer of the Issuer have been retained or employed by an external management company which

has entered into an understanding, arrangement or agreement with the Issuer to provide executive management services to the Issuer, directly or indirectly.

Stock Option Plans and Other Incentive Plans

The only incentive plan maintained by the Issuer is the Stock Option Plan, the material terms of which are described above at "Item 9 – *Options to Purchase Securities*".

Employment, Consulting and Management Agreements

Jeremy Poirier, Former Chief Executive Officer

During the most recently completed financial year, the Issuer accrued $33,000 in consulting fees to Nico Consulting for management services owing to Jeremy Poirier and $3,000 was paid to Nico Consulting in exchange for Mr. Poirier acting as the Chief Executive Officer of the Issuer. As of October 31, 2019, the Issuer has included in its accounts payable and accrued liabilities $33,000 due to Jeremy Poirier. In regards to the accrual, a written agreement was not entered into, however the Compensation Committee discussed this matter and it was management's reasonable estimate of what will be paid to Mr. Poirier.

Lachlan McLeod, Chief Financial Officer and Corporate Secretary

Effective July 1, 2018, the Issuer entered into a consulting agreement with Fehr & Associates in respect of the provision of Chief Financial Officer and Corporate Secretary services to the Issuer. Professional fees are based on the expected time and the degree of responsibility and skill required. A fixed fee of $5,000 per month will be charged for the Chief Financial Officer, Corporate Secretary and any financial statement preparation work. A variable fee ranging from $75 to $125 per hour will be charged for the bookkeeping and administration support.

Executive Compensation of the Resulting Issuer

Set out below is a summary of the anticipated compensation for each of the Resulting Issuer's four most highly compensated executive officers for the 12-month period after giving effect to the Transaction, to the extent known:

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and position	**Period**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
James Passin CEO, Director	12 months following Transaction	147,366[(1)]	Nil	Nil	Nil	Nil	147,366[(1)]
Kenneth Kovan President and Chief Operating Officer	12 months following Transaction	204,675[(1)]	Nil	Nil	Nil	Nil	204,675[(1)]
David Berd, MD Chief Medical Officer	12 months following Transaction	163,470[(1)]	Nil	Nil	Nil	Nil	163,470[(1)]
Lachlan McLeod CFO, Corporate Secretary	12 months following Transaction	60,000[(1)]	Nil	Nil	Nil	Nil	60,000[(1)]

Notes:
(1) U.S. funds have been converted to Canadian dollars using a rate of 1.31 (September 8, 2020)

The determination of director and Named Executive Officer compensation and how and when such compensation is to be determined is subject to the consideration of the Resulting Issuer's board of directors.

As of the date hereof, the Issuer has not determined the number of Stock Options it will grant to its directors and officers in connection with the Transaction. Following completion of the Transaction, the Board intends to grant Stock Options in accordance with the Stock Option Plan.

Oversight and Description of Director and Named Executive Officer Compensation

The Compensation Committee of the Board is responsible for ensuring that the Resulting Issuer has appropriate procedures for setting executive compensation and making recommendations to the Board with respect to the compensation paid to each of the executive officers and ensuring that the compensation is fair, reasonable and is consistent with the Resulting Issuer's compensations philosophy.

The Compensation Committee is also responsible for recommending compensation for the directors and granting Stock Options to the directors, officers, employees, and consultants of the Resulting Issuer pursuant to the Stock Option Plan.

The Compensation Committee is currently comprised of James Passin, Jeremy Poirier (Chair), and William Timothy Heenan. Mr. Poirier and Mr. Heenan are both independent directors. The Board is satisfied that the composition of the Compensation Committee ensures an objective process for determining compensation. All members of the Compensation Committee have had experience on other boards of directors.

The Compensation Committee reviews on an annual basis the cash compensation, performance and overall compensation package of each executive officer and directors, including the Named Executive Officers. It then submits to the Board recommendations with respect to the basic salary, bonus and participation in share compensation arrangements for each executive officer and director.

The Compensation Committee ensures that the Resulting Issuer has an executive compensation plan that is fair, motivational and competitive so that it will attract, retain and incentivize executive officers of a quality and nature that will enhance growth and development of the Resulting Issuer. In establishing levels of remuneration, stock option and bonus grants, the Compensation Committee is guided by the following principles:

- Compensation is determined on an individual basis by the need to attract and retain talented, qualified and effective executives;
- Total compensation is intended to be set with reference to the market for similar positions in comparable companies and with reference to the location of employment but the Resulting Issuer has not determined an official peer group; and
- The current market and economic environment.

Due to the stage of development of the Resulting Issuer, the Resulting Issuer has not established any quantitative or identifiable measures to assess performance and the performance goals are largely subjective, based on qualitative measures such as consistent and focused leadership, ability to manage risks, enhancing the Resulting Issuer's profile and growth profile.

Pension Disclosure

The Resulting Issuer does not have a pension plan that provides for payments or benefits to the Named Executive Officers or directors at, following, or in connection with retirement.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, officer, employees or former directors, officers and employees or an associate of any such person:

(a) is, or at any time since the beginning of the most recently completed financial year of the Issuer has been, indebted to the Issuer or any of its subsidiaries; or

(b) has indebtedness to another entity that is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or any of its subsidiaries.

17. RISK FACTORS

17.1 – Description of Risk Factors

There are a number of risks and uncertainties that may have a material and adverse impact on the future operating and financial performance of the Resulting Issuer and could cause the Resulting Issuer's proposed plans, prospects, strategies, events, operating and financial performance and results to differ materially from the estimates described in forward-looking statements and forward-looking information in this Listing Statement. These include widespread risks associated with any form of business and specific risks associated with the Resulting Issuer's business and its involvement in the early-stage biotechnology pharmaceutical. An investment in the Common Shares, as well as the Resulting Issuer's prospects, is highly speculative due to the high-risk nature of its business and the early stage of its development activities, as well as due to the limited assets and cash resources of the Issuer. Shareholders of the Resulting Issuer may lose their entire investment. The risks described below are not the only ones facing the Resulting Issuer. Additional risks not currently known to the Resulting Issuer, or that the Resulting Issuer currently deems immaterial, may also impair the Resulting Issuer's proposed plans, prospects, strategies, events, business, operations, financial performance and results. If any of the following risks actually occur, the Resulting Issuer's plans, strategies, events, business, financial performance and condition, results and prospects could be adversely affected.

17.2 – Risk Related to BioVaxys' Business

Because of BioVaxys' continuing need for capital, there remain questions as to its ability to continue as a going concern.

The Resulting Issuer presently anticipates that its current cash resources, including the net proceeds of the Offering completed on August 26, 2020 and September 3, 2020, will be sufficient to fund operations through 2020, depending upon how aggressively the Resulting Issuer implements its development plans. The Resulting Issuer has only a limited ability to generate revenues from operations, and any revenues it generates are almost certain to be substantially less than its operating expenses. Accordingly, it will be necessary to raise additional equity capital. Because of the Resulting Issuer's limited cash and financial resources, its ability to continue as a going concern beyond the next 12 months is in question.

The Resulting Issuer has no way of knowing if it will be able to complete any additional financings.

Limited Operating History and Lack of Profits

BioVaxys is an early-stage biopharmaceutical company with a limited operating history. The likelihood of success of BioVaxys' business plan must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding early-stage businesses and the regulatory and competitive environment in which BioVaxys operates. Biopharmaceutical product development is a highly speculative undertaking, involves a substantial degree of risk and is a capital-intensive business. Therefore, BioVaxys expects to incur expenses without any meaningful corresponding revenues unless and until it is able to obtain regulatory approval and subsequently sell its products in significant quantities. To date, BioVaxys has not generated any revenue from its products. BioVaxys has incurred losses and anticipates that its losses will increase as it continues its development and clinical trials and seeks regulatory approval for the sale of its therapeutic product. There can be no assurance that it will have earnings or positive cash flow in the future. Further, even if BioVaxys is able to commercialize any of its product candidates, there can be no assurance that BioVaxys will generate significant revenues or ever achieve profitability.

BioVaxys expects to continue to incur substantial losses for the foreseeable future, and these losses may be increasing. BioVaxys is uncertain about when or if it will be able to achieve or sustain profitability. If BioVaxys achieves profitability in the future, it may not be able to sustain profitability in subsequent periods.

COVID-19

The COVID-19 outbreak was characterized as a pandemic by the World Health Organization on March 11, 2020. The spread of COVID-19 may materially affect the Resulting Issuer's business and could result in volatility and disruption to global supply chains, mobility of people and the financial markets, which could affect the business, financial condition, results of operations and other factors relevant to the Resulting Issuer. The continued spread of COVID-19 nationally and globally could also lead to a deterioration of general economic conditions including a possible

national or global recession. While the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, a widespread pandemic could result in significant disruption of global financial markets, reducing the Resulting Issuer's ability to access capital when required.

Due to the speed with which the COVID-19 situation is developing and the uncertainty of its magnitude, outcome and duration, it is not possible for the Resulting Issuer to predict the effects of the pandemic on the Resulting Issuer's business or results of operations at this time. However, the impact could be material.

Research and Development Risks

The following discussion of risks under this heading primarily reflect the US regulatory framework, but similar risks broadly apply to the European Union.

We can make no assurance that our research and development programs will result in regulatory approval or commercially viable products. To achieve profitable operations, we alone or with others, must successfully develop, gain regulatory approval for, and market our future products. We currently have no products that have been approved by the US Food and Drug Administration ("**FDA**"), or any similar regulatory authority. To obtain regulatory approvals for our product candidates being developed and to achieve commercial success, clinical trials must demonstrate that the product candidates are safe for human use and that they demonstrate efficacy. We have not yet commenced clinical trials for our product candidates. Many product candidates never reach the stage of clinical testing and even those that do have only a small chance of successfully completing clinical development and gaining regulatory approval. Product candidates may fail for a number of reasons, including but not limited to being unsafe for human use or due to the failure to provide therapeutic benefits equal to or better than the standards of treatment at the time of testing. Unsatisfactory results obtained from a particular study relating to a research and development program may cause us to abandon commitments to that program. Positive results from early preclinical research may not be indicative of favourable outcomes in later-stage clinical trials, and we can make no assurance that any future studies, if undertaken, will yield favourable results. The stage of our research makes it particularly uncertain as to whether any of its product development efforts will prove to be successful and meet applicable regulatory requirements, and whether any of its product candidates will receive the necessary regulatory approvals, be capable of being manufactured at a reasonable cost or be successfully marketed. If we are successful in developing its current and future product candidates into approved products, we will still experience many potential obstacles, which would affect our ability to successfully market and commercialize such approved products, such as the need to develop or obtain manufacturing, marketing and distribution capabilities, price pressures from third-party payors, or proposed changes in health care systems. If we are unable to successfully market and commercialize any of its products, its financial condition and results of operation may be materially and adversely affected. We can make no assurance that any future studies, if undertaken, will yield favorable results. Many companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in later-stage clinical trials after achieving positive results in early-stage development, and we cannot be certain that it will not face similar setbacks. These setbacks have

been caused by, among other things, preclinical findings made while clinical trials were underway or safety or efficacy observations made in clinical trials, including previously unreported adverse events. Preclinical and clinical data are often susceptible to varying interpretations and analyses, and many companies that believed their product candidates performed satisfactorily in preclinical studies and clinical trials nonetheless failed to obtain regulatory approval. If we fail to produce positive results in its future clinical trials and other programs, the development timeline and regulatory approval and commercialization prospects for our product candidates, and correspondingly, its business and financial prospects, would be materially adversely affected.

Preclinical and Clinical Development Risks

Third Party Risk with respect to Preclinical Studies and Clinical Trials

We rely on and will continue to rely on MilliporeSigma as the source of our non-GMP vaccine product for preclinical studies, and on Charles River Laboratories, Inc. for our preclinical development work, and on other third parties to conduct other preclinical and clinical development activities. Preclinical activities include in vivo studies that provide immunogenicity, T-cell activation, and other critical data sets, pharmacology and toxicology studies and assay development. Clinical development activities include trial design, regulatory submissions, clinical patient recruitment, clinical trial monitoring, clinical data management and analysis, safety monitoring and project management. If there is any dispute or disruption in our relations with Charles River Laboratories, Inc., with any other chosen third parties for preclinical studies or for any clinical trials, or if they are unable to provide quality services in a timely manner and at a feasible cost our active development programs will face delays. Further, if any of these third parties fails to perform as we expect or if our work fails to meet regulatory requirements, our testing could be delayed, cancelled or rendered ineffective.

Sourcing the Vaccine Adjuvant Bacillus Calmette-Guerin ("BCG")

BioVaxys administers the vaccine adjuvant Bacillus Calmette-Guerin ("BCG") with autologous haptenized vaccines for ovarian cancer. BCG is an approved product for Bladder Cancer and can be administered by physicians as a stand-alone vaccine. There are several sources of BCG, each formulation of which differs based upon the original source of the product. If the Resulting Issuer is unable to continue to obtain the current strain of BCG (the "**Tice**" strain) used in is clinical trials, the Resulting Issuer may not be permitted by regulatory authorities to use another strain of BCG without conducting additional clinical studies with the new strain of BCG.

Enrolling Patients in Clinical Trial

As our product candidates advance from preclinical testing to clinical testing, and then through progressively larger and more complex clinical trials, we will need to enroll an increasing number of patients that meet its eligibility criteria. There is significant competition for recruiting patients in clinical trials, and we may be unable to enroll the patients we need to complete clinical trials on a timely basis or at all. The factors that affect our ability to enroll patients are largely uncontrollable and include, but are not limited to, the following:

- Size and nature of the patient population;

- Eligibility and exclusion criteria for the trial;
- Design of the study protocol;
- Competition with other companies for clinical sites or patients;
- The perceived risks and benefits of the product candidate under study;
- The patient referral practices of physicians; and the number, availability, location and accessibility of clinical trial sites.

BioVaxys will compete with other clinical programs and other treatments for patients for its clinical trials, which will affect its ability to enroll quickly the Resulting Issuer's clinical trials.

Companies with clinical trials, including BioVaxys, provide information and other incentives to infectious disease specialists, oncologists, and other specialists as an inducement to participate in clinical trials. A physician is required to place patients in clinical trials based upon the physician's assessment of the likely benefits of that clinical trial to the patient. The information provided by BioVaxys regarding any future clinical trials may not be sufficient to persuade physicians to place their patients in its clinical trials. The Resulting Issuer's business and financial condition will be materially and adversely affected by the failure to enroll it's clinical trials.

Delays in Clinical Testing

We cannot predict whether any clinical trials will commence as planned, will need to be restructured, or will be completed on schedule, or at all. Our product development costs will increase if we experience delays in clinical testing or approval or if we need to perform more or larger clinical trials than planned.

Significant clinical trial delays could shorten any periods during which we may have the exclusive right to commercialize our product candidates or allow its competitors to bring products to market before us, which would impair our ability to successfully commercialize our product candidates and may harm our financial condition, results of operations and prospects. The commencement and completion of clinical trials for our products may be delayed for a number of reasons, including delays related but not limited to:

- Regulatory authorities' failure to grant permission to proceed or placing the clinical trial on hold;
- Patients failing to enroll or remain in our trials at the rate we expect;
- Suspension or termination of clinical trials by regulators for a variety of reasons, including failure of our contract research organizations (CROs) to satisfy their contractual duties or meet expected deadlines;
- Inspections of clinical trial sites by regulatory authorities, regulatory authorities or ethics committees finding regulatory violations that require us to undertake corrective action, resulting in suspension or termination of one or more sites or the imposition of a clinical hold on the entire study;
- One or more regulatory authorities or ethics committees rejecting, suspending or terminating the study at an investigational site, precluding enrollment of additional

subjects, or withdrawing its approval of the trial;

- Failure to reach agreement on acceptable terms with prospective clinical trial sites;
- Changes in regulatory requirements or policies may occur and we may need to amend study protocols to reflect these changes, and amendments may require us to resubmit its study protocols to regulatory authorities or ethics committees for re-examination, which may impact the cost, timing or successful completion of that trial, including concerns about patient safety or failure of our collaborators to comply with GMP requirements;
- Product candidates demonstrating a lack of safety or efficacy during clinical trials;
- Patients failing to complete clinical trials due to dissatisfaction with the treatment, side effects or other reasons;
- Reports of clinical testing on similar technologies and products raising safety or efficacy concerns;
- Competing clinical trials and scheduling conflicts with participating clinicians; and
- Clinical investigators not performing our clinical trials on their anticipated schedule, dropping out of a trial, or employing methods not consistent with the clinical trial protocol, regulatory requirements or other third parties not performing data collection and analysis in a timely or accurate manner.

Negative Results from Clinical Trials or Studies of Others and Adverse Safety Events

From time to time, studies or clinical trials on various aspects of biopharmaceutical products are conducted by academic researchers, competitors or others. The results of these studies or trials, when published, may have a significant effect on the market for the biopharmaceutical product that is the subject of the study. The publication of negative results of studies or clinical trials or adverse safety events related to our product candidates, or the therapeutic areas in which our product candidates compete, could adversely affect its future commercialization efforts, its share price and our ability to finance future development of our product candidates, and its business and financial results could be materially and adversely affected.

The clinical trial and regulatory approval process for BioVaxys' products will be expensive and time consuming and the outcome uncertain.

To obtain regulatory approval for the commercial sale of BioVaxys products, it must demonstrate through clinical trials that its products are safe and effective. The Resulting Issuer will incur substantial expense for, and devote a significant amount of time to pre-clinical testing and clinical trials of the Resulting Issuer's products in the U.S. and/or other markets. The results from pre-clinical testing and early clinical trials are not totally predictive of results that may be obtained in later clinical trials. Data obtained from pre-clinical testing and clinical trials are susceptible to varying interpretations, which may delay, limit or prevent regulatory approval. In addition, regulatory delays or rejections may be encountered as a result of many factors, including changes in regulatory policy during the period of product development. The Resulting Issuer's business and financial condition will be materially and adversely affected by any delays in, or termination of, its clinical trials.

The Resulting Issuer may not be able to obtain the funding to complete the regulatory approval process or it may fail to obtain FDA approval for its products, or regulatory approval in other markets. The Resulting Issuer may never be able to commercialize its vaccine products in the U.S. or other markets.

Safety and Efficacy

Before obtaining marketing approval from regulatory authorities for the sale of our product candidates, we must conduct preclinical studies in animals and extensive clinical trials in humans to demonstrate the safety and efficacy of the product candidates. Clinical testing is expensive and difficult to design and implement, can take many years to complete and has uncertain outcomes. The outcome of preclinical studies and early clinical trials may not predict the success of later clinical trials, and interim results of a clinical trial do not necessarily predict final results. A number of companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in advanced clinical trials due to lack of efficacy or unacceptable safety profiles, despite promising results in earlier trials. We do not know whether the clinical trials we conduct will demonstrate adequate efficacy and safety to result in regulatory approval to market any of our product candidates in any jurisdiction. A product candidate may fail for safety or efficacy reasons at any stage of the testing process. A major risk faced by us is the possibility that none of our product candidates will successfully gain market approval from regulatory authorities, resulting in our inability to derive any commercial revenue from them after investing significant amounts of capital in their development.

Manufacturing Risks

Reliance on Third Party Contract Manufacturers

We have limited manufacturing experience and rely on contract manufacturing organizations ("**CMOs**") over which we have limited control to manufacture our product candidates for preclinical studies and clinical trials. We rely on CMOs for manufacturing, filling, packaging, storing and shipping of drug products in compliance with Good Manufacturing Practices ("GMP") regulations applicable to our products. FDA ensures the quality of drug products by carefully monitoring drug manufacturers' compliance with GMP regulations. The GMP regulations for drugs contain minimum requirements for the methods, facilities and controls used in manufacturing, processing and packing of a drug product. There can be no assurances that CMOs will be able to meet our timetable and requirements. If we are unable to arrange for alternative third-party manufacturing sources on commercially reasonable terms or in a timely manner, we may be delayed in the development of our product candidates. Further, CMOs must operate in compliance with GMP and failure to do so could result in, among other things, the disruption of product supplies. Our dependence upon third parties for the manufacture of our products may adversely affect our profit margins and our ability to develop and deliver products on a timely and competitive basis.

Success of Quality Control Systems

The quality and safety of our vaccine products are critical to the success of our business and operations. As such, it is imperative that our and our service providers' quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by the design of the quality control systems, the quality training program, and adherence by personnel to quality control guidelines.

Regulatory Risks

BioVaxys is operating in a regulated industry where the guidance for acceptable manufacturing and testing of BioVaxys' products and processes is evolving, which creates uncertainties, delays and expense.

Regulatory standards require that BioVaxys produce its products in compliance with current GMP. These requirements, as dictated by the applicable U.S. and European regulatory authorities, adopt the methods for end product standards and methods of analysis, which in the U.S. guidance is published in the United States Pharmacopoeia (similar guidance for Europe is published in the European Pharmacopoeia). The Resulting Issuer will be required to adapt its existing physical facilities, processes and procedures to these standards for the production of its products during clinical testing and for future commercialization. The inability to adapt to these evolving standards will delay its ability to produce product for clinical testing and would delay the Resulting Issuer's ability to enter into clinical trials.

The FDA and other regulatory agencies have substantial discretion in both the product approval process and manufacturing facility approval process

As a result of this discretion and uncertainties about outcomes of testing, we cannot predict at what point, or whether, the FDA or other regulatory agencies will be satisfied with our (or any collaborator's) submissions or whether the FDA or other regulatory agencies will raise questions that may be material and delay or preclude product approval or manufacturing facility approval. In light of this discretion and the complexities of the scientific, medical and regulatory environment, our interpretation or understanding of the FDA's or other regulatory agencies' requirements, guidelines or expectations may prove incorrect, which also could delay further or increase the cost of the approval process.

Our development and commercialization activities and product candidates are significantly regulated by the FDA and other foreign governmental entities should we attempt product registration in those countries.

Regulatory approvals are required prior to each clinical trial and we may fail to obtain the necessary approvals to commence or continue clinical testing. The time required to obtain approval by regulatory authorities is unpredictable but outside special circumstances can typically take many years following the commencement of preclinical studies and clinical trials. Any analysis of data from clinical activities we perform is subject to confirmation and interpretation by regulatory

authorities, which could delay, limit or prevent regulatory approval. Even if our management believes results from our clinical trials are favorable to support the marketing of our product candidates, the FDA or other regulatory authorities may disagree. Approval policies, regulations, or the type and amount of clinical data necessary to gain approval may change during the course of a product candidate's clinical development and may vary jurisdictions. We have not obtained regulatory approval for any product candidate and it is possible that none of our existing product candidates or any future product candidates will ever obtain regulatory approval. We could fail to receive regulatory approval for our product candidates for many reasons, including but not limited to:

- Disagreement with the design or implementation of its clinical trials;
- Failure to demonstrate that a product candidate is safe and effective for its proposed indication;
- Failure of clinical trials to meet the level of statistical significance required for approval;
- Failure to demonstrate that a product candidate's clinical and other benefits outweigh its safety risks;
- Disagreement with our interpretation of data from preclinical studies or clinical trials;
- The insufficiency of data collected from clinical trials of our product candidates to support the submission and filing of a n submission to obtain regulatory approval;
- Deficiencies in the manufacturing processes or the failure of facilities of collaborators with whom we contract for clinical and commercial supplies to pass a pre-approval inspection; or
- Changes in the approval policies or regulations that render our preclinical and clinical data insufficient for approval.
- A regulatory authority may require more information, including additional preclinical or clinical data to support approval, which may delay or prevent approval and our commercialization plans, or we may decide to abandon the development program.
- If we are successful in obtaining approval, regulatory authorities may approve any of our product candidates for fewer or more limited indications than we request, may grant approval contingent on the performance of costly post-marketing clinical trials, or may approve a product candidate with a label that does not include the labeling claims necessary or desirable for the successful commercialization of that product candidate.
- Depending on any safety issues associated with our product candidates that garner approval, the FDA or other authorities may impose a risk evaluation and mitigation strategy, thereby imposing certain restrictions on the sale and marketability of such products.

Although BioVaxys may pursue the FDA's accelerated or priority review programs, we cannot guarantee the FDA will permit us to utilize these pathways or the FDA's review of our application will not be delayed

Even if the FDA agrees to an accelerated or priority review of any of BioVaxys's applications, we may not ultimately be able to obtain approval of our application in a timely fashion or at all. The FDA and foreign health authorities have substantial discretion in the drug and biologics approval processes. Despite the time and expense incurred, failure can occur at any stage, and we could

encounter problems that cause us to abandon clinical trials or to repeat or perform additional preclinical, clinical or manufacturing-related studies. As we accumulate additional clinical data, we will submit it to the FDA and other regulatory agencies, as appropriate, and such data may have a material impact on the approval process.

Commercial/Marketing Risks

BioVaxys is in an early clinical stage biotechnology company that is developing antiviral and anticancer vaccine platforms, and it may never develop or successfully market any products.

Investors must evaluate the Resulting Issuer in light of the expenses, delays, uncertainties and complications typically encountered by development stage biotechnology businesses, many of which BioVaxys already experienced and many of which are beyond its control. These risks can include an inability to generate any meaningful revenues from any other products or services while it works to develop its lead products and technologies, and cutbacks to development programs due to limited cash resources or emerging scientific data related to its lead products, which will require BioVaxys to raise additional capital.

As a result of these and likely continuing challenges of being a development stage biotechnology company that is developing antiviral and anticancer vaccine platforms, the Resulting Issuer's products may never be successfully developed or marketed.

The Resulting Issuer may not be able to compete with other companies, research institutes, hospitals or universities that are developing and producing cancer treatment products and technologies.

Many other companies, research institutes, hospitals and universities are working to develop products and technologies in BioVaxys' specific field of vaccine research. Many of these entities have more experience than BioVaxys does in developing and producing vaccines. Most of these entities also have much greater financial, technical, manufacturing, marketing, distribution and other resources than BioVaxys possesses. BioVaxys believes that numerous pharmaceutical companies are engaged in research and development efforts for products that could directly compete with its products under development. In addition, some of BioVaxys' competitors have already begun testing products and technologies similar to its own. These other entities may succeed in developing products before BioVaxys or that are better than those that BioVaxys is developing. BioVaxys expects competition in its specific area of research to intensify.

Even if BioVaxys' vaccines receive regulatory approval and are determined to be safe and effective, its products may not gain commercial acceptance.

Even if BioVaxys' vaccine technology is safe and effective, there is no guarantee of commercial acceptance. Because its vaccine technology is a new approach to the treatment of cancer and viral infections, it must be accepted by both patients and physicians before it can be successfully commercialized. Due to the nature of the vaccine technology, it requires that current practitioners revise the way they think about infectious disease and cancer treatment. The marketplace of ideas, technologies and information is crowded, and the Resulting Issuer must develop the means to reach

leading specialist physicians in each market with the haptenized vaccines story. Failure to do so will have a material adverse effect on the Resulting Issuer's business and financial condition.

If governmental and insurance reimbursement is not available or is insufficient, a market for BioVaxys' products may never develop or be economically feasible.

The availability of governmental and insurance reimbursements of the costs of the vaccine is critical to ultimate physician and patient acceptance of the autologous vaccine technology. In both the U.S. and other countries, sales of the Resulting Issuer's products will depend in part upon the availability of reimbursement from third-party payors, which include government health administration authorities, managed care providers, and private health insurers. For new products or technologies, reimbursement must be established under existing governmental or insurance regulations or practices. The Resulting Issuer will be required to obtain reimbursement approvals (both governmental and insurance) in each country in which it obtains appropriate regulatory authority to market the autologous vaccines products.

In addition, third-party payors are increasingly challenging the price and examining the cost effectiveness of medical products and services. Significant uncertainty surrounds the reimbursement status of newly approved health care products, and the Resulting Issuer's products may not be considered cost effective by a particular governmental authority or insurer. Adequate third-party reimbursement may not be available to enable the Resulting Issuer to maintain price levels sufficient to realize an appropriate return on its investment in the research and development of its products.

The Resulting Issuer may lose control over the marketing and distribution of its vaccines if it cannot afford to support its products.

The Resulting Issuer may have to depend on third parties to develop, market and distribute its products. It is particularly difficult and expensive to develop and distribute the autologous vaccines products, because they are custom made for each individual patient. The Resulting Issuer may have less control over marketing and distribution activities performed by third parties than if it was performing those functions with its own facilities and employees. This lack of direct control could adversely affect the results of these activities and consequently, the business and financial condition of the Resulting Issuer.

BioVaxys may not be able to control the pricing of its products overseas.

Foreign government regulations and programs will likewise affect foreign pricing opportunities for the Resulting Issuer's products. Virtually all foreign countries regulate or set the prices of pharmaceutical products, which is a separate determination from whether a particular product will be subject to reimbursement under that government's health plans. There are systems for reimbursement and pricing approval in each country and moving a product through those systems is time consuming and expensive.

Current and future legislation may make the Resulting Issuer's products unprofitable.

Current and future legislation can and likely will continue to affect directly the ultimate profitability of pharmaceutical products and technologies. The U.S. and other countries continue to propose and pass legislation designed to reduce the cost of healthcare. Accordingly, legislation and regulations affecting the pricing of the Resulting Issuer's products may change before the products are approved for marketing to the public. Adoption of new legislation and regulations could further limit reimbursement for the Resulting Issuer's products. If third-party payors fail to provide adequate coverage and reimbursement rates for the Resulting Issuer's products, the market acceptance of the products may be adversely affected. In that case, the Resulting Issuer's business and financial condition will suffer. BioVaxys is not aware of any specific legislation or regulation in the U.S. or Europe designed to limit reimbursement for products, but it believes that there is a credible risk that political and budget considerations could change dramatically the funding available for vaccine reimbursement.

Intellectual Property Risks

Risks Related to Potential Inability to Protect Intellectual Property

Our success is heavily dependent upon our intellectual property. We license certain of our intellectual property from third parties and there can be no assurance that we will be able to continue licensing these rights on a continuous basis. We rely upon copyrights, trade secrets, unpatented proprietary know-how and continuing technology innovation to protect the intellectual property that we consider important to the development of our business. We rely on various methods to protect our proprietary rights, including patent applications, confidentiality agreements with our consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of our confidential information. However, despite our efforts to protect our intellectual property rights, unauthorized parties may attempt to copy or replicate our intellectual property. There can be no assurances that the steps taken by us to protect our intellectual property will be adequate to prevent misappropriation or independent third-party development of our intellectual property. It is possible that other companies may try to duplicate our products or production processes. To the extent that any of the above could occur, our revenue could be negatively affected, and in the future, we may have to litigate to enforce our intellectual property rights, which could result in substantial costs and divert our management's attention and our resources.

Protection and Enforcement of our Intellectual Property

Our success will depend in part upon our ability to protect our intellectual property and proprietary technologies and upon the nature and scope of the intellectual property protection we receive. The ability to compete effectively and to achieve partnerships will depend on our ability to develop and maintain proprietary aspects of our technology and to operate without infringing on the proprietary rights of others. The presence of such proprietary rights of others could severely limit our ability to develop and commercialize our products, to conduct existing research and could require financial resources to defend litigation, which may be in excess of our ability to raise such

funds. There is no assurance that our pending patent applications will be approved in a form that will be sufficient to protect our proprietary technology and gain or keep any competitive advantage that we may have or, once approved, will be upheld in any post-grant proceedings brought by any third parties. The patent positions of pharmaceutical companies can be highly uncertain and involve complex legal, scientific and factual questions for which important legal principles remain unresolved. Patents issued to us may be challenged, invalidated or circumvented. To the extent our intellectual property, including licensed intellectual property, offers inadequate protection, or is found to be invalid or unenforceable, we are exposed to a greater risk of direct competition. If our intellectual property does not provide adequate protection against our competitors' products, our competitive position could be adversely affected, as could our business, financial condition and results of operations. Both the patent application process and the process of managing patent disputes can be time consuming and expensive, and the laws of some foreign countries may not protect our intellectual property rights to the same extent as do US patent laws. We will be able to protect our intellectual property from unauthorized use by third parties only to the extent that our proprietary technologies, key products, and any future products are covered by valid and enforceable intellectual property rights including patents or are effectively maintained as trade secrets, and provided we have the funds to enforce our rights, if necessary.

Third Party License Risk

We may require third-party licenses to effectively develop and manufacture our key products or future technologies and we are currently unable to predict the availability or cost of such licenses A substantial number of patents have already been issued to other biotechnology and pharmaceutical companies. To the extent that valid third-party patent rights cover our products or services, we or our strategic collaborators would be required to seek licenses from the holders of these patents in order to manufacture, use or sell these products and services, and payments under them would reduce our profits from these products and services. We are currently unable to predict the extent to which we may wish or be required to acquire rights under such patents, the availability and cost of acquiring such rights, and whether a license to such patents will be available on acceptable terms or at all. There may be patents in the US or in foreign countries or patents issued in the future that are unavailable to license on acceptable terms. Our inability to obtain such licenses may hinder or eliminate an ability to manufacture and market products.

Disclosure of Proprietary Information and Trade Secrets to Third Parties

Due to our reliance on third parties to develop our products, we must share trade secrets with them. We seek to protect our proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, collaborative research agreements, consulting agreements or other similar agreements with our collaborators, advisors, employees and consultants prior to beginning research or disclosing proprietary information. These agreements typically restrict the ability of our collaborators, advisors, employees and consultants to publish data potentially relating to our trade secrets. Academic and clinical collaborators typically have rights to publish data, provided that we are notified in advance and may delay publication for a specified time in order to secure intellectual property rights arising from the collaboration. In other cases, publication rights are controlled exclusively by us, although in some cases we may share

these rights with other parties. We may also conduct joint research and development programs which may require us to share trade secrets under the terms of research and development collaborations or similar agreements. Despite our efforts to protect our trade secrets, our competitors may discover our trade secrets, either through breach of these agreements, independent development or publication of information including our trade secrets in cases where we do not have proprietary or otherwise protected rights at the time of publication. A competitor's discovery of our trade secrets may impair our competitive position and could have a material adverse effect on our business and financial condition.

Other Risks

The Resulting Issuer will be heavily dependent on its founders and current management team.

BioVaxys is dependent upon its founders and management team to obtain funding for the research and development of its products, to decide which of its products to promote, to shepherd the products through the clinical trial and regulatory approval process, and to stimulate business development and seek out new products and technologies for development. In addition, BioVaxys' current financial condition makes it more difficult for it to retain its current executives and recruit key employees.

BioVaxys is heavily dependent upon the personal reputation and personal contacts of its Chief Medical Officer, and the loss of his services could materially adversely affect its plan of operation.

BioVaxys is leveraging its know-how of haptenized cell vaccines developed by one of its founders, Dr. David Berd, while at Thomas Jefferson University in Philadelphia, Pennsylvania, and from his experience with the former Avax Technologies, Inc., The acceptance of the haptenized vaccine technology is highly dependent upon the personal reputation and the personal contacts of Dr. Berd. Dr. Berd is also critical in guiding the technology through the regulatory process in both the U.S. and Europe. If BioVaxys lost his services, the development of its technology could be significantly slower and less successful that it otherwise would be with his services, which would in turn materially adversely affect the Resulting Issuer's business and financial condition.

The trading volume of the Common Shares is relatively low and a more active market may never develop.

The average daily trading volume in the Common Shares varies significantly, but is usually low. This low average volume and low average number of transactions per day may affect the ability of the Resulting Issuer's shareholders to sell their Common Shares in the public market at prevailing prices. A more active trading market for the Resulting Issuer's common shares may never develop.

The Resulting Issuer may become party to litigation

The Resulting Issuer may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Resulting Issuer becomes involved be determined against the Resulting Issuer such a decision could adversely affect the Resulting Issuer's ability to continue operating and the market price of the Common Shares and could use significant resources. Even if the Resulting Issuer is involved in litigation and wins, litigation can consume significant Resulting Issuer resources.

17.3 – General Operational Risks

Conflict of Interest

Certain directors and senior officers of the Resulting Issuer may, from time to time, be employed by or affiliated with organizations that have entered into agreements with the Resulting Issuer. As disputes may arise between these organizations and the Resulting Issuer, or certain organizations may undertake or have undertaken research with competitors of the Resulting Issuer, there exists the possibility for such persons to be in a position of conflict. Any decision or recommendation made by these persons involving the Resulting Issuer will be made in accordance with his or her duties and obligations to deal fairly and in good faith with the Resulting Issuer and such other organizations. In addition, as applicable, such directors and officers will refrain from voting on any matter in which they have a conflict of interest.

Limited Operating History and Lack of Profits

BioVaxys is an early-stage biopharmaceutical company with a limited operating history. The likelihood of success of BioVaxys' business plan must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with developing and expanding early-stage businesses and the regulatory and competitive environment in which BioVaxys operates. Biopharmaceutical product development is a highly speculative undertaking, involves a substantial degree of risk and is a capital-intensive business. Therefore, BioVaxys expects to incur expenses without any meaningful corresponding revenues unless and until it is able to obtain regulatory approval and subsequently sell its products in significant quantities. To date, BioVaxys has not generated any revenue from its products. BioVaxys has incurred losses and anticipates that its losses will increase as it continues its development and clinical trials and seeks regulatory approval for the sale of its therapeutic product. There can be no assurance that it will have earnings or positive cash flow in the future. Further, even if BioVaxys is able to commercialize any of its product candidates, there can be no assurance that BioVaxys will generate significant revenues or ever achieve profitability.

BioVaxys expects to continue to incur substantial losses for the foreseeable future, and these losses may be increasing. BioVaxys is uncertain about when or if it will be able to achieve or sustain

profitability. If BioVaxys achieves profitability in the future, it may not be able to sustain profitability in subsequent periods.

Uninsured Risks

The Resulting Issuer 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 Resulting Issuer may incur liabilities to third parties (in excess of any insurance coverage) arising from any damage or injury caused by the Resulting Issuer's operations.

Market for Securities and Volatility of Share Price

There can be no assurance that an active trading market in the Resulting Issuer's securities will be established or sustained. The market price for the Resulting Issuer'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 Resulting Issuer. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Competition

The Resulting Issuer faces competition from other biotechnology and pharmaceutical companies and its operating results will suffer if the Resulting Issuer fails to compete effectively. The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant technological change. The Resulting Issuer's potential competitors globally include large, well established pharmaceutical companies and specialty pharmaceutical sales and marketing companies. Many of these competitors have substantially greater name recognition, commercial infrastructures and financial, technical and personnel resources than the Resulting Issuer. If the Resulting Issuer is not able to compete effectively against its current and future competitors, its business will not grow and its financial condition and operations will suffer.

Fluctuating Prices

The Resulting Issuer's revenues, if any, are expected to be in large part derived from products and services. Factors beyond the control of the Resulting Issuer including, but not limited to, international economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates and global and local economic health and trends, may impact the price of such products and services. There is no assurance that the Resulting Issuer will always be able to reduce the risk or minimize the effect of any such fluctuations.

Key Person Insurance

The Resulting Issuer does not maintain key person insurance on any of its officers, and as a result, the Resulting Issuer would bear the full loss and expense of hiring and replacing any officer in the

event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Resulting Issuer from such loss of any officer.

Currency Exchange Risks

In the event that a market for BioVaxys' products develop in a foreign market and income is received in a foreign currency or if BioVaxys has payables in a foreign currency, BioVaxys would be exposed to fluctuations of such currency as compared to the Canadian and United States dollar.

Additional Securityholder Risk

There is no risk that securityholders of the Issuer may become liable to make an additional contribution beyond the price of the security.

Other Risks

Subject to the risk factors set out under Section 17.1, 17.2 and 17.3 above, there are no other material risk factors that a reasonable investor would consider relevant to an investment in the Common Shares.

18. PROMOTERS

James Passin is a promoter of the Issuer. James Passin has ownership and control of 12,467,333 common shares, representing 16.8% of the issued and outstanding shares of the Issuer as of the date of this Listing Statement. James Passin does not beneficially own, directly or indirectly, or exercise control over, any voting or equity securities in any subsidiaries of the Issuer. Pursuant to the Transaction, James Passin sold his interest in BioVaxys Inc. to the Issuer in exchange for the issuance of 12,417,333 common shares.

For further information regarding James Passin, please refer to Section 13 – Directors and Officers and Section 15 – Executive Compensation..

19. LEGAL PROCEEDINGS

19.1-Legal Proceedings

There are no legal proceedings material to the Issuer to which the Issuer or a subsidiary of the Issuer is a party or of which any of their respective property is the subject matter and no such proceedings are known to the Issuer to be contemplated.

19.2 –Regulatory Actions

There are no:

a. penalties or sanctions imposed against the Issuer by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date hereof;

b. other penalties or sanctions imposed by a court or regulatory body against the Issuer necessary to contain full, true and plain disclosure of all material facts relating to the securities being listed; or

c. settlement agreements the Issuer entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date hereof.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Pursuant to the Transaction, James Passin, Ken Kovan and David Berd (each of whom is now a director or officer of the Issuer) were issued 12,417,333 Common Shares, 6,037,800 Common Shares and 4,696,067 Common Shares and will receive compensation for services provided to the Issuer. For further details on Messrs Passin, Kovan and Berd please see Item 3.1 and Item 15.

Other than otherwise disclosed above, no director or executive officer of the Issuer, or shareholder beneficially owns, or controls or direct, directly or indirectly, more than 10% of the outstanding Common Shares, or any known associates or affiliates of such persons, has or has had any material interest, direct or indirect, in any transaction or in any proposed transaction that has materially affected or is reasonably expected to materially affect the Issuer or a subsidiary of the Issuer.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

21.1 – Auditors

The auditor of the Issuer is Dale Matheson Carr-Hilton Labonte LLP, located at 1500 - 1140 West Pender Street, Vancouver, British Columbia V6E 4G1.

21.2 – Transfer Agent and Registrar

The transfer agent and registrar of the Issuer is the Odyssey Trust Company, located at United Kingdom Building, 323 – 409 Granville Street, Vancouver, British Columbia V6C 1T2.

22. MATERIAL CONTRACTS

22.1 – Material Contracts of the Issuer

The Issuer and BioVaxys have not entered into any material contracts within the two years before the date of this Listing Statement, other than contracts entered into in the ordinary course of business except:

1) the Share Exchange Agreement (see Item 3.1 – *General Development of the Business*); and

2) the Escrow Agreement (see Item 11 – *Escrowed Securities and Securities Subject to Resale Restrictions*).

Copies of the Share Exchange Agreement and Escrow Agreement are available on SEDAR under the Issuer's profile, at www.sedar.com.

22.2 – Special Agreements

The Issuer is not a party to any co-tenancy, unitholders' or limited partnership agreement.

23. INTEREST OF EXPERTS

23.1 – Names of Experts

Dale Matheson Carr-Hilton Labonte LLP prepared the auditor's reports for the Lions Bay Audited Financial Statements, attached hereto as Schedule "C".

Dale Matheson Carr-Hilton Labonte LLP, the Issuer's auditor, is independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

23.2 – Interest of Experts

No person or corporation whose profession or business gives authority to a statement made by the person or corporation and who is named as having prepared or certified a part of this Listing Statement or as having prepared or certified a report or valuation described or included in this Listing Statement holds any beneficial interest, direct or indirect, in any securities or property of the Issuer or a Related Person to the Issuer.

24. OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein that are necessary to be disclosed in order for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Common Shares and the Issuer.

25. FINANCIAL STATEMENTS

The Issuer's Unaudited Interim Financial Statements for the interim period ended April 30, 2020 are attached hereto as Schedule "A".

The Issuer's Audited Annual Financial Statements for the fiscal year ended October 31, 2019 are attached hereto as Schedule "C".

The Issuer's Proforma Financial Statements as at April 30, 2020 (after giving effect to the Transaction and the Offering) are attached hereto as Schedule "E".

26. ADDITIONAL INFORMATION

Additional information relating to the Issuer is on SEDAR at www.sedar.com. Shareholders may contact the Issuer at 905 West Pender Street, Suite 503, Vancouver, British Columbia V6C 1L6. (Telephone: (604) 262-8835) to request copies of the Issuer's financial statements and MD&A or a copy of this Listing Statement..

SCHEDULE "A"
LIONS BAY UNAUDITED INTERIM FINANCIAL STATEMENTS
FOR THE PERIOD ENDED APRIL 30, 2020

LIONS BAY MINING CORP.

Condensed Interim Financial Statements
For the Six Months Ended April 30, 2020

(Unaudited - Expressed in Canadian dollars)

Lions Bay Mining Corp.
Condensed Interim Statements of Financial Position
(Unaudited - Expressed in Canadian dollars)

As at		April 30, 2020		October 31, 2019
ASSETS				
CURRENT ASSETS				
Cash	$	167,930	$	228,980
GST receivable		2,746		2,284
Advances (note 5)		28,235		-
		198,911		231,264
Mineral property interests (note 6)		65,000		75,000
TOTAL ASSETS	**$**	**263,911**	**$**	**306,264**
LIABILITIES AND SHAREHOLDERS' EQUITY				
CURRENT LIABILITIES				
Accounts payable	$	80,835	$	37,820
Accrued liabilities		5,000		18,332
Due to related parties (note 7)		87,000		60,000
TOTAL LIABILITIES		**172,835**		**116,152**
SHAREHOLDERS' EQUITY				
Share capital (note 8)		571,309		571,309
Reserves (note 8)		9,005		10,150
Deficit		(489,238)		(391,347)
TOTAL SHAREHOLDERS' EQUITY		91,076		190,112
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**$**	**263,911**	**$**	**306,264**

Going concern *(note 2)*
Subsequent Events *(notes 5, 8 and 10)*

These condensed interim financial statements were authorized for issue by the Board of Directors on August 18, 2020. They are signed on the Company's behalf by:

/s/ Jeremy Poirier
_____,
Director

/s/ William Heenan
_____,
Director

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

Lions Bay Mining Corp.
Condensed Interim Statements of Comprehensive Loss
(Unaudited - Expressed in Canadian dollars)

	Three months ended April 30, 2020	Three months ended April 30, 2019	Six Months ended April 30, 2020	Six months ended April 30, 2019
OPERATING EXPENSES				
General and administrative expenses	$ 69	$ 1,464	$ 213	$ 1,931
Investor relations	7,680	415	7,680	785
Management and consulting fees (note 7)	13,500	24,031	27,000	47,931
Meals and entertainment	-	2,368	3,718	2,368
Professional fees	36,172	19,455	47,209	44,993
Transfer agent, regulatory and listing fees	6,054	11,030	11,264	26,199
Travel and accommodation	1,941	-	1,941	-
	(65,416)	(58,763)	(99,025)	(124,207)
OTHER INCOME (LOSS)				
Foreign exchange loss	(9)	(198)	(11)	(198)
Interest income	-	8	-	8
	(9)	(190)	(11)	(190)
COMPREHENSIVE LOSS	**$ (65,425)**	**$ (58,953)**	**$ (99,036)**	**$ (124,397)**
Loss per share, basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Weighted average number of common shares outstanding	21,454,856	21,328,988	21,454,856	19,978,288

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

Lions Bay Mining Corp.
Condensed Interim Statements of Shareholders' Equity (Deficit)
(Unaudited - Expressed in Canadian dollars)

	Number of outstanding shares[1]	Share capital	Reserve	Deficit	Total shareholders' equity (deficit)
Balance, October 31, 2018	**11,020,000**	**$ 75,004**	**$ 10,305**	**$ (161,226)**	**$ (75,917)**
Shares issued pursuant to private placement	10,000,000	500,000	-	-	500,000
Share issuance costs	-	(18,170)	5,570	-	(12,600)
Exercise of stock options	500,000	11,975	(5,725)	-	6,250
Exercise of warrants	50,000	2,500	-	-	2,500
Comprehensive loss	-	-	-	(124,397)	(124,397)
Balance, April 30, 2019	**21,570,000**	**$ 571,309**	**$ 10,150**	**$ (285,623)**	**$ (295,836)**
Exercise of stock options	2,496	-	-	-	-
Shares cancelled	(117,640)	-	-	-	-
Comprehensive loss	-	-	-	(105,724)	(105,724)
Balance, October 31, 2019	**21,454,856**	**$ 571,309**	**$ 10,150**	**$ (391,347)**	**$ 190,112**
Forfeited stock options	-	-	(1,145)	1,145	-
Comprehensive loss	-	-	-	(99,036)	(99,036)
Balance, April 30, 2020	**21,454,856**	**$ 571,309**	**$ 9,005**	**$ (489,238)**	**$ 91,076**

(1) Number of outstanding shares retroactively updated for 2:1 share split (note 8)

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

(Unaudited - Expressed in Canadian dollars)

For the six months ended	April 30, 2020	April 30, 2019
OPERATING ACTIVITIES		
Net loss	**$** (99,036)	**$** (124,397)
Net changes in non-cash working capital items:		
GST receivable	(462)	1,585
Prepaid expenses	-	4,862
Accounts payable and accrued liabilities	29,683	25,842
Due to related parties	27,000	(63,000)
Other receivables	-	(990)
Cash used in operating activities	**(42,815)**	**(156,098)**
INVESTING ACTIVITIES		
Funds advanced	(28,235)	-
Proceeds from mineral property option	10,000	-
Cash used investing activities	**(18,235)**	-
FINANCING ACTIVITIES		
Repayment of advances from former parent	-	(52,060)
Proceeds from issuance of common shares, net	-	487,400
Proceeds from warrants exercised	-	2,500
Proceeds from stock options exercised	-	6,250
Cash provided by financing activities	**-**	**444,090**
Change in cash	(61,050)	287,992
Cash, beginning of period	228,980	15,649
Cash, end of the period	**$ 167,930**	**$ 303,641**

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

1. NATURE OF OPERATIONS

Lions Bay Mining Corp. (the "Company") was a wholly owned subsidiary of Bearing Lithium Corp. ("Bearing") and was incorporated on April 25, 2018, pursuant to the provisions of the Business Corporations Act of BC. The Company is a mineral exploration company. The Company's shares trade on the Canadian Securities Exchange (the "CSE") under the symbol "LBM". The registered and records office is located at Suite 2600, 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1.

On July 19, 2018, the Board of Directors of Bearing approved a statutory arrangement (the "Arrangement") where it distributed the shares of the Company to the shareholders of Bearing on the basis of 0.049921 of the Company's shares for 1 common share of Bearing. The arrangement resulted in participating shareholders of Bearing holding, immediately following completion of the arrangement, 50% of the outstanding common shares in proportion to their holdings of common shares of Bearing and Bearing holding the remaining 50%. In accordance with the terms of the Arrangement, each holder of Bearing's options and warrants is entitled to receive a replacement option and warrant, each replacement option or warrant entitles the holder to acquire 0.049921 common share of the Company. At the time of the Arrangement, Bearing had a total of 185,228 outstanding warrants and 3,835,000 outstanding options. As a result of the Arrangement, the Company issued 11,020,000 shares, 382,892 stock options and 18,492 warrants. As at April 30, 2020, Bearing held nil% of the outstanding common shares.

Prior to the distribution, Bearing transferred, to the Company, its interest in (the "Fish Lake Project") located in Fish Lake Valley, central-western Nevada as well as the Bearing's interest in 4 additional mineral properties located in the Yukon, Canada (note 6).

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The Company has implemented safety and physical distancing procedures, including working from home where possible and ceased all travel. The Company will continue to monitor the impact of the COVID-19 outbreak, the duration and impact which is unknown at this time, as is the efficacy of any intervention. 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 Company and its operations in future periods.

2. BASIS OF PREPARATION

(a) Statement of compliance

These condensed interim financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standards ("IAS") 34 – Interim Financial Reporting. The accounting policies followed in these condensed interim financial statements are consistent with those of the previous financial year.

These condensed interim financial statements were approved and authorized by the Board of Directors on August 18, 2020.

(b) Basis of preparation

These condensed interim financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for the cash flow information.

2. BASIS OF PREPARATION (continued)

(c) Going concern of operation

These condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. The Company's ability to continue as a going concern and realize the carrying value of its assets is dependent on its ability to raise capital through equity and debt financing, the outcome of which cannot be predicted at this time. These matters indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These condensed interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

(d) Functional and presentation currency

These condensed interim financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

With the exception of the recently adopted accounting policy (note 4), these condensed interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited annual financial statement for the fiscal year ended October 31, 2019.

4. RECENT ACCOUNTING PRONOUNCEMENTS

Changes in significant accounting policies and adoption of a new accounting standard

The Company adopted the requirements of IFRS 16 effective November 1, 2019. This new standard replaces IAS 17 Leases and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract based on whether the customer controls the asset. Control is considered to exist if the customer has the right to obtain substantially all the economic benefits from the use of an identified asset and the right to direct the use of that asset. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets.

Upon adoption, the Company has elected to apply the available exemptions as permitted by IFRS 16 to recognize a lease expense on a straight-line basis for short-term leases (lease term of 12 months or less) and low value assets. The Company has also elected to apply the practical expedient whereby leases whose term ends within 12 months of the date of initial application would be accounted for in the same way as short-term leases.

Upon the adoption of IFRS 16, the Company was not required to recognize any right-of-use assets and lease liabilities, as the Company had no leases outstanding.

4. RECENT ACCOUNTING PRONOUNCEMENTS (continued)

For any new contracts entered on or after November 1, 2019, the Company considers whether a contract is or contains a lease. A lease is defined as "a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration". To apply this definition, the Company assesses whether the contract meets three key evaluations, which are whether:

i. The contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company.
ii. The Company has the right to obtain substantially all the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract.
iii. The Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct "how and for what purpose" the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the statement of financial position. The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease, if that rate is readily available. If the interest rate implicit in the lease is not readily available, the Company discounts using the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in-substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term. On the statement of financial position, right-of-use assets have been included under non-current assets and lease liabilities have been included under current and non-current liabilities.

5. ADVANCES

On April 17, 2020, the Company entered into a non-binding letter of intent to acquire BioVaxys Inc. ("BioVaxys") a private Delaware corporation. The Company agreed to provide BioVaxys with a secured bridge loan facility of up to US$200,000 bearing interest at a rate of 9%. At April 30, 2020, $28,235 (US$20,000) had been advanced and a second tranche of up to US$180,000 to be made available for draw down following the execution of a definitive agreement. Subsequent to April 30, 2020, a definitive agreement was executed and an additional US$100,000 was advanced. (note 11).

(Unaudited - Expressed in Canadian dollars)

6. MINERAL PROPERTY INTERESTS

On July 19, 2018, immediately prior to the closing of the Arrangement, the Company and Bearing entered into an Asset Purchase Agreement pursuant to which the Company acquired Bearing's interest in the Fish Lake Project located in Nevada, USA and Bearing's interests in the HY and Jay, VM and VBA properties located in the Yukon, Canada (collectively, the "North America Assets").

	Fish Lake Valley	Yukon	Total
Balance, October 31, 2018	**$ 75,000**	**$ 4**	**$ 75,004**
Impairment	-	(4)	(4)
Balance, October 31, 2019	**$ 75,000**	**$ -**	**$ 75,000**
Option proceeds	(10,000)	-	(10,000)
Balance, April 30, 2020	**$ 65,000**	**$ -**	**$ 65,000**

Fish Lake Valley property

On September 27, 2017, as amended on May 2, 2018, September 21, 2018 and February 3, 2020, Bearing entered into an Option Agreement with American Battery Metals Corp. ("American Battery Metals") whereby American Battery Metals has the option to acquire a 50% interest in the Fish Lake Project (the "Option Agreement"). Bearing transferred its interest in the Fish Lake Project and the Option Agreement to the Company under the Asset Purchase Agreement.

Pursuant to the Option Agreement, to exercise its option, American Battery Metals was required to:

- make a cash payment in the initial amount of $20,000 (received by Bearing);
- issue 20,000 common shares (received by Bearing);
- make a cash payment of $10,000 for the amendment dated February 3, 2020 (received by the Company); and
- issue an additional 3,000,000 common shares to the Company on or before September 25, 2020.

American Battery Metals must incur an aggregate of $1,500,000 in exploration expenditures on the Fish Lake Project as follows:

- $60,000 on or before September 25, 2018 (incurred);
- $440,000 on or before June 30, 2020; and
- $1,000,000 on or before September 25, 2020.

If American Battery Metals exercises the option, the Company and American Battery Metals will form a joint venture on terms to be negotiated by the parties.

Yukon

On December 23, 2016, Bearing entered into an agreement with Golden Predator Mining Corp. ("Golden"), pursuant to which Golden has agreed to purchase all the Company's interest in certain mineral claims in the Yukon Territory. As partial consideration for the purchase agreement, Golden will pay an aggregate fee of $275,000, payable over 48 months from the execution date of the purchase agreement plus additional compensation.

On April 2, 2019, the Company terminated the property purchase agreement entered into with Golden. During the year ended October 31, 2019, the Company impaired the Yukon claims and wrote off related book value of $4.

(Unaudited - Expressed in Canadian dollars)

7. RELATED PARTY TRANSACTIONS

The Company and Bearing, its former parent company, entered into the Arrangement (note 1). The Arrangement provides for the transfer from Bearing of mineral property interests (note 6) to the Company, a wholly-owned subsidiary, and the immediate distribution of a controlling interest in the common shares of the Company to the shareholders of Bearing as at July 19, 2018. The shareholders of Bearing, at the completion of the Arrangement, continued to collectively own the interest in Bearing's assets, albeit through an altered corporate structure. During the year ended October 31, 2019, Bearing's ownership decreased to nil%.

Key management compensation

Key management consists of the Officers and Directors who are responsible for planning, directing and controlling the activities of the Company. The following expenses were incurred to the Company's key management:

	Three months ended April 30, 2020	Three months ended April 30, 2019	Six months ended April 30, 2020	Six months ended April 30, 2019
Management and consulting fees	$ 13,500	$ 13,500	$ 27,000	$ 27,000
	$ 13,500	**$ 13,500**	**$ 27,000**	**$ 27,000**

As at April 30, 2020, the Company was indebted to the related parties for a total of $87,000 (October 31, 2019 - $60,000). The amount is non-interest bearing and has no terms of repayments.

8. SHARE CAPITAL

(a) Authorized common shares

Unlimited number of common shares without par value authorized for issue.

(b) Forward Stock-split

Effective April 29, 2020, the Company completed a forward split of its issued and outstanding common shares on the basis of two-for-one stock split of the Company's common shares. Shareholders received two new common shares for every one common share held. All references to share and per shares amounts in these condensed interim financial statements have been retroactively restated.

(c) Issued

There were no shares issuances during the six months ended April 30, 2020.

(Unaudited - Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

(c) Issued (continued)

Share capital activity for the year ended October 31, 2019:

(i) On November 21, 2018, the Company issued 10,000,000 units for proceeds of $500,000. Each unit consists of one common share and one warrant exercisable for a period of 2 years at an exercise price of $0.05 per share. The Company paid cash commissions of $12,210, other share issuance costs of $390 and issued 244,200 brokers' warrants with a fair value of $5,570. The brokers' warrants are exercisable for a period of 2 years at an exercise price of $0.05 per share. The brokers' warrants were valued using the following Black-Scholes Option Pricing Model assumptions: risk free rate of 2.23%, estimated annualized volatility of 75.55%, expected life of 2 years, exercise price of $0.05, expected dividend yield of 0% and share price of $0.105.

(ii) During the year ended October 31, 2019, 500,000 stock options were exercised for an exercise price of $0.0125 for proceeds of $6,250. Pursuant to the exercise, the Company reclassified $5,725 from reserves to share capital.

(iii) During the year ended October 31, 2019, 50,000 common share purchase warrants were exercised for an exercise price of $0.05 for proceeds of $2,500.

(iv) Pursuant to the Arrangement (note 1), the Company issued 382,892 stock options ("Bearing Options") which would be exercised concurrently with the exercise of the related Bearing stock option from under which the entitlement was granted. During the year ended October 31, 2019, 50,000 Bearing Options were exercised which triggered 2,496 common shares of the Company to be issued.

(v) During the year ended October 31, 2019, pursuant to the Arrangement (note 1), the Company cancelled and returned to treasury 117,640 common shares, which related to the cancellation of Bearing shares from under which the original Company shares were issued. Following completion of a merger between Li3 Energy Inc. ("Li3") and Bearing on September 28, 2017, the Li3 shareholders had 2 years to exchange their shares. As of September 28, 2019, any former shareholders of Li3 who did not exchange their shares, ceased to have any entitlement to common shares of Bearing and the related common shares of the Company.

(d) Stock options

The Company has a stock option plan (the "Plan") that permits the grant of share purchase options up to 10% of the issued and outstanding common shares of the Company to directors, officers, key employees and consultants. Terms and pricing of options are determined at the date of grant in accordance with the Plan. Stock option transactions and the number of stock options outstanding are summarized below:

	Number	Weighted Average Exercise Price ($)
Balance, October 31, 2018	**1,282,892**	**0.013**
Exercised	(502,496)	0.0125
Expired	(53,416)	0.014
Cancelled	(9,984)	0.0175
Balance, October 31, 2019	**716,996**	**0.014**
Forfeited	(100,000)	0.013
Balance, April 30, 2020	**616,996**	**0.013**

(Unaudited - Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

(d) Stock options (continued)

Date of Expiry	Exercise Price ($)	Number of Options Issued and Exercisable
October 6, 2021 (1)	0.0199	119,808
October 24, 2021 (1)	0.0065	59,906
December 2, 2021	0.0125	12,480
January 4, 2022	0.0138	12,480
January 5, 2022	0.0155	12,480
January 6, 2022	0.0145	22,464
May 4, 2022 (1)	0.0095	62,402
May 25, 2022	0.0207	14,976
July 5, 2023	0.0125	300,000
Balance, April 30, 2020		**616,996**

(1) Subsequent to April 30, 2020, 35,448 stock options at exercise prices ranging from $0.0065 to $0.0199 were forfeited.

As of April 30, 2020, the weighted average remaining life for outstanding options was 2.35 years.

(e) Common share purchase warrants

Common share purchase warrants transactions and the number of common share purchase warrants outstanding are summarized below:

	Number	Weighted Average Exercise Price ($)
Balance, October 31, 2018	18,492	0.02
Issued	10,000,000	0.05
Exercised	(50,000)	0.05
Expired	(18,492)	0.02
Balance, October 31, 2019 and April 30, 2020	**9,950,000**	**0.05**

Expiry Date	Exercise Price ($)	Number of Warrants Issued and Exercisable
November 21, 2020 (1)	0.05	9,950,000
Balance, April 30, 2020		**9,950,000**

(1) Subsequent to April 30, 2020, 4,615,000 warrants were exercised for proceeds of $230,750.

(Unaudited - Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

(f) Brokers' warrants

Brokers' warrants transactions and the number of brokers' warrants outstanding are summarized below:

	Number	Weighted Average Exercise Price ($)
Balance, October 31, 2018	**-**	**-**
Issued	244,200	0.05
Balance, October 31, 2019 and April 30, 2020	**244,200**	**0.05**

Expiry Date	Exercise Price ($)	Number of Warrants Issued and Exercisable
November 21, 2020	0.05	244,200
Balance, April 30, 2020		**244,200**

(g) Reserves

The reserve records items recognized as share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

9. FINANCIAL INSTRUMENTS

Fair value

As at April 30, 2020, the Company's financial instruments consist of cash, advances, accounts payable, and due to related parties. The fair values of these financial instruments approximate their carrying values because of their current nature.

IFRS 13, *Fair Value Measurement*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.
- Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).
- Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable market data.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The functional and reporting currency of the Company is the Canadian dollar. The Company is not exposed to significant foreign exchange risk.

9. FINANCIAL INSTRUMENTS (continued)

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. The does not have significant exposure to credit risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at April 30, 2020, the Company is not exposed to significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date.

As of April 30, 2020, the Company had cash of $167,930, accounts payable of $80,835, accrued liabilities of $5,000 and due to related parties of $87,000. The Company's accounts payable and accrued liabilities are due within 90 days. Amounts due to related party are due on demand. The Company addresses its liquidity through debt and equity financing obtained through the sale of common shares and the exercise of warrants and options. There is no assurance that it will be able to do so in the future. Liquidity risk is assessed as high.

10. SUBSEQUENT EVENT

On June 2, 2020, the Company executed a share exchange agreement (the "Definitive Agreement") with BioVaxys whereby the Company will acquire all of the issued and outstanding shares of common stock of BioVaxys (the "Proposed Transaction"). Pursuant to the Proposed Transaction, the security holders and certain advisors of BioVaxys will receive an aggregate of 29,000,000 common shares in the capital of the Company. In addition, as part of the Proposed Transaction the Company has agreed to advance US$200,000 (note 5) to BioVaxys, which shall be repayable by BioVaxys in the event the Proposed Transaction doesn't not complete.

It is anticipated that the Proposed Transaction will constitute a "change of business" (a "COB") of the Company in accordance with the policies of the CSE and will require the approval of the CSE. As a result, the Company will be required to prepare and file a listing statement containing disclosure on the Proposed Transaction and BioVaxys. Following completion of the Proposed Transaction, the Company intends to change its name to "BioVaxys Inc".

Closing of the Proposed Transaction is subject to the satisfaction of customary closing conditions including regulatory and shareholder approvals, exercise of certain stock purchase warrants of BioVaxys and exchange of certain shares, consent to the transfer of a license agreement from BioVaxys to the Company upon closing.

SCHEDULE "B"
LIONS BAY MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED APRIL 30, 2020

This Management Discussion & Analysis ("MD&A") is provided to enable the reader to assess the financial condition and results of operations of Lions Bay Mining Corp. ("Lions Bay" or the "Company") for the six months ended April 30, 2020.

This MD&A should be read in conjunction with the unaudited condensed interim financial statements ("financial statements") for the six months ended April 30, 2020 and the audited financial statements for the year ended October 31, 2019, prepared in accordance with international financial reporting standards ("IFRS") as issued by the international accounting standards board ("IASB"). This MD&A complements and supplements but does not form part of the Company's condensed interim financial statements.

This MD&A contains forward-looking statements. Statements regarding the adequacy of cash resources to carry out the Company's exploration programs, proposed transaction or the need for future financing are forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language on page 13. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

This MD&A is prepared in conformity with National Instrument 51-102F1. All dollar amounts referred to in this discussion and analysis are expressed in Canadian dollars except where indicated otherwise. This MD&A has considered information available up to and including June 24, 2020.

BUSINESS OVERVIEW

The Company was a precious metals exploration company which was focused on North American assets which include the Company's current interest in the Fish Lake Project.

On July 19, 2018, the Board of Directors of Bearing Lithium Corp. ("Bearing") approved a statutory arrangement (the "Arrangement") where it distributed the shares of the Company to the shareholders of Bearing on the basis of 0.049921 of Lions Bay shares for each common share of Bearing they own. The arrangement resulted in participating shareholders of Bearing holding, immediately following completion of the arrangement, 50% of the outstanding common shares in proportion to their holdings of common shares of the Company and Bearing holding the remaining 50%. As at October 31, 2019, Bearing held nil% of the outstanding common shares.

Prior to the distribution, Bearing transferred to the Company, its interest in 81 lode claims (the "Fish Lake Project") located in Fish Lake Valley, central-western Nevada as well as the Bearing's interest in four additional mineral properties located in the Yukon, Canada.

On June 2, 2020, the Company executed a share exchange agreement (the "Definitive Agreement") with BioVaxys Inc. ("BioVaxys) whereby the Company will acquire all of the issued and outstanding shares of common stock of BioVaxys (the "Proposed Transaction"). BioVaxys is a clinical-stage immunotherapeutics company developing vaccine platforms for SARS-CoV-2 and various cancers. (*Refer to: Proposed Transaction*)

The Company will need additional funding in the near future through either equity or debt financing to acquire new projects and further develop its existing assets. Many factors influence the Company's ability to raise funds, including the health of the capital market, the climate for investment and the Company's track record. Actual funding requirements may vary from those planned due to several factors, including the funding of new projects. Management is approaching all identifiable sources of equity capital, but there is no guarantee that the Company will be able to secure additional financings in the future at terms that are favourable.

HIGHLIGHTS

- On October 22, 2019, Patrick Cussen resigned from the Board of Directors.

- Effective April 29, 2020, the Company completed a forward split of its issued and outstanding common shares on the basis of a two-for-one (2:1) stock split of the Company's common shares. Shareholders received two new shares for every one common share held (the "Split"). All references to share and per shares amounts in this MD&A have been retroactively restated to reflect the Split.

- On April 17, 2020, the Company entered into a non-binding letter of intent to acquire BioVaxys a private Delaware corporation. BioVaxys is a clinical-stage immunotherapeutics company developing vaccine platforms for SARS-CoV-2 and various cancers. On June 2, 2020 a definitive agreement was executed (*Refer to: Proposed Transaction*).

- In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The Company has implemented safety and physical distancing procedures, including working from home where possible and ceased all travel. The Company will continue to monitor the impact of the COVID-19 outbreak, the duration and impact which is unknown at this time, as is the efficacy of any intervention. 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 Company and its operations in future periods.

MINERAL PROPERTIES

The company currently retains 5 mineral properties, with 4 in the Yukon Canada and 1 in Nevada. The Yukon properties include the, HY Jay, VM, VBA and Big properties and the Nevada property is located at Fish Lake in Esmeralda County.

The Fish Lake Project

The Fish Lake Project ("Fish Lake") comprises 81 mineral claims covering approximately 1620 acres. Bearing acquired a 100% free and clear interest in the claims by quit claim deed on April 5, 2017 in return for a cash payment of $60,000 and 1,400,000 common shares. On September 27, 2017, and as amended on May 2, 2018, September 21, 2018, and February 3, 2020, Bearing entered into the Option Agreement with American Battery Metals Corp. (formerly First Division Ventures Inc.) ("American Battery Metals") whereby American Battery Metals has the option to acquire a 50% interest in the Fish Lake. Bearing transferred its right in the Fish Lake and the Option Agreement to the Company under the Asset Purchase Agreement.

Pursuant to the Option Agreement, in order to exercise its option, American Battery Metals was required to make a cash payment in the initial amount of $20,000 (received by Bearing), issue 20,000 common shares (received by Bearing) and $10,000 for the amendment on February 3, 2020 to the Company, and thereafter issue an additional 3,000,000 common shares to the Company on or before September 25, 2020. American Battery Metals must incur an aggregate of $1,500,000 in exploration expenditures on the Fish Lake Project as follows: (a) $60,000 on or before September 25, 2018 (incurred); (b) $440,000 on or before June 30, 2020; and (c) $1,000,000 on or before September 25, 2020. If American Battery Metals exercises the Option, the Company and American Battery Metals will form a joint venture on terms to be negotiated by the parties.

Fish Lake is located in Esmeralda County, Nevada approximately 170 miles northwest of Las Vegas, Nevada; 45 miles west-north-west of the county seat at Goldfield, Nevada and approximately 50 miles west-south-west of Tonopah, Nevada, the major commercial center for the region. The Fish Lake Project mining claims are in T. 1 S., R. 36 E., Secs. 25, 26, 35 and 36; T. 1 S., R. 37 E., Secs. 29, 30, 31 and 32; T. 2 S., R. 36 E., Sec. 1 and T. 2 S., R. 37 E., Sec. 6, MDBM. The claims cover the valley with the Mineral Ridge Mine Road and ridges and valleys to the west.

Initial mapping and sampling on the Fish Lake showed values to 600 ppm lithium in mudstones. Common geochemical values in mudstones are 5 to 40 ppm, so the anomalous results suggest the same process may have operated there.

The expenditures at Fish Lake cover mapping, sampling and a geophysical survey. Mapping confirmed that the claims covered mostly Tertiary basin sediments. A total of 130 samples were collected during American Battery Metals mapping. Values up to 370 ppm lithium confirm the conclusion from the Octagon sampling that the geologic process resulting in high lithium values in fine sediments operated at the Fish Lake Project claim area.

Having shown that claystone is on the property and that enriched lithium values occur in that rock package, a CSAMT/MT survey optimized drill hole siting. Four traverses cross favorable stratigraphy and along an existing jeep road. A 1,000-foot-deep drill hole would be a reasonable test of the Tertiary claystone sedimentary section. Drilling by conventional rotary or reverse circulation would be most time and budget effective.

HY and Jay Property

The Company has a 100% interest in the HY and Jay claims, subject to a 2% NSR on a portion of the Hy claims. Work to date on the HY-Jay property by Bearing and previous owners has outlined three areas of anomalous gold in rock and soil at the Zig Zag, East Ridge and West zones. The East Ridge and West zones are highlighted by 0.9-kilometre and 1.4-kilometre-long gold and arsenic soil geochemical anomalies. Of 298 rock grab samples collected from the property 26 returned values greater than 1 gram per tonne Grab sample 73723 collected in 1997 from the West zone returned 144.1 g/t gold (Bearing news releases of Nov. 24, 2011, and Dec. 12, 2011). The 2011 discovery of the Zig Zag gold zone returned significant gold assays from grab samples of quartz-arsenopyrite vein material collected from a large field of metasediment and phyllite subcrop and float boulders. Grab samples are selective by nature and are unlikely to represent average grades of sampling on the entire property.

Golden Predator Mining Corp. ("Golden Predator") and the Company are parties to a mineral property purchase agreement pursuant to which Golden Predator agreed to purchase all of the Company's undivided interest in certain mineral claims in the Yukon Territory for total cash payments in the amount of $275,000, payable over a 48-month period from the execution date of the agreement. In addition, Golden Predator will issue shares according to the following schedule:

i. 35,000 common shares on date of execution with a fair value of $21,700 (received by Bearing)
ii. 50,000 common shares 8 months after date of execution with a fair value of $44,000 (received by Bearing); and
iii. Common shares equal to $100,000 on the 26-month anniversary of the execution date; and
iv. Common shares equal to $250,000 on the 32-month anniversary of the execution date; and
v. Common shares equal to $250,000 on the 48-month anniversary of the execution date.

As part of the plan of Arrangement between the Company and Bearing, related to the acquisition by the Company of the Yukon properties, the Company will be the beneficiary of any further amounts paid by Golden as well as any share issuance as stated in the agreement.

Under the terms of the agreement, Golden will also grant to the Company a 2% NSR on certain claims and a 1% NSR on the remaining claims. Golden has the right to re-purchase 50% of the NSR for $1,000,000 at any time.

Golden Predator was given formal notice on March 18, 2019 and had 30 days to cure the breach or the Company would consider the purchase agreement terminated. On April 2, 2019, the Company announced that it has terminated the property purchase agreement entered into with Golden Predator Mining Corp. The Company impaired the Yukon claims and wrote off the related book value of $4 during the year ended October 31, 2019.

RESULTS OF OPERATIONS AND SELECTED QUARTERLY FINANCIAL DATA

During the three months ended April 30, 2020, the Company incurred a net and comprehensive loss of $65,425 compared to $58,953 during the three months ended April 30, 2019. The net and comprehensive loss for the three months includes $13,500 of management and consulting fees, $36,172 of professional fees and $7,680 of investor relations for work related to general management and administrative matters as well as analyzing acquisition opportunities.

During the six months ended April 30, 2020, the Company incurred a net and comprehensive loss of $99,036 compared to $124,397 during the six months ended April 30, 2019. The net and comprehensive loss for the six months includes $27,000 of management and consulting fees and $47,209 of professional fees for work related to general management and administrative matters as well as analyzing acquisition opportunities.

The Company expects short term operational spending to be focused around general administration, regulatory costs and further development of its business plan which may include analysis acquisitions opportunities.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected financial information from the Company's unaudited financial statements for the most recent seven quarters:

Quarter Ended	Total Revenues ($)	Comprehensive & Net Loss ($)	Basic and Diluted Loss per Share ($)
April 30, 2020	-	65,425	0.00
January 31, 2020	-	33,611	0.00
October 31, 2019	-	67,910	0.01
July 31, 2019	-	37,814	0.00
April 30, 2019	-	58,953	0.01
January 31, 2019	-	65,444	0.01
October 31, 2018	-	130,259	0.02
July 31, 2018	-	30,967	0.00

During the three months ended April 30, 2020, the comprehensive and loss increased by $31,814 from the three months ended January 31, 2020. The increase was mainly due to higher professional fees by $25,000.

During the three months ended January 31, 2020, the comprehensive and net loss decreased by $34,299 from the three months ended October 31, 2019. The decrease was mainly due to lower management and consulting fees by $35,000.

OUTSTANDING SHARE DATA

As at the date of this MD&A the Company had:

- 24,234,856 common shares issued and outstanding (April 30, 2020 - 21,454,856)
- 557,092 stock options issued and outstanding (April 30, 2020 – 557,092)
- 7,170,000 warrants outstanding (April 30, 2020 – 10,194,200)

Subsequent to April 30, 2020, the following share capital transactions occurred:

- The Company issued 2,780,000 common shares pursuant to the exercise of common share purchase warrants for proceeds of $139,000.

LIQUIDITY AND CAPITAL RESOURCES

At April 30, 2020, the Company had cash of $167,930 (October 31, 2019 - $228,980) and a working capital of $26,076 (October 31, 2019 – $115,112). Whether and when the Company can obtain profitability and positive cash flows from operations is uncertain. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. These uncertainties cast doubt on the Company's ability to continue as a going concern.

The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing and/or other financing arrangements. While the Company's management has been successful in raising equity in the past, there can be no guarantee that it will be able to raise sufficient funds to fund its activities and general and administrative costs if required in the future.

USE OF PROCEEDS FROM FINANCING

A comparison of the unaudited use of proceeds disclosed in the Filing Statement on November 9, 2018 to management's current estimate of the use of proceed is as follows:

	Proposed Use of Proceeds	Estimated Use of Proceeds to April 30, 2020
Expenses relating to future acquisitions including acquisition costs, due diligence and legal expenses	$ 70,000	$ 83,799
Work Program on Fish Lake Property (%50)	60,000	26,814
Management, consultants and general administration	180,000	114,486
Regulatory related expenses after listing	20,000	30,313
Professional fees – audit and general legal	50,000	40,204
Unallocated working capital	50,000	4,260
Total	$ 430,000	$ 299,876

RELATED PARTY TRANSACTIONS

The Company and Bearing, a former parent company, entered into an Arrangement described above. The Arrangement provides for the transfer from Bearing of $75,004, in mineral property interest to the Company, a wholly-owned subsidiary, and the immediate distribution of a controlling interest in the common shares of the Company to the shareholders of Bearing as at July 19, 2018. The shareholders of Bearing, at the completion of the Arrangement, continued to collectively own the interest in Bearing's assets, albeit through an altered corporate structure. The Company and Bearing also have directors in common. During the year ended October 31, 2019 Bearing's ownership decreased to $nil.

Key management consists of the Officers and Directors who are responsible for planning, directing and controlling the activities of the Company. The following expenses were incurred to the Company's key management:

	Three months ended April 30, 2020	Three months ended April 30, 2019	Six months ended April 30, 2020	Six Months ended April 30, 2019
Management and consulting fees	$ 13,500	$ 13,500	$ 27,000	$ 27,000
	$ 13,500	**$ 13,500**	**$ 27,000**	**$ 27,000**

i. During the six months ended April 30, 2020, the Company accrued $18,000 (2019 - $18,000) in consulting fees for management services owing to Jeremy Poirier, the Chief Executive Officer of the Company. As of April 30, 2020, the Company has included $57,000 (October 31, 2019 - $39,000) due to Jeremy Poirier as an amount due to related parties.

ii. During the six months ended April 30, 2020, the Company accrued $9,000 (2019 - $9,000) in consulting fees for management services owing to Benjamin Asuncion, a Director of the Company. As of April 30, 2020, the Company has included $30,000 (October 31, 2019 - $21,000) due to Benjamin Asuncion as an amount due to related parties.

RECENT ACCOUNTING PRONOUNCEMENTS

Changes in significant accounting policies and adoption of a new accounting standard

The Company adopted the requirements of IFRS 16 effective November 1, 2019. This new standard replaces IAS 17 Leases and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract based on whether the customer controls the asset. Control is considered to exist if the customer has the right to obtain substantially all the economic benefits from the use of an identified asset and the right to direct the use of that asset. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets.

Upon adoption, the Company has elected to apply the available exemptions as permitted by IFRS 16 to recognize a lease expense on a straight-line basis for short-term leases (lease term of 12 months or less) and low value assets. The Company has also elected to apply the practical expedient whereby leases whose term ends within 12 months of the date of initial application would be accounted for in the same way as short-term leases.

Upon the adoption of IFRS 16, the Company was not required to recognize any right-of-use assets and lease liabilities, as the Company had no leases outstanding.

For any new contracts entered on or after November 1, 2019, the Company considers whether a contract is or contains a lease. A lease is defined as "a contract, or part of a contract, that conveys the right to use an asset (the

underlying asset) for a period of time in exchange for consideration". To apply this definition, the Company assesses whether the contract meets three key evaluations, which are whether:

i. The contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company.
ii. The Company has the right to obtain substantially all the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract.
iii. The Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct "how and for what purpose" the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the statement of financial position. The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease, if that rate is readily available. If the interest rate implicit in the lease is not readily available, the Company discounts using the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in-substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term. On the statement of financial position, right-of-use assets have been included under non-current assets and lease liabilities have been included under current and non-current liabilities.

FINANCIAL INSTRUMENTS

Fair value

As at April 30, 2020, the Company's financial instruments consist of cash, advances, accounts payable and due to related parties. The fair values of these financial instruments approximate their carrying values because of their current nature.

IFRS 13, *Fair Value Measurement*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.
- Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).
- Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable market data.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The functional and reporting currency of the Company is the Canadian dollar. The Company is not exposed to significant foreign exchange risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. The does not have significant exposure to credit risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at January 31, 2020, the Company is not exposed to significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date.

As of April 30, 2020, the Company had cash of $167,930, advances of $28,235, accounts payable of $80,835, accrued liabilities of $5,000 and due to related parties of $87,000. The Company's accounts payable and accrued liabilities are due within 90 days. Amounts due to related party are due on demand. The Company addresses its liquidity through debt and equity financing obtained through the sale of common shares and the exercise of warrants and options. There is no assurance that it will be able to do so in the future. Liquidity risk is assessed as high.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements for the period ended April 30, 2020.

PROPOSED TRANSACTIONS

On June 2, 2020, the Company executed a share exchange agreement (the "Definitive Agreement") with BioVaxys Inc. whereby the Company will acquire all of the issued and outstanding shares of common stock of BioVaxys (the "Proposed Transaction"). Pursuant to the Proposed Transaction, the security holders and certain advisors of BioVaxys will receive an aggregate of 29,000,000 common shares (each, a "Common Share") in the capital of the Company. In addition, as part of the Proposed Transaction the Company has agreed to advance US$200,000 of which US$20,000 ($28,235) has been advanced, to BioVaxys, which shall be repayable by BioVaxys in the event the Proposed Transaction doesn't not complete.

It is anticipated that the Proposed Transaction will constitute a "change of business" (a "COB") of the Company in accordance with the policies of the Canadian Securities Exchange (the "CSE") and will require the approval of the CSE. As a result the Company will be required to prepare and file a listing statement containing disclosure on the Proposed Transaction and BioVaxys. Following completion of the Proposed Transaction, the Company intends to change its name to "BioVaxys Inc". It is also anticipated that the management of the Company will be led by James Passin, Chief Executive Office, Kenneth Kovan, President and Chief Operating Officer and David Berd, MD., Chief Medical Officer. The Company's board of directors is expected to remain at three, including one nominee from BioVaxys being appointed.

In connection with the Proposed Transaction, the Company intends to complete a non-brokered private placement (the "Offering") of up to 13,636,363 units (the "Units") at a price of $0.22 per Unit, for gross proceeds of up to $3,000,000. Each Unit is comprised of one common share and one-half of one whole common share purchase warrant (each whole warrant, a "Warrant"). Each warrant will entitle the holder thereof to acquire one common share at a price of $0.50 per common share for a period of 24 months.

In connection with the Offering, the Company may pay certain eligible finders (the "Finders") a finders' fee of up to 7% of the gross proceeds raised payable in finders warrants ("Finder Warrants") and up to 7% in cash commissions. Each Finders Warrants will have the same terms as the Warrants.

Closing of the Proposed Transaction is subject to the satisfaction of customary closing conditions including regulatory and shareholder approvals, exercise of certain stock purchase warrants of BioVaxys and exchange of certain shares, consent to the transfer of a license agreement from BioVaxys to the Company upon closing and completion of the Offering.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the condensed interim financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying condensed interim financial statements.

RISKS AND UNCERTAINTIES

The Company was in the mineral exploration and development business and was exposed to several operational, financial, regulatory and other risks and uncertainties that are typical in the natural resource industry and common to other companies in the exploration and development stage. These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial could adversely impact the Company's business, results of operations, and financial performance in future periods.

On June 2, 2020, the Company executed a share exchange agreement with BioVaxys whereby the Company will acquire all of the issued and outstanding shares of common stock of BioVaxys. BioVaxys is a clinical-stage immunotherapeutics company developing vaccine platforms for SARS-CoV-2 and various cancers.

Although nothing has been concluded as of the date of this management discussion and analysis, if successful, this would result in a change of the Company's business (see Proposed Transaction).

Proposed Transaction and Offering

There is no guarantee that the Proposed Transaction and Offering will be completed and that BioVaxys will be successful in developing and testing vaccines, that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies including, primarily, but without limitation, the risk that the CSE or the shareholders of the Company will not approve the Proposed Transaction, the risk that the Company will be unable to locate suitable purchasers for the Offering and the risk that BioVaxys' vaccines will not prove to be effective and/or will not receive the required regulatory approvals. With regards to BioVaxys' business, there are a number of risks that could affect the development of its biotechnology products, including, without limitation, the need for additional capital to fund clinical trials, its lack of operating history, uncertainty whether its products will complete the long, complex and expensive clinical trial and regulatory approval process for approval of new drugs necessary for marketing approval, uncertainty about whether its autologous cell vaccine immunotherapy can be developed to produce safe and effective products and, if so, whether its vaccine products will be commercially accepted and profitable, the expenses, delays and uncertainties and complications typically encountered by development stage biopharmaceuticals businesses, financial and development obligations under license arrangement in order to protect its rights to its products and technologies, obtaining and protecting new intellectual property rights and avoiding infringement to third parties and their dependence on manufacturing by third parties.

Limited Operating History

The Company has not yet commenced operations and therefore has no history of earnings or of a return on investment, and there is no assurance that certain of its royalty or streaming interests or other assets will generate earnings, operate profitably or provide a return on investment in the future. The likelihood of success of the Company must also be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Company's proposed business strategies incorporate its management's best analysis of potential markets, opportunities and difficulties that it may face. No assurance can be given that the underlying assumptions will be achieved.

The Company has never paid a dividend and, while it currently intends to seek to pay dividends in the future, has no current plans to pay dividends. The future dividend policy of the Company will be determined by the Company's Board. The ability of the Company to raise capital, satisfy its obligations and provide a return to its shareholders will be dependent on future performance.

Disclosure Controls and Internal Control Financial Reporting

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to permit timely decisions regarding public disclosure.

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Canadian Securities Administrators do not require any certification on the effectiveness of these controls at this time.

NI 43-101 Compliance Requirements

Under National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101"), if an issuer discloses in writing scientific or technical information about a mineral project on a property material to the issuer, the issuer must include in the written disclosure the name and the relationship to the issuer of the qualified person who: (a) prepared or supervised the preparation of the information that forms the basis for the written disclosure or (b) approved the written disclosure. For the purposes of this MD&A, William Feyerabend, PGeo, a geologist with more than 30 years of experience is the Qualified Person for the purposes of NI 43-101 has approved the written disclosure in this MD&A. This MD&A references a number of previous new releases in respect of disclosure of technical matters relating to mineral properties and reference should be made to these news releases to fully understand these references.

Government Laws, Regulation & Permitting

Mining and exploration activities of the Company are subject to both domestic and foreign laws and regulations governing prospecting, development, production, taxes, labour standards, occupational health, mine safety, waste disposal, toxic substances, the environment and other matters. Although the Company believes that all exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a substantial adverse impact on the Company.

The operations of the Company will require licenses and permits from various governmental authorities to carry out exploration and development at its projects. There can be no assurance that the Company will be able to obtain the necessary licenses and permits on acceptable terms, in a timely manner or at all. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities.

Additional Financings

The Company expects to be substantially dependent upon the equity and debt capital markets or alternative sources of funding to pursue additional investments. There can be no assurance that such financing will be available to the Company on acceptable terms or at all.

Additional equity or debt financings may significantly dilute shareholders, increase the Company's leverage or require the Company to grant security over its assets. If the Company is unable to obtain such financing, it may not be able to expand its portfolio of royalty or streaming assets and may not be able to execute on its business strategy. If the Company is unable to obtain financing for additional investments, it may determine to allocate income, if any, from other investments to finance additional investments.

There is no assurance that the Company will be successful in raising sufficient funds to meet its obligations or to complete all of the currently proposed exploration programs. If the Company does not raise the necessary capital to meet its obligations under current contractual obligations, the Company may have to forfeit its interest in properties or prospects earned or assumed under such contracts.

Key Management and Competition

The success of the Company will be largely dependent upon the performance of its key officers, consultants and employees. Locating mineral deposits depends on several factors, not the least of which is the technical skill of the exploration personnel involved. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Company's success.

While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself with respect to the discovery and acquisition of interests in mineral properties, the recruitment and retention of qualified employees and other persons to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

Title to Properties

Acquisition of rights to the mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated the title to all of the properties for which it holds concessions or other mineral leases or licenses or in respect of which it has a right to earn an interest, the Company cannot give any assurance that title to such properties will not be challenged or impugned.

Commodity Prices

Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with the laws of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Market Price and Listing of the Company's Shares

The Company has applied to have the Common Shares listed and posted for trading on the CSE. The listing of the Common Shares will be subject to the satisfaction of all of the CSE's initial listing requirements. If the Company receives final approval for listing the Common Shares on the CSE, there is no assurance that it will maintain such listing on the CSE or a listing on any other exchange or quotation service. There can be no assurance that an active trading market will develop or be sustained for the Common Shares. Shareholders may not be able to resell the Common Shares received pursuant to the Arrangement, which may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Common Shares. If an active or liquid market for the Common Shares fails to develop or be sustained, the price at which the Common Shares trade may be adversely affected.

An investment in the Company's securities is highly speculative, due to the high-risk nature of its business, lack of diversification and the present stage of its development. Shareholders of the Company may lose their entire investment.

If the Common Shares are publicly traded, the market price of the Common Shares may be affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments and the breadth of the public market for its shares. The effect of these and other factors on the market price of the Common Shares in the future cannot be predicted. The lack of an active public market could have a material adverse effect on the price of the Common Shares.

Global Financial Conditions may be Volatile

Market events and conditions, including the disruptions in the international credit markets and other financial systems, in China, Japan and Europe, along with political instability in the Middle East and Russia and falling currency prices expressed in United States dollars have resulted in commodity prices remaining volatile. These conditions have also caused a loss of confidence in global credit markets, excluding the United States, resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, tighter regulations, less liquidity, widening credit spreads, less price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks and investment banks, insurers and other financial institutions caused the broader credit markets to be volatile and interest rates to remain at historical lows. These events are illustrative of the effect that events beyond the Company's control may have on commodity prices, demand for metals, including gold and silver, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business. Global financial conditions have always been subject to volatility. Access to public financing has been negatively impacted by sovereign debt concerns in Europe and emerging markets, as well as concerns over global growth rates and conditions. These and other factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, the favourability of the terms of such financing to the Company. Increased levels of volatility and market turmoil can adversely impact the Company's

operations and the price of the Common Shares.

The Company will be Reliant on Third Party Reporting

The Company relies, and will rely, on public disclosure and other information regarding the properties in which it has an interest that it receives from the owners, operators and independent experts of such operations. Such information is necessarily imprecise because it depends upon the judgment of the individuals who operate the properties, as well as those who review and assess the geological and engineering information. In addition, the Company must rely on the accuracy and timeliness of the public disclosure and other information it receives from the owners and operators of the properties, and uses such information in its analyses, forecasts and assessments relating to its own business and to prepare its disclosure with respect to its streams and royalties. If the information provided by such third parties to the Company contains material inaccuracies or omissions, the Company's disclosure may be inaccurate and its ability to accurately forecast or achieve its stated objectives may be materially impaired, which may have a material adverse effect on the Company.

Coronavirus Pandemic

The current outbreak of COVID-19 and any future emergence and spread of similar pathogens could have an adverse impact on global economic conditions, which may adversely impact the Company's operations, and the operations of its suppliers, contractors and service providers, the ability to obtain financing and maintain necessary liquidity, and the ability to explore the Company's properties. The outbreak of COVID-19 and political upheavals in various countries have caused significant volatility in commodity prices. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time.

Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Travel bans and other government restrictions may also adversely impact the Company's operations and the ability of the Company to advance its projects. In particular, if any employees or consultants of the Company become infected with Coronavirus or similar pathogens and/or the Company is unable to source necessary consumables or supplies, due to government restrictions or otherwise, it could have a material negative impact on the Company's operations and prospects, including the complete shutdown of one or more of its exploration programs. The situation is dynamic and changing day-to-day. The Company is exploring several options to deal with any repercussions that may occur as a result of the COVID-19 outbreak.

FORWARD-LOOKING INFORMATION OR STATEMENTS AND CAUTIONARY FACTORS THAT MAY AFFECT FUTURE RESULTS

Certain statements contained in the following MD&A constitute forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements may include statements regarding work programs, capital expenditures, timelines, strategic plans, market price of commodities or other statements that are not statement of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward-looking statements contained herein are as of June 24, 2020 and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws.
Information concerning the interpretation of drill results also may be considered forward-looking statements; as such information constitutes a prediction of what mineralization might be found to be present if and when a project is

actually developed. The estimates, risks and uncertainties described in this MD&A are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in the Company's forward-looking statements. In addition, any forward-looking statements represent the Company's estimates only as of the date of this MD&A and should not be relied upon as representing the Company's estimates as of any subsequent date. The material factors and assumptions that were applied in making the forward-looking statements in this MD&A include: (a) execution of the Company's existing plans or exploration programs for each of its properties, either of which may change due to changes in the views of the Company, or if new information arises which makes it prudent to change such plans or programs; and (b) the accuracy of current interpretation of drill and other exploration results, since new information or new interpretation of existing information may result in changes in the Company's expectations. Readers should not place undue reliance on the Company's forward-looking statements, as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and factors including: the possibility that opportunities will arise that require more cash than the Company has or can reasonably obtain; dependence on key personnel; dependence on corporate collaborations; potential delays; uncertainties related to eventual realization of value from a mineral property; uncertainties as to fluctuation of the stock market; uncertainty of estimates of capital and operating costs; the need to obtain additional financing and uncertainty as to the availability and terms of future financing; uncertainties as to fluctuations in currency exchange rates and the possibility of unanticipated costs or expenses or cost overruns; and other risks and uncertainties which may not be described herein. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.

APPROVAL

The Company's Board of Directors has approved the Company's financial statements for the six months ended April 30, 2020. The Company's Board of Directors has also approved the disclosures contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and is available on *www.sedar.com*.

Vancouver, BC June 24, 2020

SCHEDULE "C"
LIONS BAY AUDITED ANNUAL FINANCIAL STATEMENTS
FOR THE FISCAL YEAR ENDED OCTOBER 31, 2019

LIONS BAY MINING CORP.

Financial Statements
For the year ended October 31, 2019

(Expressed in Canadian dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Lions Bay Mining Corp.

Opinion

We have audited the financial statements of Lions Bay Mining Corp. (the "Company"), which comprise the statements of financial position as at October 31, 2019 and 2018, and the statements of comprehensive loss, shareholders' equity (deficit) and cash flows for the year ended October 31, 2019 and the period from incorporation on April 25, 2018 to October 31, 2018, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2019 and 2018, and its financial performance and its cash flows for the year ended October 31, 2019 and the period from incorporation on April 25, 2018 to October 31, 2018 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the financial statements, which describes events or conditions, that indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is David Goertz.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

February 27, 2020

MOORE

An independent firm
associated with Moore
Global Network Limited

Lions Bay Mining Corp.
Statements of Financial Position
(Expressed in Canadian dollars)

As at		October 31, 2019		October 31, 2018
ASSETS				
CURRENT ASSETS				
Cash	$	228,980	$	15,649
GST receivable		2,284		3,228
Prepaid expenses		-		14,862
		231,264		33,739
Mineral property interests (note 5)		75,000		75,004
TOTAL ASSETS	**$**	**306,264**	**$**	**108,743**
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)				
CURRENT LIABILITIES				
Accounts payable and accrued liabilities (note 6)	$	56,152	$	60,600
Due to former parent (note 7)		-		115,060
Due to related parties (note 7)		60,000		9,000
TOTAL LIABILITIES		116,152		184,660
SHAREHOLDERS' EQUITY (DEFICIT)				
Share capital (note 8)		571,309		75,004
Reserves (note 8)		10,150		10,305
Deficit		(391,347)		(161,226)
TOTAL SHAREHOLDERS' EQUITY (DEFICIT)		190,112		(75,917)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	**$**	**306,264**	**$**	**108,743**

Going concern *(note 2)*
Subsequent events (note 5 and 8)

These financial statements were authorized for issue by the Board of Directors on February 27, 2020. They are signed on the Company's behalf by:

/s/ Jeremy Poirier
_____,
Director

/s/ William Heenan
_____,
Director

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

(Expressed in Canadian dollars)

	Year ended October 31, 2019	Period from incorporation on April 25, 2018 to October 31, 2018
EXPENSES		
General and administrative expenses	$ 1,991	$ 413
Investor relations	785	-
Management and consulting fees (note 7)	109,931	69,000
Meals and entertainment	2,281	1,520
Professional fees	73,742	59,860
Share based compensation (note 8)	-	10,305
Transfer agent, regulatory and listing fees	35,062	294
Travel and accommodation	6,116	19,834
	(229,908)	**(161,226)**
OTHER ITEMS		
Foreign exchange loss	(209)	**-**
Impairment on mineral property interests (note 5)	(4)	**-**
	(213)	**-**
COMPREHENSIVE LOSS	**$ (230,121)**	**$ (161,226)**
Loss per share, basic and diluted	**$** (0.02)	**$** (0.05)
Weighted average number of common shares outstanding – basic and diluted	10,385,123	3,061,111

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

Lions Bay Mining Corp.
Statements of Shareholders' Equity (Deficit)
(Expressed in Canadian dollars)

	Number of outstanding shares	Share capital	Reserve	Deficit	Total shareholders' equity (deficit)
Balance, April 25, 2018 (date of incorporation)	**-**	**$ -**	**$ -**	**$ -**	**$ -**
Shares issued pursuant to Arrangement	5,510,000	75,004	-	-	75,004
Share based compensation	-	-	10,305	-	10,305
Comprehensive loss	-	-	-	(161,226)	(161,226)
Balance, October 31, 2018	**5,510,000**	**$ 75,004**	**$ 10,305**	**$ (161,226)**	**$ (75,917)**
Shares issued pursuant to private placement	5,000,000	500,000	-	-	500,000
Share issuance costs	-	(18,170)	5,570	-	(12,600)
Exercise of stock options	251,248	11,975	(5,725)	-	6,250
Shares cancelled	(58,820)	-	-	-	-
Exercise of warrants	25,000	2,500	-	-	2,500
Comprehensive loss	-	-	-	(230,121)	(230,121)
Balance, October 31, 2019	**10,727,428**	**$ 571,309**	**$ 10,150**	**$ (391,347)**	**$ 190,112**

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

Lions Bay Mining Corp.
Statements of Cash Flows
(Expressed in Canadian dollars)

		Year ended October 31, 2019		Period from incorporation on April 25, 2018 to October 31, 2018
OPERATING ACTIVITIES				
Net loss	**$**	(230,121)	**$**	(161,226)
Items not involving cash:				
Share based compensation		-		10,305
Impairment of mineral property interests		4		-
Net changes in non-cash working capital items:				
GST receivable		944		(3,228)
Prepaid expenses		14,862		(14,862)
Accounts payable and accrued liabilities		(13,448)		69,600
Due to related party		(3,000)		63,000
Cash used in operating activities		**(230,759)**		**(36,411)**
FINANCING ACTIVITIES				
Advances (repayment of advances) from former parent, net		(52,060)		52,060
Proceeds from issuance of common shares, net		496,150		-
Cash provided by financing activities		**444,090**		**52,060**
Change in cash		213,331		15,649
Cash, beginning		15,649		-
Cash, ending	**$**	**228,980**	**$**	**15,649**

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

1. NATURE OF OPERATIONS

Lions Bay Mining Corp. (the "Company") was a wholly-owned subsidiary of Bearing Lithium Corp. ("Bearing") and was incorporated on April 25, 2018, pursuant to the provisions of the Business Corporations Act of BC. The Company is a mineral exploration company. The Company's shares trade on the Canadian Securities Exchange (the "CSE") under the symbol "LBM". The registered and records office is located at Suite 2600, 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1.

On July 19, 2018, the Board of Directors of Bearing approved a statutory arrangement (the "Arrangement") where it distributed the shares of the Company to the shareholders of Bearing on the basis of 0.049921 of the Company's shares for 1 common share of Bearing. The arrangement resulted in participating shareholders of Bearing holding, immediately following completion of the arrangement, 50% of the outstanding common shares in proportion to their holdings of common shares of Bearing and Bearing holding the remaining 50%. In accordance with the terms of the Arrangement, each holder of Bearing's options and warrants is entitled to receive a replacement option and warrant, each replacement option or warrant entitles the holder to acquire 0.049921 common share of the Company. At the time of the Arrangement, Bearing had a total of 185,228 outstanding warrants and 3,835,000 outstanding options. As a result of the Arrangement, the Company issued 5,510,000 shares, 191,446 stock options and 9,246 warrants. As at October 31, 2019, Bearing held nil% of the outstanding common shares.

Prior to the distribution, Bearing transferred, to the Company, its interest in (the "Fish Lake Project") located in Fish Lake Valley, central-western Nevada as well as the Bearing's interest in 4 additional mineral properties located in the Yukon, Canada (note 5).

2. BASIS OF PREPARATION

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements were approved and authorized by the Board of Directors on February 27, 2020.

(b) Basis of preparation

These financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for the cash flow information.

(c) Going concern of operation

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. The Company's ability to continue as a going concern and realize the carrying value of its assets is dependent on its ability to raise capital through equity and debt financing, the outcome of which cannot be predicted at this time. These matters indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

(d) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Significant accounting estimates and judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the 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 future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant Judgments

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

i. Management is required to assess the functional currency of the Company. In concluding that the Canadian dollar is the functional currency of the Company, management considered the currency that mainly influences the operating expenditures in the jurisdiction in which the Company operates.

ii. Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfer and title may be affected by undetected defects.

Estimation Uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the current and next fiscal financial years:

i. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted.

ii. Impairment of exploration and evaluation assets or cash-generating units ("CGU") are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's exploration and evaluation assets. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit, including geologic and metallurgic information, economics assessment/studies, accessible facilities and existing permits.

iii. The measurement of identifiable assets acquired pursuant to the Arrangement, assumed at fair value on the date of acquisition and the allocation of the purchase consideration over the fair value of the assets acquired is subject to management estimation and judgment.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Exploration and evaluation assets

Exploration and evaluation costs include costs to acquire rights to explore, geological studies, exploratory drilling and sampling and directly attributable administrative costs.

Expenditures relating to exploration activities are expensed as incurred and expenditures relating to pre-extraction activities are expensed as incurred until such time proven or probable reserves are established for that project, after which subsequent expenditures relating to development activities for that particular project are capitalized as incurred.

Where proven and probable reserves have been established, the project's capitalized expenditures are depleted over proven and probable reserves using the units-of production method upon commencement of production. Where proven and probable reserves have not been established, the project's capitalized expenditures are depleted over the estimated extraction life using the straight-line method upon commencement of extraction. The Company has not established proven or probable reserves for any of its projects.

Proceeds from the sale of properties or cash proceeds received from option payments are recorded as a reduction of the related mineral property interest.

The carrying values of exploration and evaluation assets are assessed for impairment by management whenever indicators of impairment exist. An impairment loss is recognized if it is determined that the carrying value exceeds the recoverable amount.

c) Asset impairment

The Company performs impairment tests on mineral properties when events or circumstances occur which indicate the assets may not be recoverable. Impairment assessments are carried out on a project by project basis with each project representing a single cash generating unit.

When impairment indicators are identified, an impairment loss is recognized for any amount by which the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

d) Income taxes

Deferred income tax is recognized using the liability method on temporary differences arising between the tax and accounting bases of assets and liabilities as well as for the benefit of losses available to be carried forward to future years. Deferred income tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction does not affect either accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. These costs are charged against profit or loss over the economic life of the related asset through amortization using either the unit-of-production or the straight-line method. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates based on a pre-tax rate that reflects the time value of money are used to calculate the net present value. The corresponding liability is progressively increased as the effect of discounting unwinds, creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

f) Share-based compensation

Share-based compensation to employees and others providing similar services are measured at the estimated fair value of the instruments issued on the grant date and expensed over the vesting periods. Share-based compensation to non-employees is measured at the fair value of the goods or services received or the fair value of the equity instruments issued if the fair value of the goods or services cannot be reliably measured, and is recorded at the date the goods or services are received. The fair value of the options granted is measured using the Black-Scholes Option Pricing Model taking into account the terms and conditions upon which the options were granted. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to reserves.

g) Share capital

Proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company. Any previously recorded share-based payment included in the reserves account is transferred to share capital on exercise of options. Share capital issued for non-monetary consideration is valued at the closing market price at the date of issuance. The proceeds from issuance of units are allocated between common shares and warrants based on the residual method. Under this method, the proceeds are allocated first to share capital based on the fair value as determined by the quoted bid price of the common shares and any residual value is allocated to reserves. Consideration received for the exercise of warrants is recorded in share capital, and any related amount recorded in reserves is transferred to share capital. Charges for options or warrants that are cancelled or have expired are reclassified from reserves to deficit.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Loss per share

Basic loss per share is computed by dividing net loss attributable to common shareholders by the weighted average number of common shares outstanding during the period. The Company applies the treasury stock method in calculating diluted loss per share. Diluted loss per share excludes all dilutive potential common shares if their effect is anti-dilutive.

i) Financial instruments

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive loss ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the classification under IFRS 9:

Financial assets/liabilities	IFRS 9 classification
Cash	FVTPL
Accounts payable	Amortized cost
Amounts due to related parties	Amortized cost
Due to former parent	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss in the period in which they arise.

(iii) Impairment of financial assets at amortized cost.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(Expressed in Canadian dollars)

4. RECENT ACCOUNTING PRONOUNCEMENTS

IFRS 16, Leases, specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. The Company does not anticipate the adoption of this standard to have a significant impact on the Company's financial statements. This standard is effective to the Company for the fiscal year beginning on November 1, 2019.

5. MINERAL PROPERTY INTERESTS

On July 19, 2018, immediately prior to the closing of the Arrangement, the Company and Bearing entered into an Asset Purchase Agreement pursuant to which the Company acquired Bearing's interest in the Fish Lake Project located in Nevada, USA and Bearing's interests in the HY and Jay, VM and VBA properties located in the Yukon, Canada (collectively, the "North America Assets").

	Fish Lake Valley	Yukon	Total
Balance, April 25, 2018	**$ -**	**$ -**	**$ -**
Additions	75,000	4	75,004
Balance, October 31, 2018	**$** 75,000	**$** 4	**$** 75,004
Impairment	-	(4)	(4)
Balance, October 31, 2019	**$ 75,000**	**$ -**	**$ 75,000**

Fish Lake Valley property

On September 27, 2017, and as amended on May 2, 2018, September 21, 2018 and February 3, 2020, Bearing entered into an Option Agreement with American Battery Metals Corp. (formerly First Division Ventures Inc.) ("American Battery Metals") whereby American Battery Metals has the option to acquire a 50% interest in the Fish Lake Project (the "Option Agreement"). Bearing transferred its interest in the Fish Lake Project and the Option Agreement to the Company under the Asset Purchase Agreement.

Pursuant to the Option Agreement, in order to exercise its option, American Battery Metals was required to make a cash payment in the initial amount of $20,000 (received by Bearing) and issue 20,000 common shares (received by Bearing) to the Company, and thereafter issue an additional 3,000,000 common shares to the Company on or before September 25, 2020. American Battery Metals must incur an aggregate of $1,500,000 in exploration expenditures on the Fish Lake Project as follows: (a) $60,000 on or before September 25, 2018 (incurred); (b) $440,000 on or before June 30, 2020; and (c) $1,000,000 on or before September 25, 2020. If American Battery Metals exercises the Option, the Company and American Battery Metals will form a joint venture on terms to be negotiated by the parties.

Yukon

On December 23, 2016, Bearing entered into an agreement with Golden Predator Mining Corp. ("Golden"), pursuant to which Golden has agreed to purchase all of the Company's interest in certain mineral claims in the Yukon Territory. As partial consideration for the purchase agreement, Golden will pay an aggregate fee of $275,000, payable over 48 months from the execution date of the purchase agreement plus additional compensation.

On April 2, 2019, the Company terminated the property purchase agreement entered into with Golden. The Company impaired the Yukon claims and wrote off related costs of $4 during the year.

(Expressed in Canadian dollars)

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		October 31, 2019		October 31, 2018
Accounts payable	$	37,820	$	3,874
Accrued liabilities		18,332		56,726
	$	56,152	$	60,600

7. RELATED PARTY TRANSACTIONS

The Company and Bearing, its former parent company, entered into an Arrangement described in note 1. The Arrangement provides for the transfer from Bearing of mineral property interests (note 5) to the Company, a wholly-owned subsidiary, and the immediate distribution of a controlling interest in the common shares of the Company to the shareholders of Bearing as at July 19, 2018. The shareholders of Bearing, at the completion of the Arrangement, continued to collectively own the interest in Bearing's assets, albeit through an altered corporate structure. During the year ended October 31, 2019, Bearing's ownership decreased to nil%.

Key management compensation

Key management consists of the Officers and Directors who are responsible for planning, directing and controlling the activities of the Company. For the year ended October 31, 2019, the following expenses were incurred to the Company's key management:

		October 31, 2019		October 31, 2018
Management and consulting fees	$	54,000	$	9,000
Share based compensation		-		9,618
	$	54,000	$	18,618

As at October 31, 2019, the Company was indebted to the related parties for a total of $60,000 (October 31, 2018 - $9,000). The amount is non-interest bearing and has no terms of repayments.

As at October 31, 2019, the Company was indebted to Bearing for a total of $nil (October 31, 2018 - $115,060). The amount is unsecured, non-interest bearing, and due on demand.

8. SHARE CAPITAL

(a) Authorized common shares

Unlimited number of common shares without par value authorized for issue.

(b) Issued

Share capital activity for the year ended October 31, 2019:

(i) On November 21, 2018, the Company issued 5,000,000 units for proceeds of $500,000. Each unit consists of one common share and one warrant exercisable for a period of two years at an exercise price of $0.10 per share. The Company paid cash commissions of $12,210, other share issuance costs of $390 and issued 122,100 brokers' warrants with a fair value of $5,570. The brokers' warrants are exercisable for a period of two years at an exercise price of $0.10 per share. The brokers' warrants were valued using the following Black-Scholes Option Pricing Model assumptions: risk free rate of 2.23%, estimated annualized volatility of 75.55%, expected life of 2 years, exercise price of $0.10, expected dividend yield of 0% and share price of $0.105.

(Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

(b) Issued (continued)

(ii) During the year ended October 31, 2019, 250,000 stock options were exercised for an exercise price of $0.025 for proceeds of $6,250. Pursuant to the exercise, the Company reclassified $5,725 from reserves to share capital.

(iii) During the year ended October 31, 2019, 25,000 common share purchase warrants were exercised for an exercise price of $0.10 for proceeds of $2,500.

(iv) Pursuant to the Arrangement (note 1), the Company issued 191,446 stock options ("Bearing Options") which would be exercised concurrently with the exercise of the related Bearing stock option from under which the entitlement was granted. During the year ended October 31, 2019, 25,000 Bearing Options were exercised which triggered 1,248 common shares of the Company to be issued.

(v) During the year ended October 31, 2019, pursuant to the Arrangement (note 1), the Company cancelled and returned to treasury 58,820 common shares, which related to the cancellation of Bearing shares from under which the original Company shares were issued. Following completion of a merger between Li3 Energy Inc. ("Li3") and Bearing on September 28, 2017 the Li3 shareholders had two years to exchange their shares. As of September 28, 2019, any former shareholders of Li3 who did not exchange their shares, ceased to have any entitlement to common shares of Bearing and the related common shares of the Company.

Share capital activity for the year ended October 31, 2018:

(i) During the period from April 25, 2018 to October 31, 2018, the Company issued 5,510,000 pursuant to the Arrangement (note 1).

(c) Stock options

The Company has a stock option plan (the "Plan") that permits the grant of share purchase options up to 10% of the issued and outstanding common shares of the Company to directors, officers, key employees and consultants. Terms and pricing of options are determined at the date of grant in accordance with the Plan.

During the period from April 25, 2018 to October 31, 2018, the Company issued 191,446 fully vested replacement stock options pursuant to the Arrangement. The Company also recorded share-based compensation of $10,305 related to 450,000 options granted during the period ended October 31, 2018.

Stock option transactions and the number of stock options outstanding are summarized below:

	Number	Weighted Average Exercise Price $
Balance, April 25, 2018	**-**	**-**
Replacement options pursuant Arrangement (note 1)	191,446	0.028
Options granted	450,000	0.025
Balance, October 31, 2018	**641,446**	**0.026**
Exercised	(251,248)	0.025
Expired	(26,708)	0.028
Cancelled	(4,992)	0.035
Balance, October 31, 2019	**358,498**	**0.028**

(Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

Date of Expiry	Exercise Price $	Number of Options Issued and Exercisable
October 24 to 30, 2021	0.0130	29,953
December 2, 2021	0.0250	6,240
January 4, 2022	0.0275	6,240
January 5, 2022	0.0310	6,240
January 6, 2022	0.0290	11,232
May 25, 2022	0.0414	7,488
October 6 to 10, 2021	0.0399	59,904
May 4, 2022	0.0190	31,201
July 5, 2023	0.0250	200,000
Balance, October 31, 2019		**358,498**

Subsequent to October 31, 2019, 79,952 stock options were forfeited pursuant to the resignation of a director.

As of October 31, 2019, the weighted average remaining life for outstanding options was 2.99 years.

(d) Common share purchase warrants

During the year ended October 31, 2019, the following transactions related to share purchase warrants occurred:

	Number	Weighted Average Exercise Price $
Balance, April 25, 2018	**-**	**-**
Replacement warrants pursuant to the Arrangement	9,246	0.04
Balance, October 31, 2018	**9,246**	**0.04**
Issued	5,000,000	0.10
Exercised	(25,000)	(0.10)
Expired	(9,246)	(0.04)
Balance, October 31, 2019	**4,975,000**	**0.10**

Expiry Date	Exercise Price	Number of Warrants
November 21, 2020	$0.10	4,975,000
Balance, October 31, 2019		**4,975,000**

During the year ended October 31, 2019, common warrants granted were valued using the residual value method and had a fair value of $nil.

(Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

(e) Brokers' warrants

During the year ended October 31, 2019, the following transactions related to brokers' warrants occurred:

	Number	Weighted Average Exercise Price $
Balance, April 25, 2018 and October 31, 2018	**-**	**-**
Issued	122,100	0.10
Balance, October 31, 2019	**122,100**	**0.10**

Expiry Date	Exercise Price	Number of Warrants
November 21, 2020	$0.10	122,100
Balance, October 31, 2019		**122,100**

(f) Reserves

The reserve records items recognized as share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

9. INCOME TAX

The tax effect (computed by applying the Canadian federal and provincial statutory rate) of the significant temporary differences, which comprise deferred income tax assets and liabilities, are as follows:

	2019	2018
Canadian statutory income tax rate	27%	26%
Income tax recovery at statutory rate	$ (62,133)	$ (41,919)
Tax effect of:		
Permanent differences and other	158	2,877
Unrecognized deferred income tax assets	61,975	39,042
Deferred income tax recovery	$ -	$ -

The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

	2019	2018
Deferred income tax assets		
Non-capital losses	$ 101,017	$ 39,042
Unrecognized deferred tax assets	(101,017)	(39,042)
Net deferred income tax asset	$ -	$ -

As at October 31, 2019, the Company has non-capital losses carried forward of approximately $374,000 which are available to offset future years' taxable income expiring in 2039.

10. FINANCIAL INSTRUMENTS

Fair value

As at October 31, 2019, the Company's financial instruments consist of cash and accounts payable. The fair values of these financial instruments approximate their carrying values because of their current nature.

IFRS 13, *Fair Value Measurement*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable market data.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The functional and reporting currency of the Company is the Canadian dollar. The Company is not exposed to significant foreign exchange risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. The does not have significant exposure to credit risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at October 31, 2019, the Company is not exposed to significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date.

As of October 31, 2019, the Company had cash of $228,980, accounts payable and accrued liabilities of $56,152 and due to related parties of $60,000. The Company's accounts payable and accrued liabilities are due within 90 days. Amounts due to related party are due on demand. The Company addresses its liquidity through debt and equity financing obtained through the sale of common shares and the exercise of warrants and options. There is no assurance that it will be able to do so in the future. Liquidity risk is assessed as high.

11. MANAGEMENT OF CAPITAL

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. As at October 31 2019, the Company does not have any externally imposed capital requirements. The Company defines its capital as share capital and reserves. The Company has financed its capital requirements primarily through share issuances, option grants, warrant issuances and obtaining loans. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or obtain new loans.

The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing and/or other financing arrangements. The Company will need to raise additional funds since its current cash position is not sufficient to cover its anticipated operating budget for the next twelve months. Given sentiment and capital market conditions in the mining sector, there exists a material uncertainty as to the Company's ability to raise additional funds on favorable terms in order to continue as a going concern.

SCHEDULE "D"
LIONS BAY MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE FISCAL YEAR ENDED OCTOBER 31, 2019

This Management Discussion & Analysis ("MD&A") is provided to enable the reader to assess the financial condition and results of operations of Lions Bay Mining Corp. ("Lions Bay" or the "Company") for the year ended October 31, 2019.

This MD&A should be read in conjunction with the audited financial statements for the year ended October 31, 2019 prepared in accordance with international financial reporting standards ("IFRS") as issued by the international accounting standards board ("IASB"). This MD&A complements and supplements but does not form part of the company's financial statements.

This MD&A contains forward-looking statements. Statements regarding the adequacy of cash resources to carry out the company's exploration programs or the need for future financing are forward-looking statements. All forward-looking statements, including those not specifically identified herein, are made subject to cautionary language on page 10. Readers are advised to refer to the cautionary language when reading any forward-looking statements.

This MD&A is prepared in conformity with National Instrument 51-102F1. All dollar amounts referred to in this discussion and analysis are expressed in Canadian dollars except where indicated otherwise. This MD&A has taken into account information available up to and including February 27, 2020.

BUSINESS OVERVIEW

The Company is a precious metals exploration company currently focused on North American assets which include the Company's current interest in the Fish Lake Project.

On July 19, 2018, the Board of Directors of Bearing Lithium Corp. ("Bearing") approved a statutory arrangement (the "Arrangement") where it distributed the shares of the Company to the shareholders of Bearing on the basis of 0.049921 of Lions Bay shares for each common share of Bearing they own. The arrangement resulted in participating shareholders of Bearing holding, immediately following completion of the arrangement, 50% of the outstanding common shares in proportion to their holdings of common shares of the Company and Bearing holding the remaining 50%.

Prior to the distribution, Bearing transferred to the Company, its interest in 81 lode claims (the "Fish Lake Project") located in Fish Lake Valley, central-western Nevada as well as the Bearing's interest in four additional mineral properties located in the Yukon, Canada.

The Company plans to focus on maintaining its existing assets and acquiring one additional precious metal asset in the next year.

The Company will need additional funding in the near future through either equity or debt financing to acquire new projects and further develop its existing assets. Many factors influence the Company's ability to raise funds, including the health of the capital market, the climate for mineral exploration investment and the Company's track record. Actual funding requirements may vary from those planned due to a number of factors, including the funding of new projects. Management is approaching all identifiable sources of equity capital, but there is no guarantee that the Company will be able to secure additional financings in the future at terms that are favourable.

HIGHLIGHTS

- Effective November 20, 2018, the Company's shares are traded on the Canadian Securities Exchange (the "CSE") under the symbol "LBM".
- On November 21, 2018, the Company issued 5,000,000 units for proceeds of $500,000. Each unit consists of one common share and one share purchase warrant exercisable for a period of two years at an exercise price of $0.10 per share. The Company paid cash commissions of $12,210, other share issuance costs of $390 and issued 122,100 brokers' warrants with a fair value of $5,570. The brokers' warrants are exercisable for a period of two years at an exercise price of $0.10 per share. The brokers' warrants were valued using the following Black-Scholes pricing assumptions: risk free rate of 2.23%, estimated annualized volatility of 75.55%, expected life of 2 years, exercise price of $0.10, expected dividend yield of 0% and share price of $0.105.
- On March 18, 2019, the Company issued Golden Predator Mining Corp. notice to correct its failure to make the required $100,000 payment as required under the Yukon property option agreement. On April 2, 2019, the Company announced the termination of the property purchase agreement entered into with Golden Predator Mining Corp.
- On October 22, 2019, Patrick Cussen resigned from the Board of Directors.

MINERAL PROPERTIES

The company currently retains 5 mineral properties, with 4 in the Yukon Canada and 1 in Nevada. The Yukon properties include the, HY Jay, VM, VBA and Big properties and the Nevada property is located at Fish Lake in Esmeralda County.

The Fish Lake Project

The Fish Lake Project ("Fish Lake") comprises 81 mineral claims covering approximately 1620 acres. Bearing acquired a 100% free and clear interest in the claims by quit claim deed on April 5, 2017 in return for a cash payment of $60,000 and 1,400,000 common shares. On September 27, 2017, and as amended on May 2, 2018, September 21, 2018, and February 3, 2020, Bearing entered into the Option Agreement with American Battery Metals Corp. (formerly First Division Ventures Inc.) ("American Battery Metals") whereby American Battery Metals has the option to acquire a 50% interest in the Fish Lake. Bearing transferred its right in the Fish Lake and the Option Agreement to the Company under the Asset Purchase Agreement.

Pursuant to the Option Agreement, in order to exercise its option, American Battery Metals was required to make a cash payment in the initial amount of $20,000 (received by Bearing) and issue 20,000 common shares (received by Bearing) to the Company, and thereafter issue an additional 3,000,000 common shares to the Company on or before September 25, 2020. American Battery Metals must incur an aggregate of $1,500,000 in exploration expenditures on the Fish Lake Project as follows: (a) $60,000 on or before September 25, 2018 (incurred); (b) $440,000 on or before June 30, 2020; and (c) $1,000,000 on or before September 25, 2020. If American Battery Metals exercises the Option, the Company and American Battery Metals will form a joint venture on terms to be negotiated by the parties.

Fish Lake is located in Esmeralda County, Nevada approximately 170 miles northwest of Las Vegas, Nevada; 45 miles west-north-west of the county seat at Goldfield, Nevada and approximately 50 miles west-south-west of Tonopah, Nevada, the major commercial center for the region. The Fish Lake Project mining claims are in T. 1 S., R. 36 E., Secs. 25, 26, 35 and 36; T. 1 S., R. 37 E., Secs. 29, 30, 31 and 32; T. 2 S., R. 36 E., Sec. 1 and T. 2 S., R. 37 E., Sec. 6, MDBM. The claims cover the valley with the Mineral Ridge Mine Road and ridges and valleys to the west.

Initial mapping and sampling on the Fish Lake showed values to 600 ppm lithium in mudstones. Common geochemical values in mudstones are 5 to 40 ppm, so the anomalous results suggest the same process may have operated there.

As of November 30, 2019, American Battery Metal's exploration expenditures on the Fish Lake Project totaled $361,126. Those expenditures cover mapping, sampling and a geophysical survey. Mapping confirmed that the claims covered mostly Tertiary basin sediments. A total of 130 samples were collected during American Battery Metals mapping. Values up to 370 ppm lithium confirm the conclusion from the Octagon sampling that the geologic process resulting in high lithium values in fine sediments operated at the Fish Lake Project claim area.

Having shown that claystone is on the property and that enriched lithium values occur in that rock package, a CSAMT/MT survey optimized drill hole siting. Four traverses cross favorable stratigraphy and along an existing jeep road. A 1,000 foot deep drill hole would be a reasonable test of the Tertiary claystone sedimentary section. Drilling by conventional rotary or reverse circulation would be most time and budget effective.

HY and Jay Property

The Company has a 100% interest in the HY and Jay claims, subject to a 2% NSR on a portion of the Hy claims. Work to date on the HY-Jay property by Bearing and previous owners has outlined three areas of anomalous gold in rock and soil at the Zig Zag, East Ridge and West zones. The East Ridge and West zones are highlighted by 0.9-kilometre- and 1.4-kilometre-long gold and arsenic soil geochemical anomalies. Of 298 rock grab samples collected from the property 26 returned values greater than 1 gram per tonne Grab sample 73723 collected in 1997 from the West zone returned 144.1 g/t gold (Bearing news releases of Nov. 24, 2011, and Dec. 12, 2011). The 2011 discovery of the Zig Zag gold zone returned significant gold assays from grab samples of quartz-arsenopyrite vein material collected from a large field of metasediment and phyllite subcrop and float boulders. Grab samples are selective by nature and are unlikely to represent average grades of sampling on the entire property.

Golden Predator Mining Corp. ("Golden Predator") and the Company are parties to a mineral property purchase agreement pursuant to which Golden Predator agreed to purchase all of the Company's undivided interest in certain mineral claims in the Yukon Territory for total cash payments in the amount of $275,000, payable over a 48-month period from the execution date of the agreement. In addition, Golden will issue shares according to the following schedule:

i. 35,000 common shares on date of execution with a fair value of $21,700 (received by Bearing)
ii. 50,000 common shares 8 months after date of execution with a fair value of $44,000 (received by Bearing); and
iii. Common shares equal to $100,000 on the 26-month anniversary of the execution date; and
iv. Common shares equal to $250,000 on the 32-month anniversary of the execution date; and
v. Common shares equal to $250,000 on the 48-month anniversary of the execution date.

As part of the plan of Arrangement between the Company and Bearing, related to the acquisition by the Company of the Yukon properties, the Company will be the beneficiary of any further amounts paid by Golden as well as any share issuance as stated in the agreement.

Under the terms of the agreement, Golden will also grant to the Company a 2% NSR on certain claims and a 1% NSR on the remaining claims. Golden has the right to re-purchase 50% of the NSR for $1,000,000 at any time.

Golden was given formal notice on March 18, 2019 and had 30 days to cure the breach or the Company would consider the purchase agreement terminated. On April 2, 2019, the Company announced that it has terminated the property purchase agreement entered into with Golden Predator Mining Corp. The Company impaired the Yukon claims and wrote off related costs of $4 during the year.

ANNUAL FINANCIAL INFORMATION

The following table sets forth selected financial information for Lions Bay for its only two completed financial years ended October 31, 2019 ("Fiscal 2019") and 2018 ("Fiscal 2018"). This information has been derived from the Company's audited financial statements for the year, and should be read in conjunction with the financial statements and the notes thereto.

	Fiscal 2019	Fiscal 2018
Total revenue	$ -	$ -
Net loss for the fiscal year	(230,121)	(161,226)
Loss per share, basic and fully diluted	(0.02)	(0.05)
Total assets	306,268	108,743
Total non-current financial liabilities	-	-
Cash dividends declared per common share	-	-

RESULTS OF OPERATIONS AND SELECTED QUARTERLY FINANCIAL DATA

The Company was incorporated April 25, 2018 and has completed seven quarter of operations.

During the three months ended October 31, 2019, the Company incurred a net and comprehensive loss of $67,910 which primarily related to activity involved with regulatory and financial reporting requirements. The net loss for the three months includes $48,500 of management and consulting fees and $15,674 of professional fees for work related to general management and administrative matters as well as analyzing acquisition opportunities.

During the year ended October 31, 2019, the Company incurred a net and comprehensive loss of $230,121 which primarily related to activity involved with the CSE listing, regulatory and financial reporting requirements. The net loss for the year includes $109,931 of management and consulting fees and $78,014 of professional fees for work related to taking the company public, general management and administrative matters. In the prior year, there were $69,000 management and consulting fees and $59,860 of professional fees.

The Company expects short term operational spending to be focused around general administration, regulatory costs and further development of its business plan which may include analysis acquisitions opportunities.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected financial information from the Company's unaudited financial statements for the most recent seven quarters:

Quarter Ended	Total Revenues	Comprehensive & Net Loss	Basic and Diluted Loss per Share
October 31, 2019	-	$ 67,910	$ 0.01
July 31, 2019	-	$ 37,814	$ 0.00
April 30, 2019	-	$ 58,953	$ 0.01
January 31, 2019	-	$ 65,444	$ 0.01
October 31, 2018	-	$ 130,259	$ 0.04
July 31, 2018	-	$ 30,967	$ 0.05
April 30, 2018	-	$ -	$ -

Due to the limited operating history of the Company, only seven quarters are reported above. The increase in expenditures in the quarter ended October 31, 2019 was due mainly for management and consulting fees and professional fees incurred as a result of the Company becoming listed on a public stock exchange and analyzing acquisition opportunities.

OUTSTANDING SHARE DATA

(On November 21, 2018, the Company issued 5,000,000 units for proceeds of $500,000. Each unit consists of one common share and one share purchase warrant exercisable for a period of two years at an exercise price of $0.10 per share. The Company paid cash commissions of $12,210, other share issuance costs of $390 and issued 122,100 brokers' warrants with a fair value of $5,570. The brokers' warrants are exercisable for a period of two years at an exercise price of $0.10 per share. The brokers' warrants were valued using the following Black-Scholes pricing assumptions: risk free rate of 2.23%, estimated annualized volatility of 75.55%, expected life of 2 years, exercise price of $0.10, expected dividend yield of 0% and share price of $0.105.

As at the date of this MD&A the Company had:

- 10,727,428 common shares issued and outstanding (October 31, 2019 - 10,727,428)
- 278,546 stock options issued and outstanding (October 31, 2019 – 358,498)
- 5,097,100 warrants outstanding (October 31, 2019 – 5,097,100)

Subsequent events

Subsequent to October 31, 2019, 79,952 stock options were forfeited pursuant to the resignation of a director.

LIQUIDITY AND CAPITAL RESOURCES

At October 31, 2019, the Company had cash of $228,980 (October 31, 2018 - $15,649) and a working capital of $115,112 (October 31, 2018 – deficiency of $150,921). Whether and when the Company can obtain profitability and positive cash flows from operations is uncertain. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. These uncertainties cast doubt on the Company's ability to continue as a going concern.

The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing and/or other financing arrangements. While the Company's management has been successful in raising equity in the past, there can be no guarantee that it will be able to raise sufficient funds to fund its activities and general and administrative costs if required in the future.

USE OF PROCEEDS FROM FINANCING

A comparison of the unaudited use of proceeds disclosed in the Filing Statement on November 9, 2018 to management's current estimate of the use of proceed is as follows:

	Proposed Use of Proceeds	Estimated Use of Proceeds to October 31, 2019
Expenses relating to future acquisitions including acquisition costs, due diligence and legal expenses	$ 70,000	$ 37,948
Work Program on Fish Lake Property (%50)	60,000	18,714
Management, consultants and general administration	180,000	87,369
Regulatory related expenses after listing	20,000	19,049
Professional fees – audit and general legal	50,000	34,151
Unallocated working capital	50,000	3,913
Total	$ 430,000	$ 201,143

RELATED PARTY TRANSACTIONS

The Company and Bearing, a former parent company, entered into an Arrangement described above. The Arrangement provides for the transfer from Bearing of $75,004, in mineral property interest to the Company, a wholly-owned subsidiary, and the immediate distribution of a controlling interest in the common shares of the Company to the shareholders of Bearing as at July 19, 2018. The shareholders of Bearing, at the completion of the Arrangement, continued to collectively own the interest in Bearing's assets, albeit through an altered corporate structure. The Company and Bearing also have directors in common. During the year ended October 31, 2019 Bearing's ownership decreased to nil.

During the period ended October 31, 2019, the Company incurred nil management and consulting fees to Bearing (October 31, 2018 - $60,000). As at October 31, 2019 the Company was indebted to Bearing for a total of $nil (October 31, 2018 - $115,060).

Key management consists of the Officers and Directors who are responsible for planning, directing and controlling the activities of the Company. For the year ended October 31, 2019, the following expenses were incurred to the Company's key management:

		October 31, 2019		October 31, 2018
Management and consulting fees	$	54,000	$	9,000
Share based compensation		-		9,618
	$	54,000	$	18,618

i. During the year ended October 31, 2019, the Company accrued $36,000 (October 31, 2018 - $6,000) in consulting fees for management services owing to Jeremy Poirier, the Chief Executive Officer of the Company. As of October 31, 2019, the Company has included in its accounts payable and accrued liabilities $39,000 due to Jeremy Poirier.

ii. During the period ended October 31, 2019, the Company accrued $18,000 (October 31, 2018 - $3,000) in consulting fees for management services owing to Benjamin Asuncion, a Director of the Company. As of October 31, 2019, the Company has included in its accounts payable and accrued liabilities $21,000 due to Benjamin Asuncion.

RECENT ACCOUNTING PRONOUNCEMENTS

IFRS 16, Leases, specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases. The Company does not anticipate the adoption of this standard to have a significant impact on the Company's financial statements. This standard is effective to the Company for the fiscal year beginning on November 1, 2019.

FINANCIAL INSTRUMENTS

Fair value

As at October 31, 2019, the Company's financial instruments consist of cash and accounts payable. The fair values of these financial instruments approximate their carrying values because of their current nature.

IFRS 13, Fair Value Measurement, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable market data.

The fair value of cash and marketable securities are based on Level 1 inputs. There are no financial instruments subject to level 2 or level 3 fair value measurements

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The functional and reporting currency of the Company is the Canadian dollar. The Company is not exposed to significant foreign exchange risk.

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. The does not have significant exposure to credit risk.

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Included in the loss for the period in the financial statements is interest expense on loans and financing and interest income on Canadian dollar cash. As at October 31, 2019, the Company is not exposed to significant interest rate risk.

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date.

As of October 31, 2019, the Company had cash of $228,980 and accounts payable and accrued liabilities of $116,152. The Company's accounts payable and accrued liabilities are due within 90 days. The amounts due to related party are due on demand. The Company addresses its liquidity through debt and equity financing obtained through the sale of common shares and the exercise of warrants and options. There is no assurance that it will be able to do so in the future.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements for the period ended October 31, 2019.

PROPOSED TRANSACTIONS

There are no proposed transactions.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the Financial Statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

RISKS AND UNCERTAINTIES

The Company is in the mineral exploration and development business and is exposed to a number of operational, financial, regulatory and other risks and uncertainties that are typical in the natural resource industry and common to other companies in the exploration and development stage. These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial could adversely impact the Company's business, results of operations, and financial performance in future periods.

Limited Operating History

The Company has not yet commenced operations and therefore has no history of earnings or of a return on investment, and there is no assurance that certain of its royalty or streaming interests or other assets will generate earnings, operate profitably or provide a return on investment in the future. The likelihood of success of the Company must also be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Company's proposed business strategies incorporate its management's best analysis of potential markets, opportunities and difficulties that it may face. No assurance can be given that the underlying assumptions will be achieved.

The Company has never paid a dividend and, while it currently intends to seek to pay dividends in the future, has no current plans to pay dividends. The future dividend policy of the Company will be determined by the Company's Board. The ability of the Company to raise capital, satisfy its obligations and provide a return to its shareholders will be dependent on future performance.

Disclosure Controls and Internal Control Financial Reporting

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to permit timely decisions regarding public disclosure.

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Canadian Securities Administrators do not require any certification on the effectiveness of these controls at this time.

NI 43-101 Compliance Requirements

Under National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101"), if an issuer discloses in writing scientific or technical information about a mineral project on a property material to the issuer, the issuer must include in the written disclosure the name and the relationship to the issuer of the qualified person who: (a) prepared or supervised the preparation of the information that forms the basis for the written disclosure or (b) approved the written disclosure. For the purposes of this MD&A, William Feyerabend, PGeo, a geologist with more than 30 years of experience is the Qualified Person for the purposes of NI 43-101 has approved the written disclosure in this MD&A. This MD&A references a number of previous new releases in respect of disclosure of technical matters relating to mineral properties and reference should be made to these news releases to fully understand these references.

Government Laws, Regulation & Permitting

Mining and exploration activities of the Company are subject to both domestic and foreign laws and regulations governing prospecting, development, production, taxes, labour standards, occupational health, mine safety, waste disposal, toxic substances, the environment and other matters. Although the Company believes that all exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a substantial adverse impact on the Company.

The operations of the Company will require licenses and permits from various governmental authorities to carry out exploration and development at its projects. There can be no assurance that the Company will be able to obtain the necessary licenses and permits on acceptable terms, in a timely manner or at all. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities.

Additional Financings

The Company expects to be substantially dependent upon the equity and debt capital markets or alternative sources of funding to pursue additional investments. There can be no assurance that such financing will be available to the Company on acceptable terms or at all.

Additional equity or debt financings may significantly dilute shareholders, increase the Company's leverage or require the Company to grant security over its assets. If the Company is unable to obtain such financing, it may not be able to expand its portfolio of royalty or streaming assets and may not be able to execute on its business strategy. If the Company is unable to obtain financing for additional investments, it may determine to allocate income, if any, from other investments to finance additional investments.

There is no assurance that the Company will be successful in raising sufficient funds to meet its obligations or to complete all of the currently proposed exploration programs. If the Company does not raise the necessary capital to meet its obligations under current contractual obligations, the Company may have to forfeit its interest in properties or prospects earned or assumed under such contracts.

Key Management and Competition

The success of the Company will be largely dependent upon the performance of its key officers, consultants and employees. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Company's success.

While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself with respect to the discovery and acquisition of interests in mineral properties, the recruitment and retention of qualified employees and other persons to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

Title to Properties

Acquisition of rights to the mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated the title to all of the properties for which it holds concessions or other mineral leases or licenses or in respect of which it has a right to earn an interest, the Company cannot give any assurance that title to such properties will not be challenged or impugned.

Commodity Prices

Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with the laws of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Market Price and Listing of the Company's Shares

The Company has applied to have the Common Shares listed and posted for trading on the CSE. The listing of the Common Shares will be subject to the satisfaction of all of the CSE's initial listing requirements. If the Company receives final approval for listing the Common Shares on the CSE, there is no assurance that it will maintain such listing on the CSE or a listing on any other exchange or quotation service. There can be no assurance that an active trading market will develop or be sustained for the Common Shares. Shareholders may not be able to resell the Common Shares received pursuant to the Arrangement, which may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Common Shares. If an active or liquid market for the Common Shares fails to develop or be sustained, the price at which the Common Shares trade may be adversely affected.

An investment in the Company's securities is highly speculative, due to the high-risk nature of its business, lack of diversification and the present stage of its development. Shareholders of the Company may lose their entire investment.

If the Common Shares are publicly traded, the market price of the Common Shares may be affected by many variables not directly related to the corporate performance of the Company, including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments and the breadth of the public market for its shares. The effect of these and other factors on the market price of the Common Shares in the future cannot be predicted. The lack of an active public market could have a material adverse effect on the price of the Common Shares.

Global Financial Conditions may be Volatile

Market events and conditions, including the disruptions in the international credit markets and other financial systems, in China, Japan and Europe, along with political instability in the Middle East and Russia and falling currency prices expressed in United States dollars have resulted in commodity prices remaining volatile. These conditions have also caused a loss of confidence in global credit markets, excluding the United States, resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, tighter regulations, less liquidity, widening credit spreads, less price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks and investment banks, insurers and other financial institutions caused the broader credit markets to be volatile and interest rates to remain at historical lows. These events are illustrative of the effect that events beyond the Company's control may have on commodity prices, demand for metals, including gold and silver, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business. Global financial conditions have always been subject to volatility. Access to public financing has been negatively impacted by sovereign debt concerns in Europe and emerging markets, as well as concerns over global growth rates and conditions. These and other factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, the favourability of the terms of such

financing to the Company. Increased levels of volatility and market turmoil can adversely impact the Company's operations and the price of the Common Shares.

The Company will be Reliant on Third Party Reporting

The Company relies, and will rely, on public disclosure and other information regarding the properties in which it has an interest that it receives from the owners, operators and independent experts of such operations. Such information is necessarily imprecise because it depends upon the judgment of the individuals who operate the properties, as well as those who review and assess the geological and engineering information. In addition, the Company must rely on the accuracy and timeliness of the public disclosure and other information it receives from the owners and operators of the properties, and uses such information in its analyses, forecasts and assessments relating to its own business and to prepare its disclosure with respect to its streams and royalties. If the information provided by such third parties to the Company contains material inaccuracies or omissions, the Company's disclosure may be inaccurate and its ability to accurately forecast or achieve its stated objectives may be materially impaired, which may have a material adverse effect on the Company.

FORWARD-LOOKING INFORMATION OR STATEMENTS AND CAUTIONARY FACTORS THAT MAY AFFECT FUTURE RESULTS

Certain statements contained in the following MD&A constitute forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements may include statements regarding work programs, capital expenditures, timelines, strategic plans, market price of commodities or other statements that are not statement of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward-looking statements contained herein are as of February 27, 2020 and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws.

Information concerning the interpretation of drill results also may be considered forward-looking statements; as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. The estimates, risks and uncertainties described in this MD&A are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in the Company's forward-looking statements. In addition, any forward-looking statements represent the Company's estimates only as of the date of this MD&A and should not be relied upon as representing the Company's estimates as of any subsequent date. The material factors and assumptions that were applied in making the forward-looking statements in this MD&A include: (a) execution of the Company's existing plans or exploration programs for each of its properties, either of which may change due to changes in the views of the Company, or if new information arises which makes it prudent to change such plans or programs; and (b) the accuracy of current interpretation of drill and other exploration results, since new information or new interpretation of existing information may result in changes in the Company's expectations. Readers should not place undue reliance on the Company's forward-looking statements, as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and factors including: the possibility that opportunities will arise that require more cash than the Company has or can reasonably obtain; dependence on key personnel; dependence on corporate collaborations; potential delays; uncertainties related to eventual realization of value from a mineral property; uncertainties as to fluctuation of the stock market; uncertainty of estimates of capital and operating costs; the need to obtain additional financing and uncertainty as to the availability and terms of future financing; uncertainties as to fluctuations in currency exchange rates and the possibility of unanticipated costs or expenses or cost overruns; and other risks and uncertainties which may not be described herein. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.

APPROVAL

The Company's Board of Directors has approved the Company's financial statements for the period ended October 31, 2019. The Company's Board of Directors has also approved the disclosures contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and is available on www.sedar.com.

Vancouver, BC February 27, 2020

SCHEDULE "E"
LIONS BAY PROFORMA FINANCIAL STATEMENTS

LIONS BAY MINING CORP

Pro Forma Financial Statements

(Unaudited - Expressed in Canadian dollars)

Lions Bay Mining Corp
Pro Forma Statement of Financial Position
As at April 30, 2020
(Unaudited - Expressed in Canadian dollars)

	Lions Bay Mining Corp. (CAD)	BioVaxys Inc. (USD)	BioVaxys Inc. (CAD)	Pro forma Adjustments (CAD)	Notes	Pro Forma (CAD)
ASSETS						
CURRENT ASSETS						
Cash	$ 167,930	$ 32,441	$ 45,125	237,500	3i)	$ 3,252,815
				2,977,260	3iv)	
				(175,000)	3v)	
Receivables and other assets	30,981	-	-	(27,820)	3ii)	3,161
	198,911	32,441	45,125			3,255,976
NON-CURRENT ASSETS						
Exploration and evaluation assets	65,000	-	-	(65,000)	3v)	-
Intangible asset	-	-	-	9,222,447	3vi)	9,222,447
TOTAL ASSETS	**$ 263,911**	**$ 32,441**	**$ 45,125**			**$ 12,478,423**
LIABILITIES						
CURRENT LIABILITIES						
Accounts payable	$ 80,835	$ 62,451	$ 86,869			$ 167,704
Accrued liabilities	5,000	-	-	15,000	3iv)	20,000
Due to related parties	87,000	5,538	7,703			94,703
Loan payable	-	20,000	27,820	(27,820)	3ii)	-
TOTAL LIABILITIES	**172,835**	**87,989**	**122,392**			**282,407**
SHAREHOLDERS' EQUITY						
Share capital	571,309	10,971	15,261	237,500	3i)	12,818,516
				2,962,260	3iv)	
				(15,261)	3vi)	
				9,047,447	3vi)	
Reserve	9,005	-	-			9,005
Deficit	(489,238)	(66,519)	(92,528)	(65,000)	3v)	(631,505)
				15,261	3vi)	
TOTAL SHAREHOLDERS' EQUITY	**91,076**	**(55,548)**	**(77,267)**			**12,196,016**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**$ 263,911**	**$ 32,441**	**$ 45,125**			**$ 12,478,423**

1 BASIS OF PRESENTATION

The unaudited pro forma financial statements of Lions Bay Mining Corp. (the "Company" or the "Resulting Issuer") as at April 30, 2020, have been prepared by management after giving effect to a proposed amalgamation between Lions Bay Mining Corp. ("Lions Bay") and BioVaxys Inc. ("BioVaxys"). Lions Bay and BioVaxys entered into a share exchange agreement (the "Agreement") on June 2, 2020. Pursuant to the Agreement, BioVaxys will become a subsidiary of the Company (see Note 2). The Company is a reporting issuer and has submitted an application for listing on the Canadian Securities Exchange ("CSE").

The unaudited pro forma statement of financial position is the result of combining the interim statement of financial position of Lions Bay as at April 30, 2020 and the statement of financial position of BioVaxys as at April 30, 2020.

It is the opinion of the Company's management that the pro forma statement of financial position as at April 30, 2020 include all adjustments necessary for the fair presentation, in all material respects, of the transactions and assumptions described in Notes 2 and 3 and the results of the combined operations in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), applied on a basis consistent with the accounting policies described in Note 3 of Lions Bay's annual financial statements for the year ended October 31, 2020.

The pro forma financial statements intend to reflect the financial position had the proposed transaction had occurred on April 30, 2020. However, these pro forma financial statements are not necessarily indicative of the financial position or financial performance, which would have resulted if the transactions had actually occurred on April 30, 2020 or had been in effect for the periods presented.

The unaudited pro forma financial statements should be read in conjunction with the historical financial statements and the notes thereto of Lions Bay and BioVaxys. The pro forma financial statements and accompanying notes are presented in Canadian dollars.

2 SHARE EXCHANGE AGREEMENT

On June 2, 2020, the Company executed the Agreement with BioVaxys Inc. whereby the Company will acquire all of the issued and outstanding shares of common stock of BioVaxys (the "Transaction"). Pursuant to the Transaction, the security holders and certain advisors of BioVaxys will receive an aggregate of 29,000,000 common shares (each, a "Common Share") in the capital of the Company. In connection with the Transaction, the Issuer also issued an aggregate of 2,100,000 Common Shares to certain advisors of the Company.

In addition, as part of the Transaction, the Company has agreed to advance US$200,000 to BioVaxys, which shall be repayable by BioVaxys in the event the Transaction does not complete. It is anticipated that the Transaction will constitute a "change of business" (a "COB") in accordance with the policies of the CSE.

Closing of the Transaction is subject to the satisfaction of customary closing conditions including regulatory and shareholder approvals, exercise of certain stock purchase warrants of BioVaxys and exchange of certain shares, consent to the transfer of a license agreement from BioVaxys to the Company upon closing and completion of the Offering.

(Unaudited - Expressed in Canadian dollars)

3 PRO FORMA ASSUMPTIONS AND ADJUSTMENTS

These unaudited pro forma financial statements have been prepared assuming the following transactions and assumptions:

i) Subsequent to April 30, 2020, Lions Bay issued 4,710,000 common shares pursuant for the exercise of warrants for the proceeds of $235,000. Also, Lions Bay issued 200,000 common shares pursuant to the exercise of stock options for $2,500.

ii) On April 28, 2020, Lions Bay advanced US$20,000 ($27,820) to BioVaxys to use as working capital. The balances are eliminated on consolidation.

iii) Subsequent to April 30, 2020, the Company had an estimated $75,000 of professional fees and has agreed to reimburse an estimated $100,000 in out of pocket expenses to advisors related to the Transaction. These costs have been included in the cost of acquiring BioVaxys (Note 3 (vi)).

iv) Subsequent to April 30, 2020, the Company completed a non-brokered private placement of 13,738,235 units at a price of $0.22 per unit, for gross proceeds of $3,022,412. Each Unit is comprised of one common share and one-half of a Warrant. Legal fees associated with the private placement total an estimated $15,000 and finders fees were $45,152 in cash commissions and 233,874 finder's warrants were issued.

v) As the Transaction will constitute a COB, the Company will no longer pursue the exploration and evaluation assets associated with mining. Therefore, a write-down of the exploration and evaluation asset of $65,000 has been recognized.

vi) Management has evaluated that BioVaxys does not meet the definition of a business as defined by IFRS 3. Consequently, the Transaction will be accounted as an acquisition of BioVaxys's net assets and reporting issuer status by the issuance of shares of the Company to BioVaxys's shareholders. The BioVaxys share capital and retained earnings will be eliminated in the proforma consolidation. The cost of the transaction in excess of the net assets of BioVaxys will be reflected as an asset, being the cost of obtaining BioVaxys's intangible assets:

Cost of acquisition		
Fair value of Lions Bay shares issued to shareholders of BioVaxys[1]	$	8,410,000
Fair value of the shares issued to advisors of the Company[2]		588,000
Estimated professional fees and advisor reimbursements		175,000
Total cost of acquiring BioVaxys	$	9,173,000
Fair Value of BioVaxys assets acquired, net of liabilities		
Cash	$	45,125
Accounts payable		(86,869)
Due to related party		(7,703)
Net assets		(49,447)
Excess recorded as intangible assets	$	9,222,447

1 The fair value of the shares of the Resulting issuer that will be held by shareholders of BioVayxs was determined based on there being 29,000,000 common shares issued. The fair value of the 29,000,000 common shares was determined using a price of $0.28 per share being the closing price on the date of the definitive agreement.

2 Pursuant to the definitive agreement, 2,100,000 common shares of the Company are issuable upon completion of the Transaction. The fair value of the common shares was determined using a share price of $0.28, which was the closing price on the date of the definitive agreement.

(Unaudited - Expressed in Canadian dollars)

4 PRO FORMA SHARE CAPITAL

	Number of shares	Amount
Outstanding common shares as at April 30, 2020	21,454,856	$ 571,309
Non-brokered private placement subsequent to April 30, 2020	13,738,235	2,962,260
Issuance of common shares pursuant to warrant and stock option exercises subsequent to April 30, 2020	4,910,000	237,500
The Company's common shares issued and outstanding prior to share consolidation	40,103,091	3,771,069
Old BioVaxys common shares issued and outstanding prior to share consolidation	1,800,000	-
Cancellation of old BioVaxys common shares on share consolidation	(1,800,000)	-
Issuance of new Lions Bay common shares on share consolidation	29,000,000	8,410,000
Common shares issued to advisors of the Company	2,100,000	588,000
Pro Forma share capital of Resulting Issuer	71,203,091	$ 12,769,069

CERTIFICATE OF BIOVAXYS TECHNOLOGY CORP.

Pursuant to a resolution duly passed by its Board of Directors, BioVaxys Technology Corp. (formerly Lions Bay Mining Corp.) hereby applies for the listing of the above-mentioned securities on CSE. The foregoing contains full, true and plain disclosure of all material information relating to BioVaxys Technology Corp. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, this 30th day of September, 2020.

"James Passin" (signed)
Chief Executive Officer

"Lachlan McLeod" (signed)
Chief Financial Officer

"Jeremy Poirier" (signed)
Director

"Timothy Heenan" (signed)
Director

"James Passin" (signed)
Promoter

CERTIFICATE OF BIOVAXYS INC.

The foregoing contains full, true and plain disclosure of all material information relating to BioVaxys Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, this 30th day of September, 2020.

"James Passin" (signed)
Director, Chief Executive Officer, Secretary and Treasurer