MedMira Inc.

Management's Discussion & Analysis

For the three months ended October 31, 2023

Forward looking statements

This document contains forward looking statements, such as statements regarding future sales opportunities in various global regions and financing initiatives that are based on current expectations of management. These statements involve uncertainties and risks, including MedMira Inc.'s ("MedMira" or the "Company") ability to obtain and/or access additional financing with acceptable terms, and delays in anticipated product sales. Such forward-looking statements should be given careful consideration and undue reliance should not be placed on these statements.

This MD&A contains statements that may constitute forward-looking statements about the Company's objectives, strategies, financial condition, results of operations, cash flows and businesses. These statements are "forward-looking" because they are based on current expectations, estimates, assumptions, risks, and uncertainties. These forward-looking statements are typically identified by future or conditional verbs such as "outlook", "believe", "anticipate", "estimate", "project", "expect", "intend", "plan", and terms and expressions of similar import. Such forward-looking statements are subject to a number of risks and uncertainties that include, but are not limited to: cyclical downturn; competitive pressures; dealing with business and political systems in a variety of jurisdictions; repatriation of funds or property in other jurisdictions; payment of taxes in various jurisdictions; exposure to currency movements; inadequate or failed internal processes, people or systems or from external events; dependence on key customers; safety performance; expansion and acquisition strategy; regulatory and legal risk; corruption, bribery or fraud by employees or agents; extreme weather conditions and the impact of natural or other disasters; shortage of specialized skills and cost of labour increases; equipment and parts availability, reputational risk; cybersecurity risk; market price and dilution of common shares and environmental regulation risk. Actual results could be materially different from expectations if known or unknown risks affect the business, or if estimates or assumptions turn out to be inaccurate. The Company does not guarantee that any forward-looking statement will materialize and, accordingly, the reader is cautioned not to place reliance on these forward-looking statements. The Company disclaims any intention and assumes no obligation to update any forward-looking statement, even if new information becomes available, because of future events or for any other reasons, except in accordance with applicable securities laws.

Introduction

The MD&A was issued and approved by the Board of Directors on the December 29. 2023. The following MD&A for the three months ended October 31, 2023, has been prepared to help investors understand the financial performance of MedMira in the broader context of the Company's strategic direction, the risk and opportunities as understood by management, and the key metrics that are relevant to the Company's performance. The Audit Committee of the Board of Directors has reviewed this document and all other publicly reported financial information for integrity, usefulness, reliability, and consistency.

This document should be read in conjunction with the audited consolidated financial statements for the year ended July 31, 2023. Annual references are to the Company's fiscal years, which end on July 31. All amounts are expressed in Canadian dollars ("CAD") unless otherwise noted.

Additional information about MedMira, this document, and the related quarterly financial statements ended October 31, 2023, can be viewed on the Company's website at www.medmira.com and are available on SEDAR at www.sedar.com.

The preparation of Management's Discussion and Analysis ("MD&A") may require management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Management bases estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities. Actual results may differ

from these estimates under different assumptions or conditions. Management believes the accounting policies, outlined in the Significant Accounting Policies section of its October 31, 2023, consolidated financial statements, affect its more significant judgments and estimates used in the preparation of its consolidated financial statements.

About MedMira

MedMira is a biotechnology company engaged in the development and commercialization of rapid diagnostics and technology platforms. The Company is headquartered in Halifax, Nova Scotia, Canada and is listed on the TSX Venture Exchange ("TSX-V") under the symbol MIR.

The patented MedMira Rapid Vertical Flow (RVF) Technology™ platform is the basis for the Company's line of rapid tests. Diagnostic applications based on this technology are highly accurate, easy-to-use, and produce instant results – a strong advantage over most other rapid diagnostics on the market today. These features are enhanced further with ability to deliver multiplex results on one test device with just one drop of specimen. The Company has created a new generation of rapid tests that are based on the need to provide immediate answers without increasing costs.

MedMira's technology platform and growing portfolio of diagnostic tools demonstrate excellence in performance and quality in the highly competitive diagnostics industry. More than $30 million has been invested in perfecting MedMira's core technology, which has proven itself time and time again with its excellent clinical performance and its success in rigorous evaluations and inspections, leading to regulatory approvals for rapid diagnostic solutions in the United States (US Food and Drug Administration), Canada (Health Canada), the notified body in the European Union (CE Mark), and China (CFDA) and in a number of countries in Latin America, Africa, and Asia. The Company's quality system is ISO 9001 and ISO 13485 certified.

MedMira sells its rapid tests through a network of medical distributors and strategic business development partners to customers in all sectors of the healthcare industry, including laboratories, hospitals, point-of-care clinics, governments, aid organizations, and public health agencies.

In addition to clinical diagnostics, the Company offers the Miriad™ product line to create new opportunities in the high value technology licensing sector. This business line allows the Company to monetize its award-winning technology and core capabilities, including R&D, product development, and regulatory proficiency. Miriad provides access to MedMira's RVF Technology for researchers, developers, and biotech companies on a license basis to facilitate the creation of new rapid tests or the transition of existing tests to this unique platform. Infiltrating new and different sectors of the diagnostic industry, such as veterinary and environmental, with the Company's technology, enables MedMira to build a higher degree of global awareness, generate new revenue streams, and provide a superior diagnostic platform to the market.

Intellectual property

The Company strives to protect its intellectual property in established and emerging markets around the world as warranted. MedMira's intellectual property portfolio for its Rapid Vertical Flow Technology and the methodology behind its rapid diagnostics includes the following:

Patent #	*Title*	*Jurisdiction*
9,164,087	Rapid Diagnostic Device, assay and multifunctional Buffer	United States
9,086,410	Downward or vertical flow diagnostic device and assay	United States
8,025,850	Rapid Diagnostic Device, Assay and Multifunctional Buffer	United States

8,287,817	Rapid Diagnostic Device, Assay and Multifunctional Buffer	United States
8,586,375	Rapid Diagnostic Device, Assay and Multifunctional Buffer	United States
7,531,362	Rapid Diagnostic Device, Assay and Multifunctional Buffer	United States
D706945	Diagnostic Device	United States
D706466	Diagnostic Device	United States
EP1417489	Rapid Diagnostic Device and Assay	Europe
ZL02819646.5	Rapid Diagnostic Device and Assay	China
2,493,616	Rapid Diagnostic Device, Assay and Multifunctional Buffer	Canada
11,353,450	Analyte Detection Using Raman Spectroscopy	United States

The Company has other patents pending patents in the U.S. as well as two design patents in force or pending in eight markets.
The Company's corporate and product brand names are protected by trademarks in the U.S. and Canada.

The Company has recorded an impairment charge in previous fiscal years to write-down its intangible assets to a nominal value. There is no indication at the end of October 31, 2023, that this impairment has been reversed and thus the value of intangible assets on the balance sheet on October 31, 2023, is $2 (July 31, 2022 - $2).

Corporate update

During Q1 FY2024, MedMira continued its focus on its regulatory and clinical trial work for five products related to Sexually Transmitted Infections (STI) and Respiratory Viruses. Subsequent to Q1 FY2024, the Company received the US FDA 510(k) clearance for the HIV-2 claim on the Reveal® G4 Rapid HIV 1/2 antibody test in the United States. This achievement marks a significant milestone for MedMira, positioning the company as a key player in the HIV testing landscape and addressing the demand for comprehensive HIV screening mandated by various State laws across the nation.

In addition, the Company increased its Business Development and Sales team in preparation of the expected regulatory response and the subsequent receipt of the US FDA approval of the Reveal® G4 Rapid HIV 1/2 antibody test. This step was planned in anticipation of the December 2023 approval and enabled an immediate sales support response for its existing distribution networks and direct clients. The regulatory clearance for this product allows CLIA laboratories, clinics, or hospitals, to use MedMira's test. As a result, the Company estimates a 12 fold increase in sales over the coming months.

Major milestones

Throughout the reporting period, the Company achieved significant milestones in its pursuit of FDA and Health Canada approvals for a range of products. A standout accomplishment is the progress made with MedMira's 510(k) (FDA) approval for its Reveal® G4 Rapid HIV 1/2 antibody test on December 13, 2023. This major achievement allows the Company to significantly grow its market share and revenue in the United States, while re-confirming its quality for its upcoming Clinical Laboratory Improvement Amendments (CLIA) waiver.

Subsequent to this, the Company was able to discuss its pending and future submissions with Health Canada's In Vitro Diagnostic Division, Medical Device Directorate. While, the response time from the division was slower than anticipated, the Company had a highly positive dialogue with key decision makers and is confident to satisfy all regulatory requirements set forward by Health Canada. In addition, the division has provided clear guidance and answers to any open questions to move forward with its pending and subsequent submissions. At this time two submissions are currently pending final

approval and a final submission Reveal® TP (Syphilis) rapid test will be submitted within the coming weeks. An update will be provided in the month of January 2023.

In addition to its current work, the Company is awaiting two new grants sponsored by governmental third parties to access funding for two new product approvals in Canada and the US.

Distribution and Sales

In Q1 FY2024, the Company continued its training of its distributors in anticipation of upcoming product launches. Furthermore, MedMira expanded its own Business Development and Sales department in preparation of significantly larger orders and higher demand for customer relationship management. While the Company's technical support is well-established, additional business development and sales support was planned and executed to maximise MedMira's opportunities in the USA. The US FDA clearance for its Reveal® G4 Rapid HIV 1/2 antibody test provides customers with the fastest high quality HIV testing solution and with it has generated high volume demand.

At the same time, the Company's Miriad product line is aimed at forensic laboratories, tissue and eye banks which is a unique niche market established by MedMira in 2016. Currently there are 300 registered tissue banks in the United States with an overall donor screening program of 2.5 million samples a year. Whereas this product line is already sold through MedMira's other non-exclusive distributors such as VWR, Medline Industries etc and has generated a loyal customer base, the Company forecasts a significant increase in Miriad sales with the new additional partnership.

Regulatory and Clinical Projects

Reveal® TP (*Syphilis)*

In March 2023, the Company started its clinical trials for its Reveal® TP (Syphilis) rapid test in Canada. MedMira will submit its clinical data in the coming weeks for regulatory review and subsequent approval in Canada. Further discussions will be held with the US FDA on the submission of clinical data in Q2 FY2024.

Even though MedMira's HIV rapid test was the first Health Canada approved HIV rapid test, the overall demand for rapid test was insignificant in the Canadian market. This was mainly due to the low awareness of the equal quality compared to alternative testing systems. With the COVID-19 pandemic and the need for fast and cost-effective solutions, rapid tests became an acceptable testing method and with it changed the overall perception of the Canadian market. Rapid tests have proven to be a cost-effective alternative to slower and expensive traditional diagnostic methods without sacrificing quality. The opportunity to receive the necessary funding by the government of Canada and with it achieve the approval in Canada for a single Syphilis rapid test, was a significant chance to grow the MedMira brand in its home country.

Reveal® Hepatitis C

MedMira filed its pre-submission for De Novo/510(k) Classification Request for its Reveal® Hepatitis C (HCV) Rapid Antibody Test. MedMira completed the Q-submission (Q220148) and received the agreement to proceed with the submission of its clinical and non-clinical protocols. In the first quarter of 2023, the Company is allowed to start the clinical trials and has identified the clinical trial and applied for the necessary IRB (Institutional Review Board). Whereas the U.S. Food and Drug Administration (FDA) downgraded the regulatory classification of HCV rapid antibody tests, the requirements for clinical performance, accuracy, and safety for these tests have not changed. MedMira has chosen a dual path which includes the De Novo/510 (k) and CLIA waiver in one trial. With this step, the Company is able to achieve both marketing classifications with one step.

MedMira REVEAL® rapid HCV antibody test has several positive features, including its ease of use, low cost, and quick results. The test is designed to detect HCV antibodies in the blood immediately, making it a valuable tool for screening large populations quickly and efficiently.

It is important to note that these estimates are based on reported cases and may not represent the true prevalence of HCV infection in North America. Many people with HCV infection are asymptomatic and may not be aware of their infection status, and therefore may not be included in these estimates.

Reveal® HIV CLIA

With the receipt of the HIV-2 approval, MedMira is continuing its pursuit to achieve a Clinical Laboratory Improvement Amendments (CLIA) waiver for the Reveal® G4 Rapid HIV 1/2 antibody test. Once obtained, this waiver will streamline test accessibility, enabling a broader range of healthcare professionals to administer it. This strategic move is expected to enhance the reach and impact of the Reveal® G4 Rapid HIV 1/2 antibody test making it more readily available to communities across the United States. This new claim allows the Company to access the over USD$ 350 million annual market in the United States which includes physician-office-lab (POL) facilities, clinics, and other community healthcare providers.

MedMira's US FDA clearance was based on a comprehensive study for the additional HIV-2 claim in the Ivory Coast. The study showed a sensitivity of 100% for HIV-1 and HIV-2. In addition, MedMira's Reveal® G4 rapid HIV antibody test achieved a flawless 100% specificity and was reactive in early HIV-1 infections and seroconverts. The Reveal® G4 Rapid HIV 1/2 antibody test HIV has consistently demonstrated outstanding performance. HIV-2 is an essential part in today's HIV testing, notably, all US States have mandated HIV tests to possess the capability to detect both HIV-1 and HIV-2 antibodies. The inclusion of the HIV-2 claim in the Reveal® G4 Rapid HIV 1/2 antibody test is of paramount importance, considering the diverse prevalence of HIV subtypes in the United States. This potential approval aligns not only with regulatory requirements but also with the evolving needs of healthcare providers and public health initiatives, ensuring accurate and reliable results for both HIV-1 and HIV-2.

COVID-19/Flu A & B/RSV

During fiscal year 2023, the Company developed and validated the VYRA™ TriDemic Antigen Rapid Test which is a direct response to the rising infection rates of the Respiratory Syncytial Virus (RSV) and the increasing demand of a multiplex testing solution. The VYRA™ TriDemic test distinguishes the three respiratory viruses (SARS-CoV-2, Influenza and RSV) that exhibit similar symptoms, including fever, cough, and congestion. Based on MedMira's unique multiplex-testing RVF Technology®, the four-in-one test offers an immediate quality answer which decreases time to a diagnosis and determination of the appropriate treatment. Different to other rapid tests or conventional testing methods, VYRA™ TriDemic requires only one nasal swap sample and provides an immediate result.

There is a clear shift from a pandemic to an endemic situation (officially the WHO and regulators have not yet declared an end to the pandemic). At the same time, there is are significant less governmental support systems that distribute free products to the population. As a result, price pressure on manufacturers has notably decreased and implemented a transfer of costs to health care providers and patients. With this change, the overall demand for quality, speed and user experiences increases substantially. These two factors provide MedMira the opportunity to advocate its unique selling points as the fastest and ease-to-use alternative. In addition, the unique advantage of testing up-to four markers with one single swab, provides a further selling point to (paying) health care providers and customers. MedMira's aim is to provide flexible multiplexing solutions for the Company's distribution partners in order to have every competitive edge available to generate sales and obtain a significant market share.

Research

In FY2023, the Company has developed and validated a new STI prototype for the John Hopkins School of Medicine, Division of Infectious Diseases. As a result the Company is able to enter the next phase by starting clinical trials with the aim to achieve FDA approval. This step is entirely funded externally and will enable MedMira to launch the first multiplex saliva based STI rapid test. With this, the Company expands its STI product offering by providing alternative sample collection

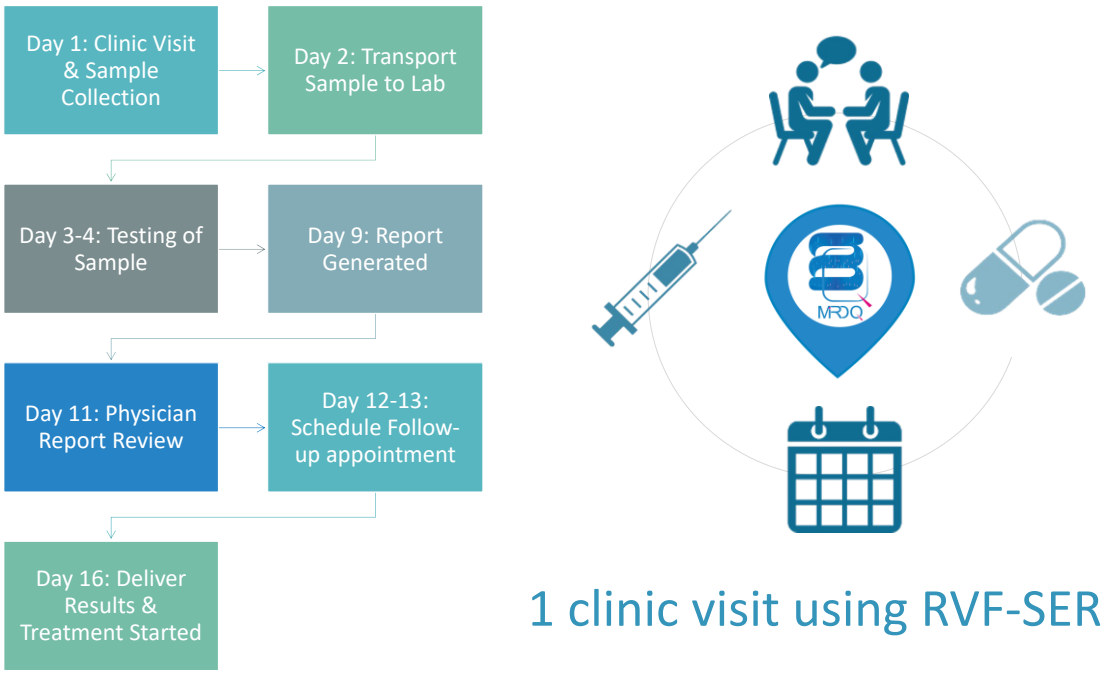
methods aimed at screening programs and potentially home-users. The budget for the next steps have been finalised and are awaiting the allocation by the funding agency.

In Q1 FY2024, MedMira signed a product development agreement with a US based governmental agency. The product will be based on MedMira's unique RVF® Medduo platform which allows the detection of up-to 8 biomarkers in one test. Details to the product development are classified and MedMira will provide further details when possible.

Technology

MedMira continued its design and software development of the Company's latest patented technology - MiRO***Q***™. The Company has finalized the design of its prototype and is engaging two key suppliers to provide the mechanical and software portion of the product. The Company will provide a pre-launch showcase in the coming months.

MiRO***Q***™ is MedMira's step forward in empowering the Company's strategic vision by offering a rapid multiplexed quantitative diagnostic system from screening to confirmation to monitoring disease progression. The synergies between both patented technologies allow MedMira to continue its corporate aim to provide the market with a highly effective and affordable alternative to the current costly and time-consuming screening and monitoring systems. This patented system with the proprietary build-in data capture and analysis software allows for immediate analysis of any positive (reactive) results within 1 min. This is in contrast to the current laboratory systems that may take from a couple of hours and up to a week to process samples.



MedMira's latest novel diagnostic system allows for accessible and efficient diagnostic tools for quantitative results in minutes. The user-friendly interface combined with automated interpretation allows for an expansion of MedMira's current RVF-based tests and can provide a pathway to significantly increase the technology's multiplexing abilities. The combination of the RVF and Surface-Enhanced Raman Spectroscopy* (SERS) technology, creates MedMira's patented novel high quality and cost-effective tool for the next generation - MiRO***Q***™.

Financial results

Basis of preparation and significant accounting policies

The basis of financial statement preparation and the significant accounting policies of MedMira are described in Notes 2 and 3 of the Company's condensed interim consolidated financial statements for the three months ended October 31, 2023.

Selected quarterly information (in thousands of dollars except per share amounts)

Income statement	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022
	$	$	$	$	$	$	$	$
Revenue	118	35	106	171	122	128	324	298
Cost of sales	(47)	15	(45)	(81)	(23)	(32)	(227)	(212)
Gross profit	71	50	61	90	99	96	97	86
Operating expenses	(669)	(495)	(694)	(460)	(596)	(506)	(393)	(445)
Other expenses (gains)	(182)	(518)	43	(121)	(135)	(53)	(115)	(109)
Net earnings (loss) before tax	(780)	(963)	(590)	(491)	(632)	(463)	(411)	(468)

Balance sheet								
	Q1 2024	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022
	$	$	$	$	$	$	$	$
Current assets	2,682	1,692	1,816	1,658	1,658	1,658	1,874	2,340
Non-current assets	1,904	1,960	2,013	2,066	2,119	2,172	2,224	2,214
Total assets	4,586	3,652	3,829	3,724	3,777	3,830	4,098	4,554
Current liabilities	17,458	15,726	14,886	14,631	14,393	14,138	13,902	13,905
Non-current liabilities	2,940	2,957	3,012	2,572	2,372	2,048	2,089	2,131
Total liabilities	20,398	18,683	17,898	17,203	16,765	16,186	15,991	16,036
Total shareholders deficiency	(15,812)	(15,031)	(14,069)	(13,479)	(12,988)	(12,356)	(11,893)	(11,482)
Total liabilities and equity	4,586	3,652	3,829	3,724	3,777	3,830	4,098	4,554

This quarterly information is unaudited but has been prepared on the same basis as any other annual consolidated financial statements. We discuss the factors that caused our results to vary over the past eight quarters throughout this MD&A. The main highlights are:

- The increase in revenue is due to increased service revenue related to continued research and development projects.
- The increase in operating expenses is a direct result of increased regulatory activities coupled with an increase in foreign exchange loss due to the strengthen of the US dollar and Swiss Franc.
- The increase in other expenses over the last several quarters is a result of increased interest.

First quarter analysis

	For the three months ended		
	31-Oct-23	31-Oct-22	Better(worse)
	$	$	$
Product			
Product sales	69,379	73,636	(4,257)
Product cost of sales	(14,653)	(10,782)	(3,871)
Gross margin on product	54,726	62,854	(8,128)
Services			
Service sales	48,483	47,134	1,349
Service cost of sales	(32,576)	(11,721)	(20,855)
Gross margin on services	15,907	35,413	(19,506)
Operating expenses			
Research and development	(100,487)	(188,915)	88,428
Sales and marketing	(70,427)	(11,171)	(59,256)
Other direct costs	(206,025)	(201,462)	(4,563)
General and administrative	(291,790)	(194,606)	(97,184)
Total operating expenses	(668,729)	(596,154)	(72,575)
Operating loss	**(598,096)**	**(497,887)**	**(100,209)**
Non-operating income (expenses)			
Financing	(182,264)	(134,562)	(47,702)
Net (loss) income	**(780,360)**	**(632,449)**	**(147,911)**

Product revenue and gross margin

The Company recorded revenue from product sales in the three months ended October 31, 2023, of $69,379 as compared to $73,636 for the same period last year. The Company expects these revenues to increase over the next financial quarters with the receipt of the regulatory authorization in the United States and in Canada.

Gross profit on product sales for the three months ended October 31, 2023, of $54,726 compared to $62,854 for the same period in fiscal 2023. The gross margin is what the Company would expect given the mix of products sold.

Service revenue and gross margin

The Company recorded revenue from service sales in the three months ended October 31, 2023, of $48,483 compared to $47,134 for the same period in fiscal 2023. The service revenue is directly related to the company Reveal® G4 line.

Operating expenses

Total operating expenses increased by $72,575 from $596,154 for the three months ended October 31, 2022, to $668,729 for the three months ended October 31, 2023.

- Research and development expenses for the three months ended October 31, 2023, were $100,487 compared to a $188,915 for the same period in fiscal 2023. The decrease of approximately 47% was due to the completion of the

development of the Company's additional new products to be announced at a later stage after validations has been completed.

- Sales and marketing expenses for the three months ended October 31, 2023, were $70,727 compared to 11,171 for the same period in fiscal 2023. The increase is related to increased sales and marketing activities in both the US and Europe market in anticipation of the approval of new products.
- Other direct costs for the three months ended October 31, 2023, were $206,025, compared to $201,462 for the same period in fiscal 2023. Other direct costs decreased only by approximately 2% as the Company continued to sustain its operational and with manufacturing capacity in preparation for the upcoming potential sales orders.
- General and administrative expenses were $291,790 for the three months ended October 31, 2023, compared to $194,606 for the same period in fiscal 2023. The increase of approximately 50% was due to increased foreign exchange loss due to the strengthen of the US dollar and Swiss Franc and increase professional fees. The management's task by its board of directors is to maintain the lowest cash burn for non-essential expenses.

Non-operating expenses

- Total financing expenses were $182,264 in the three months ended October 31, 2023, compared to $134,562 during the same period in fiscal year 2023. The increase of 35% in finance expenses is due to increased interest and penalties on accounts payable.

Geographic information

The Company organizes and records the sales and distribution of its products based on major geographical territories around the world. The table below provides the three-month geographic breakdown of revenue.

	31-Oct-23 $	31-Oct-22 $
Product sales	69,379	73,636
Service sales	48,483	47,134
Total revenue	117,862	120,770

	31-Oct-23 $	31-Oct-22 $
North America*	69,379	73,636
Europe	48,483	47,134
Total revenue	117,862	120,770

Liquidity and capital resources

Cash and working capital

The Company had cash reserves of $891,936 on October 31, 2023, compared to $13,178 on July 31, 2023. The Company's net working capital position as of October 31, 2023, was a deficit of $14.8 million compared to the July 31, 2023 working capital deficit of $14.0 million. The Company has incurred operational losses and negative cash flows on a cumulative basis since inception. For the three months ended October 31, 2023, the Company incurred a net loss from operating activities of approximately $0.6 million and cash outflows from operations of $0.7 million, compared to a net income from operations

of $0.5 million and cash outflows from operations of $0.3 million for the same period in fiscal 2023. The following table is a list of commitments the Company has:

For the three months ended October 31, 2023

	Total	Less than 1 year	1 to 3 years	4 to 5 years	After 5 years
	$	$	$	$	$
Debt	7,280,737	6,146,233	1,134,504	-	-
Accounts payable and accrued liabilities	7,921,139	7,921,139	-	-	-
Lease liabilities	1,977,621	172,311	582,480	454,354	768,476
Advance from shareholder	2,371,973	2,371,973	-	-	-
Royalty provision	84,673	84,673	-	-	-
Total debt	**19,636,143**	**16,696,329**	**1,716,984**	**454,354**	**768,476**

Operating activities

MedMira incurred cash outflows from operations of approximately $0.7 million for the three months ended October 31, 2023, compared to cash outflows of $0.4 million for the same period in fiscal 2023.

Financing activities

Cash inflows from financing activities were $1.6 million for the three months ended October 31, 2023, compared to cash inflows of $0.3 million for the same period in fiscal 2023.

Debt

As of October 31, 2023, the Company had loans payable with a carrying value of $7.3 million compared to $7.3 million at July 31, 2023. During the past 18 months, the Company was in negotiations with all of its debt holders to ensure realistic debt repayment plans, which shall enable the Company to use its working capital for its growth and ensure its future stability. As these negotiations are ongoing, the Company must record these as in default until final agreements have been signed. All the loans are currently in default due to non-payment of principal and interest and therefore show as a current liability on the balance sheet.

Further discussion on liquidity and capital resources can be found in this document in the Liquidity Risk section, Risk and Uncertainties section of this document and in Notes 2 and 8 of the Company's consolidated financial statements for the three months ended October 31, 2023.

Equity/Shares

The Company is authorized to issue an unlimited number of common shares without par value. During the three months ended October 31, 2023, the Company has issued no common shares. The number of issued and outstanding common shares on October 31, 2022 was 697,445,660. The Company is also authorized to issue an unlimited number of Series A preferred shares redeemable at $0.01 per share after March 31, 2010, convertible into an equal number of common shares upon the Company meeting certain milestones. There were 5,000,000 Series A preferred shares issued and outstanding on October 31, 2023.

Off balance sheet arrangements

The Company was not party to any off balance sheet arrangements as of October 31, 2023.

Capital Management and Financial Risks

Liquidity risk

The accompanying consolidated financial statements have been prepared on the basis of IFRS applicable to a going-concern, which contemplates the realization of assets and liquidation of liabilities during the normal course of operations. However, certain adverse conditions and events cast significant doubt upon the validity of this assumption.

The Company has incurred losses and negative cash flows from operations on a cumulative basis since inception. For the three months ended October 31, 2023, the Company realized a net loss of $0.8 million (October 31, 2022 – net loss of $0.6 million), consisting of a net loss from operations of $0.6 million (October 31, 2022 – net income of $0.5 million), and other non-operating losses of $0.2 million (October 31, 2022 - $0.1 million). Negative cash outflows from operations were $0.7 million (October 31,2022 – $0.3 million). As of October 31, 2023, the Company had an accumulated deficit of $98.7 million (July 31, 2023 - $98.0 million) and a negative working capital position of $14.8 million (July 31, 2023 - $14.0 million). In addition, as of October 31, 2023, $6.1 million of debt was in default. The Company currently has insufficient cash to fund its operations for the next 12 months. In addition to its ongoing working capital requirements, the Company must secure sufficient funding for its research and development programs for existing commitments, including its current portion of debt of approximately $6.1 million. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

The Company's objectives in managing capital are to ensure it can meet its ongoing working capital requirements. The Company must secure sufficient capital to support its capital requirements for research and development programs, existing commitments, including its current portion of debt of approximately $6.1 million, as well as growth opportunities.

Management dedicates significant time to pursuing investment alternatives that will fund the Company's operations and growth opportunities so it can continue as a going concern. Debt arrangements were also ongoing with the Company's major shareholder and other debt holders. After the close of the first quarter of fiscal year 2024, the Company, has generated additional revenues from product sales and service revenue which support the Company's on-going operating costs and provide funding for its product development activities. Management continues to work closely with its main investor to support any additional cash requirements if needed, nevertheless there is no assurance that this initiative would be successful.

The Company is subject to risks associated with early stage companies, including but not limited to, dependence on key individuals, competition from substitute services and larger companies, and the requirement for the continued successful development and marketing of its products and services. The Company's ability to continue as a going-concern is dependent upon its ability to generate positive cash flow from operations and secure additional financing and the continued support of its lenders and shareholders. These financial statements do not reflect the adjustments to carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going-concern assumption not appropriate. These adjustments could be material.

Credit risk

The Company exposed to credit risk in relation to its trade accounts receivable. To mitigate such risk, the Company continuously monitors the financial condition of its customers and reviews the credit history or worthiness of each new customer. The Company mitigates this risk by requiring a 100% down payment for any orders received by new clients at the time of purchase. The Company establishes an allowance for doubtful accounts based on specific credit risk of its customers by examining such factors as the number of overdue days of the customers' balance outstanding as well as the customers' collection history. Since 96% of the Company's sales are with three large international companies with which the Company has distribution agreements since over 10 years, there is no significant concentration of credit risk.

Trade and other receivables include amounts that are past due as of October 31, 2023, for which the Company has not recognized an allowance for doubtful accounts because there has not been a significant change in the credit quality of the customer and the amounts are still considered recoverable.

Currency risk

MedMira receives most of its revenues in foreign currencies and incurs expenses in U.S. and Canadian currencies. As a result, the Company is subject to uncertainty as foreign exchange rates fluctuate. The exchange fluctuations from year to year have accounted for a significant portion of the Company's exchange gain and loss. Most sales are in USD, however, they are recorded at the exchange rate prevailing on or near the transaction date and collected in a timely manner.

The Company also experiences currency exposure resulting from balance sheet fluctuations of U.S and CHF denominated cash, U.S. accounts receivable, US and CHF denominated accounts payable and U.S. and CHF denominated promissory notes.

MedMira mitigates this currency risk by maintaining a balance of USD currency which is used to pay down U.S.-denominated liabilities and replenishes the balance through U.S.-denominated revenues.

Interest rate risk
The Company is not exposed to interest rate risk as it borrows funds at fixed rates.

Related party transactions

The following transactions occurred with related parties during the three months ended October 31, 2023:

- An advance from an investor of $679,500 was received from a shareholder (July 31, 2023 - nil)

The following balances with related parties were outstanding on October 31, 2023:

- Salaries and benefits totalling $1,382,517 were due to the CEO and CFO (July 31, 2023 - $1,232,784).
- A long-term loan totalling $5,877 (July 31, 2023 - $5,824) and accrued interest of $579 (2023 - $500) was due to the Chief Financial Officer (July 31, 2023- $5,824).
- A royalty provision was owed to MedMira Holding AG of $84,673 (July 31, 2023 - $84,673).
- Short term loans totalling $159,190 (July 31, 2023 - $157,794) and accrued interest of $32,001 (2023 – 29,731) were owed to one officer.
- Long term loans totalling $473,649 (July 31, 2023 - $469,495) and accrued interest of $18,892 (2023 – 12,809) were owed to a shareholder.
- A long-term loan totalling $152,790 (July 31, 2023 - $151,450) and accrued interest of $4,395 (2023 - $2,488) was owed to a member of the board of directors.
- Expenses in the amount of $16,599 (July 31, 2023 - $16,454) were owed to an officer.

Compensation summary

A) Officers for Q1 FY2024

Name and Principal Position	Paid Compensation ($)	Accrued Compensation Current year ($)	Share- and Option-based Awards* ($)	All other compensation ($)	Total Compensation current year ($)	Paid Compensation related to previous fiscal years ($)	Accrued Compensation related to previous fiscal years ($)
Hermes Chan *CEO*	13,846	9,231	-	-	23,077	32,231	585,474
Markus Meile *CFO*	-	13,846	-	-	13,846	-	745,000

[1] All other compensation includes pension fund contributions and/or bonuses paid out.

*The Company makes certain estimates and assumptions when calculating the fair value of option-based awards. The Company uses an option-pricing model, which includes significant assumptions including estimates of the expected volatility, expected life, expected dividend rate and expected risk-free rate of return. Changes in these assumptions may result in a material change to the amounts recorded for the issuance of stock options.

B) Directors for Q1 FY2024

Name and Principal Position	Paid Compensation ($)	Accrued Compensation Current year ($)	Share- and Option-based Awards* ($)	Total Compensation current year ($)	Paid Compensation related to previous fiscal years ($)	Accrued Compensation related to previous fiscal years ($)
Hermes Chan Member of the Audit Committee and Nomination and Compensation Committee	-	-	-	-	-	-
Steven Cummings, Director, Member of the Audit and Nomination and Compensation Committee	-	-	-	.	-	-
Jianhe Mao, Director, Member of the Audit and Nomination and Compensation Committee	-	-	-	-	-	-
Thomas Bergmann, Director, Member of the Audit	-	-	-	-	-	-

Committee and Nomination and Compensation Committee						
Pascale Nini, Director, Member of the Audit Committee and Nomination and Compensation Committee	-	-	-	-	-	-

*The Company makes certain estimates and assumptions when calculating the fair value of option-based awards. The Company uses an option pricing model which includes significant assumptions including estimates of the expected volatility, expected life, expected dividend rate and expected risk-free rate of return. Changes in these assumptions may result in a material change to the amount recorded for the issuance of stock options.

Subsequent events

The Company has received USD $451,668 in advance payments.

Internal control systems and disclosure controls

To ensure the integrity and objectivity of the data, management maintains a system of internal controls comprising of written policies, procedures and a program of internal reviews which provides reasonable assurance that transactions are recorded and executed in accordance with its authorization that assets are properly safeguarded and that reliable financial records are maintained.

Management is currently updating existing standardized processes to improve internal controls and reduce compliance costs. The updated controls will help improve timeliness and accuracy of financial records as well as continue to ensure that the Company's assets are properly safeguarded.

Disclosure controls and procedures within MedMira have been designed to provide reasonable assurance that all relevant information is identified to the Disclosure Committee to ensure appropriate and timely decisions are made regarding public disclosure.

Management, under the supervision of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's internal control over financial reporting and based on this evaluation, has concluded that internal control over financial reporting was effective on October 31, 2023.

Due to inherent limitations, internal control over financial reporting and disclosure controls can provide only reasonable assurances and may not prevent or detect misstatements. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Audit Committee of the Board of Directors of MedMira reviewed this MD&A, and the condensed interim consolidated financial statements of MedMira for October 31, 2023, and MedMira's Board of Directors approved these documents prior to release.

Risk and uncertainties

The Company's base of activity has expanded to manufacturing products for distribution in international markets, making it difficult to accurately predict future operating results. Actual future results may differ significantly in any forward-looking statements. Currently, the Company is not making sufficient sales to be self-sustaining. As a result, the Company's financial condition, business and operations, and intellectual property are exposed to a variety of risk factors. These risks include, but are not limited to, the following:

Risks and uncertainties related to the Company's financial condition

Need for additional capital

Cash generated from operations is insufficient to satisfy working capital and capital expenditure requirements, and the Company is operating with a substantial working capital deficit. The Company will need to secure additional financing in the near term in order to continue as a going concern which may include the sale of additional equity or debt securities or obtaining additional credit facilities. In recent quarters, the Company has relied on temporary funding advanced from key investors. There can be no assurance that this source of funding will continue to be available on acceptable terms, and additional capital may not be available on satisfactory terms, or at all. Management is pursuing other financing alternatives to fund the Company's operations so it can continue as a going-concern.

The Company intends to continue to explore opportunities to enter into supply agreements, joint venture relationships, and other special purpose vehicles with third parties from time to time in order to continue to commercialize its patent pending technology and other intellectual property. Such arrangements may include the issuance of equity or debt securities of the Company, subject to compliance with the applicable requirements of the Canadian securities regulatory authorities and the TSX-V.

Any additional equity financing may result in the dilution of shareholders, and debt financing, if available, may include restrictive covenants. MedMira's future liquidity and capital funding requirements will depend on numerous factors including:

- the extent to which new products and products under development are successfully developed, gain market acceptance and become and remain competitive;
- the costs and timing of further expansion of sales, marketing and manufacturing activities and facility's needs;
- the timing and results of clinical studies and regulatory actions regarding potential products; and
- the costs and timing associated with business development activities, including potential licensing of technologies patented by others.

Continued operations will be contingent on generating sufficient revenues or raising additional capital or debt financing. There is no assurance that these initiatives will be successful.

Fluctuations in revenue

The Company's quarterly and annual revenues may fluctuate due to several factors, including seasonal variations in demand, competitive pressure on average selling prices, customer order patterns, the rate of acceptance of the Company's products, product delays or production inefficiencies, regulatory uncertainties or delays, costs and timing associated with business development activities, including potential licensing of technologies, international market conditions and variations in the timing and volume of distributor purchases. The healthcare industry traditionally is not impacted by seasonal demand. The impact of one or a combination of several of these factors could have a significant adverse effect on the operations of the Company. In addition, changes in existing collaborative relationships, as well as the establishment of new relationships, product licensing and other financing relationships, could materially impact the Company's financial position and results from operations.

Effects of inflation and foreign currency fluctuations

A significant portion of the Company's revenue and expenses are in U.S. dollars, and therefore subject to fluctuations in exchange rates. There is a risk that significant fluctuations in exchange rates may impact the Company's ability to sell its products and, thereby, have a material adverse impact on the Company's results of operations.

Possible volatility of share price

The stock market has from time to time experienced significant price and volume fluctuations that may be unrelated to the operating performance of the Company. In addition, the market price of the Company's common shares, like the share prices of many publicly traded biotechnology companies, has been highly volatile. Announcement of technology innovations or new commercial products by the Company or its competitors, developments or disputes concerning patent or proprietary rights, publicity regarding actual or potential medical results relating to products under development by the Company or its competitors, regulatory developments in both the U.S. and foreign countries, public concern as to the safety of biotechnology products and economic and other external factors, as well as period to period fluctuations in financial results may have a significant impact on the market price of the Company's common shares. It is likely that in some future quarter the Company's operating results will be below the expectations of the public market analysts and investors. In such event, the price of the Company's common shares would likely be materially adversely affected.

Risks and uncertainties related to the Company's business and operations

Lack of market acceptance

MedMira's ability to market its diagnostic products will, in part, depend on its or its partners' ability to convince users that these products represent viable and efficacious diagnostic tests. There can be no assurance that MedMira will be successful in this regard.

Competition

The *in vitro* diagnostics market in which the Company participates is highly complex and competitive. It is comprised of both large healthcare companies that have substantially greater financial, scientific, and other resources than MedMira and a variety of international companies producing diagnostic products of varying quality. In the developed regions of the world with strong healthcare infrastructures, the *in vitro* diagnostics market for serious and emerging infectious diseases such as HIV and Hepatitis C has been focused on diagnostic tests using instrument based platforms designed for clinical laboratories. Diagnostic products designed for use in non-laboratory settings at the point-of-care or for use in laboratories or public health clinics using non-instrument based platforms for the screening and diagnosis of infectious diseases are becoming more mainstream in both the developed and developing regions of the world. Competition in this sector of the market is intense and is expected to increase. Many of the companies have substantially greater resources available for development, marketing and distribution of these products than does MedMira.

Significant development effort required

Products currently under development by MedMira require additional development, testing and investment prior to any final commercialization. There can be no assurance that these products or any future products will be successfully developed, prove to be safe and effective in clinical trials, receive applicable regulatory approvals, be capable of being produced in commercial quantities at reasonable costs or be successfully marketed. The long term success of MedMira must be considered in light of the expenses, difficulties and delays frequently encountered in connection with the development of new technology and the competitive and highly regulated environment in which MedMira operates.

Uncertainties in sales cycles in target markets

MedMira markets and distributes its products to both developed and developing regions of the world. Sales cycles in developed regions of the world are somewhat conventional, however, timing of registrations and other activities

surrounding the sale of product into a specific market are unpredictable and highly dependent on third party and government organizations to complete certain processes before a sales transaction can take place. In developing regions of the world where MedMira and its strategic partners are working to close deals, the sales cycle timing is highly uncertain given a number of factors including political and economic turmoil, as well as bureaucratic processes necessary to do business in these regions.

High degree of regulation

MedMira operates in a highly regulated industry and is subject to the authority and approvals of certain regulatory agencies, including Health Canada, the FDA, the CFDA, CE Mark and applicable health authorities in other countries, with regard to the development, testing, manufacture, marketing and sale of its products. The process of obtaining such approvals can be costly and time consuming, and there can be no assurance that regulatory approvals will be obtained or maintained. Any failure to obtain (or significant delay in obtaining) or maintain Health Canada, FDA, Notified Body or CFDA approvals (or, to a lesser extent, approval of applicable health authorities in other countries) for MedMira's new or existing products could materially adversely affect MedMira's ability to market its products successfully and could therefore have a material adverse effect on the business of MedMira.

Ability to retain and attract key management and other experienced personnel

Since its inception, the Company has been, and continues to be, dependent in its ability to attract and maintain key scientific and commercial personnel upon whom the Company relies for its product innovations and commercialization programs. Loss of key personnel individually or as a group could have significant adverse impact on the Company's immediate and future achievement of operating results.

Limited sales and marketing resources and reliance on key distributors to market and sell the Company's product

Any revenues received by the Company will be dependent on the efforts of third parties and there can be no assurance that such efforts will be successful. Failure to establish sustainable and successful sales and marketing programs with effective distributor support programs may have a material adverse effect on the Company.

Commercialization of the Company's products is expensive and time consuming. In the United States, a relationship has been established with a number of distributors to support the logistics and distribution of the Company's products. The Company will rely on the joint efforts of Medline Industries and distributors Cardinal Health, a Fortune 100 company, and VWR International to distribute MedMira's product line.

Outside the United States, the Company pursues collaborative arrangements with established pharmaceutical and distribution companies for marketing, distribution, and sale of its products.

In China, MedMira has formed a strategic partnership with Triplex to market and distribute the Company's rapid HIV test within the assigned territory. This strategic partnership also encompasses the assembly and packaging of final product components.

If any of the Company's distribution agreements are terminated and the Company is unable to enter into alternative agreements, or if the Company elects to distribute new products directly, additional investment in sales and marketing resources would be required which would increase future selling, general and administrative expenses. The Company has limited experience in direct sales, marketing and distribution of its products. A failure of the Company to successfully market its products would have a material and adverse effect on the Company.

Manufacturing capabilities and scale-up

The Company must manufacture its products in compliance with regulatory requirements, in sufficient quantities and on a timely basis, while maintaining product quality and acceptable manufacturing costs. If it is unable to manufacture or

contract for such capabilities on acceptable terms for its products under development, MedMira's plans for commercialization could be materially adversely affected.

MedMira's manufacturing facilities are, or will be, subject to periodic regulatory inspections by the FDA, CE, CFDA and other regulatory agencies and these facilities are subject to Quality System Regulations requirements of the FDA and other standards organizations. MedMira may not satisfy such regulatory or standards requirements, and any failure to do so would have a material adverse effect on the Company.

In addition, production and scale-up of manufacturing for new products may require the development and implementation of new manufacturing technologies and expertise. Manufacturing and quality control problems may arise as the Company attempts to scale-up manufacturing and such scale-up may not be achieved in a timely manner or at commercially reasonable cost, or at all.

Rapidly changing technology

The *in vitro* diagnostic testing field as a whole is characterized by rapidly advancing technology that could render MedMira's products obsolete at any time and thereby adversely affect the financial condition and future prospects of the Company.

Uncertainties regarding healthcare reimbursement and reform

The future revenues and profitability of diagnostic companies as well as the availability of capital may be affected by the continuing efforts of government and third party payers to contain or reduce costs of healthcare through various means. For example, in certain foreign markets, pricing or profitability is subject to government control. In the US, there has been, and the Company expects that there will continue to be, a number of federal and state proposals to implement similar government controls. While the Company cannot predict whether any such legislative or regulatory proposals will be adopted, the announcement or adoption of such proposals could have a material adverse effect on the Company's results of operations.

Product liability

MedMira may be subject to claims of personal injury and could become liable to clinical laboratories, hospitals and patients for injuries resulting from the use of its products. MedMira could suffer financial loss due to defects in its products and such financial loss together with litigation expenses could have a material adverse effect on its operations. MedMira has obtained product liability insurance to protect against possible losses of this nature. However, no assurance can be given that such insurance will be adequate to cover all claims or that MedMira will be able to maintain such insurance at a reasonable cost.

COVID-19 related uncertainties

Since January 31, 2021, the outbreak of COVID-19 (coronavirus) has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures have caused material disruption to businesses globally resulting in an economic slowdown, and global equity markets have experienced significant volatility. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the outcome of government and central bank interventions. The Company has not recorded any major negative impacted at this time by the global pandemic expect higher logistic costs and longer lead times during 2020 which have stabilised in 2021. Furthermore, the Company managed to stay operational and continued its development and manufacturing activities throughout the various lock downs. In addition, the Company was able to increase its work force and with the stringent safety measures put in place, recorded no COVID-19 related cases. Despite this, the management and the board of directors of MedMira Inc. caution the market with regard to the future and any potential negative impact the continuous spread of COVID-19 may have at the operational stability of the Company. In management's estimation, these events have not had a material unrecorded impact on the carrying value of assets and liabilities reported in these financial statements as at July 31, 2021. The duration and impact of the COVID-19 pandemic remains unclear at this time. Therefore, it is not possible to reliably estimate the duration and

severity of these consequences, as well as their impact on the financial position and results of the company for future periods.

Risks and uncertainties related to the Company's intellectual property

No assurance of patent protection

MedMira has filed patent applications in the United States, Canada, China, and other foreign countries relating to various aspects of its rapid diagnostic platform, processes, reagents, and equipment. Although it is management's belief that the patents for which the Company applied may be issued, there can be no such assurance, nor can MedMira assure that competitors will not develop functionally similar or superior diagnostic testing devices. Moreover, there is a question as to the extent to which biotechnology discoveries and related products and processes can effectively be protected by patents. The law regarding the breadth or scope of biotechnology patents is new and evolving. No assurance can be given that, if a patent issued to MedMira is challenged, it will be held valid and enforceable or will be found to have a scope sufficiently broad to cover competitors' products or processes. The cost of enforcing MedMira's patent right, if any, in lawsuits that it may bring against infringers may be significant and could limit MedMira's operations.

Possible patent infringement

The extent to which biotechnology discoveries and related products and processes can be effectively protected by patents and be enforceable is uncertain and subject to interpretation by the courts. The technologies, products, and processes of MedMira may be subject to claims of infringement on the patents of others and, if such claims are successful, could result in the requirement to access such technology by license agreement. There can be no assurance that such licenses would be available on commercially acceptable terms. If MedMira is required to acquire rights to valid and enforceable patents but cannot do so at reasonable cost, MedMira's ability to manufacture or market its products would be materially adversely affected. The cost of MedMira's defence against infringement charges by other patent holders may be significant and could limit MedMira's operations.