

**IMAGIN MEDICAL INC.
(Formerly Expedition Mining Inc.)**

MANAGEMENT DISCUSSION & ANALYSIS

For the Six Months Ended March 31, 2016

Directors and Officers as at May 5, 2016

Directors:

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Steve Chan
Bill Galine
Jim Hutchens

Officers:

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C.F.O. – Jorge Avelino
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IMAGIN MEDICAL INC.
(Formerly Expedition Mining Inc)

MANAGEMENT DISCUSSION & ANALYSIS

For the Six Months Ended March 31, 2016

1.1 Date of This Report

May 5, 2016

This Management's Discussion & Analysis ("MD&A") of Imagin Mining Inc. (Formerly Expedition Mining Inc.), ("Expedition" or the "Company") for the six months ended March 31, 2016 has been prepared based on information available to us as of May 5, 2016. This discussion should be read in conjunction with the Condensed Consolidated Financial Statements of the Company and notes attached thereto for the six months ended March 31, 2016 included herewith, all of which are available at the SEDAR website at www.sedar.com.

This MD&A includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address exploration drilling, exploitation activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include product development timing, government regulatory approvals, hospital reimbursement, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Reported currency is stated in Canadian dollars.

1.2 Overall Performance

Description of Business

The Company was involved in the acquisition, exploration and development of mineral properties. During fiscal year 2014, due to market conditions, which led to the inability to finance the Mt. Mervyn property, the Company wrote-down the property to a nominal amount of \$1 each. During the period ended March 31, 2016, the Company wrote-off the \$1 nominal amount.

On December 10, 2015, the Company announced that at its Annual and Special Shareholders Meeting held on December 8, 2015, its shareholders approved the previously announced acquisition of BSS Life Sciences Inc. ("BSS"). The Company completed the acquisition of BSS on February 9, 2016.

BSS is a private arms' length Vancouver-based company that holds the intellectual property rights to a proprietary imaging technology developed for extremely accurate visualization of cancers. Through the acquisition of BSS, the Company now holds the exclusive licence to develop, manufacture and sell a medical imaging device designed to complement white light endoscopy by adding fluorescent imaging for more accurate detection of cancer.

License Agreement

By way of a Licence Agreement dated May 20, 2015, BSS was granted an exclusive, nontransferable, royalty-bearing license by Lawrence Livermore National Security, LLC (LLNS), to use LLNS's patents and intellectual property rights to manufacture and sell products and services pertaining to in-vivo imaging applications.

Under the License Agreement, BSS must:

- complete a commercial prototype by December 31, 2016;
- complete submissions for United States Food and Drug Administration ("FDA") approval by December 31, 2017;
- achieve first commercial sales ("FCS") in the United States within one year of achieving the FDA approval; and
- achieve gross cumulative sales revenues from the sales of licensed products of at least \$10,000,000 within the first three years of achieving FCS.

The sales requirements may be amended and/or extended at the written request of BSS to LLNS, based upon legitimate business reasons specified in reasonable detail in such written request.

BSS must pay certain fees to LLNS for the licence, being (all amounts are in US dollars):

- (i) a nonrefundable issue fee of \$100,000 payable as follows:
 - \$10,000 upon the date of execution of the Agreement (June 22, 2015; paid);
 - \$30,000 by November 22, 2015 (paid);
 - \$30,000 by January 22, 2016 (paid); and
 - \$30,000 by March 22, 2016 (paid).
- (ii) an earned royalty of 3% of net sales, subject to minimum annual royalties of:

Calendar year	Minimum annual royalty	Due date
2017	\$5,000	February 28, 2017
2018	\$10,000	February 28, 2018
2019	\$10,000	February 28, 2019
2020 and thereafter	\$25,000	February 28 of each year

- (iii) a nonrefundable U.S. Maintenance Patent Fee of \$45,000 to be paid as follows:
 - \$15,000 on or before February 28, 2016 (paid);
 - \$15,000 on or before February 28, 2019; and
 - \$15,000 on or before February 28, 2023

The Technology

BSS's inventors have designed, created and tested different prototype systems that not only dramatically improve the accuracy of the images, but which BSS believes will overcome the FDA restriction of one-time use of imaging dye per patient. These systems use white light in conjunction with unique fluorescence wavelengths to produce images estimated to be five magnitudes of order (100,000 X) more sensitive than white light alone.

The fluorescence images arise from the two different light sources described below:

i/Blue Imaging System

A unique optical design and targeted imaging dyes have been combined to create the i/Blue Imaging System, one that management believes surpasses the imaging capability of blue light systems on the market today. This new technology not only brings cancer imaging to a new level, but it may also reduce the amount of imaging agents required by 90%. This considerably smaller dose increases patient safety and means that physicians will be able to perform multiple procedures, not only in the operating room, but also in the less expensive office setting. The smaller dose of the imaging agent permits absorption by the bladder in minutes versus one hour, thus improving the efficiency of both the operating room and the physician's office. Additionally, physicians using the i/Blue Imaging System will have the advantage of BSS's dual imaging technology. The surgeon and O.R. staff will no longer need to "switch" back and forth between the white light and the blue light images because the i/Blue Imaging System blends both lights into one image.

i/Red Image – Ultrasensitive Red Light Cancer Imaging System

The second prototype uses red light and requires no contrast agents at all, but rather, uses the fluorescence produced by the body and tumor when illuminated by the red laser light. The Company believes there will be no need for imaging agents, and therefore physicians will be able to perform a diagnosis in the office for cystoscopy and, if a tumor is detected in an early stage, will be able to remove it at the same time and eliminate the need and costs associated with the O.R. Without the threat of adverse side effects from imaging agents, the physician will be free to conduct multiple follow-up visits with individual patients during routine checkups in the office setting. In the operating room, the i/Red Imaging System will enable the effective sampling of biopsies that cannot be seen under white light and, equally important, enhance the visibility of tumor margins to be sure that all the cancerous cells are removed. Unlike other technologies, red light imaging allows deeper tissue imaging. Additionally, the i/Red System will provide dual imaging technology, blending conventional white light images with those that arise from red light, freeing the surgeon and members of the O.R. staff from having to switch back and forth between different light sources to view the tumors.

The Strategy

The Company's strategy is to set a new "standard of care" in detecting cancer by introducing advances in endoscope technology. The Company will differentiate the physicians' ability to visually detect cancer through most endoscopes on the market today with its i/Blue and i/Red combination optical/laser systems. The Company's initial commercial application will be its i/Blue Imaging System for the detection and effective removal of bladder cancer. Because there are many organs where imaging agents cannot be administered, the i/Red System, which does not require the use of imaging agents, will significantly broaden the market to all medical specialties that use endoscopes.

A significant commercial advantage of the imaging technology is its adaptability to most endoscopes that are currently on the market. This portability feature would be of strategic interest in forming partnerships with the existing dominant corporations in the endoscopy industry because they do not have this patented capability in their existing instruments.

Product Development Plan and Timing

BSS has secured an exclusive license from Lawrence Livermore National Security, LLC (LLNS) to commercialize the technology invented by Dr. Stavros Demos. This licence agreement includes the three issued patents and two pending patent applications on technology related to exclusive spectroscopic imaging for cancer and other medical applications. These include:

1. Issued U.S. Patent 7,149,567 - Near-Infrared Spectroscopic Tissue Imaging for Medical Applications
2. Issued U.S. Patent 7,257,437 - Autofluorescence Detection and Imaging of Bladder Cancer Realized Through a Cystoscope
3. Issued U.S. Patent 8,285,015 - Simultaneous Acquisition of Differing Image Types
4. U.S. Patent Application No. 11/796,689 - Autofluorescence Detection and Imaging of Bladder Cancer Realized Through a Cystoscope
5. U.S. Patent Application No. 13/601,918 - Simultaneous Acquisition of Differing Image Types

Milestones to Commercialization

The Issuer is planning for the commercialization of its first product, the i/Blue Image System, in the first quarter of 2018..

Below is an outline of the phases that will be completed over the next 12 months with the support of the University of Rochester, Laboratory of Laser Energetics, Dr. Stavros Demos, and Dr. Ralph deVere White and his staff from UC Davis Comprehensive Cancer Center, as well as a breakdown of the projected costs of \$480,000:

i/Blue Imaging System –12 months milestones and costs

1. Relationship with University of Rochester, Laboratory of Laser Energetics to retrofit and update two existing i/Blue Imaging System Alpha Prototypes - \$280,000;
2. Create software to function with above retrofitted Alpha Prototypes - \$135,000;
3. Begin 25 patient i/Blue Imaging System bladder cancer study at UC Davis, - \$30,000;
4. Work with Clinical Regulatory Organization (CRO) to manage i/Blue study and to determine need and/or parameters of a fluorescence imaging drug reduction study - \$35,000.

Highlights during the period

During the period, the Company closed the acquisition of BSS. In connection with the closing, the Company:

- issued 21,500,000 common shares (“Acquisition shares”) to the shareholders of BSS Life on a pro-rata basis. Of these, 11,500,000 shares are subject to escrow, to be released over three years (10% on the closing date and an additional 15% every six months thereafter);
- issued 10,000,000 warrants (“Acquisition Warrants”) to the holders of warrants of BSS Life on a pro-rata basis; each Acquisition Warrant exercisable at \$0.15 per share for three years;
- issued 5,000,000 performance shares to certain shareholders of BSS. These shares are subject to escrow, and to be released upon the successful conclusion of a beta prototype pertaining to BSS Life’s technology which satisfactorily demonstrates the commercial viability of products based on such technology;
- changed its name from Expedition Mining Inc. to Imagin Medical Inc.; and changed its trading symbol to “IME”;
- closed a non-brokered financing of 7,007,413 units (“Unit”) at \$0.15 per Unit for gross proceeds of \$1,051,112. Each Unit is comprised of one common share (“Shares”) and one share purchase warrant (“Finance Warrant”). Each Finance Warrant is exercisable for a period of two years at \$0.25 in the first 12 months and at \$0.35 thereafter, provided that in the event the closing price of the Company’s Shares on the CSE is equal to greater than \$0.50 per share for 20 consecutive trading days at any time following four months after the date of closing the Acquisition, the Company may reduce the remaining exercise period of the Finance Warrants to not less than 30 days following the date of such notice. The private placement securities are subject to a four month hold period from the date of issuance. The Company paid a total of \$41,368 and issued a total of 245,786 brokers’ warrants @ \$0.15 per warrant expiring 2 years;
- completed a shares-for-debt transaction to settle \$155,416.27 of past debt owed to former directors and officers of EXU, by the issuance of 1,036,108 shares at a deemed price of \$0.15 per share. These shares are subject to a four month hold period from the date of issuance;
- granted 2,000,000 incentive stock options, exercisable at \$0.15 per share for a period of five years. The options are subject to a four month hold period from the date of grant; and
- changed its business from that of a mining exploration company to a medical technology company.
- received an additional amount of \$151,500 for the exercise of 1,010,000 acquisition warrants.
- started trading on the OTC Pinksheets under the symbol “IMEXF” and on the Frankfurt and Stuttgart Exchange under the symbol DPD2.

At the date of this report, the Company currently has 39,442,634 issued and outstanding Shares; 8,990,000 Acquisition Warrants; 7,007,413 Finance Warrants; 245,786 brokers’ warrants; and 2,000,000 incentive stock options.

On April 12, 2016 the Company announced that Dr. Stavros Demos, the inventor of the i/Blue Imaging System, has accepted the position of “Senior Scientist and Group Leader of the Optical Materials Group” at the University of Rochester Laboratory for Laser Energetics (“LLE”) in New York. Going forward, the Company will utilize LLE’s resources to continue development of its ultrasensitive cancer imaging technology.

1.3 Selected Annual Information

The highlights of financial data for the Company for the three most recently completed financial years are as follows:

	<u>Sept. 30, 2015</u>	<u>Sept. 30, 2014</u>	<u>Sept. 30, 2013</u>
(a) Loss before other items			
(i) Total loss	\$404,259	\$550,597	\$502,940
(ii) Loss per share – basic	\$0.10	\$0.14	\$0.13
(iii) Loss per share – diluted	\$0.10	\$0.14	\$0.13
(b) Net loss			
(i) Total loss	\$402,757	\$2,014,360	\$493,373
(ii) Loss per share – basic	\$0.10	\$0.52	\$0.13
(iii) Loss per share – diluted	\$0.10	\$0.52	\$0.13
(c) Total assets	\$41,498	\$300,934	\$2,286,866

1.4 Results of Operations

Discussion of Operations and Financial Condition

On February 9, 2016, the Company completed the acquisition BSS Life Sciences Inc. (“BSS”). In connection with the closing, the Company issued 26,500,000 common shares to the shareholders of BSS (see note 10). As a result of the exchange, the transaction resulted in a reverse asset acquisition. Accordingly, BSS will be considered the continuing entity for accounting and financial reporting purposes and Imagin Medical Inc. (“Imagin”), the continuing public company, being the corporation acquired. As Imagin was a public ‘shell’ company, there was, in the opinion of management, no basis to reliably measure the consideration paid for it by BSS, other than to use the current carrying values of its assets acquired and liabilities assumed.

Accordingly, the purchase price allocation of the acquisition is based on the fair value of the net liabilities assumed, which was charged to operations as a listing expense.

The fair values of assets acquired and liabilities assumed are as follows:

Cash	\$	1,000
Other assets		120,301
Accounts payable		(504,077)
Net liabilities acquired	\$	(382,776)

For comparative purposes, the financial statement continuity presented herein is that of BSS. However, the continuity of issued share capital, prior and subsequent to the date of the acquisition, is that of Imagin.

The following should be read in conjunction with the condensed consolidated financial statements for the six months ended March 31, 2016 of the Company and notes attached hereto.

During the six months ended March 31, 2016, the Company reported a net loss of \$643,458 as compared to net loss of \$206,641 for the comparative six months ended March 31, 2015. It is important to note that the Company changed its business from that of a mining exploration company to a medical technology company. In addition, due to market conditions, which led to the inability to finance the properties, the Company was inactive in the mining industry.

During the six months ended March 31, 2016, the Company incurred the following major expenditures:

1. Consulting fees (Total \$76,262)
 - Marketing and Investor Relations (\$33,333) – The Company engaged numerous consultants to provide services related to capital introductions and raising capital, business development, internet marketing services, assist in raising capital, news distribution, research reports, and newsletter articles;
 - DTC and US Listing (\$23,907) – To assist their US shareholders, the Company registered with the DTC.
 - Engineering, operations and quality regulatory (\$19,022) – The Company has been working with Dr. Demos to begin the process of sourcing optical components to retrofit the alpha prototype. In addition, the Company has begun to set-up the quality management system (QMS).
2. Legal & accounting (Total \$96,846) – These costs were all related to the change of business, the acquisition of BSS, the listing statement, and the private placement.
3. Corporate & administrative (Total \$14,485) – See above item #2.
4. Management fees (Total 60,340) – Please refer to Note 9 of the Financial Statements for the six months ended March 31, 2016, attached hereto.

Shareholders Communication and Travel

The Company reported shareholders communication and travel expenses totaling \$16,852 and broken down as follows:

	31-Mar-16
Communication & information	\$ 1,286
Press releases	344
Telephone & website	9,768
Travel & entertainment	5,454
	<hr/>
	\$ 16,852

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	<u>Q3 31-Mar-16</u>	<u>Q1 31-Dec-15</u>	<u>Q4 30-Sep-15</u>	<u>Q3 30-Jun-15</u>
	IFRS	IFRS	IFRS	IFRS
Net loss	(845,613)	(121,884)	(113,964)	(82,152)
Per Share	(0.06)	(0.01)	(0.03)	(0.02)
	<u>Q2 31-Mar-15</u>	<u>Q1 31-Dec-14</u>	<u>Q4 30-Sep-14</u>	<u>Q3 30-Jun-14</u>
	IFRS	IFRS	IFRS	IFRS
Net loss	(100,731)	(105,910)	(1,418,150)	(406,765)
Per Share	(0.03)	(0.03)	(0.14)	(0.03)

Discussion

Six months ended March 31, 2016:

For the six months ended March 31, 2016, please refer to Section 1.4 Results of Operations.

1.5 Liquidity

The Company has no current operating income or cash flow. In management's view, given the nature of the Company's operations, the most relevant financial information relates primarily to current liquidity, solvency and planned expenditures. The Company's financial success will be dependent upon the acquisition of a viable business and such a development may take time to complete and the amount of resulting income, if any, is difficult to determine. The Company completed the previously announced private placement for a total of 7,007,413 units at \$0.15 per unit for gross proceeds of \$1,051,112. Please refer to Section 1.2 Overall Performance – Highlights during the period.

At March 31, 2016, the Company had \$493,645 in cash, \$5,750 in security deposits and \$297,459 in prepaid expenses and accounts receivable. The Company has no revenue generating projects at this time. The Company's historical capital needs have been met by equity subscriptions. On March 31, 2016, the Company had working capital of \$700,636 (September 30, 2015 – working capital deficiency of \$177,093).

Cash and cash equivalents

	31-Mar-16	30-Sep-15
Cash deposits	\$ 493,645	\$ 4,990
Subscriptions received	-	-
Total cash and cash equivalents	\$ 493,645	\$ 4,990

Credit Risk

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with a Canadian bank.

Currency Risk

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company faces certain foreign exchange risks related to expenses incurred in U.S. dollars, a currency which may appreciate against the Canadian dollar, the Company's reporting currency. Additionally, net working capital balances denominated in non-reporting currencies are also subject to fluctuations in value. The Company mitigates these threats by limiting its exposure to such balances where their expenditure in the same non-reporting currency is not imminent.

Commitments

The Company has certain commitments related to the license agreement with Lawrence Livermore National Security. Please refer to Sections 1.2 Overall Performance – License Agreement.

1.6 Capital Resources

The Company's capital resources ts fixed assets (computers & office equipment) with a book value of \$936 (\$1,102 – September 30, 2015).

1.7 Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

1.8 Second Quarter

The second quarter results differ significantly from other quarters as this is the first report consolidating the Company and BSS.

1.9 Transactions with Related Parties

As the acquisition of BSS was treated as a Reverse Take-over, all expenses prior to the Reverse Take-over date were charged against retained earnings and only the expenses since the acquisition were recorded in the current statement of loss. The amount of related party transactions prior to the acquisition was \$41,000 and the amount subsequent to acquisition was \$71,340 (Total of \$112,340).

		Six months ended 31-Mar-16
Management fees	\$	60,340
Accounting fees		7,000
Directors fees		4,000
Total	\$	71,340

During the period, the Company issued 1,036,108 shares as a debt settlement of \$155,416 due to directors and officers for unpaid fees. In addition, the Company granted 900,000 incentive stock options at an exercise price of \$0.15, vesting immediately and expiring within 5 years. The fair value of the options granted was \$0.1464 for total share-based payment of \$131,760. Included in accounts payable are directors' fees payable of \$2,500 (September 30, 2015 - \$3,750), which are non-interest bearing, unsecured, and payable on demand. Fair value cannot be reliably determined.

1.10 Proposed Transactions

N/A

1.11 Critical Accounting Estimates

In preparing financial statements, management has to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Based on historical experience, current conditions and expert advice, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis for judgments about the carrying value of assets and liabilities and reported amounts for revenues and expenses. Different assumptions would result in different estimates and actual results may differ from results based on these estimates. These estimates and assumptions are also affected by management's application of accounting policies. Critical accounting estimates are those that affect the consolidated financial statements materially and involve a significant level of judgment by management.

1.12 Financial and Other Instruments

The carrying value of cash and cash equivalents, marketable securities, accounts receivable, accounts payable and due from (to) related parties approximate their fair values due to the short maturity of those instruments.

1.13 Other

Disclosure of Outstanding Share Capital: May 5, 2016

	<u>Number</u>
Common Shares	<u>39,492,634</u>

Disclosure of Outstanding Stock Options: May 5, 2016

	<u>Number</u>
Incentive Stock Options	<u>2,000,000</u>

Disclosure of Outstanding Share Purchase Warrants: May 5, 2016

	<u>Number</u>
Warrants	<u>16,193,199</u>
Fully diluted	<u>57,685,833</u>

Disclosure Controls and Procedures

It should be noted that pursuant to Multilateral Instrument 52-511 (adopted by the British Columbia Securities Commission on November 23, 2007), that the officers of the Company are no longer required to certify the effectiveness of disclosure controls and procedures used by the Company, as was required in previous filings under National Instrument 52-109. Accordingly, the new forms of certificate to be signed by the Company's Chief Executive Officer and Chief Financial Officer contain the following Note to Reader:

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of and annual filings and other reports provided under securities legislation.

Additional information

Additional information relating to the company is on SEDAR at www.sedar.com.