# FORM 5

## QUARTERLY LISTING STATEMENT

Name of Listed Issuer: NanoSphere Health Sciences Inc. (the “Issuer”).

Trading Symbol: NSHS

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

**General Instructions**

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term “Issuer” includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

**SCHEDULE A: FINANCIAL STATEMENTS**

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

See the Issuer's financial statements for the period ended September 30, 2021, attached hereto as Schedule A.

## SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

### 1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

(b) A description of the transaction(s), including those for which no amount has been recorded.

(c) The recorded amount of the transactions classified by financial statement category.

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

(f) Contingencies involving Related Persons, separate from other contingencies.

All related party transactions have been disclosed in the Issuer's financial statements for the period ended September 30, 2021, attached hereto as Schedule A.

### 2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

| Date of Issue | Type of Security (common shares, convertible debentures, etc.) | Type of Issue (private placement, public offering, exercise of warrants, etc.) | Number | Price | Total Proceeds | Type of Consideration (cash, property, etc.) | Describe relationship of Person with Issuer (indicate if Related Person) | Commission Paid |
|---|---|---|---|---|---|---|---|---|
| N/A | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

(b) summary of options granted during the period,

| Date | Number | Name of Optionee if Related Person and relationship | Generic description of other Optionees | Exercise Price | Expiry Date | Market Price on date of Grant |
|---|---|---|---|---|---|---|
| N/A | | | | | | |
| | | | | | | |
| | | | | | | |

**3. Summary of securities as at the end of the reporting period.**

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

See the Issuer's financial statements for the period ended September 30, 2021, attached hereto as Schedule A.

(b) number and recorded value for shares issued and outstanding, See the Issuer’s financial statements for the period ended September 30, 2021, attached hereto as Schedule A.

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

See the Issuer’s financial statements for the period ended September 30, 2021, attached hereto as Schedule A.

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

See the Issuer’s financial statements for the period ended September 30, 2021, attached hereto as Schedule A.

**4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

| | |
|---|---|
| **Stephanie Hopper** | **Director** |
| **Michael Iverson** | **Chairman, Director, Interim CFO** |
| **Toby Lim** | **Director, Interim CFO** |

## SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

**See the Issuer’s management discussion and analysis for the period ended September 30, 2021, attached hereto as Schedule C.**

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated November 29, 2021.

Toby Lim
Name of Director or Senior Officer

*"Toby Lim"*
Signature

Director
Official Capacity

<table>
<tr><td>Issuer Details<br>Name of Issuer<br>NanoSphere Health Sciences Inc.</td><td>For Quarter Ended<br>September 30, 2021</td><td>Date of Report<br>November 29, 2021</td></tr>
<tr><td colspan="3">Issuer Address<br>#488-1090 West Georgia St</td></tr>
<tr><td>City/Province/Postal Code<br>Vancouver, BC V6E 3V7</td><td>Issuer Fax No.<br>(   )</td><td>Issuer Telephone No.<br>(604) 351-3351</td></tr>
<tr><td>Contact Name<br>Michael Iverson</td><td>Contact Position<br>Director</td><td>Contact Telephone No.<br>(604) 351-3351</td></tr>
<tr><td>Contact Email Address<br>info@nanospherehealth.com</td><td colspan="2">Web Site Address<br>www.nanospherehealth.com</td></tr>
</table>

# SCHEDULE A

# CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

NANOSPHERE HEALTH SCIENCES

# CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
## (Expressed in United States Dollars)
## (Unaudited)

## FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021 AND 2020

## NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

**NANOSPHERE HEALTH SCIENCES INC.**
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Presented in United States Dollars - Unaudited)

| AS AT | September 30, 2021 | December 31, 2020 |
|---|---|---|
| **ASSETS** | | |
| **Current** | | |
| Cash | $ 148,897 | $ 12,948 |
| Receivables (Note 4) | 2,055 | 2,791 |
| | 150,952 | 15,739 |
| **Investment in sublease,** net (Note 6) | - | 39,450 |
| | $ 150,952 | $ 55,189 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)** | | |
| **Current** | | |
| Accounts payable and accrued liabilities (Note 7) | $ 1,158,968 | $ 1,435,248 |
| Current portion of lease liability (Note 5) | - | 39,463 |
| Short-term loan | - | 34,269 |
| | 1,158,968 | 1,508,980 |
| **Shareholders' equity (deficiency)** | | |
| Share capital (Note 8) | 19,003,074 | 18,018,939 |
| Reserves (Note 8) | 1,256,288 | 1,236,385 |
| Accumulated other comprehensive income | (42,922) | (28,429) |
| Deficit | (21,224,456) | (20,680,686) |
| | (1,008,016) | (1,453,791) |
| | $ 150,952 | $ 55,189 |

**Nature of business and going concern** (Note 1)

Approved and authorized by the Board of Directors on November 29, 2021:

| | | | |
|---|---|---|---|
| *"Toby Lim"* | Director | *"Michael Iverson"* | Director |
| Toby Lim | | Michael Iverson | |

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

**NANOSPHERE HEALTH SCIENCES INC.**
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Presented in United States Dollars - Unaudited)

| For the | Three months ended September 30, 2021 | Three months ended September 30, 2020 | Nine months ended September 30, 2021 | Nine months ended September 30, 2020 |
|---|---|---|---|---|
| **EXPENSES** | | | | |
| Depreciation | - | 3,441 | - | 10,322 |
| Foreign exchange | 7,059 | (3,291) | (1,247) | 1,400 |
| Lease accretion (Note 5&6) | - | (34) | (13) | (131) |
| Investor relation and marketing | 1,050 | - | 1,050 | 1,223 |
| Office and administrative | 529 | 7,897 | 5,649 | 25,904 |
| Professional fees | 20,307 | 5,622 | 87,807 | 117,524 |
| Regulatory and filing | 3,489 | 4,189 | 24,027 | 14,697 |
| Research and development | 18,161 | - | 45,550 | - |
| Salaries and consulting (Note 7) | 35,475 | 38,869 | 114,187 | 186,800 |
| Share-based payment (Note 7) | 2,899 | 8,138 | 19,335 | 54,018 |
| | (88,969) | (64,831) | (296,345) | (411,757) |
| **OTHER** | | | | |
| Loss on debt settlement | (260,870) | - | (247,425) | - |
| **Loss for the period** | (349,839) | (64,831) | (543,770) | (411,757) |
| Exchange differences on translating foreign operations | 13,473 | (11,891) | (14,493) | 4,842 |
| **Comprehensive loss for the period** | $ (336,366) | $ (76,722) | $ (558,263) | $ (406,915) |
| **Basic and diluted loss per share** | $ (0.06) | $ (0.01) | $ (0.10) | $ (0.08) |
| **Weighted average number of common shares outstanding** | 6,104,130 | 5,417,751 | 5,649,058 | 5,417,751 |

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

**NANOSPHERE HEALTH SCIENCES INC.**
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Presented in United States Dollars - Unaudited)

| For the nine months ended September 30, | 2021 | 2020 |
|---|---|---|
| **CASH FROM OPERATING ACTIVITIES** | | |
| Loss for the period | $ (543,770) | $ (411,757) |
| Items not affecting cash: | | |
| Depreciation | - | 10,321 |
| Lease accretion | (13) | (130) |
| Share-based payment (Note 7) | 19,903 | 54,018 |
| Unrealized foreign exchange loss (gain) | (17,512) | 3,832 |
| Changes in non-cash working capital items: | | |
| Receivables | 736 | 45,937 |
| Prepaids | - | 33,689 |
| Accounts payable and accrued liabilities | 495,699 | 220,820 |
| Net cash used in operating activities | (44,957) | (43,270) |
| **CASH FROM FINANCING ACTIVITIES** | | |
| Private placement | 185,829 | - |
| Share issuance costs | (7,942) | - |
| Short-term loan repayment | - | (28,472) |
| Short-term loan | - | 39,907 |
| Net cash provided by financing activities | 177,887 | 11,435 |
| **Change in cash during the period** | 132,930 | (31,835) |
| **Effect on foreign exchange on cash** | 3,019 | 1,010 |
| **Cash, beginning of period** | 12,948 | 33,456 |
| **Cash, end of period** | $ 148,897 | $ 2,631 |
| **Supplemental cash flow information** | | |
| Shares for debt | 806,248 | - |

**Supplemental disclosure with respect to cash flows (Note 12)**

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

**NANOSPHERE HEALTH SCIENCES INC.**
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICENCY)
(Presented in United States Dollars - Unaudited)

| | Share capital | | | | | |
|---|---|---|---|---|---|---|
| | **Number** | **Amount** | **Reserves** | **Accumulated other comprehensive income (loss)** | **Deficit** | **Total** |
| **Balance at December 31, 2019** | 5,417,751 | $ 18,018,939 | $ 1,147,716 | $ 3,317 | $ (20,089,466) | $ (919,494) |
| Share-based payments (Note 7) | - | - | 54,018 | - | - | 54,018 |
| Other comprehensive loss | - | - | - | 4,842 | - | 4,842 |
| Loss for the period | - | - | - | - | (411,757) | (411,757) |
| **Balance at September 30, 2020** | 5,417,751 | 18,018,939 | 1,201,734 | 8,159 | (20,501,223) | (1,272,391) |
| Share-based payments (Note 7) | - | - | 34,651 | - | - | 34,651 |
| Other comprehensive loss | - | - | - | (36,588) | - | (36,588) |
| Loss for the period | - | - | - | - | (179,463) | (179,463) |
| **Balance at December 31, 2020** | 5,417,751 | 18,018,939 | 1,236,385 | (28,429) | (20,680,686) | (1,453,791) |
| Private Placement (Note 8) | 1,231,578 | 185,829 | - | - | - | 185,829 |
| Share for debt (Note 8) | 3,625,876 | 806,248 | - | - | - | 806,248 |
| Share issuance cost, cash | - | (7,942) | - | - | - | (7,942) |
| Share-based payments (Note 7) | - | - | 19,903 | - | - | 19,903 |
| Other comprehensive loss | - | - | - | (14,493) | - | (14,493) |
| Loss for the period | - | - | - | - | (543,770) | (543,770) |
| **Balance at September 30, 2021** | 10,275,205 | $ 19,003,074 | $ 1,256,288 | $ (42,922) | $ (21,224,456) | $ (1,008,016) |

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

## 1. NATURE OF BUSINESS AND GOING CONCERN

Nanosphere Health Sciences Inc. (the "**Company**") was incorporated on April 20, 2005, under the laws of the province of Alberta, Canada and re-domiciled to British Columbia, Canada. The Company's shares are listed on the Canadian Stock Exchange ("**CSE**") under the symbol NSHS. The Company is a nano-biotechnology company focused on providing next generation delivery of biologically active compounds through licensing and joint venture arrangements. The Company has a wholly owned subsidiary. NanoSphere Health Sciences, LLC ("**NanoSphere LLC**") is the Company's operating division in the United States. The Company's operations were focused on developing nanoencapsulation technology for the delivery of nutritive elements and medicants through licensing arrangements on the United States ("**U.S.**") and Canada cannabis industry.

The Company's head office and principal address is 488 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

On June 11, 2021, the Company consolidated its issued and outstanding capital on the basis of one (1) post-consolidation share for each twenty (20) pre-consolidation shares. All per share amounts have been retroactively restated.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

As at September 30, 2021, the Company had a cumulative deficit of $21,224,456, working capital deficit of $1,008,016 and cash of $148,897. Management anticipates the need to raise additional funds within the next 12 months to pay operational costs and fund any investing activities. To the extent financing is not available, lease payments, rental payments, and other payments may not be satisfied and could result in a loss of earning opportunities for the Company. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments may adversely affect workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

Canada recently regulated medical use and commercial activity involving cannabis. Bill C-45, the Cannabis Act, which was released on October 17, 2018. Subject to provincial or territorial restrictions, the enactment of the Cannabis Act allows for the production, distribution and sale of cannabis for unqualified adult use. Currently, the Company uses a licensing and joint venture model for its technology and product offerings and is not directly engaged in the manufacture, importation, possession, use, distribution or sale of cannabis in the medicinal nor recreational cannabis marketplace in either the United States or Canada.

There are conflicting views between state legislatures and the federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation. Unless and until the U.S. Congress amends the CSA with respect to cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a risk that federal authorities may enforce current federal law, which may adversely affect the current and future investments of the Company in the United States. As such, there are a number of risks associated with the Company's existing and future investments in the United States.

For the reasons set forth above, the Company's existing interests in the United States cannabis market, and future investments, if any, may become the subject of heightened scrutiny by regulators, stock exchanges, clearing agencies and other authorities in Canada.

## 2. BASIS OF PREPARATION

**Statement of Compliance**

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**").

**Basis of Presentation**

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

The condensed consolidated interim financial statements of the Company are presented in U.S. dollars, which is the functional currency of NanoSphere LLC. The parent company, Nanosphere Health Sciences Inc., has a functional currency of the Canadian Dollar.

**Significant accounting judgements, estimates and assumptions**

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation and judgement uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to:

*Going concern*

The Company's condensed consolidated interim financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. Ongoing operations of the Company are dependent upon its ability to receive continued financial support, complete public equity financings, or generate profitable operations in the future. The Company incurred a loss of $543,770 during the period ended September 30, 2021 and as of that date, the Company's had an accumulated deficit of $21,224,456. Management is actively targeting sources of additional financing which would assure the continuation of the Company's operations. The Company anticipates the need to raise additional funds within the next 12 months to pay operational costs and fund any investing activities. To the extent financing is not available, lease payments, rental payments, and other payments may not be satisfied and could result in a loss of earning opportunities for the Company. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

## 3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied in these condensed interim financial statements are the same as those applied in the most recent audited annual financial statements as at and for the year ended December 31, 2020 and reflect all the adjustments necessary for fair presentation in accordance with IAS 34.

(Presented in United States Dollars - Unaudited)

## 4. RECEIVABLES

| | September 30, 2021 | December 31, 2020 |
|---|---|---|
| GST receivable | $ 1,055 | $ 1,791 |
| Lease revenue receivable, net | 1,000 | 1,000 |
| Total Receivables | $ 2,055 | $ 2,791 |

## 5. LEASE LIABILITIES

Pursuant to the adoption of IFRS 16 in fiscal 2019, the Company has recorded an office lease right-of-use asset of $247,339 within property, plant and equipment, measured at either an amount equal to the lease liability or their carrying amount as if IFRS 16 had been applied since the commencement date, discounted using the incremental borrowing rate at 8.66% on January 1, 2019. The following is a reconciliation of the changes in the lease liabilities:

| | September 30, 2021 | December 31, 2020 |
|---|---|---|
| Opening balance | $ 39,463 | $ 149,460 |
| Lease accretion | 701 | 8,514 |
| Payments | (40,164) | (118,511) |
| Lease liabilities | - | 39,463 |
| Lease liabilities, current portion | - | 39,463 |
| Lease liabilities, non-current portion | $ - | $ - |

## 6. NET INVESTMENT IN SUBLEASE

During the year ended December 31, 2019, the Company sub-leased the office space to an arm's length tenant with the same terms of the original office head lease. The Company has recorded a net investment in sublease of $174,966, measured at either an amount equal to the lease asset or their carrying amount as if IFRS 16 had been applied since the commencement date, discounted using the incremental borrowing rate on January 1, 2019. In 2019, the Company recognized a gain of $7,129 as difference between the right-of-use asset and the net investment in the sublease and derecognized the right-of-use asset of $167,837. The following is a reconciliation of the changes in the net investment in sublease:

| | |
|---|---|
| Balance, December 31, 2019 | $ 149,294 |
| Lease accretion | 8,667 |
| Receipts | (118,511) |
| Balance, December 31, 2020 | $ 39,450 |
| Lease accretion | 714 |
| Receipts | (40,164) |
| Balance, September 30, 2021 | $ - |

## 7. RELATED PARTY TRANSACTIONS

### Key management compensation

Key management personnel comprise the interim Chief Executive officer, interim Chief Financial Officer, and directors.

During the period ended September 30, 2021, the Company paid or accrued the following to key management personnel:

a) Management, salaries, and consulting fees of $74,250 (2020 - $142,994) of which $18,000 was paid to an independent director and $56,250 was paid to a company controlled by the interim CFO;

b) Professional fees of $58,168 paid to a legal firm controlled by a director of the Company (2020- $74,310); and

c) Share-based compensation of $4,329 (2020 - $15,480) to the officers and directors of the Company.

Included in accounts payable and accrued liabilities is $331,111 (December 31, 2020 - $672,155) due to directors, officers, and companies controlled by directors and officers of the Company that is non-interest bearing and due on demand.

## 8. SHARE CAPITAL AND RESERVES

### Authorized share capital

The Company's authorized share capital consists of an unlimited number of common shares without par value.

### Issued share capital

As at September 30, 2021, the Company had 10,275,205 common shares issued and outstanding.

### Share issuances

During the period ended September 30, 2021, the Company:

a) completed a non-brokered private placement by issuing 1,231,578 units at CAD$0.19 per unit for gross proceeds of $185,829 (CAD$234,000). Each unit consisted of one common share and one share purchase warrant entitling the holder to purchase one half common share at a price of CAD$0.35. Pursuant to the offering, the Company incurred share issuance costs of $7,942 (CAD$10,000).

**b)** and issued 3,625,876 common shares to settle outstanding liabilities of $547,097 (CAD$688,916). The shares were valued at $0.19 per share, and the Company recognized a loss on debt settlement of $260,835.

No common shares were issued during the year ended December 31, 2020.

(Presented in United States Dollars - Unaudited)

## 8. SHARE CAPITAL AND RESERVES (cont'd…)

**Stock options and warrants**

Stock option and warrant transactions are summarized as follows:

| | Warrants | | | Stock options | | |
|---|---|---|---|---|---|---|
| | Number | | Weighted Average Exercise Price (CAD) | Number | | Weighted Average Exercise Price (CAD) |
| Outstanding, December 31, 2019 | 871,627 | $ | 10.36 | 318,000 | $ | 7.46 |
| Expired/ Cancelled | (223,479) | | 10.00 | (201,000) | | 7.19 |
| Outstanding, December 31, 2020 | 648,148 | $ | 10.48 | 117,000 | $ | 7.91 |
| Granted | 2,428,725 | | 0.35 | - | | - |
| Expired/ Cancelled | (338,636) | | 10.00 | (28,000) | | 12.14 |
| Outstanding, September 30, 2021 | 2,738,237 | $ | 1.55 | 89,000 | $ | 6.57 |
| Exercisable, September 30, 2021 | 2,738,237 | $ | 1.55 | 71,125 | $ | 6.97 |

**Stock options outstanding**

The following incentive stock options were outstanding at September 30, 2021:

| Number | Exercise price | | Expiry date |
|---|---|---|---|
| 17,500 | $ CAD | 13.00 | May 17, 2023 |
| 71,500 | $ CAD | 5.00 | July 16, 2029 |
| 71,125 | | | |

**Warrants outstanding**

The following warrants were outstanding and exercisable at September 30, 2021:

| Number | Exercise price | | Expiry date |
|---|---|---|---|
| 309,512 | $ CAD | 11.00 | December 5, 2021 |
| 2,428,725 | $ CAD | 0.35 | September 17, 2023 |
| 2,738,237 | | | |

## 8. SHARE CAPITAL AND RESERVES (cont'd…)

**Share-based payments**

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan the exercise price of each option equals the market price of the Company's stock, less applicable discount, as calculated on the date of grant.

## 9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels. The hierarchy is as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quotes prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash, receivables and accounts payable and accrued liabilities approximate their carrying value due to the short-term maturity.

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

**Financial risk factors**

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

*Credit risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through its capital management as outlined below. Accounts payable and accrued liabilities are due within one year. As at September 30, 2021, the Company had a cash balance of $148,897 (December 31, 2020 - $12,948) to settle current liabilities of $1,158,968 (December 31, 2020 - $1,508,980). All of the Company's accounts payable and accrued liabilities and loans payable have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

## 9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

*Market risk*

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

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash balances. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at September 30, 2021, the Company did not have any investments in investment-grade short-term deposit certificates or long term payables with floating interest rates.

b) Foreign currency risk

The Company's foreign exchange risk arises from transactions denominated in other currencies. Through this, the Company is exposed to foreign currency risk on fluctuations related to cash, receivables, accounts payable and accrued liabilities that are denominated in United States Dollar and Canadian Dollars. The Company does not use derivative instruments to reduce its exposure to foreign currency risk nor has it entered into foreign exchange contracts to hedge against gains or losses from foreign exchange fluctuations.

## 10. CAPITAL MANAGEMENT

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance current production of the Company's patented NanoSphere Delivery System and development of future products utility system. Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on management to sustain future development and commercialization of the business. The Company will continue to assess sources of financing available and to assess the potential for collaboration with interested partners with a view to managing its current financial resources in the interest of sustaining the long-term viability of the Company's operations. The Company's overall strategy with respect to management of capital at September 30, 2021 remains fundamentally unchanged.

## 11. SEGMENTED INFORMATION

Operating segments are components of an entity that engage in business activities from which they incur expenses. During the period ended September 30, 2021, the Company has minimal operation in both US and Canada.

## 12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

There were no non-cash transactions during the period ended September 30, 2021 and 2020.

**SCHEDULE C**

**MD&A**

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**NanoSphere Health Sciences Inc.**

**Management's Discussion & Analysis**

**For the three and nine months ended September 30, 2021**

*The following Management Discussion and Analysis ("MD&A") of NanoSphere Health Sciences Inc. (the "**Company**" or "**NanoSphere Health Sciences**" or "**NanoSphere**") should be read in conjunction with the condensed consolidated interim financial statements of the Company for the period ended September 30, 2021 which have been prepared in accordance with the International Financial Reporting Standards ("**IFRS**"). This MD&A includes certain statements that may be deemed "forward looking statements". All statements in this MD&A, other than statements of historical fact, that address future exploration activities and events or developments that the Company expects, are forward looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Additional information can be found on SEDAR at www.sedar.com. This MD&A is dated as of November 29, 2021.*

## DESCRIPTION OF THE COMPANY

NanoSphere Health Sciences is a biotechnology firm that created a patented NanoSphere Deliver System, a revolutionary platform using nanotechnology in the biodelivery of supplements, nutraceuticals and over-the-counter medications for the cannabis, pharmaceutical and animal health industries, and beyond. NanoSphere Delivery System represents one of the most important developments for advancing the non-invasive and user-friendly delivery of biological agents in over 25 years. The Company trades on the Canadian Securities Exchange under the symbol 'NSHS'.

### Company Updates and Highlights

Subsequent to year-end 2017 the Company was formally granted its Master patent on the NanoSphere Delivery System, protecting the Company's core technology of nanoencapsulation and delivery of bioactive compounds. This patent is a significant milestone for the Company and protects our novel bioactive delivery technology. for Nutraceuticals, Cosmeceuticals, Pharmaceuticals, Animal health and others. These are all areas of opportunity for the Company to expand and develop ground breaking products. The Company was further granted it's second Patent which provides our exclusivity for Cannabinoid delivery utilizing our NanoSphere Delivery System. This patented technology is first being utilized to produce our flagship products, Evolve, NanoSerums, which are branded under Evolve Formulas name. Evolve NanoSerums were developed as the Company saw a unique opportunity for our patented delivery platform in the cannabis marketplace.

The cannabis industry is growing rapidly, and NanoSphere's technology has the ability to help by solving several of its most limiting problems, i.e. the delivery of cannabis, cannabinoids and terpenes into body tissues more efficiently and without the need to draw potentially toxic smoke into the lungs or produce excessive levels of unwanted metabolites which can occur when using edible cannabis products.

The Company experienced several significant setbacks in it's rollout of Evolve products in Colorado and California, largely due to changes in regulations, packaging challenges and licensee resource constraints. These setbacks, to some considerable extent, contributed to the serious underperformance experienced in 2018 through 2021. The Company has encountered difficulties in receiving payments on fees from certain licensees.

Our go-forward strategy is to grow through effective joint venture partnerships in cooperative agreements. To do so we must understand the needs and plans of those premier companies we are striving to partner with. This understanding allows us to leverage one another's respective strengths. In tandem, we continue to invest in the expansion and protection of our Intellectual Property. In addition to the two patents granted in 2018, we have applied for a continuation patent on our US cannabinoid patent and have been issued the patent in Canada for "Methods of Treating Inflammatory Disorders and Global Inflammation with Compositions Comprising Phospholipid Nanoparticle Encapsulations of NSAIDs". This new patent opens the door to discussions with pharmaceutical companies on how we may partner to develop and commercialize a line of NSAID-related products.

While every effort has been made and continues to be made to:

- Eliminate waste and inefficiencies, cut costs and limit go-forward expenses,
- Work closely with current licensees to get our products to market and generate sales revenues,
- Cultivate new, profitable and sustainable JV and licensee relationships.

The Company requires new working capital to accomplish its goals and objectives. Opportunities to bring in the working capital required, with a minimum of debt and dilution, are ongoing.

## SUMMARY OF QUARTERLY RESULTS

### Results of Operations for the three-month period ended September 30, 2021 compared to 2020

The Company has a loss of $349,839 (2020 – $64,831). Individual items contributing to the net loss:

- Professional fees increased to $20,307 (2020 - $5,622) due to increase in legal fees during the period.

- Management and consulting decreased to $35,475 (2020 - $38,869) and was considered comparable period over period.

- Research and development costs increased to $18,161 (2020- $Nil) due to application fees on Patents.

- Loss on debt settlement increased to $260,870 (2020 - $Nil). The Company settled outstanding debt with shares during the period.

| | 2021 | | | 2020 | | | | 2019 |
|---|---|---|---|---|---|---|---|---|
| | Q3 | Q2 | Q1 | Q4 | Q3 | Q2 | Q1 | Q4 |
| Sales, net of provision | - | - | - | - | - | - | - | (51,226) |
| Net loss | 349,839 | 127,300 | 66,631 | 179,463 | 64,831 | 111,642 | 235,284 | 1,342,704 |
| Basic and diluted net loss per share | 0.06 | 0.00 | 0.00 | 0.00 | 0.01 | 0.00 | 0.00 | 0.01 |

**Results of Operations for the nine-month period ended September 30, 2021 compared to 2020**

The net loss for the period increased to $543,770 (2020 – $411,757). Individual items contributing to the net loss:

- Investor relation and marketing decreased to $1,050 (2020 - $1,223). The decrease in investor relation is a result of management initiatives to reduce overall expenditure to conserve working capital.

- Research and development costs increased to $45,550 (2020- $Nil) due to application fees on Patents.

- Regulatory and filing fee increased to $24,027 (2020 - $14,697). The increase is due to the Company consolidated shares during the year.

- Loss on debt settlement of $247,425 (2020 - $Nil). The Company settled debt with shares during the period.

**Cash flows for the period ended September 30, 2021 compared to 2020**

- Cash outflows from operating activities increased to $44,957 (2020 – $43,270) primarily due to the decrease in investor relations, office and administrative and travel expense.

- Cash inflows from financing activities increased to 177,887 (2020 - $11,435), the company received private placement of $185,829 during the period.

## LIQUIDITY AND CAPITAL RESOURCES

The Company has no significant revenues to date. In order to manage risk, the Company closely monitors its cash requirements and expenditures. At September 30, 2021 and December 31, 2020, the Company's working capital and deficit were as follows:

| | | September 30, 2021 | | December 31, 2020 |
|---|---|---|---|---|
| Working capital deficit | $ | (1,008,016) | $ | (1,493,241) |
| Deficit | | (21,224,456) | | (20,680,686) |

As at September 30, 2021, the Company has a working capital deficit of $1,008,016. Management is actively reviewing financing opportunities in order to meet working capital requirements for the current fiscal period.

## BASIS OF PRESENTATION - INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

The annual consolidated financial statements of the Company comply with IFRS as issued by the International Accounting Standards Board ("**IASB**") and interpretations of the International Financial Reporting Interpretations Committee ("**IFRIC**"). The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The consolidated financial statements are presented in US dollars unless otherwise noted.

## RELATED PARTY TRANSACTIONS

The consolidated financial statements include the financial statements of NanoSphere Health Sciences Inc. and its 100% owned subsidiaries.

### Key management compensation

Key management personnel comprise the Chief Executive officer, interim Chief Financial Officer and directors.

During the period ended September 30, 2021, the Company paid or accrued the following to key management personnel:

a) Management, salaries, and consulting fees of $74,250 (2020 - $142,994) of which $18,000 was paid to an independent director and $56,250 was paid to a company controlled by the interim CFO;
b) Professional fees of $58,168 paid to a legal firm controlled by a director of the Company (2020- $74,310); and

c) Share-based compensation of $4,329 (2020 - $15,480) to the officers and directors of the Company.

Included in accounts payable and accrued liabilities is $331,111 (December 31, 2020 - $672,155) due to directors, officers, and companies controlled by directors and officers of the Company that is non-interest bearing and due on demand.

## CRITICAL ACCOUNTING ESTIMATES

*Critical accounting estimates*

Management is required to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation and judgement uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to:

I. Going concern

The Company's consolidated financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. Ongoing operations of the Company are dependent upon its ability to receive continued financial support, complete public equity financings, or generate profitable operations in the future. The Company incurred a loss of $543,770 during the period ended September 30, 2021 and as of that date, the Company's had an accumulated deficit of $21,224,456. Management is actively targeting sources of additional financing which would assure the continuation of the Company's operations. The Company anticipates the need to raise additional funds within the next 12 months to pay operational costs and fund any investing activities. To the extent financing is not available, lease payments, rental payments, and other payments may not be satisfied and could result in a loss of earning opportunities for the Company. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments may adversely affect workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

II. Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, loans and receivables are measured at amortized cost using the effective interest rate method, less any impairment losses. The carrying amount is reduced through the use of an allowance account.

When an amount receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance are recognized in profit or loss.

**RISKS AND UNCERTAINTIES**

This section discusses factors relating to the business of Company that should be considered by both existing and potential investors. The information in this section is intended to serve as an overview and should not be considered comprehensive and the Company may face risks and uncertainties not discussed in this section, or not currently known to us, or that we deem to be immaterial. All risks to the Company's business have the potential to influence its operations in a materially adverse manner

The following sets out the principal risks (non-inclusive) faced by the Company.

**Financing risks.** The Company will be dependent upon the capital markets to raise additional financing in the upcoming months, while it maintains essential operations and furthers the research, science and product development that will underpin the commercialization of our technology and future products. As such, the Company is subject to liquidity risks in meeting its development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favorable to the Company and its management. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the trading price of the Company's shares on the Exchange.

**Share Price Volatility and Price Fluctuations.** The market price for the Common Shares of the Company could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the Company. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

**Key personnel risks.** The Company's business development efforts are dependent to a large degree on the skills and experience of certain of its key personnel. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

**Collection of revenue risk.** The Company recorded licensing revenue but to date has not received payment. The Company has assessed the collectability of revenue and determined that the Colorado licensee revenues are at high risk for not being paid. Should revenue not be collected, it could be reserved in subsequent filings.

**History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations.** The Company has incurred net losses to date. Its deficit as of September 30, 2021 was $21,224,456. The Company does not have a strong history of sales operations and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

**Uninsurable risks.** The Company may be subject to liability for risks against which it cannot insure or against which the Company may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for the Company's normal business activities. Payment of liabilities for which the Company does not carry insurance may have a material adverse effect on the Company's financial position and operations.

**Change in Law, Regulations and Guidelines.** The Company's business is subject to a variety of laws, regulations and guidelines relating to marketing, acquisition, manufacture, management, transportation, storage, sale and disposal of medical marijuana but also laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. Changes to such laws, regulations and guidelines may cause adverse effects to the Company's operations. On February 24, 2016, the Federal Court released its decision in the case of Allard et al v. Canada, declaring that the Marijuana for Medical Purposes Regulations ("MMPR"), as it was drafted, was unconstitutional in violation of the plaintiffs' rights under section 7 of the Charter of Rights and Freedoms. On August 24, 2016, the Access to Cannabis for Medical Purposes Regulations ("ACMPR") came into force, replacing the MMPR as the regulations governing Canada's medical cannabis regime which permits patients to produce a limited amount of cannabis for their own medical purposes or to designate a person to produce a limited amount of cannabis. The ACMPR could potentially decrease the size of the market for the Company's business, and potentially materially and adversely affect the Company's business, its results of operations and financial condition.

**Unfavourable Publicity or Consumer Perception.** The success of the medical marijuana industry may be significantly influenced by the public's perception of marijuana's medicinal applications. Medical marijuana is a controversial topic, and there is no guarantee that future scientific research, publicity, regulations, medical opinion and public opinion relating to medical marijuana will be favourable. The medical marijuana industry is an early-stage business that is constantly evolving with no guarantee of viability. The market for medical marijuana is uncertain, and any adverse or negative publicity, scientific research, limiting regulations, medical opinion and public opinion relating to the consumption of medical marijuana may have a material adverse effect on our operational results, consumer base and financial results.

**Political and Economic Instability.** The Company may be affected by possible political or economic instability. The risks include, but are not limited to, terrorism, military repression, extreme fluctuations in currency exchange rates and high rates of inflation. Changes in medicine and agriculture development or investment policies or shifts in political attitude in certain countries may adversely affect the Company's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, distribution, price controls, export controls, income taxes, expropriation of property, maintenance of assets, environmental legislation, land use, land claims of local people and water use. The effect of these factors cannot be accurately predicted.

**FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3: Inputs that are not based on observable market data.

The fair value of the Company's receivables, accounts payable and accrued liabilities, approximate carrying value, which is the amount recorded on the consolidated statement of financial position. Cash and receivables, under the fair value hierarchy are based on level one quoted prices in active markets for identical assets or liabilities.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

***Credit risk***

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

All of the contractual maturities of the Company's non-derivative financial liabilities are within one year of the financial statement end date.

***Market risk***

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

**a) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The risk that the Company will realize a loss as a result of a decline in the fair value of the short-term investments included in cash is minimal.

**b) Foreign currency risk**

The Company is exposed to foreign currency risk on fluctuations related to cash, accounts receivable and accounts payable and accrued liabilities that are denominated in Canadian Dollars (CAD). Based on management's knowledge and experience of the financial markets, the Company believes that 10% fluctuation in the CAD against the US Dollars would have a nominal effect on net loss for the period.

**c) Price risk**

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

***Sensitivity Analysis***

The carrying amount of cash, receivables, and accounts payable and accrued liabilities approximates their fair value due to their short-term nature. The Company does not have significant exposure to changing interest rates.

Based on management's knowledge and experience of the financial markets, the Company believes the following movement is "reasonably possible".

***Capital management***

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance current production of the Company's patented NanoSphere Delivery System and development of future products utility system. Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on management to sustain future development and commercialization of the business. The Company will continue to assess sources of financing available and to assess the potential for collaboration with interested partners with a view to managing its current financial resources in the interest of sustaining the long-term viability of the Company's operations. The Company's overall strategy with respect to management of capital at September 30, 2021 remains fundamentally unchanged.

## OUTSTANDING SHARE DATA

Common shares, options, warrants and convertible securities outstanding as at the date of this report**:**

| Security | Outstanding |
|---|---|
| Common Shares | 10,275,205 |
| Options | 89,000 |
| Warrants | 2,738,237 |

## PROPOSED TRANSACTIONS

The Company has no proposed transactions other than already disclosed.

## OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

## OTHER INFORMATION

Additional information on the Company is available on SEDAR at www.sedar.com