FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: FendX Technologies Inc. (the "Issuer").

Trading Symbol: FNDX

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.

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.

Disclosure regarding the transactions with Related Persons has been disclosed in notes 6 and 7 to the Financial Statements for the three month period ended March 31, 2026 (the "Financial Statements") and in the Issuer's Management Discussion and Analysis for the three month period ended March 31, 2026 (the "MD&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,

Disclosure regarding the securities issued during the period has been disclosed in Note 8 to the Financial Statements and in the MD&A.

(b) summary of options granted during the period,

Disclosure regarding the options granted during the period has been disclosed in Note 8 to the Financial Statements and in the MD&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,

(b) number and recorded value for shares issued and outstanding,

(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

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

A summary of the securities has been disclosed in the Condensed Interim Statements of Changes in Shareholders' Equity (Deficiency) and in note 8 to the Financial Statements.

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.

Name of Director and Officer	Position(s) Held
Carolyn Myers	President, Chief Executive Officer and Director
Rose Zanic	Corporate Secretary and Chief Financial Officer
Pierre Soulard	Director
Stephen Randall	Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

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

See the attached Management's Discussion & Analysis for the period ended March 31, 2026.

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 May 28, 2026

Carolyn Myers
Name of Director or Senior Officer

"Carolyn Myers"
Signature

Chief Executive Officer, President and Director
Official Capacity

Issuer Details Name of Issuer **FendX Technologies Inc.**	For Quarter Ended **March 31, 2026**	Date of Report YY/MM/D **26/05/28**
Issuer Address **701 West Georgia Street, Suite 1500**		
City/Province/Postal Code **Vancouver, BC V7Y 1C6**	Issuer Fax No. **N/A**	Issuer Telephone No. **800-344-9868**
Contact Name **Carolyn Myers**	Contact Position **CEO**	Contact Telephone No. **800-344-9868**
Contact Email Address **carolyn@fendxtech.com**	Web Site Address **https://fendxtech.com/**	

SCHEDULE A

Financial Statements

[see attached]

FENDX TECHNOLOGIES INC.

CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2026 AND 2025

(UNAUDITED, EXPRESSED IN CANADIAN DOLLARS)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim financial statements of FendX Technologies Inc. (the "Company") have been prepared by and are the responsibility of management.

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim financial statements by an entity's auditor.

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited, Expressed in Canadian dollars)

As at	Note	March 31, 2026 $	December 31, 2025 $
ASSETS			
Current			
Cash		10,685	51,594
Sales taxes receivable		7,993	6,762
Prepaid expenses	4	191,377	216,317
Total assets		210,055	274,673
LIABILITIES			
Current			
Accounts payable	6	1,126,318	1,000,758
Accrued liabilities	6	190,388	190,613
Loans payable	6,7	399,545	281,510
Total liabilities		1,716,251	1,472,881
SHAREHOLDERS' DEFICIENCY			
Share capital	8	11,364,261	11,264,332
Obligation to issue shares	8	212,197	196,993
Reserves	8	2,072,672	2,157,160
Deficit		(15,155,326)	(14,816,693)
Total shareholders' deficiency		(1,506,196)	(1,198,208)
Total liabilities and shareholders' deficiency		210,055	274,673

Nature of operations and going concern *[Note 1]*
Subsequent events *[Note 11]*

Approved for issuance by the Board of Directors on May 28, 2026 and signed on its behalf by:

"Stephen Randall"
Director

"Carolyn Myers"
Director

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

CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Unaudited, Expressed in Canadian dollars)

	Note	Three months ended March 31, 2026 $	Three months ended March 31, 2025 $
Expenses			
Consulting fees	8	115,145	268,855
Directors' fees	6	13,750	13,750
General and administration		7,985	9,343
Investor relations		29,615	44,474
Management fees	6	98,500	117,750
Marketing		2,802	4,418
Professional fees	9	27,249	39,433
Research and development	9	7,754	82,376
Salaries and benefits		31,900	29,247
Share based payment	6,8	-	404,786
Transfer agent and filing fees		11,553	11,243
		346,253	1,025,675
Loss before other income (loss)		(346,253)	(1,025,675)
Other income (loss)			
Foreign exchange		(2,197)	(1,377)
Gain on debt settlement	8	2,952	-
Interest income		2	2
		757	(1,375)
Net loss and comprehensive loss		(345,496)	(1,027,050)
Basic and diluted loss per common share		(0.04)	(0.14)
Weighted average number of common shares outstanding – basic and diluted		9,075,180	7,442,235

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

CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)

(Unaudited, Expressed in Canadian dollars)

	Share Capital		Obligation to Issue Shares	Reserves	Deficit	Total
	Number	$	$	$	$	$
Balance, December 31, 2024	7,344,838	9,665,406	53,959	1,337,862	(11,649,479)	(592,252)
Units issued – private placement (Note 8)	417,650	542,945	-	167,060	-	710,005
Units issued - finders' shares (Note 8)	15,796	20,535	-	6,318	-	26,853
Shares issued - RSU vesting (Note 8)	51,833	60,067	-	(60,067)	-	-
Share issuance costs (Note 8)	-	(55,286)	-	-	-	(55,286)
Share based payment (Note 8)	-	-	-	404,786	-	404,786
Obligation to issue shares (Note 8)	-	-	17,921	-	-	17,921
Broker warrants, net (Note 8)	-	-	-	(110,489)	126,995	16,506
Net loss for the period	-	-	-	-	(1,027,050)	(1,027,050)
Balance, March 31, 2025	7,830,117	10,233,667	71,880	1,745,470	(12,549,534)	(498,517)
Units issued - debt settlement (Note 8)	878,198	702,558	-	360,276		1,062,834
Shares issued - debt settlement (Note 8)	199,443	165,482	(53,959)	-	-	111,523
Shares issued - license agreement (Note 8)	100,000	85,000	-	-	-	85,000
Shares issued - RSU vesting (Note 6, 8)	28,751	77,625	-	(77,625)	-	-
Share based payment (Note 8)	-	-	-	129,039	-	129,039
Obligation to issue shares (Note 8)	-	-	179,072	-	-	179,072
Net loss for the period	-	-	-	-	(2,267,159)	(2,267,159)
Balance, December 31, 2025	9,036,509	11,264,332	196,993	2,157,160	(14,816,693)	(1,198,208)
Shares issued - debt settlement (Note 8)	32,800	22,304	(25,256)	-	-	(2,952)
Shares issued - RSU vesting (Note 8)	28,750	77,625	-	(77,625)	-	-
Obligation to issue shares (Note 8)	-	-	40,460	-	-	40,460
Stock options – expired (Note 8)	-	-	-	(6,863)	6,863	-
Net loss for the period	-	-	-	-	(345,496)	(345,496)
Balance, March 31, 2026	9,098,059	11,364,261	212,197	2,072,672	(15,155,326)	(1,506,196)

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

CONDENSED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited, Expressed in Canadian dollars)

	Three months Ended March 31, 2026 $	Three months Ended March 31, 2025 $
OPERATING ACTIVITIES		
Net loss	(345,496)	(1,027,050)
Add items not affecting cash:		
Obligation to issue shares – consulting fees	40,329	17,921
Gain on debt settlements	(2,952)	-
Share based payment	-	404,786
Foreign exchange	1,974	(29)
	(306,145)	(604,372)
Changes in non-cash working capital items relating to operations:		
Sales taxes and other receivable	(1,231)	69,455
Prepaid expenses	24,940	(487,122)
Accounts payable and accrued liabilities	123,492	542,409
Cash used in operating activities	(158,944)	(479,630)
FINANCING ACTIVITIES		
Issuance of common shares, net of issuance costs	-	698,078
Loans payable	118,035	-
Cash provided by financing activities	118,035	698,078
Increase (decrease) in cash during the year	(40,909)	218,448
Cash, beginning	51,594	43,926
Cash, ending	10,685	262,374
Interest received:	2	2
Supplemental disclosures with respect to cash flows:		
Fair value of broker warrants issued	-	16,506
Fair value of warrants expired unexercised	-	126,995
Fair value of stock options expired unexercised	6,863	-

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

1. NATURE OF OPERATIONS AND GOING CONCERN

FendX Technologies Inc. ("FendX" or the "Company") was incorporated under the British Columbia *Business Corporations Act*. The Company's head office is currently located at 1500-701 West Georgia Street, Vancouver, BC V7Y 1C6. The Company is an early-stage technology company focused on research and development of advanced technologies and surface protection solutions to help reduce the spread of pathogens. On March 20, 2023 the Company's common shares were listed and commenced trading on the Canadian Securities Exchange (the "CSE") under the symbol "FNDX". The Company's common shares commenced trading on the OTCQB Venture Market on May 30, 2023 under the symbol "FDXTF" and commenced trading on the Frankfurt Stock Exchange on May 31, 2023 under the symbol "E8D0". In August 2025, the Company consolidated its share capital based on one post-consolidation common share for every ten pre-consolidation common shares. All common share and per-share amounts have been restated to reflect the share consolidation.

Going Concern

These unaudited condensed interim financial statements have been prepared under the assumption that the Company will continue as a going concern. The going concern basis of presentation assumes that the Company will be able to meet its obligations and continue its operations for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

As of March 31, 2026, the Company had an accumulated deficit of $15,155,326 and its current liabilities exceed its current assets by $1,506,196. The Company's operations are dependent on obtaining additional financing to further develop its technologies and generate cash flow from operations in the future. These factors form a material uncertainty, which may cast significant doubt about the Company's ability to continue as a going concern. Management's plans to meet the Company's current and future obligations may include raising capital through the issuance of equity and/or debt securities, relying on the financial support of its shareholders and related parties and cashflow from operations if the Company is successful in commercially launching its technologies. There is no assurance that additional funding will be available on a timely basis or on terms acceptable to the Company. These unaudited condensed interim financial statements do not give effect to any adjustments that would be necessary should the Company be unable to continue as a going concern, and therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business. Such adjustments could be material.

2. BASIS OF PRESENTATION

[a] Statement of compliance

These unaudited condensed interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as applicable to interim financial reports, including International Accounting Standard 34 Interim Financial Reporting.

Therefore, these unaudited condensed interim financial statements do not include all the information and note disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company's financial statements for the year ended December 31, 2025 ("Annual Financial Statements"), which have been prepared in accordance with IFRS.

2. BASIS OF PRESENTATION (CONTINUED)

[a] Statement of compliance (continued)

These unaudited condensed interim financial statements were approved for issue by the Company's Board of Directors on May 28, 2026.

[b] Basis of measurement

These unaudited condensed interim financial statements have been prepared on an accrual basis and are based on historical costs, modified where applicable.

[c] Functional and foreign currency

These unaudited condensed interim financial statements are presented in Canadian dollars, which is the Company's functional currency. Foreign currency transactions are translated into Canadian dollars using the exchange rate at the date of the transaction. Foreign exchange gains or losses resulting from the settlement of transactions and from the translation at year-end rates of monetary assets and liabilities denominated in foreign currencies are recognized in net income or loss.

[d] Critical accounting estimates and judgments

The preparation of these unaudited condensed 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 reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These unaudited condensed interim financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates may be pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Company reviews its estimates and underlying assumptions on an ongoing basis.

Critical Judgments

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

i. Research costs and license costs are recognized as an expense when incurred, but development costs may be capitalized as intangible assets if certain conditions are met, as described in International Accounting Standard ("IAS") 38 *Intangible Assets*. Management has determined that development costs do not meet the conditions for capitalization under IAS 38, and all research and development costs and license costs have been expensed.

2. BASIS OF PRESENTATION (CONTINUED)

[d] Critical accounting estimates and judgments (continued)

ii. Management is required to determine whether the going concern assumption is appropriate for the Company at the end of each reporting period. Considerations taken into account include available information about the future, including the availability of financing and revenue projection, as well as the current working capital balance and future commitments of the Company.

Estimation uncertainty

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

i. Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxation authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

ii. The fair value of accrued liabilities at the time of initial recognition is made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors.

iii. The cost of equity-settled transactions, such as stock options or warrants, is determined by calculating the fair value at the date when the equity award is granted or issued using the Black-Scholes Option Pricing Model. The inputs to the Black-Scholes Option Pricing Model require significant estimation. Expected volatility is estimated based on historical stock price observations of the Company's common shares and comparable companies. The risk-free interest rate for the expected term of the award is based on the yields of government bonds. The Company uses historic data to estimate the timing of option exercises and forfeiture rates, which may not be representative of future results. Changes in these assumptions, especially the volatility and he expected life determination, could have a material impact on the statement of loss and comprehensive loss.

3. MATERIAL ACCOUNTING POLICY INFORMATION

These unaudited condensed interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Annual Financial Statements.

New standards, interpretations, and amendments

IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements ("IFRS 18") which replaces IAS 1 Presentation of Financial Statements. This standard aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and

(Unaudited, Expressed in Canadian dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

New standards, interpretations, and amendments (continued)

disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date. The Company is currently assessing the impact the new standard will have on its financial statements.

There are no other accounting pronouncements with future effective dates that are applicable or are expected to have a material impact on the Company's unaudited condensed interim financial statements.

4. PREPAID EXPENSES

	As at March 31, 2026 $	As at December 31, 2025 $
Prepaid investor relations expenses	171,151	196,000
Prepaid expenses – other	20,226	20,317
Total	191,377	216,317

5. LICENSE AND COLLABORATIVE RESEARCH AGREEMENTS

License Agreement and CRA

The Company and McMaster University ("McMaster") entered into a license agreement dated February 5, 2021, and amended July 14, 2021, July 15, 2022 and March 3, 2024 (the "License Agreement"), which granted the Company an exclusive worldwide license to certain protective surface coating film technology and patents (the "Licensed Technology") which formed the primary basis of the Company's initial business. In addition, the Company and McMaster entered into a collaborative research agreement with an effective date of August 1, 2021 and amended on April 11, 2023 with an effective date of January 1, 2023 (the "CRA"), which allowed the Company to work with McMaster to advance the Licensed Technology related to the REPELWRAP film project and set out development milestone funding totaling $650,000 (fully paid) over the CRA term ending December 31, 2024. The Company terminated the License Agreement with McMaster pursuant to a termination notice which was signed by both parties March 27, 2026, with an effective termination date of February 1, 2026.

Pursuant to the License Agreement, the Company agreed to the following:

- issuance to McMaster of common shares equal to 5% of the Company's fully diluted share capital upon achievement of certain funding thresholds of which 143,500 common shares have been issued in full satisfaction thereof;
- payment of a 4% royalty on net sales;
- minimum annual royalty as to $5,000 in the first and second years of the License Agreement, $10,000 in the third and fourth years and $20,000 in the fifth and subsequent years; and
- provide funding for development milestones totaling $650,000 (fully paid).

(Unaudited, Expressed in Canadian dollars)

5. LICENSE AND COLLABORATIVE RESEARCH AGREEMENTS (CONTINUED)

Catheter Coating CRA

In addition, the Company and McMaster entered into a collaborative research agreement dated December 12, 2023 with an effective date of December 1, 2023 as amended effective November 30, 2025 and May 14, 2026 (the "Catheter Coating CRA"), with a term to November 30, 2026, which sets out the maximum payment terms upon receipt of invoices from McMaster to provide research funding related to research and development activities related to the development of a catheter coating formulation. The maximum research funding to McMaster will be as follows:

Proposed Invoice Date	Amount
On signing (paid)	$37,637.00
March 1, 2024 (paid)	$37,637.00
June 1, 2024 (paid)	$37,637.00
September 1, 2024 (paid)	$37,637.00
December 1, 2024 [(1)]	$37,637.00
March 1, 2025 [(1)]	$29,571.93
June 1, 2025 [(1)]	$25,619.00
April 1, 2026 [(1)]	$18,163.09

[(1)] Invoice received and unpaid.

Liquid Surface Coating License Agreement and Liquid Surface Coating CRA

On May 16, 2023, the Company and McMaster entered into a license agreement, as amended July 20, 2023 (the "Liquid Surface Coating License Agreement", formerly referred to as the Spray License Agreement) which provided the Company with an exclusive worldwide license to certain technology for a bifunctional liquid coating formulation (the "Liquid Surface Coating Technology"). Pursuant to the Liquid Surface Coating License Agreement, the Company agreed to pay:

- a 4% royalty on net sales of a commercialized product;
- no minimum annual royalty while the License Agreement remains in effect; and
- maximum research funding to McMaster of $85,169 for year one and $168,468 for year two upon receipt of invoices from McMaster.

The Company terminated the Liquid Surface Coating License Agreement with McMaster pursuant to a termination notice which was signed by both parties March 27, 2026, with an effective termination date of February 2, 2026.

In addition, the Company entered into a collaborative research agreement dated July 20, 2023 with an effective date of July 1, 2023 and amended effective August 7, 2024 and further amended effective June 30, 2025 (the "Liquid Surface Coating CRA") (formerly referred to as the Spray CRA), with a term of two years from the effective date, expiring June 30, 2025, that allows the Company to work with McMaster to advance the Liquid Surface Nano-Coating Technology and perform R&D work for the Company and sets out a schedule for the development milestone funding for the funding commitments set out in the Liquid Surface Coating License Agreement, as follows:

(Unaudited, Expressed in Canadian dollars)

5. LICENSE AND COLLABORATIVE RESEARCH AGREEMENTS (CONTINUED)

Proposed Invoice Date	Maximum Amount
On signing (paid)	$28,389.67
October 15, 2023 (paid)	$28,389.67
December 31, 2023 (paid)	$28,389.67
March 31, 2024 (paid)	$42,116.90
January 31, 2025 (paid)	$42,116.90
April 30, 2025 (paid)	$42,116.90
April 1, 2026 (invoice received and unpaid)	$33,091.85

6. RELATED PARTY DISCLOSURE

Transactions with related parties

Related parties of the Company include key management personnel and companies controlled by key management personnel. Key management personnel are persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any directors (whether executive or otherwise) of the Company. Amounts due to related parties, including amounts due to key management personnel are unsecured, interest-free, due on demand and settlement generally occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. Accounts payable and accrued liabilities as at March 31, 2026 included $654,201 (December 31, 2025– $538,215) due to related parties.

The following related party fees were incurred:

	Three Months Ended March 31, 2026	Three Months Ended March 31, 2025
	$	$
Directors' fees	13,750	13,750
Management fees	98,500	117,750
Share based payment	-	271,696
Total	112,250	403,196

On July 18, 2025, an aggregate of $435,043 of management fees payable and loans payable owed to related parties was settled through the issuance of an aggregate of 725,073 units with a fair value of $580,057 resulting in a loss on settlement of $145,014. A loss on settlement of $297,457 was recorded for the fair value of the 725,073 warrants (Note 7 and 8).

7. LOANS PAYABLE

During the three months ended March 31, 2026, the Company received loans totaling $118,035 (December 31, 2025 - $431,510) from an officer and an associate of an officer. On July 18, 2025, the Company issued 378,406 units comprising 378,406 shares and 378,406 warrants to settle loans payable of $227,043 with an officer (Note 8). The loans are unsecured, non-interest bearing and due on demand with no fixed terms of repayment. As at March 31, 2026, loans payable totaling $399,545 are outstanding (December 31, 2025 - $281,510).

8. SHARE CAPITAL

[a] Authorized

Unlimited number of common shares without par value.

[b] Issued

As at March 31, 2026, 9,098,059 common shares were issued and outstanding.

During the three months ended March 31, 2026:

i. On January 19, 2026, the Company issued 28,750 common shares pursuant to the vesting of 28,750 RSUs.

ii. On February 17, 2026, the Company issued 32,800 common shares with a fair value of $22,304 to settle consulting fees payable in common shares recording a gain on settlement of $2,952.

During the year ended December 31, 2025:

i. On December 1, 2025, the Company issued 34,540 common shares with a fair value of $25,560 to creditors for consulting fees payable in shares.

ii. On July 18, 2025, the Company issued 124,903 common shares with a fair value of $99,922 to a creditor for accounts payable owing, recording a gain on settlement of $2,498.

iii. On July 18, 2025 the Company issued an aggregate of 878,198 units with a fair value of $702,558 to related parties and a creditor to settle accounts payable and loans, recording a loss on settlement of $175,639. Each unit consists of one common share and one warrant with each warrant exercisable at $1.00 per warrant share for 36 months, subject to an acceleration clause. The Company recorded a loss on settlement of $360,276 for the fair value of the 878,198 warrants using the Black-Scholes pricing model under the following assumptions: a risk-free rate of 2.83%, an estimated annualized volatility of 86.2% using comparable companies, an expected life of 3 years, a nil dividend yield, and an exercise price of $1.00. The fair value of the shares on the issuance date was $0.80 per share.

iv. On March 13, 2025, the Company raised gross proceeds of $710,005 pursuant to the issuance of 417,650 units at $1.70 per unit. Each unit consists of one common share and one warrant. Each warrant entitles the holder to purchase an additional common share at an exercise price of $4.00 per share for a period of three years following the closing date, subject to an acceleration right. The Company recorded the gross proceeds as $542,945 allocated to share capital and $167,060 allocated to reserves based on the residual method. The Company paid finders fees to eligible finders comprised of $11,927 in cash and issued 15,796 finder units in lieu of cash and issued 22,812 broker warrants. Each finder unit has the same terms as each unit. Each broker warrant is exercisable into one common share at an exercise price of $1.70 for 36 months from the closing date. The Company recorded share issuance costs totaling $55,286 comprised of $11,927 for the cash finders fees; $26,853 for the fair value of the 15,796 finders' units; and $16,506 for the fair value of the 22,812 broker warrants using the Black-Scholes pricing model under the following assumptions: a risk-free rate of 2.57%, an estimated annualized volatility of 96.33% using comparable companies, an expected life of 3 years, a nil dividend yield, and exercise price of $1.70.

(Unaudited, Expressed in Canadian dollars)

8. SHARE CAPITAL (CONTINUED)

[b] Issued (continued)

v. During the year ended December 31, 2025, the Company issued an aggregate of 80,584 common shares pursuant to the vesting of 80,584 RSUs.

vi. On April 16, 2025, the Company issued 40,000 common shares with a fair value of $40,000 to a vendor to settle an obligation of $68,000, recording a gain on settlement of $28,000.

vii. On May 2, 2025, the Company issued 100,000 common shares with a fair value of $0.85 per share pursuant to an IP license agreement.

[c] Options

The Company has an equity incentive plan dated October 19, 2021 (the "Plan") under which it is authorized to grant stock options, restricted share units, performance share units or deferred share units (the "Plan Securities") which may be denominated or settled in common shares, cash, a combination thereof or in such other form as provided herein at the discretion of the Company's board of directors up to a maximum of 20% of the issued and outstanding common shares of the Company from time to time.

On July 3, 2025, the Company granted an aggregate of 75,000 stock options to two consultants at an exercise price of $1.70 expiring one year from the date of grant and vesting 100% on the date of grant. The options were valued using the Black-Scholes pricing model under the following assumptions: a risk-free rate of 2.70%, an estimated annualized volatility of 85.11% using comparable companies, an expected life of 1 year, a nil dividend yield, and an exercise price of $1.70. The fair value of the options on the grant date was $1.37 per stock option.

On March 21, 2025, the Company granted an aggregate of 292,500 stock options to certain directors, officers, employees and consultants at an exercise price of $1.70 expiring five years from the grant date and vesting 100% on the grant date. The options were valued using the Black-Scholes pricing model under the following assumptions: risk-free rate of 2.66%, estimated annualized volatility of 96.36% using comparable companies, expected life of 5 years, nil dividend yield, and an exercise price of $1.70. The fair value of the options on the grant date was $1.12 per stock option.

The continuity of options to March 31, 2026 is as follows:

	Number of Options	Weighted Average Exercise Price $
Balance, December 31, 2024	574,167	2.72
Granted	367,500	1.70
Balance, December 31, 2025	941,667	2.32
Expired/Cancelled[(1)]	(50,000)	(1.70)
Balance, March 31, 2026	891,667	2.36
Exercisable at March 31, 2026	891,667	2.36

(1) $6,863 transferred from reserves to deficit related to expiry/cancellation.

(Unaudited, Expressed in Canadian dollars)

8. SHARE CAPITAL (CONTINUED)

[c] Options (continued)

A summary of the Company's options outstanding as at March 31, 2026 is as follows:

Expiry Date	Exercise Price $	Number Outstanding	Remaining Life of Options (Years)	Number Exercisable
July 3, 2026	1.70	25,000	0.26	25,000
April 22, 2027	1.50	84,167	1.06	84,167
December 24, 2027	3.00	30,000	1.73	30,000
January 24, 2028	3.00	130,000	1.82	130,000
July 18, 2029	2.90	330,000	3.30	330,000
March 21, 2030	1.70	292,500	3.98	292,500
		891,667	2.96	891,667

During the three months ended March 31, 2026, the Company recognized share-based payments of $nil (March 31, 2025 - $307,619) relating to options granted and vested during the period.

[d] Warrants

A summary of the warrant activity to March 31, 2026 is as follows:

	Number	Weighted Average Exercise Price $
Balance, December 31, 2024	1,679,400	4.40
Issued	1,295,848	1.97
Expired	(666,900)	(5.00)
Balance, December 31, 2025	2,308,348	2.86
Balance, March 31, 2026	2,308,348	2.86

Details of warrants outstanding as at March 31, 2026 are as follows:

Date of Expiry	Number of Warrants Outstanding	Exercise Price $
February 2, 2027	262,500	4.00
March 25, 2027	487,500	4.00
May 8, 2027	262,500	4.00
March 13, 2028	417,650	4.00
July 18, 2028	878,198	1.00
	2,308,348	

The weighted average remaining contractual life of the warrants outstanding as at March 31, 2026 is 1.66 years.

(Unaudited, Expressed in Canadian dollars)

8. SHARE CAPITAL (CONTINUED)

[e] Broker warrants and compensation warrants

A summary of the broker warrant and compensation warrant activity to March 31, 2026 is as follows:

	Number	Weighted Average Exercise Price $
Balance, December 31, 2024	216,032	2.91
Issued	38,608	2.64
Expired[(1)]	(96,192)	(3.00)
Exercised	(2,360)	(3.00)
Balance, December 31, 2025	158,448	2.79
Balance, March 31, 2026	158,448	2.79

(1) $126,995 transferred from reserves to deficit related to expiry of these broker warrants.

Details of broker warrants and compensation warrants outstanding as at March 31, 2026 are as follows:

Expiry Date	Number Outstanding	Exercise Price $
February 2, 2027	21,000	2.00
February 2, 2027	17,000	4.00
March 25, 2027	28,820	2.00
March 25, 2027	12,620	4.00
May 8, 2027	20,200	2.00
May 8, 2027	20,200	4.00
March 13, 2028	22,812	1.70
March 13, 2028	15,796	4.00
	158,448	

The weighted average remaining contractual life of the broker warrants and compensation warrants outstanding as at March 31, 2026 is 1.22 years.

[f] Restricted Share Units

On March 21, 2025, the Company granted 50,000 restricted share units ("RSUs") to a consultant which vested on the grant date. During the three months ended March 31, 2026, the Company recognized $nil as share-based payments related to RSUs (March 31, 2025 – $97,167).

A summary of the RSU activity to March 31, 2026 is as follows:

	Number of RSUs
Balance, December 31, 2024	59,334
RSUs issued	50,000
Common shares issued on vesting	(80,584)
Balance, December 31, 2025	28,750
Common shares issued on vesting	(28,750)
Balance, March 31, 2026	-

(Unaudited, Expressed in Canadian dollars)

8. SHARE CAPITAL (CONTINUED)

[g] Obligation to Issue Shares

As at March 31, 2026, $212,197 (December 31, 2025– $196,993) of consulting fees were payable through the issuance of common shares.

[h] Reserves

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

9. OPERATING EXPENSES

Professional fees are comprised of the following:

	Three Months ended March 31, 2026 $	Three Months ended March 31, 2025 $
Audit fees	13,375	11,250
Legal fees – general corporate	4,968	20,956
Legal fees – intellectual property and other	8,906	7,227
Total	27,249	39,433

Research and development expenses are comprised of the following:

	Three Months ended March 31, 2026 $	Three Months ended March 31, 2025 $
Research and development	7,754	72,376
License and royalty fees	-	10,000
Total	7,754	82,376

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value
The Company's financial instruments at March 31, 2026 include cash, accounts payable and loans payable. The fair values of these instruments approximate their carrying values due to their short-term nature.

IFRS 13 *Fair Value Measurement* establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in making fair value measurements as follows:

Level 1 - quoted prices in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., from derived prices); and

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

Level 3 - inputs for the asset or liability that are not based upon observable market data.

The fair value of cash is based on Level 1 inputs. The carrying values of accounts payable and loans payable approximate their respective fair values due to the short-term nature of these items.

[a] Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises for the Company from its cash and accounts receivables. The Company has adopted practices to mitigate the deterioration of principal, to enhance the Company's ability to meet its liquidity needs and to optimize yields within those parameters. The Company regularly reviews the collectability of its accounts receivable and would establish an allowance account for credit losses based on its best estimate of any potentially uncollectible accounts receivable. As of March 31, 2026, the balance of the allowance account for credit losses was $nil (December 31, 2025 - $nil). The Company's cash is deposited in bank accounts held with major banks in Canada and in cashable guaranteed investment certificates. As most of the Company's cash is held with Canadian Schedule 1 chartered banks there is a concentration of credit risk. This risk is managed by using major banks that are high quality financial institutions as determined by rating agencies.

[b] Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's exposure to liquidity risk is dependent on its purchasing commitments and obligations and its ability to raise funds to meet commitments and sustain operations. The Company manages liquidity risk by continuously monitoring its actual and forecasted working capital requirements, and actively managing its financing activities. The Company's main source of funding has been the issuance of equity securities, primarily through private placements. Although the Company received gross proceeds of $710,005 from the closing of private placements during the year ended December 31, 2025, there can be no assurance of continued access to significant equity funding. As at March 31, 2026 the Company's current liabilities exceed its current assets by $1,506,196. As at March 31, 2026, the Company's financial liabilities were comprised of accounts payable, accrued liabilities and loans payable totaling $1,716,251, all of which have contractual maturities of less than 3 months.

[c] Market risk

i. Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in the market interest rates. The Company has cash balances held in Canadian banks. The Company's excess cash is invested based on the Company's policy to invest the excess cash in high interest savings accounts and guaranteed investment certificates issued by its banking institutions. As at March 31, 2026, the Company held $10,685 (December 31, 2025 - $51,594) in cash.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (CONTINUED)

ii. Currency risk

The Company is exposed to financial risk related to the fluctuation of foreign exchange rates. The Company has a portion of its operating expenses in US dollars and Euros. The Company has not entered into foreign exchange derivative contracts.

As at March 31, 2026 and December 31, 2025, the Company had the following assets and liabilities denominated in US dollars. A 10% change in the currency exchange rate between the Canadian dollar relative to the US dollar could have a gain or loss of approximately $11,600 (December 31, 2025 - $9,193) on the Company's results of financial position based on the Company's net exposure as at March 31, 2026 and December 31, 2025.

	March 31, 2026 US$	December 31, 2025 US$
Cash	-	10
Accounts payable	83,218	67,082

[d] Capital disclosure

The Company's objective when managing capital is to ensure its ability to continue as a going concern in order to pursue the development of its product candidates for ultimate sale or sub-licensing. The Company attempts to maximize return to shareholders by minimizing shareholder dilution and, when possible, utilizing non-dilutive funding arrangements, such as collaborative partnership arrangements.

The Company defines its capital as share capital and reserves. The Company has financed its capital requirements primarily through equity share issuances since inception.

The Company manages its capital structure and adjusts it based on changes in economic conditions and risk characteristics of the underlying assets. The Company may issue new securities. The Company is not subject to any externally imposed capital requirements. There were no changes to the Company's capital management during the period ended March 31, 2026, and year ended December 31, 2025.

11. SUBSEQUENT EVENTS

Subsequent to March 31, 2026, an officer of the Company advanced loans of $20,000 to the Company and an associate of an officer advanced $100,000 to the Company. The loans are unsecured, non-interest bearing and due on demand with no fixed terms of repayment.

On April 10, 2026, the Company issued 242,102 common shares to settle $89,578 of debts and consulting fees payable in common shares.

SCHEDULE B

Management's Discussion and Analysis

[see attached]

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended March 31, 2026
As of May 28, 2026

This management discussion and analysis ("MD&A") of FendX Technologies Inc. (the "Company" or "FendX") is for the three months ended March 31, 2026. We have prepared this MD&A with reference to National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators and this MD&A provides a review of activities, results of operations and financial condition of the Company. This MD&A should be read in conjunction with the Company's unaudited condensed interim financial statements for the three-month period ended March 31, 2026, and the related notes thereto (the "Financial Statements"). The Company's Financial Statements are prepared by management in accordance with International Accounting Standards ("IAS") 34 – Interim Financial Reporting. The Financial Statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited financial statements as at December 31, 2025 and for the fiscal year then ended, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board, and interpretations issued by the International Financial Reporting Interpretation Committee. All amounts are expressed in Canadian dollars unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain "forward looking information" within the meaning of applicable securities laws in Canada. Forward looking information may relate to our future financial outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategies, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward looking information. In some cases, forward looking information can be identified by the use of forward looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward looking information. Statements containing forward looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances. Forward-looking statements in this MD&A include but are not limited to statements relating to:

- our expectations regarding industry trends, overall market growth rates and our growth rates and growth strategies;
- our ability to obtain funding for our operations;
- the use of available funds;
- the performance of the Company's business and operations;
- our expectations regarding revenues, expenses and anticipated cash needs;
- the intention to grow our business and operations;
- the expected timing and completion of our near-term objectives;
- our expectations regarding commercialization initiatives and objectives;
- laws and regulations and any amendments thereto applicable to us;
- our competitive advantages and business strategies;
- our future product offerings, including acquisition and licensing of future products;

- our research and development, testing and scale-up initiatives and expected results thereof;
- our ability to enter into and maintain supply chain, distribution, manufacturing and other business relationships;
- our plans with respect to the payment of dividends; and
- the market price for the common shares.

The forward-looking information in this MD&A is based on our opinions, estimates and assumptions in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we currently believe are appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct.

In providing forward-looking information, we have made certain assumptions in respect of our ability to build our market share; the performance of the Company's business and operations; our ability to retain key personnel; our ability to maintain and expand geographic scope; our ability to execute on our research and development plans; our ability to execute our testing, scale-up and commercialization plans; our ability to execute on our expansion plans, including new technology and/or product opportunities; our ability to continue investing in our product candidates to support our growth; our ability to obtain financing on acceptable terms; currency exchange and interest rates; the impact of competition; our ability to enter into and maintain licensing, manufacturing, and distribution agreements; the changes and trends in our industry or the global economy; the size of the target markets for our product candidates; our ability to maintain, expand and protect our intellectual property; and the changes in laws, rules, regulations, and global standards.

The forward-looking information in this MD&A is subject to known and unknown risks and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied, including but not limited to the risks described below and the additional risks factors described under the heading "Risk Factors".

In evaluating forward-looking statements, current and prospective shareholders should specifically consider various factors, including the risks outlined below under the headings "Financial Instruments and Risk Management" and "Risk Factors".

The forward-looking statements contained in this MD&A reflect our views and assumptions only as of the date of this MD&A. The Company undertakes no obligation to update or revise any forward-looking statements after the date on which the statement is made, except as required by applicable laws, including the securities laws of Canada.

Actual results could differ materially from those anticipated in forward-looking statements stated within the MD&A.

OVERVIEW

The Company was incorporated under the Business Corporations Act (British Columbia) on July 28, 2020 under the name "1259192 B.C. LTD". It changed its name to "FendX Technologies Inc." on September 18, 2020. The Company does not have any subsidiaries. The Company's common shares are listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "FNDX", the OTCQB Venture Market ("OTCQB") under the symbol "FDXTF" and the Frankfurt Stock Exchange ("FSE") and the Tradegate Exchange under the symbol "E8D0".

FendX is an early-stage technology company focused on developing and commercializing advanced surface protection solutions to help reduce the spread of pathogens and address the growing global demand for innovative hygiene and safety solutions. The Company is currently developing a liquid surface coating (formerly referred to as the spray formulation) designed to protect high-touch surfaces from harmful pathogens and reduce their transmission. In addition, the Company is developing a coating for Foley catheters aimed at reducing catheter-associated urinary tract infections ("CAUTIs"). The Company is also pursuing additional complementary opportunities to expand its portfolio of innovative hygiene and safety solutions including development of an AI-powered app intended to detect microbial contamination on surfaces.

The Company's future performance depends on, among other things, its ability to: (i) fund the Company's operations including research and development requirements; (ii) complete the development the Company's products under development including scale-up and/or testing and commercialization; (iii) enter into formal engagements with distribution, licensing and manufacturing and supply chain partners; and (iv) continue to expand the Company's portfolio through licensing, developing or acquiring additional new products or technologies.

NATURE OF OPERATIONS

The Company is a technology company focused on the development and advancement of surface protection solutions that provide antimicrobial protection and address the growing global demand for innovative hygiene and safety solutions. The Company initially licensed certain technologies from McMaster University ("McMaster"), including REPELWRAP™ film, a liquid surface coating and a catheter coating. Research and development ("R&D") activities have been conducted under collaborative research agreements with McMaster and lead researchers Drs. Leyla Soleymani and Tohid Didar (the "Lead Researchers") conducted at McMaster (see "*License and Collaborative Research Agreements*").

The Company has been advancing liquid surface coating formulations with McMaster which has resulted in development of a new liquid surface coating formulation that demonstrates significant antimicrobial properties (the "New Liquid Surface Coating"). The Company has elected to prioritize the New Liquid Surface Coating as it offers promising performance, broad applicability and ease of application and is believed to offer a streamlined pathway to commercial scale-up with an expected low cost of manufacturing. The New Liquid Surface Coating has progressed to the scale-up phase and the Company has signed a statement of work ("SOW") with Galenvs Sciences Inc. ("Galenvs") to conduct pilot scale-up work to create larger batch sizes of the New Liquid Surface Coating for further testing and to assess the manufacturing process. As the Company is now focused on advancing the New Liquid Surface Coating, it terminated the Liquid Surface Coating License Agreement for the original liquid coating formulation that is no longer utilized (See "*License and Collaborative Research Agreements*" and "*R&D Project Update – Description of New Liquid Surface Coating Under Development*").

The Company has been working with McMaster to develop a specialized coating for Foley catheters, which has resulted in a new formulation (the "Foley Catheter Coating"). Initial lab testing has shown promising effectiveness in reducing E. Coli growth and strong durability. The Company has recently engaged Innovotech Labs Corporation ("Innovotech"), a Canadian technology company specializing in contract research, analytical and microbial testing, to conduct a U.S. Food and Drug Administration ("FDA") regulatory pathway assessment for its Foley Catheter Coating product under development. The Company also intends to conduct expanded bacterial and durability testing with a third-party lab to further develop the Foley Catheter Coating. (See "*License and Collaborative Research Agreements*" and "*R&D Project Update - Description of Foley Catheter Coating Under Development*").

On August 20, 2025, the Company announced the filing of a provisional patent application titled *"*AI Adaptive App Pathogen Detection Platform" by the Company's CEO that will be assigned to the Company. The application (the "Microbial Detection App") is intended to detect microbial contamination on surfaces using smartphone-based imaging and reagents to enable real-time, onsite detection for both consumer and professional hygiene monitoring applications. The Company is currently working with a third-party to develop the underlying detection methods and supporting data. The Company is preparing to engage a software developer to build the application. Once a functional prototype of the app is available, it is expected undergo beta-testing to validate detection accuracy and usability. The Company believes this initiative has the potential to enhance surface hygiene practices through improved monitoring and detection of microbial contamination. (See "*R&D Project Update - Description of Microbial Detection App Under Development*"). (see "*Risk Factors*")

During 2025, the intermediate-sized REPELWRAP™ films underwent two real-world environmental tests which demonstrated the expected repelling properties. The Company has evaluated next steps for manufacturing and potential future commercialization of REPELWRAP™ film, and with the strategic shift to advance the New Liquid Surface Coating, the Company made the decision to discontinue development of REPELWRAP film and in Q1 2026 terminated the License Agreement. (See "*License and Collaborative Research Agreements*").

To date, the Company has not generated any product sales revenues. Its technologies are all in the development stage, and neither final intermediate scale-up nor commercial scale-up work has been completed, and the Company has not

entered into any formal manufacturing, distribution, sales or licensing agreements. There is no certainty that any of the above will be completed or achieved for any technology under development (See "*Risk Factors*").

HIGHLIGHTS FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2026

Highlights during and subsequent to the period ended March 31, 2026 include:

- On April 29, 2026, the company announced the engagement of Innovotech to conduct an FDA regulatory assessment for the Company's Foley Catheter Coating product under development.

- On April 15, 2026 the Company announced the signing of a statement of work with Galenvs to initiate pilot scale manufacturing work on FendX's New Liquid Surface Coating.

- On April 10, 2026, the Company issued 242,102 common shares to three creditors to settle $89,578 of debt and consulting fees payable in shares.

- On March 31, 2026, the Company announced it was prioritizing development of the New Liquid Surface Coating and discontinued additional development of REPELWRAP film. As such the Company terminated the License Agreement with McMaster with a termination notice signed by both parties on March 27, 2026, with an effective termination date of February 1, 2026. Additionally, as the Company is now focused on advancing the New Liquid Coating Technology and is no longer using the original bifunctional liquid coating formulation licensed from McMaster, it has terminated the Liquid Surface Coating License Agreement with a termination notice signed by both parties on March 27, 2026, with an effective date of February 2, 2026.

- On February 17, 2026, the Company issued 32,800 common shares to two creditors to settle $25,256 of consulting fees payable in shares.

SELECTED FINANCIAL INFORMATION

The following table sets forth selected financial information for the three-month periods ended March 31, 2026 ("Q1 2026") and March 31, 2025 ("Q1 2025"). The selected financial information set out below has been derived from the Financial Statements and accompanying notes. The selected financial information set out below may not be indicative of the Company's future performance. The following discussion should be read in conjunction with the Financial Statements.

	Three months ended March 31, 2026 (unaudited)	Three months ended March 31, 2025 (unaudited)
Net loss for the period	$ (345,496)	$ (1,027,050)
Loss per share, basic and fully diluted	$ (0.04)	$ (0.14)

	As at March 31, 2026	As at December 31, 2025
Total assets	$ 210,055	$ 274,673
Total non-current liabilities	$ -	$ -
Working capital (deficit)	$ (1,506,196)	$ (1,198,208)

LICENSE AND COLLABORATIVE RESEARCH AGREEMENTS

McMaster University

The Company entered into a license agreement with McMaster dated February 5, 2021, as amended July 14, 2021, July 15, 2022 and March 4, 2024 (the "License Agreement"), which provided the Company with an exclusive world-wide license to several patent applications, granted patents and certain technology to develop and commercialize surface coatings (the "Licensed Technology"). In addition, the Company and McMaster entered into a collaborative research agreement with an effective date of August 1, 2021 and amended on April 11, 2023 with an effective date of January 1, 2023 (the "Collaborative Research Agreement" or "CRA"). The CRA set out the payment terms upon receipt of invoices from McMaster for the research project to satisfy the research funding obligations of $650,000 (fully paid) under the License Agreement over the CRA term which expired December 31, 2024.

Pursuant to the License Agreement, the Company agreed to the following key terms:

- the issuance to McMaster of common shares equal to 5% of its fully diluted share capital on achievement of certain funding thresholds, whereby 143,500 common shares were issued at a deemed price of $0.50 per share for fair value of $71,750 in Fiscal 2021 to satisfy this term;
- payment of a 4% royalty on net sales to be paid quarterly within 60 days following the close of the calendar quarter (as defined in the License Agreement);
- a minimum annual royalty commencing in the first 12-month period ending on the anniversary of the date of the License Agreement as to $5,000 in the first and second years, $10,000 in the third and fourth years and $20,000 in the fifth and subsequent years; and
- contribute funding toward sponsored research projects. Pursuant to the License Agreement, an aggregate of $650,000 is to be paid toward sponsored research projects. As at the date of this MD&A, the Company has paid all of the required research contributions.

After conducting a commercialization assessment, the Company terminated the License Agreement pursuant to a termination notice signed by both the Company and McMaster on March 27, 2026, with an effective termination date of February 1, 2026, as the Company chose to prioritize the development and scale-up of the New Liquid Surface Coating and cease further development of the film project. The termination eliminates future licensing payment obligations to McMaster.

The Company and McMaster entered into license agreement dated May 16, 2023, as amended July 20, 2023 (the "Liquid Surface Coating License Agreement") which provided the Company with an exclusive world-wide license to certain technology including a U.S provisional patent application related to a bifunctional liquid coating formulation (the "Liquid Surface Coating Licensed Technology") (formerly referred to as the spray formulation). Pursuant to the Liquid Surface Coating License Agreement, the Company agreed to the following key terms: a) payment of a 4% royalty on net sales to be paid quarterly within 60 days following the close of the calendar quarter (as defined in the Liquid Surface Coating License Agreement); and b) maximum funding to support the development and further research on the project of $85,169 for 2023 and $168,468 for 2024 (see detailed Liquid Surface Coating CRA payment terms detailed below). With the Company focused on the development of the New Liquid Surface Coating formulation which is "Funded IP" pursuant to the terms of the Liquid Surface Coating License Agreement, the Company terminated the Liquid Surface Coating License Agreement for the original licensed technology with a termination notice signed by both the Company and McMaster on March 27, 2026, with an effective termination date of February 2, 2026. The termination eliminates future licensing payment obligations to McMaster.

The Company also entered into a collaborative research agreement dated July 20, 2023 with McMaster with an effective date of July 1, 2023, as amended effective August 7, 2024 and further amended effective June 30, 2025 (the "Liquid Surface Coating CRA", formerly the "Spray CRA") which details the R&D activities related to development of the liquid surface-coating.

The Liquid Surface Coating CRA sets out the maximum payment terms upon receipt of invoices from McMaster for the research project to satisfy the research funding obligations under the Liquid Surface Coating License Agreement. The Liquid Surface Coating CRA term expired June 30, 2025 however McMaster continued to perform limited work

on the New Liquid Surface Coating to December 31, 2025. Pursuant to the Liquid Surface Coating CRA, McMaster will provide invoices as follows:

Proposed Invoice Date	Maximum Amount
On signing (paid)	$28,389.67
October 15, 2023 (paid)	$28,389.67
December 31, 2023 (paid)	$28,389.67
March 31, 2024 (paid)	$42,116.90
January 31, 2025 (paid)	$42,116.90
April 30, 2025 (paid)	$42,116.90
April 1, 2026 (invoice received)	$33,091.85

The Company entered into a collaborative research agreement with McMaster dated December 12, 2023 with an effective date of December 1, 2023 as amended effective November 30, 2025 and further amended effective May 14, 2026 (the "Catheter Coating CRA"), which sets out the maximum payment terms upon receipt of invoices from McMaster for the research project to satisfy the research funding obligations related to R&D activities for the catheter coating project. The term of the Catheter Coating CRA is to November 30, 2026 unless extended or terminated in accordance with its provisions, with the following invoicing details:

Proposed Invoice Date	Maximum Amount
On signing (paid)	$37,637.00
March 1, 2024 (paid)	$37,637.00
June 1, 2024 (paid)	$37,637.00
September 1, 2024 (paid)	$37,637.00
December 1, 2024 (invoice received)	$37,637.00
March 1, 2025 (invoice received)	$29,571.93
June 1, 2025 (invoice received)	$25,619.00
April 1, 2026 (invoice received)	$18,163.09

IP License Agreement

The Company entered an IP license agreement with Scott Smith and US BioSolutions dated April 23, 2025 (the "IP License Agreement") to license three patent applications and a trademark in consideration for the issuance of 100,000 common shares of the Company, which common shares are to be issued within seven (7) days of the signing of the agreement, and in accordance with CSE policies. The common shares were issued to Scott Smith on May 2, 2025. The term of the IP License Agreement is perpetual and includes termination provisions.

DISCUSSION OF OPERATIONS

Overall Operations

During Q1 2026, the Company continued development of its New Liquid Surface Coating, its Foley Catheter Coating, as well as its Microbial Detection App. (See "*Nature of Operations* and "*Current R&D Project Update"*). The Company has not commercialized any products nor earned any revenues since incorporation.

As at March 31, 2026, the Company held $10,685 in cash and had current liabilities of $1,716,251 and no long-term debt. As at March 31, 2026, the Company had a working capital deficit of $1,506,196 (December 31, 2025 – $1,198,208).

Current R&D Project Update

Description of New Liquid Surface Coating Under Development

The original liquid coating licensed from McMaster demonstrated repelling properties similar to REPELWRAP film, as well as demonstrated the ability to kill residual pathogens on the surface. The results included 99.99% reduction in adhesion of MRSA and 99.96% for covid-19 related virus, Phi6, compared with controls. Killing activity was measured by the reduction in colony forming units ("CFUs") on coated surfaces compared with noncoated surfaces and results showed a 99.98% reduction in the number of MRSA and P. aeruginosa CFUs. These results were published in two peer-reviewed journals: Jarad, N. A. et al, Small, "An Omniphobic Spray Coating Created from Hierarchical Structures Prevents the Contamination of High-Touch Surfaces with Pathogens", 2022, 2205761 (1-11) and Jarad, N.A. et al, ACS Applied Materials and Interfaces, "A Bifunctional Spray Coating Reduces Contamination on Surfaces by Repelling and Killing Pathogens", 2023, 15, 16253-16265.

In October 2024, the Company directed McMaster to develop a new liquid surface coating formulation to optimize for cost-effective scale-up. This effort resulted in the development of the New Liquid Surface Coating and the filing of a new provisional patent application on August 7, 2025 with the USPTO titled "Antimicrobial Coating for Long-Lasting Pathogen Control on High-Touch Surfaces". Pursuant to the Liquid Surface Coating License Agreement, this patent shall be owned by the Company as it is "Funded IP". This New Liquid Surface Coating has demonstrated promising antimicrobial properties and strong durability based on lab testing at McMaster (see "*Risk Factors*").

The Company, through work conducted at McMaster, has completed development of a prototype coating that is ready for scale-up. The Company has signed a statement of work ("SOW") with Galenvs Sciences Inc. ("Galenvs") to perform pilot-scale manufacturing to produce larger batch size lots for further testing at an estimated cost of $5,000. Work under the SOW has commenced and is estimated to be completed in Q3 2026. The Company terminated the master services agreement with nanoComposix LLC on November 11, 2025 as the current liquid coating formulation no longer requires nanoparticle engineering expertise offered by nanoComposix. (See "*Risk Factors*").

Description of Foley Catheter Coating Under Development

McMaster conducted early-stage research on a catheter coating using the Licensed Technology to coat plastics similar to those used in medical grade catheters. These coatings were tested with bacteria and blood to evaluate their ability to suppress bacterial biofilm formation and blood clotting, respectively. Lab tests showed that after 24-28 hours of flow exposure, a 96.5% reduction in E. coli adhesion and 95.8% reduction in formation of fibrin networks, a precursor of blood clots. These results were published in a peer-reviewed journal: Khan, S. et al, Small, "Transparent and Highly Flexible Hierarchically Structured Polydimethylsiloxane Surfaces Suppress Bacterial Attachment and Thrombosis Under Static and Dynamic Conditions", 2022, 18, 2108112 (1-12).

To date, the Company, in collaboration with McMaster, has developed a coating formulation specifically for Foley catheters, which has demonstrated promising reduction E. Coli growth. As a result of this work, a provisional patent application was filed July 7, 2005 with the USPTO titled "Lubricated Dilated Medical Catheters and Cannula and Uses Thereof". Pursuant to the License Agreement, this patent shall be owned by the Company as it is "Funded IP". Antimicrobial testing of the Foley Catheter Coating continues at McMaster. It is estimated that ongoing testing will be completed in Q2 2026 at an estimated cost of $18,000. Following successful testing, the Company intends to conduct expanded bacterial and durability testing with a third-party lab to further develop the Foley Catheter Coating prototype. The Company has recently engaged Innovotech to conduct an FDA regulatory pathway assessment for its Foley Catheter Coating product currently in development, which assessment is anticipated to be completed in Q2 2026 at an estimated cost of $4,000. (See "*Risk Factors*").

Description of the Microbial Detection App under Development

In August 2025, the Company announced that a provisional patent application titled "AI Adaptive App Pathogen Detection Platform" had been filed and will be assigned to the Company. The application relates to a technology concept that combines smartphone imaging with reagent-based indicators to assess the presence of microbial contamination on surfaces. The platform is intended to support real-time, point-of-use hygiene monitoring for both consumer and professional applications.

The Company is collaborating with a third-party who is working on advancing the underlying detection methods and supporting data for the Microbial Detection App. The Company also plans to engage a software developer to develop the associated application. The Company is anticipating completion of the software in Q2 2026. The next stage of the project will be to conduct beta-testing to evaluate detection accuracy and usability which the Company anticipates will be completed in Q3 2026. The Company anticipates only a nominal cost for the testing activities.

In June 2025, the Company also engaged a third-party marketing consultant to support brand name development, color palette selection, packaging concepts, key messaging, website updates, and social media planning. This work is ongoing.

Current R&D Project Objectives

The Company's current R&D project objectives are to develop surface protection products and technologies with a goal of commercialization.

The Company intends to advance development of the New Liquid Surface Coating, Foley Catheter Coating and the Microbial Detection App, however, there can be no certainty that the Company's R&D initiatives will result in successful prototypes or scale-up activities will result in successful commercial products nor can the Company provide certainty as to the time and costs that will be involved to achieve such objectives. The Company has been reliant on McMaster to continue to conduct R&D to advance its projects and is currently providing R&D related to the Foley Catheter Coating. The Company has progressed work on the New Liquid Surface Coating beyond R&D work at McMaster and has commenced pilot scale-up work with Galenvs pursuant to a signed statement of work. The Company will be reliant on third-party manufacturers and labs to conduct further scale-up and/or testing activities of the New Liquid Surface Coating and the Company will be reliant on other third parties to provide an assessment of the regulatory pathway and provide further testing of the Foley Catheter Coating. The Microbial Detection App is being developed with a third-party who the Company is reliant on to conduct work on the detection methods and will be reliant on a software developer to build the associated application. Although the Company intends to enter into a statement of work with the software developer, no agreement has been entered into as of the date of this MD&A. In addition, the Company will be reliant on third party labs to conduct testing of the Microbial Detection App once a prototype of the app is developed.

The Company cannot at this time accurately estimate the cost of bringing the Company's current pipeline of products to market as much of the associated costs depend on various factors such as: costs to complete R&D work on its products under development; if the funding pursuant to the Catheter Coating CRA will be sufficient to fund development milestones; development initiatives that result from continuing R&D work, such as reformulation, testing and optimization work; the quantity and cost of additional scale-up and testing activities that may be required; regulatory requirements; commercial manufacturing partnership and other supply chain agreement financial terms and distributor and licensing agreement terms, among other factors. The Company will require additional funding to complete the R&D project objectives including additional statements of work required to achieve successful pilot and commercial scale-up of the New Liquid Surface Coating, fund any other acquisitions or new product opportunities, including any service or other agreements related to development, testing, finalizing the app interface and preparing for commercialization of the Microbial Detection App, and fund operations, and there is no certainty the Company will be able to obtain funding on terms acceptable to the Company or at all. Further, there is no assurance that the aforementioned timelines will be met or that any of its projects or any objective will advance to a final intermediate prototype or commercial product at all. As of the date of this MD&A, the Company has not entered into any commercial manufacturing or other supply chain agreements, nor any formal distribution, sales or product licensing agreements and there is no certainty the Company will be able to enter into any such agreements on terms acceptable to the Company or at all, for any of its product candidates under development. See "*Risk Factors*".

Analysis of Q1 2026 results compared to Q1 2025

For the three months ended March 31, 2026

The Company recorded a net loss of $345,496 for Q1 2026 compared to a net loss of $1,027,050 for Q1 2025. During Q1 2026, the Company continued its R&D activities with the Catheter Coating project work continuing at McMaster, testing work being performed on the New Liquid Coating project to advance it to scale-up development, and development work progressing on the Microbial Detection App project. The decrease in net loss for Q1 2026 compared

to Q1 2025 was mainly due to decreased overall costs, the Company completing R&D work with McMaster on the New Liquid Coating project and incurring lower share-based compensation expense. The Company did not earn any revenues other than interest and other income in either Q1 2026 or Q1 2025.

Below is a review of expense categories and variances which contributed to the increase in net loss for Q1 2026 compared to Q1 2025:

- The Company incurred consulting fees of $115,145 for Q1 2026 (Q1 2025 – $268,855). Consulting fees include general corporate, business development, financial advisory and administrative support and decreased in Q1 2026 due to the lower use of financial advisory and business development consultants.

- The Company incurred directors' fees of $13,750 for Q1 2026 (Q1 2025 – $13,750).

- General and administrative expenses decreased to $7,985 for Q1 2026 (Q1 2025 – $9,343). G&A includes travel related expenses, meals and general office expenses which included accounting, insurance, bank fees, depreciation and other miscellaneous costs and were lower in Q1 2026 as the Company incurred less travel.

- The Company incurred investor relations expenses of $29,615 for Q1 2026 (Q1 2025 – $44,474) which was lower than the comparative period due to less use of investor services providers. Investor relations expense also includes market making services, news dissemination services and conference attendance.

- Management fees decreased to $98,500 in Q1 2026 (Q1 2025 - $117,750).

- Marketing expenses decreased to $2,802 in Q1 2026 (Q1 2025 – $4,418) and reflected lower marketing, brand development expenses and market research expenses incurred.

- The Company incurred professional fees of $27,249 in Q1 2026 (Q1 2025 – $39,433) which decreased mainly due to less use of corporate legal services. Professional fees consist of audit fees, general and corporate related legal fees and intellectual property and other legal fees which relate to patent applications, operational contract reviews and reimbursements to McMaster for patent applications and filings.

- The Company incurred research and development ("R&D") expenses of $7,754 in Q1 2026 (Q1 2025 – $82,376). R&D expenses in Q1 2026 were comprised of research and development and related costs incurred with McMaster pursuant to the Catheter Coating CRA and for testing related to the New Liquid Coating Technology. In Q1 2025 costs also included expenses related to the Liquid Coating CRA which expired as of June 30, 2025 and the $10,000 annual royalty fee paid pursuant to the License Agreement, which was terminated by the Company in Q1 2026 (Q1 2026 - $nil).

- The Company incurred salary and benefits expenses of $31,900 in Q1 2026 (Q1 2025 – $29,247).

- The Company incurred share-based payment expenses of $nil in Q1 2026 (Q1 2025 – $404,786) which decrease related to options and RSUs granted in Q1 2025.

- The Company incurred $11,553 in Q1 2026 (Q1 2025 – $11,243) in transfer agent, listing and filing fees.

- The Company recorded other income including a foreign exchange loss of $2,197 in in Q1 2026 (Q1 2025 – $1,377) and a gain on debt settlement of $2,952 (Q1 2025 - $nil). The Q1 2026 gain related to the issuance of 32,800 shares to settle $25,256 of debt during Q1 2026.

QUARTERLY FINANCIAL INFORMATION

The following selected financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's financial statements. All dollar amounts are in Canadian dollars.

	Quarter Ended	Revenue	Net Loss (unaudited)	Net loss per share (Basic and diluted)	Weighted average number of shares
Q1/26	March 31, 2026	$ -	$ 345,496	$ (0.04)	9,075,180
Q4/25	December 31, 2025	$ -	$ 523,891	$ (0.05)	9,013,607
Q3/25	September 30, 2025	$ -	$ 962,842	$ (0.11)	8,816,613
Q2/25	June 30, 2025	$ -	$ 780,426	$ (0.10)	7,951,890
Q1/25	March 31, 2025	$ -	$ 1,027,050	$ (0.14)	7,442,235
Q4/24	December 31, 2024	$ -	$ 575,262	$ (0.08)	7,340,852
Q3/24	September 30, 2024	$ -	$ 1,433,213	$ (0.19)	7,322,778
Q2/24	June 30, 2024	$ -	$ 1,508,771	$ (0.21)	7,158,188

Variations in the Company's net losses and expenses as well as notable trends for the previous eight quarters were typical of an early-stage company and reflect the development of the Company's R&D projects. In 2025 and 2026, the Company aimed to decrease overall operational costs to conserve capital. Overall expenses are expected to increase over the next year relative to historical spending due to the expected increased operations of the Company, subject to receipt of funding.

LIQUIDITY AND CAPITAL RESOURCES

Since inception the Company has devoted its resources to securing intellectual property rights, furthering its research and development of its products under development, performing scale-up work, establishing personnel and processes required to execute its business plan and obtain a public listing and raise capital. This has resulted in an accumulated deficit of $15,155,326 as at March 31, 2026. With no income from operations, losses are expected to continue while the Company's R&D programs are advanced or achieves revenue from product sales.

The Company does not earn any revenues from its operations and is considered to be in the development stage. As required, the Company will continue to finance its operations through the sale of equity or pursue non-dilutive funding sources available to the Company in the future. The continuation of its R&D activities and overall operations is dependent upon the Company's ability to successfully finance and complete its research and development programs, successfully test, scale-up and commercialize its products under development, including entering into manufacturing, license and distribution agreements and/or acquire or develop new products. As of the date of this MD&A the Company is not capable of sustaining its working capital requirements over the long term without additional capital, product commercialization or ultimately the sale of products.

As at March 31, 2026, the Company had a working capital deficit of $1,506,196 compared to $1,198,208 as of December 31, 2025. The Company has relied upon equity financings and loans to finance its operations and meet its capital requirements. The Company manages its capital structure and may make adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The issuance of additional common shares by the Company could result in significant dilution in the equity interest of existing shareholders. There can be no assurance that the Company will be able to obtain sufficient financing to meet future operational needs which may result in the delay, reduction or discontinuation of ongoing development programs.

The Company's objectives when managing its liquidity and capital resources is to maintain its ability to continue as a going concern and have a sufficient capital base to sustain and grow its overall operations such that it can provide returns for shareholders. The Company faces numerous risks and uncertainties, many of which are beyond its control, related to the development, scale-up and commercialization of its products including but not limited to timing delays, costs overruns, lack of success with its development initiatives and inability to enter into relationships with manufacturing, other supply chain and distribution and/or licensing partners. (See "*Risk Factors*").

Summary of cash flows

	Three Months Ended March 31, 2026	Three Months Ended March 31, 2025	Change
Cash used in operating activities	$ (158,944)	$ (479,630)	$ 320,686
Cash provided by financing activities	$ 118,035	$ 698,078	$ (580,043)
Net increase/(decrease) in cash	$ (40,909)	$ 218,448	$ (259,357)

Cash used in operating activities is comprised of net loss, add-back of non-cash expenses, and net change in non-cash working capital items. Cash used in operating activities decreased to $158,944 for Q1 2026 from $479,630 for Q1 2025. This decrease is primarily due to a decrease in its net loss, lower share-based compensation expense and changes in prepaid expenses and accounts payables during Q1 2026 compared to Q1 2025.

Cash provided by financing activities decreased to $118,035 for Q1 2026 compared to $698,078 for Q1 2025. In Q1 2025, the Company completed a non-brokered private placement raising gross proceeds of $710,005 and incurred $11,927 for cash finders fees. In Q1 2026, the Company received loans from related parties totalling $118,035.

The Company funded operations during Q1 2026 and Q1 2025 through the net proceeds of securities issued and/or related party loans. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and its success with its research and development initiatives. Additional financing may not be available on terms favourable to the Company or at all. If the Company does not receive future financing, it may not be possible for the Company to advance its business plans. The Company does not expect to generate positive cash flow from operations for the foreseeable future due to operating expenses associated with supporting its activities. It is expected that negative cash flow from operations will continue until such time, if ever, that the Company commercializes any products and achieves sales from any such products should they exceed its expenses. (See "*Risk Factors*").

OUTSTANDING SHARE CAPITAL

Common Shares

As of the date of this MD&A, the Company had authorized an unlimited number of common shares without par value. Common Shares issued and outstanding, and other securities convertible into common shares are summarized in the following table:

	Number Outstanding as of May 28, 2026	Number Outstanding as of December 31, 2025
Common Shares issued and outstanding	9,340,161	9,036,509
Options	891,667	941,667
Restricted share units	-	28,750
Warrants	2,308,348	2,308,348
Broker and compensation warrants	158,448	158,448

Warrants
A summary of the Company's issued and outstanding warrants at the date of this MD&A is as follows:

Expiry Date	Exercise Price	Number Outstanding
February 2, 2027	$ 4.00	262,500
March 25, 2027	$ 4.00	487,500
May 8, 2027	$ 4.00	262,500
March 13, 2028	$ 4.00	417,650
July 18, 2028	$ 1.00	878,198
		2,308,348

A summary of the Company's issued and outstanding broker warrants and compensation warrants at the date of this MD&A is as follows:

Expiry Date	Exercise Price	Number Outstanding
February 2, 2027	$ 2.00	21,000
February 2, 2027	$ 4.00	17,000
March 25, 2027	$ 2.00	28,820
March 25, 2027	$ 4.00	12,620
May 8, 2027	$ 2.00	20,200
May 8, 2027	$ 4.00	20,200
March 13, 2028	$ 1.70	22,812
March 13, 2028	$ 4.00	15,796
		158,448

Options

A summary of the Company's options outstanding at the date of this MD&A is as follows:

Expiry Date	Exercise Price	Options Outstanding	Options Exercisable
July 3, 2026	$ 1.70	25,000	25,000
April 22, 2027	$ 1.50	84,167	84,167
December 24, 2027	$ 3.00	30,000	30,000
January 24, 2028	$ 3.00	130,000	130,000
July 18, 2029	$ 2.90	330,000	330,000
March 21, 2030	$ 1.70	292,500	292,500
		891,667	891,667

Restricted Share Units

As at the date of this MD&A, the Company has nil restricted share units ("RSUs") outstanding (December 31, 2025 – 28,750). On July 18, 2024, the Company granted an aggregate of 1,150,000 RSUs to two officers and a consultant which vest as to 50% on the grant date and 25% on each of the dates that is 9 and 18 months from the date of grant. On March 21, 2025, the Company granted 500,000 RSUs to a consultant that vested on the grant date.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no undisclosed off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of its operations, financial condition, revenue or expenses, liquidity, capital expenditures or capital resources that is material to investors.

RELATED PARTY DISCLOSURE

Related parties of the Company include key management personnel, companies controlled by key management personnel and close family members of key management personnel. Key management personnel are persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any directors (whether executive or otherwise) of the Company. Key management personnel are composed of the board of directors and executive leadership team.

The following fees and expenses were incurred with related parties including current and former key management personnel:

	Three months ended March 31, 2026	Three months ended March 31, 2025
Directors' fees [1],[5]	$ 13,750	$ 13,750
Management fees [2],[3],[4],[5]	$ 98,500	$ 117,750
Share based payment [4]	$ -	$ 271,696
Total	$ 112,250	$ 403,196

Notes:

(1) During the three-month period ended March 31, 2026, Stephen Randall earned director fees of $7,500 (Q1 2025 - $7,500) and Pierre Soulard earned directors fees of $6,250 (Q1 2024- $6,250). An aggregate of $96,250 in outstanding directors' fees for Messrs. Randall and Soulard was included in accounts payable and accrued liabilities as at March 31, 2026 (December 31, 2025 - $82,500).

(2) BioEnsemble LLC ("BioEnsemble"), a company controlled by Dr. Carolyn Myers, the Company's Chief Executive Officer ("CEO") and President, charges management consulting fees at a monthly fee of $20,000 starting January 1, 2022 pursuant to an executive consulting agreement which also includes discretionary bonus, termination and change of control provisions. During the three-month period ended March 31, 2026, BioEnsemble earned $60,000 (Q1 2025- $60,000) in management consulting fees. As at March 31, 2026, fees of $300,000 were owing to BioEnsemble and $3,811 was owing to the CEO for expenses (December 31, 2025 - $240,000 and $nil respectively). During Q3 2025, $160,000 of management consulting fees owed to BioEnsemble and $227,043 of loans payable due to the CEO were converted into equity at $0.60 per unit pursuant to debt settlement transactions.

(3) Effective February 17, 2022, the Company entered into a consulting agreement, as amended, with RCF Advisors Ltd. ("RCF"), a company controlled by Rose Zanic, the Company's CFO and Corporate Secretary, and Rose Zanic to provide part-time CFO services to the Company at a rate of $250 per hour plus applicable taxes subject to a minimum monthly fee of $7,000 plus taxes. The agreement also includes discretionary bonus and termination provisions. During the three-month period ended March 31, 2026, RCF earned an aggregate of $38,500 in management consulting fees (Q1 2025 - $57,750). As at March 31, 2026 $254,140 was owing to RCF (December 31, 2025 - $215,715). During Q3 2025 $48,000 owed to RCF was converted into equity at $0.60 per unit pursuant to a debt settlement transaction.

(4) On March 21, 2025, the Company granted an aggregate of 2,300,000 share purchase options to directors and officers, with an exercise price of $0.17 per share with an expiry date of five (5) years from the date of grant. During the three-month period ended March 31, 2026, share based payments related to options and RSUs granted to the key management personnel amounted to $nil (Q1 2025 - $271,696).

(5) All amounts incurred by key management personnel.

Loans payable as at March 31, 2026 is comprised of funds loaned from the CEO to the Company of $354,545 (December 31, 2025 – $281,510) pursuant to a loan agreement, as amended and $45,000 of funds loaned from an associate of an officer pursuant to a loan agreement (December 31, 2025 - $nil). Subsequent to March 31, 2026, the CEO advanced $20,000 and an associate of an officer advanced $100,000 to the Company. The loans are non-interest bearing, are due on demand and have no formal terms of repayment.

Included in accounts payable and accrued liabilities at March 31, 2026, were amounts totaling $654,201 (December 31, 2025 - $538,215) due to related parties.

SEGMENTED INFORMATION

The Company operates in one reportable segment, involving the research and development of its technologies and products under development. All the Company's assets are located in Canada.

TRENDS

The Company's business is not cyclical or seasonal.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value

The Company's financial instruments at March 31, 2026 include cash, accounts payable and loan payable. The fair values of these instruments approximate their carrying values due to their short-term nature.

IFRS 13 *Fair Value Measurement* establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs used in making fair value measurements as follows:

Level 1 - quoted prices in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., from derived prices); and

Level 3 - inputs for the asset or liability that are not based upon observable market data.

The fair value of cash is based on Level 1 inputs.

[a] Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises for the Company from its cash. The Company has adopted practices to mitigate the deterioration of principal, to enhance the Company's ability to meet its liquidity needs and to optimize yields within those parameters. The Company regularly reviews the collectability of its accounts receivable and would establish an allowance account for credit losses based on its best estimate of any potentially uncollectible accounts receivable. As of March 31, 2026, the balance of the allowance account for credit losses was $nil (December 31, 2025 - $nil). The Company's cash is deposited in bank accounts and any cash invested in cashable guaranteed investment certificates are held with Canadian Schedule 1 chartered banks in Canada. As most of the Company's cash are held in the banks there is a concentration of credit risk. This risk is managed by using major banks that are high quality financial institutions as determined by rating agencies.

[b] Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's exposure to liquidity risk is dependent on its purchasing commitments and obligations and its ability to raise funds to meet commitments and sustain operations. The Company manages liquidity risk by continuously monitoring its actual and forecasted working capital requirements, and actively managing its financing activities. The Company's main source of funding has been the issuance of equity securities, primarily through private placements and from loans. Although the Company received gross proceeds of $710,005 from the closing of a private placement in Q1 2025, there can be no assurance of continued access to significant equity funding. As at March 31, 2026, the Company had a working capital deficit of $1,506,196 (December 31, 2025 –$1,198,208). As at March 31, 2026, the Company's financial liabilities were comprised of accounts payable, accrued liabilities and loans payable totaling $1,716,251.

[c] Market risk

a. Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in the market interest rates. The Company has cash balances and interest-bearing guaranteed investment certificates and has no debt. The Company's excess cash is invested based on the Company's policy to invest the excess cash in high interest savings accounts and/or guaranteed investment certificates issued by its banking institutions. As at March 31, 2026, the Company held GICs of $nil (December 31, 2025 - $nil).

b. Currency risk

The Company is exposed to financial risk related to the fluctuation of foreign exchange rates. The Company has a portion of its operating expenses in US dollars. The Company has not entered into foreign exchange derivative contracts.

The Company incurs liabilities and had assets denominated in US dollars. A 10% change in the currency exchange rate between the Canadian dollar relative to the US dollar could have a gain or loss of approximately $11,600 (December 31, 2025 - $9,193) on the Company's results of financial position based on the Company's net exposure as at March 31, 2026.

[d] Capital disclosure

The Company's objective when managing capital is to ensure its ability to continue as a going concern in order to pursue the development of its product candidates for ultimate sale or out-licensing. The Company attempts to maximize return to shareholders by minimizing shareholder dilution and, when possible, utilizing non-dilutive funding arrangements, such as collaborative partnership arrangements.

The Company defines its capital as share capital and reserves. The Company has financed its capital requirements primarily through equity share issuances since inception.

The Company manages its capital structure and may adjust it based on changes in economic conditions and risk characteristics of the underlying assets. The Company may issue new securities. The Company is not subject to any externally imposed capital requirements. There were no changes to the Company's capital management during the three-month period ended March 31, 2026 or year ended December 31, 2025.

CRITICAL ACCOUNTING ESTIMATES, JUDGEMENTS AND POLICIES

In applying the Company's accounting policies, management makes several judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. Actual results may differ from the judgments, estimates and assumptions made by management and will seldom equal the estimated results.

CRITICAL JUDGMENTS

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

i. Research costs and license costs are recognized as an expense when incurred, but development costs may be capitalized as intangible assets if certain conditions are met, as described in International Accounting Standard ("IAS") 38 *Intangible Assets*. Management has determined that development costs do not meet the conditions for capitalization under IAS 38, and all research and development costs and license costs have been expensed.

ii. Management is required to determine whether the going concern assumption is appropriate for the Company at the end of each reporting period. Considerations taken into account include available information about the future, including the availability of financing and revenue projection, as well as the current working capital balance and future commitments of the Company.

ESTIMATION UNCERTAINTY

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

i. Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxation authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

ii. The fair value of accrued liabilities at the time of initial recognition is made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors.

iii. The cost of equity-settled transactions, such as stock options or warrants, is determined by calculating the fair value at the date when the equity award is granted or issued using the Black-Scholes Option Pricing Model. The inputs to the Black-Scholes Option Pricing Model require significant estimation. Expected volatility is estimated based on historical stock price observations of the Company's common shares and comparable companies. The risk-free interest rate for the expected term of the award is based on the yields of government bond. The Company uses historic data to estimate the timing of option exercises and forfeiture rates, which may not be representative of future results. Changes in these assumptions, especially the volatility and he expected life determination, could have a material impact on the statement of loss and comprehensive loss.

CHANGES IN ACCOUNTING POLICIES

There were no new accounting policies adopted during the period ended March 31, 2026.

RISK FACTORS

An investment in the Company is speculative and involves a high degree of risk. Current and prospective shareholders should specifically consider various factors, including the risk factors outlined below. The Company considers the following risks and other factors to be the most significant for potential investors in the Company, but the risks listed do not necessarily comprise all those associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Company and management may also have an adverse effect on the Company's business. Please see additional risk factors included in the Company's public filings found under the Company's profile on SEDAR+ at www.sedarplus.ca.

Should one or more of these risk factors or uncertainties, including the risks listed below, or a risk that is not currently known to the Company materialize, or should assumptions underlying those forward-looking statements prove incorrect, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected.

Risks Related to Our Business and the Development of Our Product Candidates

Performance depends primarily on the success of product candidates, which are in early formulation/reformulation and have not yet been field tested or received regulatory approval in any country.

We currently have no products approved or ready for sale or marketing in any country, and may never be able to commercialize our proposed products or obtain regulatory approval for any of our product candidates, including the New Liquid Surface Coating, Foley Catheter Coating and other products under development, if required by any jurisdiction. Our film, New Liquid Surface Coating and Foley Catheter Coating product candidates are in the early stages of formulation and reformulation and have not yet been commercially scaled-up or tested. Completing final scale-up and testing and receiving any required regulatory approval for these product candidates will depend on many factors, including, but not limited to the following:

- Successfully completing stability and pathogen testing;
- Successfully scaling product candidates for high volume manufacturing;
- Successfully completing commercial product including finished product specifications and final packaging;
- Preparing and submitting applications for approvals to appropriate regulatory authorities, if required; and
- Launching commercial sales, marketing and distribution operations.

Many of these factors are wholly or partially beyond our control, including the regulatory submission process and changes in the competitive landscape. There is no certainty that such approvals may not be required or that it will be successful in obtaining any required approvals or licenses in Canada, the United States or any other jurisdiction the Company that the Company intends to sell its products. If we do not achieve one or more of these factors in a timely manner, we could experience significant delays or an inability to commercialize our products.

The Company is reliant on third-party developers to create the Microbial Detection App.

The Company is currently working with a third-party developer to develop the detection methods for the Microbial Detection App which is being designed to detect pathogens on surfaces, but has not entered into a formal development services agreement with a software developer. The Company will be dependent on developers to successfully design the application and software. If the developers fail to deliver the application on time or according to required specifications, or if an acceptable development service agreement cannot be entered into with the software developer, the Company's ability to launch and commercialize the application could be materially adversely affected. Additionally, reliance on third-party developers introduces risks related to data security and ongoing technical support, if required. Any disruption in the developers' operations, financial stability, or willingness to continue the engagement could result in delays, increased costs, or termination of the project. There is no certainty a development service agreement or statement of work will be successfully negotiated or signed with the third-party developers or that the Microbial Detection App will be completed or launched. These factors could negatively impact the Company's growth strategy, reputation, and financial performance.

The Company has a limited operating history and has not yet generated revenues. Availability of future financing is uncertain.

The Company has no history of earnings, has generated no revenues since commencing operations, and has no source of operating cash flow.

The Company will require significant additional capital to execute its business plan and fund its operations that will likely require the involvement of multiple capital sources and participants. Although the Company has been successful to date in financing its activities through the sale of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to fund its operations and research and development objectives. The actual availability of financing, the involvement of any or all of the potential participant groups and their level of participation, and the details and terms of any eventual financing will be dependent on numerous conditions, including, but not limited to, general market conditions and other economic considerations at the time. While the Company anticipates that financing for development of its products can be arranged, such financing is highly dependent on factors outside of the Company's control and there can be no assurance that the Company will be successful in arranging financing at all, or if so, under acceptable terms and conditions. Even if the Company begins licensing or selling its products, there is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future. There can be no assurance that any future financing will be available on reasonable terms, if at all, and if available, may be dilutive to existing shareholders. Failure to obtain such additional financing could result in delay or indefinite postponement of further research and development activities should the Company not be able to meet its commitments pursuant to the Catheter Coating CRA or the Liquid Surface Coating CRA. The Company's short operating history and limited historical financial statement information does not provide investors with as much data to evaluate the strengths and weaknesses of the Company as would a company with a longer history and financial track record.

Execution of Business Plan

The execution of the Company's business plan poses many challenges and is based on a number of assumptions. The Company may not be able to successfully execute its business plan. If the Company experiences significant cost overruns on its R&D programs, or if its business plan is more costly than it anticipates, certain research and development activities or new product opportunities may be delayed or eliminated, resulting in changes or delays to its commercialization plans, or the Company may be compelled to secure additional funding (which may or may not be available) to execute its business plan. The Company cannot predict with certainty its future revenues or results from its operations. If the assumptions on which its revenues or expenditures forecasts are based change, the benefits of the Company's business plan may change as well. In addition, the Company may expand its business beyond its current operations and what is currently contemplated in its business plan. Depending on the financing requirements of a potential acquisition or new product opportunity, the Company may be required to raise additional capital through the issuance of equity or debt. If the Company is unable to raise additional capital on acceptable terms, it may be unable to pursue potential acquisitions or new product opportunities.

Currently, the Company has no history of profitable operations. As such, the Company is subject to many risks including under-capitalization, cash shortages, and limitations with respect to personnel, financial, and other resources.

Negative Cash Flow

The Company had negative operating cash flow as at March 31, 2026 and December 31, 2025, and the Company will continue to have negative operating cash flow for the foreseeable future. No assurance can be given that the Company will ever attain positive cash flow or profitability or that additional funding will be available for operations.

No production history and no assurances of future profitability.

To date, the Company has no commercial products available for sale and has recorded no revenue from product sales and there is no assurance that it will generate revenue in the future. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's business operations are at an early stage of development and its success will be largely dependent upon the outcome of its ultimate strategy of successfully developing, marketing and generating sales of its products or any future products, including a proposed mobile app. The Company's operating expenses and capital expenditures may increase in subsequent years. The Company expects to continue to incur losses unless and until such time as it completes scale-up and commercialization of its products and enters into long term and large volume distribution and manufacturing agreements and generates sufficient revenues to fund its continuing operations. Even if the Company becomes profitable, there can be no assurances that such profitability can be sustained in either the short or long term.

Growth Management

The Company has a limited operating history and its business and prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in the early stages of development. There can be no assurance that the Company will be successful in addressing these risks. In addition, future growth may require the Company to expand its human resources and to further develop and improve its operational, financial, management and compliance systems as well as its reporting controls and procedures.

If the Company cannot achieve any of these objectives to manage its growth effectively, its business, operations, operating results, financial condition and prospects will be adversely affected.

Investment in our research and development efforts, or evaluation of other new products, may not provide a sufficient, timely return on investment.

The development of new products is a costly, complex and time-consuming process, and the investment in product development and marketing often involves a prolonged time until a return is achieved on such an investment. We have made, and will continue to make, significant investments in R&D and related product opportunities. Investments in new products are inherently speculative and risky. Commercial success depends on many factors including the degree of innovation of the products developed, sufficient support from our strategic partners, and effective sales, distribution and marketing. Accelerated product introductions and short product life cycles require high levels of expenditures for new development. These expenditures may adversely affect our operating results if they are not sufficiently offset by revenue increases. We believe that we must continue to dedicate a significant amount of resources to our development efforts in order to maintain our competitive position. However, significant revenue from new product and technology investments may not be achieved for a prolonged period of time, if at all. Moreover, new products and technologies may not be profitable.

The Company operates in a highly competitive industry.

The Company faces competition from a number of manufacturers and suppliers of different products to protect surfaces from pathogens. Significant product innovations, technical advances or competitive pricing could adversely affect the Company's operations and future revenues. The Company is currently developing products that will compete with other antimicrobial products that currently already exist or are being developed. Products the Company may develop in the future are also likely to face competition, some of which FendX may not currently be aware of. The

Company has competitors in North America and internationally, including companies that are more established than FendX. Many of the Company's competitors have significantly greater financial, manufacturing, marketing, development, technical and human resources than it has. Large companies, in particular, have extensive experience in product development and manufacturing and commercial launch, as well as obtaining regulatory approvals. These companies also have significantly greater research and marketing capabilities than FendX does and may also have products that have been approved or are in late stages of development. Established competitors may also invest heavily to accelerate development of novel products or to license novel products in the Company's target markets, which could make the product candidates that the Company develops obsolete. The Company's commercial opportunity could be reduced or eliminated if its competitors develop and commercialize products that are more effective, affordable or convenient than products that it may develop. The Company's competitors may also obtain regulatory approvals for their products more rapidly, which could result in our competitors establishing a strong market position before the Company is able to enter the market.

Smaller and other early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These third parties compete with the Company in recruiting and retaining qualified scientific, technical and management personnel, establishing manufacturing, as well as in acquiring technologies or intellectual property complementary to, or necessary for, our product candidates. In addition, the Company's industry is characterized by rapid technological change. If the Company fails to stay at the forefront of technological change, it may be unable to compete effectively. Technological advances or products developed by the Company's competitors may render the Company's technologies or product candidates obsolete, less competitive or not economical.

The ability of the Company to satisfy the terms of the Catheter Coating CRA and Liquid Surface Coating CRA and maintain these agreements in good standing.

Under the Catheter Coating CRA and Liquid Surface Coating CRA, the Company is obligated to make certain payments to McMaster, and the Catheter Coating CRA or Liquid Surface Coating CRA could be terminated by McMaster if the Company breaches the respective agreement. The Liquid Surface Coating CRA term expiry date was June 30, 2025. If the Company's relationship with McMaster were to terminate, the Company may not be able to complete its R&D work on its technologies and might not be able to identify and engage another entity to continue to perform R&D work on the Company's technologies. As a result, the Company could experience delays in its ability to continue R&D work and distribute and commercialize products, all of which would have a material adverse effect on the Company's business, results of operations and financial condition.

The ability of McMaster to satisfy the terms of the License Agreement, Liquid Surface Coating License Agreement, Catheter Coating CRA and Liquid Surface Coating CRA.

Pursuant to the Catheter Coating CRA and the Liquid Surface Coating CRA, McMaster has agreed to conduct research and development work on behalf of the Company on the respective research projects, and provide the human resources, materials, facilities and equipment as needed to conduct the sponsored project work. The Company is reliant on McMaster to conduct research and development to advance product candidates for manufacturing scale-up and ultimate commercialization. The Company will be at risk should McMaster not be able to discharge its obligations to conduct research and development funded by the Company.

Pursuant to the License Agreement and Liquid Surface Coating License Agreement, McMaster, on behalf of the Company, was responsible to file provisional patent applications for new inventions arising from the sponsored research and development work. In addition, under the direction of the Company, McMaster is responsible to file Patent Cooperation Treaty ("PCT"), as well as file and prosecute national patent applications. Should McMaster not file new provisional patents, PCT applications and/or file or prosecute national applications, this would materially adversely affect the Company's business, as its products may not have robust enough protection impacting commercialization, and overall operations. The Company terminated both the License Agreement and Liquid Surface Coating License Agreement effective February 1, 2026 and February 2, 2026 respectively.

McMaster may not be able to discharge its obligations pursuant to the License Agreement, Liquid Surface Coating License Agreement, the Catheter Coating CRA or the Liquid Surface Coating CRA and thereby the Company's

development timeline, regulatory approval and commercialization prospects for its respective product candidates would be materially adversely affected which may have a materially adverse impact on the Company's business.

The ability of the Company to complete scale-up and/or testing of the New Liquid Surface Coating technology prototype.

Given the early stage of development of the New Liquid Surface Coating formulation, the Company can make no assurance that it can develop a viable larger batch size prototype liquid coating formulations for commercial scale-up and/or meet certain product specifications including high repel rates of pathogens or demonstrate long-term durability and stability. The Company has recently engaged a contract service organization and manufacturer to begin pilot scale-up development work of the New Liquid Surface Coating technology to advance this formulation and perform scale-up work for further testing, however there is no guarantee this development work will be successful or require entering into additional SOWs with the contract manufacturer. Even if work is successful, there is no guarantee the scale-up development work will lead to a commercial product. Further, unsatisfactory results may cause the Company or and any collaborators to abandon commitments to its programs. The early stage of product development makes it particularly uncertain whether any of its product development efforts will prove to be successful. If the Company fails to develop viable prototypes for scale-up, they fail testing, fail real-world testing, or formulations cannot be reformulated/optimized, the development timeline and commercialization prospects may be materially adversely affected which may have a material adverse impact on the Company's business. There is no assurance that any other proposed products under development, such as the catheter coating, will be successful in reaching the scale-up phase.

Research and development and product evaluation activities may not be successful.

Given the early stage of product development, the Company can make no assurance that its current and future research and development programs, including evaluation of potential new products or the AI-powered pathogen detection app being developed by a third-party developer, will result in commercially viable products or obtain regulatory approval, as needed. To achieve profitable operations, the Company, alone or with others, must successfully develop and market its future products, and obtain regulatory approval, as needed. To achieve commercial success, sufficient testing must demonstrate that the product candidates demonstrate efficacy and that products can be successfully scaled up for production, in addition to other factors. Unsatisfactory results obtained from testing relating to research and development programs may cause the Company or its collaborators to abandon commitments to that program. The early stage of product development makes it particularly uncertain whether any of its product development efforts will prove to be successful and meet any applicable regulatory requirements, and whether any of its products or future products will receive any requisite regulatory approvals, be capable of being manufactured at a reasonable cost or be successfully marketed. If the Company fails to produce positive results in its future testing of its products, including results of real-world testing, or fails to produce test results that demonstrate similar efficacy as any initial testing by McMaster as applicable, the development timeline and regulatory approval, if required and commercialization prospects for its products under development, would be materially adversely affected which may have a material adverse impact on the Company's business.

Grant funding obligations and no assurance for future grant funding.

Although the Licensed Technology had been funded partially by grant funding in the past, there is no assurance that the Company, as sponsor, McMaster or the Lead Researchers will be successful in securing additional grants to assist with funding the Company's current and future R&D work plans. In addition, the NSERC Grant awarded to one of the Lead Researchers on May 9, 2022 required the Company and other third party partners to fulfil certain cash and work commitments. The Company's ability to fulfil its obligations pursuant to any future grants will depend upon the Company's financial condition, operating performance and expected future revenues, will be subject to prevailing economic conditions, competitive conditions, and financial, business, legislative, regulatory and other factors affecting its operations, many of which are beyond the Company's control.

The Company cannot provide assurance that its third-party partners serviced their obligations pursuant to the NSERC Grant. Failure by third parties to meet the terms of the NSERC Grant may also limit the Lead Researcher's ability to obtain future grants with the Company as sponsor, which may have a material and adverse effect on the Company's operations.

Our revenues will be highly dependent on a limited number of products.

The Company will initially generate revenues from a limited number of products that it intends to commercialize. The loss of a single source of revenue for any reason could have a material adverse effect on our business, financial condition and results of operations. In addition, each of these products may face competition and the ability to grow the market and our market share may be limited.

The Company is dependent on current and future collaborative partners, suppliers, manufacturers, distributors, licensors and others.

The Company has no history of manufacturing, distribution, licensing or sales. The Company's success will be dependent upon its ability to enter into sales, distribution and or licensing and manufacturing agreements with third parties. The Company does not intend to manufacture or sell its products directly but will rely on third party distributors and/or licensing partners and manufacturers to sell and manufacture its products, respectively. To date, the Company has not entered into any formal sales, distribution, licensing or manufacturing agreements for any of its current products under development.

The Company may seek to engage third-party distribution partners to sell any products that it may commercialize, however, it may be unable to enter into agreements with third parties to market and sell future products for commercialization within and outside of Canada. If the Company is successful in entering into a sales, distribution or license agreement to market and sell within and outside of Canada, the Company may have limited or no control over sales, marketing and distribution activities of these third parties. The Company's future revenues may depend on the success of the efforts of these third parties. To the extent that the Company relies on, or partners with, third parties to launch and commercialize the New Liquid Surface Coating, Foley Catheter Coating if approved, or the Microbial Detection App or any other product for which the Company develops, acquires or licenses in the future, the Company may receive less revenue than if the Company manufactured or sold these products itself. In the event that the Company is unable to partner with a third-party marketing and sales organization, the Company's ability to generate product revenues may be limited, if any. A variety of risks associated with potential international business relationships could materially adversely affect the Company's business.

The Company may enter into agreements with third parties for the development and commercialization of future products in international markets. If the Company does so, the Company would be subject to additional risks related to entering into international business relationships.

Any collaboration arrangements that the Company may enter into in the future may not be successful, which could adversely affect the Company's ability to develop and commercialize the Company's products. The Company may seek partnerships, collaborations and other strategic transactions to maximize the commercial potential of its products and the Company's proprietary technologies in Canada, the U.S. and other territories throughout the world. The Company may enter into such arrangements on a selective basis depending on the merits of retaining commercialization rights for itself as compared to entering into selective collaboration arrangements with distribution companies for each of the Company's products, both in Canada and internationally. The Company faces competition in seeking appropriate collaborators. Moreover, collaboration arrangements are complex and time consuming to negotiate, document and implement. The Company may not be successful in its efforts to establish and implement collaborations or other alternative arrangements should the Company choose to enter into such arrangements. The terms of any collaborations or other arrangements that the Company may establish may not be favourable to the Company. Any future collaborations that the Company enters into may not be successful. The success of the Company's collaboration arrangements will depend heavily on the efforts and activities of the Company's collaborators. Collaborators generally have significant discretion in determining the efforts and resources that they will apply to these collaborations. Disagreements between parties to a collaboration arrangement regarding sales and commercialization matters could lead to delays in the commercialization of the Company's products and, in some cases, termination of the collaboration arrangement. These disagreements can be difficult to resolve if neither of the parties has final decision-making authority. Collaborations with third parties often are terminated or allowed to expire by the other party. Any such termination or expiration could adversely affect the Company financially and could harm the Company's business reputation.

The Company does not own or operate, and has no plans to establish, any manufacturing or supply chain facilities for the Company's products under development. The Company will rely on key strategic collaborators and manufacturers, to develop its prototypes, as well as manufacture commercial supplies of finished goods, once its products are fully developed and ready for sale.

The Company plans to negotiate one or more supply chain agreements with third parties to manufacture future products, including samples, prototypes and ultimately, finished, packaged products on behalf of the Company for the Canadian and international markets. The facilities used by any third-party manufacturer must be approved by the relevant regulatory body, if required. The Company will not control the manufacturing process of, and will be completely dependent on, the Company's contract manufacturing partners for compliance with the regulatory requirements, for manufacture of the Company's prototypes and products, if and when finalized. If contract manufacturers that the Company may use cannot successfully manufacture material that conforms to the Company's specifications and any regulatory requirements that may be required, the Company could face material adverse impacts on its operations and cash flow. In addition, the Company has no control over the ability of the Company's contract manufacturers to maintain adequate quality control, quality assurance and qualified personnel. If any regulatory authority does not approve these facilities for the manufacture of the Company's products or product candidates or if it withdraws any such approval in the future, the Company may need to find alternative manufacturing facilities, which would significantly impact the Company's ability to develop, obtain regulatory approval for or market the Company's products or product candidates, if approved. Moreover, if the Company's contract manufacturer cannot successfully manufacture materials that conform to the Company's specifications and any regulatory requirements the Company may be subject to, recalls, product seizures, fines, refusal to permit import or export of the product and injunction against manufacture or distribution or regulatory enforcement action. The machinery to produce the commercial supply of our commercial products and product candidates must be qualified and validated, which is time consuming and expensive, and this machinery is located within one manufacturing site and is customized to the particular manufacturing specifications of each product or product candidate. If any manufacturer is unable to qualify and validate this equipment in a timely manner, the Company's ability to supply or launch and commercialize, as applicable, any of its products, will be compromised. If this customized equipment malfunctions at any time during the production process, the time it may take the manufacturer to secure replacement parts, to undertake repairs and to revalidate the equipment and process could limit The Company's ability to meet the commercial demand for its products. This may increase the risk that the third party manufacturer may not manufacture the product or product candidate in accordance with the applicable regulatory requirements, that the Company may not have sufficient quantities of that product or that the Company may not have such quantities at an acceptable cost, any of which could delay, prevent, or impair the sale or commercialization of any of our commercial products or product candidates, if approved, and the development of the Company's other product candidates. Reliance on a third-party manufacturer subjects the Company to risks that would not affect the Company if the Company manufactured the commercial product or product candidates itself, including:

- reliance on the third party for regulatory compliance and quality assurance;
- reduced control over the manufacturing process for the Company's products and product candidates;
- the possible breach of the manufacturing agreements by the third party because of factors beyond the Company's control;
- the possibility of termination or nonrenewal of the agreements by the third party because of the Company's breach of the manufacturing agreement or based on their own business priorities;
- the disruption and costs associated with changing suppliers; and
- potential theft of know-how and trade secrets.

The Company's products under development are made from unique formulations which may limit the number of manufacturers with expertise to support manufacturing development. Additionally, the Company's products under development may compete with other products and product candidates for access to manufacturing resources and facilities. There may be a limited number of manufacturers that are both capable of manufacturing for the Company and willing to do so. If the third parties that the Company may engage in the future to manufacture a product for commercial sale should cease to continue to manufacture the Company's products for any reason, the Company likely would experience delays in obtaining sufficient quantities of its products to meet commercial demand or to advance the Company's scale-up and commercialization efforts while the Company identifies and qualifies replacement suppliers. If for any reason the Company is unable to obtain adequate supplies of the Company's products or the substances used to manufacture them, it will be more difficult for the Company to develop its products and compete

effectively.

The Company faces legal and regulatory requirements that may change or restrict the Company's ability to develop, manufacture and supply products.

The Company's future operations, including development, and commencement and continuation of commercial production, may require licenses, permits or other approvals from various federal, provincial, local and potentially foreign governmental authorities, and such operations are or will be governed by laws and regulations relating to production, exports, taxes, labor standards, occupational health and safety, the environment and other matters, Should the Company be successful in developing a Foley Catheter Coating, a New Liquid Surface Coating, the Microbial Detection App or other new products which require regulatory approvals, the Company will be required to obtain all necessary approvals.

To be able to provide the Company's products in other countries, the Company may need to obtain regulatory approvals and comply with the regulations of those countries which may differ substantially from those of Canada. These regulations, including any requirements for approvals and the time required for regulatory review, may vary by country. Obtaining and maintaining foreign regulatory approvals is complex, and the Company cannot be certain that it will receive regulatory approvals in any foreign country in which the Company plans to market the Company's products, or to obtain such approvals on a favorable schedule. If the Company fails to obtain or maintain regulatory approval in any foreign country in which the Company plans to market the Company's products, the Company's ability to generate revenue will be harmed.

Achievement of our business objectives is subject to compliance with regulatory requirements enacted by governmental authorities. We may incur costs and obligations related to regulatory compliance. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, thereunder, including orders issued by regulatory or judicial authorities causing the development and manufacture of products to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. We may be required to compensate those suffering loss or damage by reason of our operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Health Canada also regulates certain markets into which the Company intends to supply products or license its intellectual property. Each foreign jurisdiction for the Company's products may also be regulated and there is no assurance that sales of products will be permitted without receipt of regulatory approvals or licenses. Although the Company believes its products will not require FDA or EPA approval to supply products or license its intellectual property in the United States, there is no assurance that the FDA or EPA or any other body will require the Company to obtain any license for sales into markets they regulate. Any inability by the Company to obtain approval from Health Canada and/or international bodies could have a material adverse impact of the business of the Company.

Changes in environmental regulation, if any, may adversely impact the Company's operations and future potential profitability. The trend in most countries in environmental legislation and regulation generally is toward stricter standards.

The Company may also be subject to consumer protection laws that may impact its sales and marketing efforts. These laws, as well as any changes in these laws, could make it more difficult for the Company to sell and market its products. These laws and regulations may be subject to change over time and thus the Company must continue to monitor and dedicate resources to ensure continued compliance. Non-compliance with applicable regulations or requirements could subject the Company to investigations, sanctions, enforcement actions, disgorgement of profits, fines, damages, civil and criminal penalties, or injunctions. If any governmental sanctions are imposed, or if the Company does not prevail in any possible civil or criminal litigation, its business, operating results, and financial condition could be materially adversely affected. Additionally, in order for the Company to carry out its activities, any required licenses and permits must be obtained and kept current. There can be no assurance, however, that the Company will obtain on reasonable terms or at all the permits and approvals, and the renewals thereof, which it may require for the conduct of its future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on the Company's business plans. Possible future legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delay on the Company's planned research and development

and operations, the extent of which cannot be predicted. Failure to comply with applicable laws, regulations and other requirements may have an adverse material impact on the Company and its operations.

No guarantee of success. Even if we commercialize any of our current or any future product candidates, our success is dependent upon each product's acceptance in the market.

The Company's New Liquid Surface Coating is in the intermediate scale-up development stage and is not yet commercially viable. There is no guarantee that the Company's efforts to scale-up and commercialize this formulation will be successful and that it will achieve revenues. There is no guarantee that the third-party developers will be able to develop a finished Microbial Detection App for FendX for further testing, commercialization and launch. There is no assurance that broad successful commercial applications may be feasible for the Company for any product. The Company is continuing to explore, develop, and test its current product candidates and explore new product opportunities, and there can be no assurance that new products will be fully developed for commercial application, that scale-up and commercialization will be successful, if completed at all, that any necessary permits or approvals required in order to market such products will be obtained by the Company. The commercial success of our product candidates will depend upon their acceptance by the market and by various sectors, such as the healthcare, household and entertainment industries or high-touch point retail venues. The degree of market acceptance will depend on a number of factors, including:

- perceived unmet need by the market and time it may take to gain acceptance and adoption;
- demonstrated and perceived effectiveness compared to other products;
- limitations and drawbacks compared to other products;
- sales, marketing and distribution support;
- timing of market introduction;
- the degree of cost-effectiveness of our product candidates;
- competitive products;
- adverse publicity of our product candidates or favorable publicity about competitive products;
- convenience and ease of administration of our products; and
- potential product liability claims.

If the market opportunities for any product that we develop or acquire are smaller than we believe they are, our revenue may be adversely affected and our business may suffer.

Our projections of the markets in which we anticipate to operate in, are based on estimates. If our projections are inaccurate, the market opportunities for any of our product candidates could be significantly diminished and have an adverse material impact on our business.

Global economic instability may affect the Company's ability to execute its business plan.

Many industries, including our industry, are affected by global market conditions, and negative trends in global economic conditions, including but not limited to interest rates, consumer spending, employment rates, business conditions, inflation, energy costs, debt levels and credit availability. Changes in these conditions may adversely affect the Company's ability to obtain loans and other credit facilities, which could affect the Company's ability to develop and market its products and affect the trading price of the Company's shares in an adverse manner.

Significant political, market, economic, natural or manmade events may have wide-reaching effects and, to the extent they are not accurately anticipated or priced into markets, may result in sudden periods of market volatility and correction. Periods of market volatility and correction may have an adverse impact on economic growth and outlook, as well as lending and capital markets activity, all of which may impact the Company's ability to secure adequate financing on favourable terms, or at all. Global financial markets experienced a period of correction and increased volatility during the COVID-19 pandemic, the conflict between the Russian Federation and Ukraine, the conflicts in the middle East which began in March 2020, February 2022 and October 2023, respectively, and are ongoing as of the date of this MD&A, other than the COVID-19 pandemic which has largely abated. As these global events evolve, there is no guarantee that credit market conditions will not worsen. A general risk-adverse approach to investing, decreases in consumer spending and increases in the unemployment rate and consumer debt levels, which may become more predominant as a result of market turmoil, may limit the Company's ability to obtain future equity financing.

Inability to obtain financing at all, or on acceptable terms, may have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects. Other events may also result in volatility and disruption to global supply chains, operations, mobility of people, patterns of consumption and service, and financial markets, and therefore potentially have a negative impact on the Company's ability to secure financing on favourable terms, or at all, its access to its projects, or its ability to execute its business initiatives, including its R&D programs or new product acquisitions. Such events may include catastrophic events, either on a global scale or in the specific jurisdictions where the Company operates, and include, but are not limited to, financial crises, such as that which occurred globally in 2008, earthquakes, tsunamis, floods, typhoons, fires, power disruptions, other natural or manmade disasters, terrorist attacks, wars, riots, civil unrest or other conflicts, outbreaks of a public health crises, including epidemics, pandemics or outbreaks of infectious diseases or viruses, as well as related and attendant events.

We may face product liability claims and lawsuits that could adversely impact our business.

If product liability lawsuits are brought against the Company, the Company may incur substantial liabilities and may be required to limit commercialization of any of its development programs, if approved. The Company faces a potential risk of product liability if the Company commercializes its products. For example, the Company may be sued if any product candidate the Company develops allegedly causes injury or is found to be otherwise unsuitable during product testing, manufacturing, marketing or sale. Any such product liability claims may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability and a breach of warranties. Claims could also be asserted under state consumer protection acts. If the Company cannot successfully defend itself against product liability claims, the Company may incur substantial liabilities or be required to limit commercialization of the product candidate subject to such claims. Even successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, liability claims may result in:

- decreased demand for any products that the Company may develop;
- injury to the Company's reputation;
- costs to defend any related litigation;
- a diversion of management's time and the Company's resources;
- substantial monetary awards to any trial participants or customers;
- product recalls, withdrawals or labeling, marketing or promotional restrictions;
- loss of revenue;
- the inability to commercialize any of the Company's products, subject to any approvals;
- a decline in s stock price; and
- exposure to adverse publicity.

The Company's inability to obtain and retain sufficient product liability insurance at an acceptable cost to protect against potential product liability claims could prevent or inhibit the commercialization of product candidates the Company develops. The Company does not currently maintain product liability insurance given its current level of product development. Although the Company does maintain other forms of insurance, any claim that may be brought against the Company could result in a court judgment or settlement in an amount that is not covered, in whole or in part, by the Company's insurance or that is in excess of the limits of the Company's insurance coverage. The Company's insurance policies also have various exclusions, and the Company may be subject to a product liability claim for which the Company has no coverage. The Company may have to pay any amounts awarded by a court or negotiated in a settlement that exceed the Company's coverage limitations or that are not covered by the Company's insurance, and the Company may not have, or be able to obtain, sufficient capital to pay such amounts.

Risks Related to Management and Personnel

We rely on our management and need additional key personnel to grow our business, and the loss of key employees or inability to hire key personnel could harm our business.

The Company believes its success has depended, and continues to depend, on the efforts and talents of its executives and employees. The Company's future success depends on its continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand, and we may incur significant costs to attract and retain them. The Company's senior management team has expertise in many different aspects of

development, licensing, and commercialization. Competition for skilled personnel in the Company's market is intense and competition for experienced personnel may limit the Company's ability to hire and retain highly qualified personnel on acceptable terms. Despite the Company's efforts to retain valuable executives and consultants, members of the Company's management, operations and scientific teams may terminate their employment or consulting arrangements with the Company on short notice. In addition, the loss of any of the Company's senior management or key employees could materially adversely affect its ability to execute its business plan and strategy, and the Company may not be able to find adequate replacements on a timely basis, or at all. The Company does not maintain key person life insurance policies on any of its management or employees.

In addition, the Company is subject to a variety of business risks generally associated with growing companies, including capacity constraints and pressure on its internal systems and controls. The Company's ability to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. Future growth and expansion could place significant strain on management personnel and likely will require the Company to recruit additional management personnel.

There can be no assurance that the Company will be able to manage expanding operations (including related to any acquisitions or new products) effectively, that it will be able to sustain or accelerate our growth or that such growth, if achieved, will result in profitable operations, that it will be able to attract and retain sufficient management personnel necessary for continued growth, or that it will be able to successfully make strategic investments or acquisitions.

We may become subject to liability arising from any fraudulent or illegal activity by our employees, contractors and consultants.

The Company is exposed to the risk that its employees, independent contractors and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to us that violates: (i) government regulations; (ii) manufacturing standards; (iii) federal and provincial healthcare fraud and abuse laws and regulations; or (iv) laws that require the true, complete and accurate reporting of financial information or data. It is not always possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting it from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against the Company, and the Company is not successful in defending itself or asserting its rights, those actions could result in the imposition of civil, criminal and administrative penalties, damages, monetary fines or contractual damages on us, reputational harm, diminished profits and future earnings, and curtailment of the Company's operations.

Our success is tied to management's efforts and abilities.

The success of the operations and activities of the Company is dependent to a significant extent on the efforts and abilities of our management team and other key personnel, including the Lead Researchers. Investors must be willing to rely to a significant extent on the discretion and judgment of the Company's management team.

There may be conflicts of interest.

The Company's directors and officers may serve as directors or officers of other similar companies or have significant shareholdings in other similar companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms in accordance with the BCBCA. In accordance with the laws of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company.

Risks Related to Intellectual Property

We rely on intellectual property and may not be able to protect intellectual property rights throughout the world.

Our success is heavily dependent upon intangible property and technology that we own and/or license from others. We rely upon copyrights, patents, trade secrets, unpatented proprietary know-how and continuing innovation to protect the intangible property, technology and information we consider important to the development and success of our business. We utilize various methods to protect our proprietary rights, including confidentiality agreements with consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of confidential information. However, despite efforts to protect intangible property rights, unauthorized parties may attempt to copy or replicate intangible property, technology or processes. Further, identifying the unauthorized use of intellectual property rights is difficult as we may be unable to effectively monitor and evaluate the products being distributed by our competitors. There can be no assurance that the steps taken by us to protect intangible property, technology and information will be adequate to prevent misappropriation or independent third-party development of our intangible property, technology or processes. Other companies may also be able to materially duplicate our proprietary technology. To the extent that any of the above would occur, this could reduce any competitive advantage the Company may have, reduce our market share otherwise harm our business and revenue could be negatively affected, and in the future, we may have to litigate to enforce our intangible property rights, which could result in substantial costs and divert management's attention and other resources.

Further, we may be unable to obtain registrations for our intellectual property rights for various reasons, including refusal by regulatory authorities to register trademarks or other intellectual property protections, prior registrations of which we are not aware, or we may encounter claims from prior users of similar intellectual property in areas where we operate or intend to conduct operations. In addition, effective patent, trade secret and other intellectual property protection may be unavailable or limited in some foreign countries. In some countries, the Company may not apply for patent or other intellectual property protection. The Company also relies on unpatented technological innovation and other trade secrets to develop and maintain its competitive position. Although the Company generally enters into confidentiality agreements with its employees and third parties to protect its intellectual property, these confidentiality agreements are limited in duration, could be breached and may not provide meaningful protection of its trade secrets. Adequate remedies may not be available if there is an unauthorized use or disclosure of the Company's trade secrets and manufacturing expertise. In addition, others may obtain knowledge about the Company's trade secrets through independent development or by legal means. The failure to protect the Company's processes, technology, trade secrets and proprietary manufacturing expertise, methods and compounds could have a material adverse effect on its business by jeopardizing critical intellectual property.
Where a product formulation or process is kept as a trade secret, third parties may independently develop or invent and patent products or processes identical to such trade secret products or processes. This could have a material adverse effect on the Company's ability to make and sell products or use such processes and could potentially result in costly litigation in which the Company might not prevail. The Company could face intellectual property infringement claims that could result in significant legal costs and damages and impede its ability to produce key products, which could have a material adverse effect on its business, financial condition, and results of operations.

In addition, we cannot be certain that issued patents will be enforceable or provide adequate protection or that pending or contemplated patent applications will result in issued patents. Competitors may independently develop similar products, duplicate our products, design around our patent rights, or obtain patents and proprietary rights that block or compete with our products.

Policing the unauthorized use of our current or future intellectual property rights could be difficult, expensive, time-consuming and unpredictable, as may be enforcing these rights against unauthorized use by others. Actions taken to protect or preserve intellectual property rights may require significant financial and other resources, and filing, prosecuting, and defending patents on all of our product candidates in all jurisdictions throughout the world would be prohibitively expensive. Therefore, we have filed applications and/or obtained patents only in key markets, such as the United States. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products and their products may compete with ours.

In addition, if competitors infringe on our intellectual property, we may have to participate in litigation, interference

or other proceedings that are expensive and divert management's attention to determine the right to a patent or other intellectual property or the validity of any patent granted. In any infringement proceeding, some or all of our current or future trademarks, patents or other intellectual property rights or other proprietary know-how, or arrangements or agreements seeking to protect the same for our benefit, may be found invalid, unenforceable, anti-competitive or not infringed. An adverse result in any litigation or defence proceedings could put one or more of our current or future trademarks, patents or other intellectual property rights at risk of being invalidated or interpreted narrowly and could put existing intellectual property applications at risk of not being issued.

The Company's performance and ability to compete are dependent to a significant degree on the proprietary technology licensed to it or created as Funded IP under the License Agreement and Liquid Surface Coating License Agreement and any new products or technologies the Company may acquire, develop or license in the future. The Company relies on the patents and a combination of copyright and trade secret laws, as well as confidentiality agreements and technical measures, to establish and protect the proprietary rights of the inventions. As part of its confidentiality procedures, the Company generally enters into agreements with its employees and consultants and limits access to and distribution of its documentation and other proprietary information. Accordingly, while the Company will endeavor to protect the intellectual property licensed to it or created under the License Agreement and Liquid Surface Coating License Agreement and any future intellectual property acquired or licensed, there can be no assurance that the steps taken by the Company will prevent misappropriation of that technology or that agreements entered into for that purpose will be enforceable. The laws of other countries may afford the Company little or no effective protection of its intellectual property or the intellectual property of McMaster.

The Company may not successfully secure patents.

There can be no assurance that our pending patent applications or any future patent applications will result in issued patents in Canada, the U.S. or foreign jurisdictions in which such applications are pending. Even if patents are issued on any of these applications, there can be no assurance that a third party will not challenge their validity or enforceability, or that the Company will obtain sufficient claim scope or term in those patents to prevent a third party from competing successfully with the Company's product candidates. As a result, the Company could experience delays in its ability to distribute and commercialize its product candidates or other products or its proposed mobile app, all of which would have a material adverse effect on the Company's business, results of operations and financial condition.

The Company may not successfully advance patent applications from intellectual property developed or acquired.

Pursuant to the License Agreement and Liquid Surface Coating License Agreement, new inventions arising from the sponsored research and development work, including "Created IP" and "Funded IP" shall be owned by the Company, unless the License Agreement or Liquid Surface Coating License Agreement is terminated by McMaster if certain other conditions occur. There is no certainty that the Company will be able to advance provisional or non-provisional patents related to any of the Licensed IP, Created IP or Funded IP, which would have a material adverse effect on the Company's business, results of operations and financial condition.

There are risks of infringement on third parties' intellectual property.

Although the Company does not believe that its current proposed products infringe on the proprietary rights of any third parties, there can be no assurance that infringement or invalidity claims (or claims for indemnification resulting from infringement claims) will not be asserted or prosecuted against the Company or McMaster or its other partners or that any such assertions or prosecutions will not materially adversely affect the Company's business, financial condition, or results of operations. Regardless of the validity or the successful assertion of such claims, the Company could incur significant costs and diversion of resources with respect to the defense thereof, which could have a material adverse effect on the Company's business, financial condition, or results of operations.

Risks Related to Ownership of Our Common Shares

The market price of our Common Shares may be volatile, which could result in substantial losses for investors purchasing Common Shares.

The securities of publicly traded companies, particularly technology companies, can experience a high level of price and volume volatility and the value of the Company's securities can be expected to fluctuate depending on various factors, not all of which are directly related to the success of the Company and its operating performance, underlying asset values or prospects. These include the risks described elsewhere in this MD&A. The trading price of the Company's Common Shares has been and may continue to be subject to large fluctuations, which may result in losses to investors. The trading price of the Company's Common Shares may increase or decrease in response to a number of events and factors, including but not limited to:

- actual or anticipated fluctuations in our quarterly results of operations;
- recommendations by securities research analysts;
- changes in the economic performance or market valuations of companies in the industry in which we operate;
- addition or departure of our executive officers and other key personnel;
- sales or perceived sales of additional Common Shares;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors;
- operating and share price performance of other companies that investors deem comparable to the Company or from a lack of market comparable companies;
- issuances of common shares or debt securities by the Company; and
- the expiration of lock-up or other transfer restrictions on outstanding Common Shares.

There are risks associated with the potential dilution of our Common Shares.

We may raise additional funds in the future by issuing equity securities. Such equity securities could contain rights and preferences superior to those of the Common Shares and holders of Common Shares will have no pre-emptive rights in connection with such further issues. The Board of Directors has the discretion to determine if an issuance of equity securities is warranted, the price at which such issuance is effected and the other terms of issue of any equity securities, including Common Shares or equity securities convertible into Common Shares. In addition, additional Common Shares may be issued by us in connection with the exercise of options granted and vesting of RSUs. To the extent holders of our options or other convertible securities convert or exercise their securities and sell the Common Shares they receive, the trading price of the Common Shares may decrease due to the additional number of Common Shares available in the market. Such additional equity issuances could, depending on the price at which such securities are issued, substantially dilute the interests of the holders of Common Shares. In addition, we cannot predict the size of future issuances of our equity securities, including Common Shares, or the effect, if any, that future issuances and sales of our equity securities, including Common Shares will have on the market price of our Common Shares. Sales of substantial amounts of our Common Shares, or the perception that such sales could occur, may adversely affect prevailing market prices for our Common Shares.

Liquidity of Common Shares.

Having listings on public stock exchanges should not be taken as implying that there will be a liquid market for the Common Shares. Thus, an investment in the Common Shares may be difficult to realize. Investors should be aware that the value of the Common Shares may be volatile. Investors may, on disposing of Common Shares, realize less than their original investment, or may lose their entire investment. The Common Shares, therefore, may not be suitable as a short-term investment.

The market price of the Common Shares may not reflect the underlying value of the Company's net assets. The price at which the Common Shares will be traded, and the price at which investors may realize their Common Shares, will be influenced by a large number of factors, some specific to the Company and its proposed operations, and some which may affect the sectors in which the Company operates. Such factors could include the performance of the Company's operations, large purchases or sales of the Common Shares, liquidity or the absence of liquidity in the Common Shares, legislative or regulatory changes relating to the business of the Company, and general market and

economic conditions. There. There can be no assurance that there will be sufficient liquidity of the Common Shares on the trading market, or that we will continue to meet the listing requirements of the CSE or any other public listing exchange on which the Common Shares are or may subsequently be listed.

If securities or industry analysts do not publish research or publish inaccurate or unfavourable research about us or our business, our trading price and volume could decline.

The trading market for our Common Shares will depend, in part, on the research and reports that securities or industry analysts publish about us or our business. We do not currently have and may never obtain research coverage by securities and industry analysts. If no securities or industry analysts commence covering us, the trading price for our Common Shares could be negatively impacted. If we obtain securities or industry analyst coverage and one or more of the analysts who cover us downgrade our Common Shares or publish inaccurate or unfavourable research about our business, or more favourable relative recommendations about our competitors, our trading price may decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our Common Shares could decrease, which could cause our trading price and volume to decline.

We may not be able or willing to pay any dividends.

No dividends on the Common Shares have been paid to date and there is no assurance as to whether we will be profitable enough to pay dividends, or determine to do so even if sufficiently profitable. We anticipate that, for the foreseeable future, we will retain future earnings and other cash resources for the operation and development of our business. Payment of any future dividends will be at the discretion of the Board of Directors after considering many factors, including our earnings, operating results, financial condition, current and anticipated cash needs, and restrictions in financing agreements. Our ability to pay dividends is subject to our future financial position. Our Board must also approve any dividends at their sole discretion. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividends.

Other Risks

Increased uncertainty in the global economy caused by the threat or imposition of tariffs could negatively impact our operations.

On April 2, 2025, U.S. President Donald Trump announced via executive order a new tariff regime for its global trading partners. For Canada, the tariff regime remained largely as it had been in March 2025: a blanket 25% tariff on all exports to the U.S., except those compliant with the existing USMCA agreement. Energy and potash will be tariffed at a lower 10% rate, while a 25% tariff on Canadian steel and aluminum remains in place.

The eventuality, timing and rates of potential US tariffs, the countries on which they are levied and the responses from such countries are difficult to predict at this time, however, any US tariffs are likely to be met with retaliatory tariffs and a multi-country trade war against the US could develop. We do not export products to the US and would not be directly impacted by the imposition of new tariffs on goods imported into the US. However, the economic impact of tariffs or a broader trade war on the Canadian economy, the US economy and the global economy could negatively impact capital markets, commodity prices and our ability to raise funds to undertake capital expenditures.

A Canada-US or a broader trade war also has the potential to adversely impact global supply chains and make supplies that we require more expensive, harder to obtain or unavailable. Scarcity in the global supply chain would likely increase the cost of supplies required generally, which could impair our ability to operate. The indirect effects of tariffs imposed by the US or by counter tariffs in response are difficult to assess, but the potential for tariffs represents a risk and may adversely affect our business, financial condition and results of operations.

There are risks related to the use of available funds.

The Company has prepared a detailed budget setting out the way it intends to use its available funds. However, the Company's management will have broad discretion concerning the use of the funds as well as the timing of their expenditures, and there can be no assurance as to how the funds will be allocated. However, the quantum and timing

of expenditure will necessarily be dependent upon the Company's ultimate strategy of successfully developing and marketing its products, including acquisition or licensing of new products or technologies. As the Company continues to develop its products, it is possible that circumstances may dictate a departure from the pre-existing budget. Further, the Company may, from time to time as opportunities arise, utilize part of its financial resources to participate in additional opportunities that arise and fit within the Company's broader objectives, as a means of advancing shareholder value. Until utilized, the funds will be held in cash balances in the Company's bank account or invested at the discretion of the directors and/or senior management of the Company. The results and the effectiveness of the application of the funds are uncertain. If the available funds are not applied effectively, the Company's business, prospects, financial condition and results of operations may suffer, which could have material and adverse effect on the trading price of the Common Shares in the market.

The Company is subject to the effects of general economic and political conditions.

The business of the Company is subject to the impact of changes in Canadian, U.S. and international economic conditions, including but not limited to, recessionary or inflationary trends, equity market conditions, interest rates, consumers' disposable income and spending levels, job security and unemployment, and overall consumer confidence. These economic conditions may be further affected by political events throughout the world that cause disruptions in the financial markets, either directly or indirectly. Adverse economic and political developments could have a material adverse effect on the Company and its business, financial condition, results of operations and cash flows.

General

Although management believes that the above risks fairly and comprehensibly illustrate all material risks facing the Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.