

## **MedMira Inc.**

Management's Discussion & Analysis  
For the year ended July 31, 2024

## 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, as a result of future events or for any other reasons, except in accordance with applicable securities laws.

## Introduction

The Management's Discussion and Analysis (MD&A) was issued and approved by the Board of Directors on November 28, 2024. The MD&A for the year ended July 31, 2024 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, 2024. 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 audited financial statements ended July 31, 2024 can be viewed on the Company's website at [www.medmira.com](http://www.medmira.com) and are available on SEDAR at [www.sedar.com](http://www.sedar.com).

The preparation of the 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 July 31, 2024 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 (U.S. 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:

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| <i>Patent #</i> | <i>Title</i>  | <i>Jurisdiction</i> |
|-----------------|---|---------------------|
| 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 July 31, 2024 that this impairment has been reversed and thus the value of intangible assets on the balance sheet on July 31, 2024 is \$1 (July 31, 2023 - \$1).

## Corporate update

During the financial year 2024, MedMira achieved a number of critical milestones in its regulatory and clinical trial work for its Canadian and US products. In addition, the Company enhanced its business development and sales team for North America to build a strong presence supporting MedMira's various distribution partners.

## Major milestones

In December 2023, the Company received the 510(k) (FDA) approval for its Reveal® G4 Rapid HIV-1/2 antibody test. The Company's completed clinical trials showed a sensitivity of 100% for HIV-1 and HIV-2. MedMira's Reveal® G4 HIV-1/2 rapid antibody test achieved a flawless 100% specificity and was reactive in early HIV-2 infections and seroconverts. The inclusion of the HIV-2 component allows CLIA laboratories, clinics, or hospitals, to use MedMira's test. Subsequent to the successful FDA 510(k) approval, the Company commenced its clinical trials in the US to achieve its CLIA waived approval for the Reveal® G4 HIV-1/2 rapid test. At this time the Company is in the final phase and will provide an update in the first month of 2025 on its regulatory status, anticipating to have a final date at such time.

During FY2024, the Company completed its Syphilis clinical trials and made the submission of its data to the Health Canada's In Vitro Diagnostic Division, Medical Device Directorate. At this stage, all relevant data and questions have been completed. While MedMira's focus has been the achievement of the regulatory approval of its Reveal® TP (Syphilis) rapid test in Canada, the Company has made two additional submissions for regulatory clearance in Canada and provided all necessary details to the regulatory authority. At this point the Company is awaiting the approvals of all three rapid test and anticipates these at any time.

In Q4 FY2024, the Company signed two substantial partnership agreements for the distribution of all current and future product lines of MedMira in the United States of America. Subsequent to the financial year end, MedMira signed two

additional distribution agreements to target federal and state tenders in the US, in preparation of the Q1 FY2025 awards period. With this the Company has further expanded its presence and outreach to large volume contracts for its current (Reveal® G4 HIV-1/2 rapid test and Miriad®) product line while preparing for its upcoming approval of the Reveal® G4 HIV-1/2 rapid test CLIA waived product.

Subsequent to FY2024, MedMira in partnership with REACH Nexus at St. Michael's Hospital's MAP Centre for Urban Health Solutions, received the full funding for the clinical trials from the [Canadian Institute of Health Research](#) (CIHR) for its Multiplo® Complete Syphilis (TP/nTP) Antibody Test (Multiplo® TP/nTP). This grant was received in response to [Health Minister Mark Holland](#)'s announcement to fight the growing syphilis pandemic in North America.

## Outlook

According to the latest CDC (US) report published in November 2024, between 2019 and 2023, there has been a sharp increase in Syphilis cases. For example, the CDC (USA) recorded a 61% increase in Syphilis and a 106% increase among newborns. In Canada, according to CCDR, syphilis infections increased by 109% since 2018 and a significant increase of 599% among newborns.

MedMira has strategically positioned its product portfolio to focus on asymptomatic infections (infections without or mild symptoms) and unknown infection statuses for sexually transmitted diseases such as HIV, Syphilis and Hepatitis C. These diseases represent one of the most significant screening and diagnostic market after oncology. Therefore, the Company's strategic aim is to achieve regulatory approvals in the Canadian and US market and offer the fastest rapid testing solution to its customers. Whereas the stringent and complex regulatory approval process in these target countries are time and resources consuming, the high entry barriers in these markets have a significant lower amount of competition and a more attractive return-on-investment.

Specifically in Canada, since the COVID-19 pandemic, the overall recognition of rapid tests has significantly increased. As a result, the overall market for MedMira's products in Canada has become a major revenue opportunity for FY2025. The Company has recorded a high demand from various organisations which will have a major impact on the financial success of MedMira in the coming year.

*This Corporate Update contains forward-looking statements, which involve risk and uncertainties and reflect the Company's current expectation regarding future events, including statements regarding possible regulatory approval, product launch, future growth, and new business opportunities. Actual events could materially differ from those projected herein and depend on a number of factors including, but not limited to, changing market conditions, successful and timely completion of clinical studies, uncertainties related to the regulatory approval process, establishment of corporate alliances and other risks detailed from time to time in the company quarterly filings.*

## Distribution and Sales

In Q3 FY2024, the Company expanded its Business Development and Sales team by appointing a new Vice President of Business Development (Ms. Rene Bell) to increase its partnership program and add additional distributors and independent sales representatives to MedMira's network. With her experience and network, the Company established partnerships with Thomas Scientific, LLC, Global Exchange Supply and a number of strategically positioned companies with a specific expertise and field. At the same time the extended team in the USA refocused on forensic laboratories, tissue and eye banks which is a unique niche market for MedMira's Miriad® product line. Currently there are 300 registered tissue banks in the United States with an overall donor screening program of 2.5 million samples a year.

Subsequent to FY2024, the Company further expanded its Commercialisation team by appointing Ms. Nicole Crenshaw as Vice President of Commercial Operations. Ms. Crenshaw brings over 25 years of experience in Clinical Diagnostics, with a background in Business Development, Sales, and Marketing in the United States, Canada, and global markets. Ms. Crenshaw

holds a MBA in Business Administration and started as Global Business Development Manager with Roche Molecular Diagnostics. At Roche she focused on the COBAS TaqMan HIV, HCV, HBV and Transplantation product portfolios. After she held key leadership roles at Cepheid, Bio-Rad Laboratories, Randox Laboratories, Grifols Diagnostics, and her latest position as National Director of Business Development, Clinical Diagnostics for Thomas Scientific. Her expertise spans product development, strategic account management, and federal contracts, making her an invaluable asset as MedMira continues to expand its market share in North America.

In her role, she quickly developed additional partnerships which will be disclosed over the next months. Furthermore, with her expertise the Company has strengthened its work on GSA and other federal and state programs/tenders that are in release the following two months. These awards (contracts) are multi-year contracts for significant volume. The Company anticipates close a number of these contracts in the coming months for its products which may include our unique Miriad® product line.

## **Regulatory and Clinical Projects**

### **Reveal® TP (Syphilis)**

During FY2024, the Company completed the clinical trials and made the necessary submission. Subsequently the Company has been in communication with the regulators and successfully addressed all requests for additional information which included a subset analysis involving specimens from women at various pregnancy stages which MedMira's test exhibited high quality results. Specifically, the test accurately identified all previously syphilis-infected cases, demonstrated reliability in confirming negatives, and presented potential for maternity screening. In order to demonstrate this, the Company expanded its overall data pool with additional specimens including those from various pregnancy stages among negative and positive syphilis cases.

The Company's data has successfully passed the screening phase and has been in the final review process. Based on the Company's thorough responses and the robust data supporting the test, the Company is confident in securing approval for this syphilis test, along with any related syphilis diagnostics. While the exact timelines are not strictly limited in Canada (unlike the USA), it is MedMira's anticipation to receive approval at any time.

### **Reveal® HIV CLIA**

MedMira's Reveal® G4 HIV test, was previously FDA/PMA approved, has started the clinical trials required to complete its last phase of regulatory work to obtain the FDA CLIA-waived listing.

With the receipt of the FDA 510(k) approval for its Reveal® G4 Rapid HIV-1/2 in Q2 FY2024, MedMira continued its pursuit to achieve a Clinical Laboratory Improvement Amendments (CLIA) waiver for the Reveal G4 Rapid HIV 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 HIV 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.

At this stage, the clinical trials are in the final closing stages and submission can be made within a short period of time. This will allow the Company to offer its CLIA waived test to all its current distributors and hence increase the overall market share. This will enable the Company to offer the fastest HIV CLIA waived rapid test in the United States.

## 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.

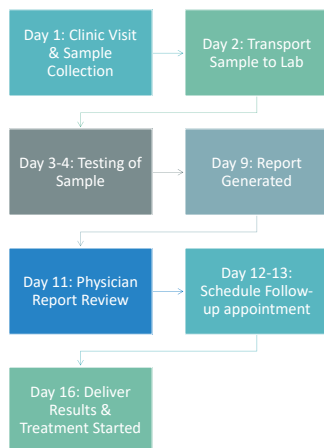
MedMira REVEAL® rapid HCV antibody test has several positive features, including its ease of use, low cost, and quick results. The test is designed to detect HCV antibodies in the blood immediately, making it a valuable tool for screening large populations quickly and efficiently.

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.

## Technology

MedMira continued its design and software development of the Company's latest patented technology - MiROQ™. 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. In FY2024, the Company's Nova Scotia key partner received additional funding by the Nova Scotia Business Inc. (a lender of MedMira Laboratories Inc.) to speed up the development process.

MiROQ™ 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.



1 clinic visit using RVF-SERS

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 - MiROQ™.

## 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 audited consolidated financial statements for the year ended July 31, 2024.

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

| Income statement               | Q4 2024  | Q3 2024  | Q2 2024  | Q1 2024  | Q4 2023  | Q3 2023  | Q2 2023  | Q1 2023  |
|--------------------------------|----------|----------|----------|----------|----------|----------|----------|----------|
|                                | \$       | \$       | \$       | \$       | \$       | \$       | \$       | \$       |
| Revenue                        | 64       | 82       | 148      | 118      | 35       | 106      | 171      | 122      |
| Cost of sales                  | (27)     | (32)     | (80)     | (47)     | 15       | (45)     | (81)     | (23)     |
| Gross Profit                   | 37       | 50       | 68       | 71       | 50       | 61       | 90       | 99       |
| Operating expenses             | (898)    | (653)    | (579)    | (669)    | (495)    | (694)    | (460)    | (596)    |
| Other (expenses)/gains         | (314)    | (177)    | (80)     | (182)    | (518)    | 43       | (121)    | (135)    |
| Net earnings (loss) before tax | (1,175)  | (780)    | (591)    | (780)    | (963)    | (590)    | (491)    | (632)    |
| Balance sheet                  | Q4 2024  | Q3 2024  | Q2 2024  | Q1 2024  | Q4 2023  | Q3 2023  | Q2 2023  | Q1 2023  |
|                                | \$       | \$       | \$       | \$       | \$       | \$       | \$       | \$       |
| Current assets                 | 3,677    | 4,569    | 2,614    | 2,682    | 1,692    | 1,816    | 1,658    | 1,658    |
| Non-current assets             | 2,393    | 1,795    | 1,851    | 1,904    | 1,960    | 2,013    | 2,066    | 2,119    |
| Total assets                   | 6,070    | 6,364    | 4,465    | 4,586    | 3,652    | 3,829    | 3,724    | 3,777    |
| Current liabilities            | 20,955   | 20,655   | 17,904   | 17,458   | 15,726   | 14,886   | 14,631   | 14,393   |
| Non-current liabilities        | 3,152    | 2,571    | 2,642    | 2,940    | 2,957    | 3,012    | 2,572    | 2,372    |
| Total liabilities              | 24,107   | 23,226   | 20,546   | 20,398   | 18,683   | 17,898   | 17,203   | 16,765   |
| Total shareholders' deficiency | (18,037) | (16,862) | (16,081) | (15,812) | (15,031) | (14,069) | (13,479) | (12,988) |
| Total liabilities and equity   | 6,070    | 6,364    | 4,465    | 4,586    | 3,652    | 3,829    | 3,724    | 3,777    |

This quarterly information is unaudited but has been prepared on the same basis as the 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:

- This increase in product revenue is related to higher sales made in the European marketing in fiscal 2024 compared to fiscal 2023.
- The decrease in service revenue is due to the completion of contracted services provided by MedMira and the company is awaiting the approval of the next stages.
- The increase in expenses is related to higher sales and marketing and general and administrative sales compared to prior year.
- Other expenses is relatively flat year over year.

#### Fourth quarter analysis

|                                       | <b>for the three months ended</b> |                  | <b>Better (worse)</b> |
|---------------------------------------|-----------------------------------|------------------|-----------------------|
|                                       | <b>31-Jul-24</b>                  | <b>31-Jul-23</b> |                       |
| <b>Product</b>                        |                                   |                  |                       |
| Product sales                         | 64,462                            | 35,211           | 29,251                |
| Product cost of sales                 | (27,048)                          | 3,334            | (30,382)              |
| <b>Gross margin on product</b>        | <b>37,414</b>                     | <b>38,545</b>    | <b>(1,131)</b>        |
| <b>Services</b>                       |                                   |                  |                       |
| Service sale                          | -                                 | -                | -                     |
| Service cost of sales                 | -                                 | 12,376           | (12,376)              |
| <b>Gross margin on services</b>       | <b>-</b>                          | <b>12,376</b>    | <b>(12,376)</b>       |
| <b>Operating expenses</b>             |                                   |                  |                       |
| Research and development              | (105,902)                         | (78,620)         | (27,282)              |
| Sales and marketing                   | (65,795)                          | (2,842)          | (62,953)              |
| Other direct costs                    | (241,431)                         | (184,252)        | (57,179)              |
| General and administrative            | (484,856)                         | (229,422)        | (255,434)             |
| <b>Total operating expenses</b>       | <b>(897,984)</b>                  | <b>(495,136)</b> | <b>(402,848)</b>      |
| <b>Operating loss</b>                 | <b>(860,570)</b>                  | <b>(444,215)</b> | <b>(416,355)</b>      |
| <b>Non-operating income (expense)</b> |                                   |                  |                       |
| Government assistance                 | -                                 | -                | -                     |
| Financing                             | (314,455)                         | (518,513)        | 204,058               |
| <b>Total non-operating expense</b>    | <b>(314,455)</b>                  | <b>(518,513)</b> | <b>204,058</b>        |
| <b>Net and comprehensive loss</b>     | <b>(1,175,025)</b>                | <b>(962,728)</b> | <b>(212,297)</b>      |

#### *Product revenue and gross margin*

The Company recorded revenue from product sales in the three months ended July 31, 2024, of \$64,462 as compared to \$35,211 for the same period last year. The increase in revenue is mainly due to increased sales in Europe and Canada.

Gross profit on product sales for the three months ended July 31, 2024, was \$37,414 compared to \$38,545 for the same period in 2023. The generated gross margin is in line with management's expectations and reflects MedMira's standard gross profit margin.

*Service revenue and gross margin*

There was no service revenue in the three months ending July 31, 2024 and the three months ended July 31, 2023.

*Operating expenses*

Total operating expenses increased by \$402,848 from \$495,136 for the three months ended July 31, 2023, to \$897,984 for the three months ended July 31, 2024.

- Research and development expenses for the three months ended July 31, 2024, were \$105,902 compared to a \$78,620 for the same period in 2023. The increase was mainly associated with there being no service related revenue to allocate research and development expenses.
- Sales and marketing expenses for the three months ended July 31, 2024, were \$65,795 compared to \$2,842 for the same period in 2023. The increase of sales and marketing expenses due to the hiring of sales and marketing staff during fiscal 2024.
- Other direct costs for the three months ended July 31, 2024, were \$241,431, compared to \$184,252 for the same period in 2023. The increase in other direct costs is mainly due to increased regulatory expenses related to ongoing approvals.
- General and administrative expenses were \$484,856 for the three months ended July 31, 2024, compared to \$229,422 for the same period in 2023. The increase was due to increased depreciation expense related to the new lease for the companies head office, increased insurance expenses and increased information technology expenses related to software.

*Non-operating expenses*

Total non-operating expenses were \$314,455 in the three months ended July 31, 2024 compared to \$518,513 during the same period in fiscal year 2023. This decrease was mainly due to an adjustment being made in the fourth quarter of 2023 related to an accounts payable balance.

**Year to date Analysis**

|                                       | <b>for the twelve months ended</b> |                    | <b>Better (worse)</b> |
|---------------------------------------|------------------------------------|--------------------|-----------------------|
|                                       | <b>31-Jul-24</b>                   | <b>31-Jul-23</b>   |                       |
| <b>Product</b>                        |                                    |                    |                       |
| Product sales                         | 265,086                            | 256,142            | 8,944                 |
| Product cost of sales                 | (79,253)                           | (29,400)           | (49,853)              |
| <b>Gross margin on product</b>        | <u>185,833</u>                     | <u>226,742</u>     | <u>(40,909)</u>       |
| <b>Services</b>                       |                                    |                    |                       |
| Service sale                          | 147,482                            | 176,387            | (28,905)              |
| Service cost of sales                 | (106,826)                          | (102,747)          | (4,079)               |
| <b>Gross margin on services</b>       | <u>40,656</u>                      | <u>73,640</u>      | <u>(32,984)</u>       |
| <b>Operating expenses</b>             |                                    |                    |                       |
| Research and development              | (476,891)                          | (470,683)          | (6,208)               |
| Sales and marketing                   | (283,125)                          | (196,112)          | (87,013)              |
| Other direct costs                    | (843,113)                          | (735,293)          | (107,820)             |
| General and administrative            | (1,196,356)                        | (842,612)          | (353,744)             |
| <b>Total operating expenses</b>       | <u>(2,799,485)</u>                 | <u>(2,244,700)</u> | <u>(554,785)</u>      |
| <b>Operating loss</b>                 | <u>(2,572,996)</u>                 | <u>(1,944,318)</u> | <u>(628,678)</u>      |
| <b>Non-operating income (expense)</b> |                                    |                    |                       |
| Government assistance                 | 143,088                            | 166,182            | (23,094)              |
| Financing                             | (896,413)                          | (897,522)          | 1,109                 |
| <b>Total non-operating expense</b>    | <u>(753,325)</u>                   | <u>(731,340)</u>   | <u>(21,985)</u>       |
| <b>Net and comprehensive loss</b>     | <u>(3,326,321)</u>                 | <u>(2,675,658)</u> | <u>(650,663)</u>      |

*Product revenue and gross margin*

The Company recorded revenue from product sales for the year ended July 31, 2024, of \$265,086 as compared to \$256,142 for the same period last year. Gross profit on product sales for the year ended July 31, 2024, was \$185,833 compared to \$226,742 for the same period in 2023. The Company's increase in revenue is related to an increase in sales made in the European and Canadian market.

The Company's gross margin was 70% for the twelve months ended July 31, 2024, in comparison to a gross profit margin of 88% for the period ended July 31, 2023. The generated gross margin is in line with management's expectations and reflects MedMira's standard gross profit margin.

### *Service revenue and gross margin*

The Company recorded revenue from service sales in the year ended July 31, 2024, of \$147,482 compared to \$176,387 for the same period in 2023. This decrease is due the completion of service related projects that have now moved into the regulatory approval stage.

### *Operating expenses*

Total operating expenses increased by \$554,785 from \$2,244,700 for the year ended July 31, 2023, to \$2,799,485 for the year ended July 31, 2024.

- Research and development expenses for the year ended July 31, 2024, were \$476,891 compared to \$470,683 the same period in 2023. The 1.3% increase is due to the completion of service related projects and therefore less research and development expenses were moved into service cost of sales.
- Sales and marketing expenses for the year end July 31, 2024, were \$283,125 compared to \$196,112 for the same period in 2023. The increase of sales and marketing costs due to the hiring of additional sales and marketing staff in the US market.
- Other direct costs for the year ended July 31, 2024, were \$843,113 compared to \$735,293 for the same period in 2023. The increase of increase of approximately 15% is mainly due increase regulatory expenses related to regulatory approvals and audits.
- General and administrative expenses were \$1,196,356 for the year ended July 31, 2024, compared to \$842,612 for the same period in 2023. The increase was due increased depreciation on the company's offices, increase insurance expenses and an increase in information technology expenses related to software.

### *Non-operating expenses*

- Total non-operating expenses were \$753,325 in the year ended July 31, 2024, compared to \$731,370 during the same period in 2023. This increase was mainly due to the increased debt associated with advances.

### **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 and annual geographic breakdown of revenue.

|               | Product and service revenue |           | Product and service revenue |           |
|---------------|-----------------------------|-----------|-----------------------------|-----------|
|               | For the three months ended  |           | For the year ended          |           |
|               | 31-Jul-24                   | 31-Jul-23 | 31-Jul-24                   | 31-Jul-23 |
|               | \$                          | \$        | \$                          | \$        |
| North America | 52,029                      | 24,738    | 357,626                     | 401,837   |
| Europe        | 12,433                      | 10,473    | 54,942                      | 30,692    |
| Total Revenue | 64,462                      | 35,211    | 412,568                     | 432,529   |

### **Liquidity and capital resources**

#### *Cash and working capital*

The Company had a cash reserve of \$2,097,595 on July 31, 2024, as compared to \$13,178 on July 31, 2023. The Company's

net working capital position as at July 31, 2024 was a deficit of \$17.3 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 year ended July 31, 2024, the Company incurred a net loss from operating activities of approximately \$2.6 million and negative cash flows from operations of \$2.9 million, compared to a net loss from operations of \$1.9 million and negative cash flows from operations of \$1.3 million for the same period in 2023. The following table is a list of commitments the Company has:

**For the year ended July 31, 2024**

|  | Total<br>\$       | Less than 1 year<br>\$ | 1 to 3 years<br>\$ | 4 to 5 years<br>\$ | After five years<br>\$ |
|--|-------------------|------------------------|--------------------|--------------------|------------------------|
| Debt                                     | 7,002,586         | 6,110,805              | 891,781            | -                  | -                      |
| Accounts payable and accrued liabilities | 7,813,366         | 7,813,366              | -                  | -                  | -                      |
| Lease liabilities                        | 2,557,726         | 169,473                | 370,338            | 415,156            | 1,602,759              |
| Advance from investors                   | 5,992,335         | 5,992,335              | -                  | -                  | -                      |
| Royalty provision                        | 98,673            | 98,673                 | -                  | -                  | -                      |
| <b>Total debt</b>                        | <b>23,464,686</b> | <b>20,184,652</b>      | <b>1,262,119</b>   | <b>415,156</b>     | <b>1,602,759</b>       |

*Operating activities*

MedMira incurred negative cash flows from operations of approximately \$2.9 million for the year ended July 31, 2024, compared to negative cash flows of \$1.3 million for the same period in 2023. The reason for this variance was mainly due an increase in the net loss for fiscal year 2024 and the decrease in the amount of trade and other payables for the year.

*Financing activities*

Cash inflows from financing activities were \$5.8 million for the year ended July 31, 2024, compared to cash inflow of \$1.2 million for the same period in 2023. The increase is due to financing received as advances for from investors which will be converted to common shares at a later date.

*Investing activities*

Cash outflows from investments were \$0.7 million for the year ended July 31, 2024, compared to cash outflows of \$0.001 million for the same period in 2023. The difference is mainly due to the valuation of the new lease the company entered into for its offices at 155 Chain Lake Drive in Halifax, Nova Scotia.

**Debt**

As at July 31, 2024, the Company had loans payable with a carrying value of \$7.0 million compared to \$7.3 million at July 31, 2023. The decrease in the carrying value of loans payable from July 31, 2024, to July 31, 2023, is due to the conversion of debt into shares during the fiscal year. During the past 36 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. In order to complete these negotiations, MedMira requires proof of its development and financial stability mainly in relation to its sales. At the time, MedMira is able to generate enough sales to fund its operations and meet any other essential corporate expenses, the Company is able to present and finalize a secure repayment plan. As these negotiations are ongoing, the Company must record these as in default until final agreements have been signed. The amount of all loans in default due to non-payment of principal and interest was \$6.1 million and therefore shows 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 12 of the Company's consolidated financial statements for the year ended July 31, 2024, and the audited consolidated financial statements for the year ended July 31, 2023.

## Equity/Shares

The Company is authorized to issue an unlimited number of common shares without par value. During the year end July 31, 2024, the Company converted \$321,371 into 4,284,931 common shares. The number of issued and outstanding common shares on July 31, 2024, was 701,730,591. 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 July 31, 2024.

The Company had no outstanding stock options on July 31, 2024. The number of outstanding warrants on July 31, 2024, was 0.

## Off balance sheet arrangements

The Company was not party to any off balance sheet arrangements as of July 31, 2024.

## Financial instruments – fair value

### (i) Classification and measurement of financial assets and liabilities

A financial asset is classified as the following measurement categories: amortized cost; fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification. The Company's financial assets consist of cash and cash equivalents at FVTPL, and accounts receivable classified at amortized cost. The Company's financial liabilities consist of trade accounts payable and accrued liabilities, salaries and benefits payable, interest payable, lease liability and long-term debt are classified at amortized cost.

## Financial instruments – risk factors

MedMira has exposure to the following risks from its financial instruments: liquidity risk, credit risk, currency risk, and interest rate risk. Management monitors risk levels and reviews risk management activities as necessary.

### *Liquidity risk*

The Company manages liquidity by forecasting and monitoring operating cash flows and the use of revolving credit facilities and share issuances.

The Company has incurred losses and negative cash flows from operations on a cumulative basis since inception. For the year ended July 31, 2024, the Company realized a net loss of \$3.3 million (July 31, 2023 - \$2.7 million), consisting of a net loss from operations of \$2.6 million (July 31, 2023 - \$1.9 million), and other non-operating losses of \$0.7 million (July 31, 2023 - \$0.7 million). Negative cash flows from operations were \$2.9 million (July 31, 2023 - \$1.3 million). As of July 31, 2024, the Company had an accumulated deficit of \$101.3 million (July 31, 2023 - \$98.0 million) and a negative working capital position of \$17.3 million (July 31, 2023 - \$14.0 million). In addition, as of July 31, 2024, \$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 on-going 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 additional revenue generating 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. Subsequent to the close of fiscal year 2024, MedMira has generated additional revenues from product sales and product development fees from unrelated third parties such as the John Hopkins University which support the Company's on-going operating costs and provide funding for its product development activities.

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 85% 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.

#### *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 year ended July 31, 2024:

- Short term loans of nil were repaid to an officer (July 31, 2023 – \$15,000).
- Royalty payments of \$14,000 were incurred and owed to MedMira Holding AG (2023 - \$12,000).
- Long term loan of nil was received from a shareholder (2023 – \$469,495).
- Long term loan of nil was received from a member of the board of directors (2023 – \$151,450).
- Two shareholder advances in the amount of \$3,690,450 were received from the company's largest shareholder (2023 – nil).

The following balances with related parties were outstanding at July 31, 2024:

- Salaries and benefits payable totalling \$1,383,556 were due to the CEO and CFO (2023 - \$1,389,650).
- A long-term loan totalling \$6,038 (2023 - \$5,824) and accrued interest of \$76 (2023 - \$500) was due to the Chief Financial Officer.
- A short-term loan totalling \$163,598 (2023 - \$157,794) and accrued interest of \$9,014 (2023 - \$29,731) were owed to an officer.
- A royalty provision was owed to MedMira Holding AG of \$98,673 (2023 - \$84,673).
- Long terms loan totalling \$486,762 (2023 – \$469,495) and accrued interest of \$37,684 (2023 – \$12,809) were owed to a shareholder.
- A long-term loan totalling \$157,020 (2023 – \$151,450) and accrued interest of \$10,411 (2023 – \$2,448) was owed to a member of the board of directors.
- Shareholder advances totalling \$3,690,450 (2023 – nil) and accrued interest of \$85,292 (2023 – nil) were owed to the company's largest shareholder.
- Expenses in the amount of \$17,059 (2023 - \$16,454) were owed to an officer.

## Compensation summary

### A) Officers for the year ended July 31, 2024

| 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<br>CEO          | 60,000                 | 40,000                                 | -                                    | -                           | 100,000                              | 77,743  | 544,578  |
| Markus Meile<br>CFO         | -                      | 60,000                                 | -                                    | -                           | 60,000                               | 39,159  | 720,693  |

<sup>1</sup> 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 year ended July 31, 2024

| 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<br>Member of the Audit Committee and Nomination and Compensation Committee                | -                      | -                                      | -                                    | -                                    | -   | -  |
| Steven Cummings,<br>Director, Member of the Audit and Nomination and Compensation Committee           | -                      | -                                      | -                                    | -                                    | -   | -  |
| Jianhe Mao,<br>Director, Member of the Audit and Nomination and Compensation Committee                | -                      | -                                      | -                                    | -                                    | -   | -  |
| Thomas Bergmann,<br>Director, Member of the Audit Committee and Nomination and Compensation Committee |                        |  |                                      |                                      |   |  |
| Pascale Nini,<br>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.

### **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 as of July 31, 2024.

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 consolidated financial statements 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.

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## **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, 2024. 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.