MYDECINE INNOVATIONS GROUP INC.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE SIX MONTHS ENDED

JUNE 30, 2023 AND 2022

(Expressed in Canadian dollars)

This management's discussion and analysis (MD&A) provides an analysis of the consolidated financial position and results from operations of Mydecine Innovations Group Inc. ("we", "us", "our", the "Company" or "Mydecine") which will enable the reader to evaluate important variations in our financial situation for the six months ended June 30, 2023, compared to the six months ended June 30, 2022. This report has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2022, and should be read in conjunction with the consolidated financial statements and the accompanying notes. Our consolidated financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our consolidated financial situation.

This Interim MD&A has been prepared in compliance with section 2.2 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual financial statements for the years ended December 31, 2022 and 2021, together with the notes thereto, and unaudited interim financial statements for the six months ended June 30, 2023, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted.

The Company's interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The Company's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars unless otherwise indicated. The unaudited interim financial statements have been prepared in accordance with International Accounting Standards 34 - Interim Financial Reporting.

This MD&A was prepared by the management of the Company and was approved by the Board of Directors on August 14, 2023.

Where we say "we", "us", "our", the "Company" or "Mydecine", we mean Mydecine Innovations Group Inc. and/or its subsidiaries, as it may apply.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Additional information, including news releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and is available under the Company's profile at www.sedarplus.ca or the Company's website https://www.mydecine.com/

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued development of our real estate holdings, among others, including those identified in the Risk Factors section. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions.

Readers are cautioned that these forward-looking statements are neither promises nor guarantees, and are subject to

risks and uncertainties that may cause future results to differ materially from those expected including, but not limited to:

- *The Company's expectations regarding the adoption and impact of certain accounting pronouncements;*
- *The availability of financing needed to complete the Company's planned improvements on commercially reasonable terms;*
- *The Company's expectations with respect to the Company's future financial and operating performance;*
- *The Company's expectations with respect to future performance, results and terms of strategic initiatives, strategic agreements and supply agreements.*
- *The Company's expectation on receiving regulatory approval to develop and market psychedelic medicine including but not limited to psilocybin and derivatives of psilocybin; and,*
- *Federal status that may contradict local and state legislation respecting the legal status of psychedelic medicine including but not limited to psilocybin and derivatives of psilocybin;*

These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether written or oral that may be made by or on the Company's behalf except as may be required by securities laws.

BACKGROUND

Mydecine Innovations Group Inc. was incorporated under the Business Corporations Act (British Columbia) on September 27, 2013, under the name 0981624 B.C. Ltd. On May 27, 2020 the Company changed its name to Mydecine Innovations Group Inc. The Company's common shares trade on the NEO exchange (NEO: MYCO), OTC exchange (OTC:MYCOF) and on the Frankfurt stock exchange (FSE:0NFA).

The Company has applied to move its listing to the Canadian Securities Exchange (CSE) from the NEO.

The Company is a biotechnology business creating the latest novel drugs and therapies to treat mental health conditions like nicotine addiction and post-traumatic stress disorder (PTSD). The primary approach combines advanced technology with a complex infrastructure for medication development. The committed, international team at Mydecine is constantly creating new avenues for ground-breaking medical treatments in areas with significant unmet needs. The Company is responsibly moving swiftly with the development of ground-breaking drugs by working with some of the top experts in the world, eventually giving patients access to safer and more effective treatment options. In addition, Mydecine's strategy focuses on developing novel compounds with unparalleled therapeutic potential through its clinical trial initiatives with world-class scientific and regulatory expertise. This is done to advance the field of psychedelic medicine. Mydecine was established in 2020 and had offices in Leiden, the Netherlands, and Alberta, Canada. Its headquarters are based in Colorado, USA.

The Company conducts research and development on psilocybin mushrooms in Canada with a focus on developing and commercializing psychedelic-inspired regulated medicines. The raw psilocybin is produced in Jamaica and transported to the Company's research partners in Canada. The Company, through a third- party research partner, is carrying out certain research involving psilocybin in Canada, Australia, the United States, the United Kingdom and the Netherlands. No psilocybin mushrooms product will be commercialized prior to applicable legal or regulatory approval. The Company does not have any direct or indirect involvement with the illegal selling, production or distribution of substances in the jurisdictions in which it operates. The Company does not advocate for the legalization of psychedelic substances for recreational purposes and does not deal with psychedelic substances except within laboratory and clinical trial settings conducted within approved regulatory frameworks.

Through an exclusive partnership with Applied Pharmaceutical Innovations (API), a not-for-profit organization at the University of Alberta, the Company conducts its pharmaceutical drug discovery R&D on empathogenic and entactogenic compounds under a Health Canada Schedule I Dealer's License with a focus on developing and commercializing psychedelic-inspired regulated medicine. Through API, the Company is conducting studies on compounds derived from psilocybin, psilocin, and MDMA at research facilities in Canada, the United States, Australia, the United Kingdom, and the Netherlands.

The Company's operations are conducted in strict compliance with local laws where such activities are permissible and do not require any specific legal or regulatory approvals. The Company oversees and monitors compliance with applicable laws in each jurisdiction in which it operates. In addition to the Company's senior executives and the employees responsible for overseeing compliance, the Company has local regulatory/compliance counsel engaged in every jurisdiction (provincial, state and local) in which it operates.

The Canadian and United States federal governments regulate drugs through the *Controlled Drugs and Substances Act* (Canada) (the "CDSA") and the Controlled Substances Act (21 U.S.C. § 811), respectively, which place controlled substances in a schedule. Under the CDSA, psilocybin is currently a Schedule III drug. CDSA prohibits the possession of a Schedule III drug absent authorization under the CDSA or a related regulation (either via a license or an authorized exemption). It is a criminal offence to possess substances under the CDSA without a prescription. Health Canada has not approved psilocybin as a drug. It is anticipated that all of the Company's psilocybin activities in Canada will be carried out in partnership with Applied Pharmaceutical Innovation, major hospitals or major institutions under licenses held by and exemptions afforded to such partners to legally handle and administer psilocybin.
Unlike in Canada and the United States, psilocybin mushrooms are not an illegal drug under Jamaica's Dangerous Drugs Act, 1948.

The Opium Act (Netherlands) (Opiumwe) (the "Opium Act"), the primary drug legislation in the Netherlands, prohibits the possession, production, preparation, processing, selling, delivering, transporting, importing and exporting of any drug or substance listed on the schedules/lists accompanying the Opium Act (together, the "Opium Act Lists"), as well as preparations containing one or more of such prohibited substances. As of the date hereof, the Opium Act Lists expressly name mushrooms, as well as psilocin (psilocine) and psilocybin (psilocybine), both of which are substances that naturally occur within psychedelic mushrooms.

For these reasons, the Company may be: (a) subject to heightened scrutiny by regulators, stock exchanges, clearing agencies and other U.S. and Canadian authorities; (b) susceptible to regulatory changes or other changes in law; and (c) subject to risks related to drug development, among other things.

CHANGES TO BOARD OF DIRECTORS AND MANAGEMENT

On May 31, 2022, Gordon Neal who served as on the Company's board of directors and the chair of the Audit Committee resigned, effective in order to attend to his other business interests. Mr. Todd Heinzl, who is the owner of The Governance Box consultancy and who has been working as a corporate governance consultant for the Company, was nominated to succeed Mr. Neal the chairman of the board of directors. Mr. Heinzl's appointment was approved by the board of directors in a meeting on July 19, 2022. During that meeting, it was determined that the chair of the Audit Committee would be determined and approved by vote during the next meeting of that committee.

On August 12, 2022, the Company announced that Josephine Wu, Dr. Saeid Babaei, Damon Michaels, and Dr. Victoria Hale had resigned as directors of the Company. As a result of the resignations, the Company is currently working to identify suitable candidates to replace Ms. Wu, Dr. Babaei, Mr. Michaels, and Dr. Hale on the board, and to recruit and appoint three new independent directors to the Company's board of directors and audit committee. In connection with the resignation of Ms. Wu and Dr. Babaei, the Company's board appointed its sole independent director, Todd Heinzl, to act as sole member of the Company's audit committee until additional independent directors are appointed. Mr. Michaels will still continue to serve as the Company's Chief Operating Officer.

On August 19, 2022, the Company announced that Joshua Bartch, Todd Heinzl, and Robert Roscow were appointed on an interim basis as members of the Company's Audit Committee.

On August 19, 2022, the Company also announced that Larry Dean Ditto has resigned as Chief Financial Officer. On September 23, 2022, the Company welcomed John Ross as Chief Financial Officer.

On April 3, 2023, the Company also announced that Todd Heinzl had resigned from the Board and that Neil Stevenson-Moore had been appointed as an independent director and audit committee member. For the past 15 years,

Mr. Stevenson-Moore has founded, led, and advised companies in consumer focused and medical tech industries. He holds a Bachelor of International Politics from Princeton University and has additional coaching certifications.

On May 29, 2023, Todd Heinzl rejoined the Board and on July 21, 2023, he resigned. Also on July 21, 2023, John Ross assumed the responsibilities of the Corporate Secretary.

EXECUTIVE HIGHLIGHTS

On April 24, 2023, Mydecine reported pharmacokinetics and pharmacodynamics ("PKPD") results from the MYCO-006 family in mouse models. As compared to Gen-1 MDMA, these PKPD results could provide a huge cost savings in physician hours and allows more patients to be treated in the same amount of time. Mydecine's latest studies show that the cell receptor level activity and time course of the MYCO-006 family are consistent with the program's goals, while the PKPD results are more efficient as compared with earlier generations of testing. The Company believes that these enhanced features will significantly improve their usability in existing medical and clinical settings, removing the need for a specialized "psychedelic clinic" where clinicians can use the MYCO-006 drugs to improve the efficacy of therapy sessions while eliminating the need for further post-session monitoring of the patent.

In 2022, the Company continued to define its focus and clinical trial execution strategy. The Company reached several milestones with the goal of becoming an efficiently operated biotechnology company. Of significant note, Mydecine announced several advancements in drug development including first and second-generation drug candidates. We have identified and pursued the indications that management believes will be most promising from the view of treating global populations in need. The Company has matured significantly in every aspect of its operations, focus, efficiencies, corporate governance and execution in the pursuit of being a world class, purpose driven, drug development platform that is focused, credible and qualified to successfully accomplish its goals and bring significant value to its loyal shareholders.

During the September 2022 reporting period, the Company signed a Letter of Intent to sell its digital technology subsidiary, Mindleap Health Inc. Management decided to reduce the scope of daily operation within the Mindleap Health subsidiary. Software development activities were paused and the Company released Mindleap's consultants. The sale was completed on December 8, 2022.

During the first half of 2022 management decided to cease the research that was being conducted in the research facility located in Denver, CO. During the quarter, the employees at this facility were released or transferred to other functions of the Company. Management began preparations to liquidate the laboratory equipment and furniture in this location and, subsequently, negotiated an amendment that changed the termination date of the lease. See the discussion of subsequent events for additional information.

On April 3, 2023, the Company provided a corporate update. It has improved its financial position, significantly reduced cash burn, increased efficiencies and expanded its intellectual property portfolio. The Company's management team is focused on the Company's fundamentals, while continuing to expand its intellectual property (IP) portfolio with novel molecules for mental health and addiction treatment.

The Company has successfully modified its business model to collaborate with Contract Research Organizations (CROs), in-license its molecules, fund the development of new drugs, and accelerate the various stages of clinical trials. Mydecine continues to focus on the success of the Company and creating value for its shareholders.

Novel molecules that have shown great promise in preclinical studies for the potential treatment of mental health and addiction, are included in its newly expanded intellectual property portfolio. The Company believes these molecules have the potential to revolutionize the treatment of a variety of conditions, providing more effective and efficient solutions that will ultimately improve the quality of life for patients worldwide. With its innovative IP portfolio, groundbreaking research, and unwavering commitment to improving patients' lives, Mydecine is poised to become a significant partner in the biopharmaceutical industry.

On January 4, 2023, the Company entered into share purchase agreement with various purchasers to sell its interest in 15,250,000 common shares of Pangenomic Health Inc. ("Pangenomic") for total consideration of $1,785,366.

On April 13, 2022, the Company completed a reverse stock-split, thereby consolidating all of the Company's issued and outstanding common shares ("Common Shares") on the basis of one (1) post-consolidation Common Share for every fifty (50) pre-consolidation Common Shares. As a result of elimination of partial shares, the share count was adjusted by 13 shares.

Much of the quarter ended June 30, 2023 was spent negotiating with creditors to reduce the amount of outstanding liabilities.

During the period to date in 2023 and during the 2022 year the Company issued common shares. The details are reported in the FINANCINGS section below.

STRATEGIC PLANNING

Spin-out of US cannabis subsidiaries and investments

On October 1, 2021, the Company completed the spin-out of all its cannabis subsidiaries and investments to ALT House Cannabis Inc. ("ALT House") pursuant to the amended and restated arrangement agreement ("Arrangement Agreement") between the Company and ALT House. The purpose of the spin-out into ALT House was, among other things, to remove all of the cannabis assets and liabilities from the Company and permit the Company to comply with listing qualification requirements for senior stock exchanges in the United States and other comparable requirements regarding cannabis assets.

ALT House and the Company do not share a controlling shareholder or shareholder group, as a result this transaction was accounted for in accordance with IFRIC 17 *Distribution of Non-cash Assets to Owners*. The Company recognized the distribution of net assets ($1,762,689) to the Company's shareholders at fair value ($1,210,871) with the difference between that value and the carrying amount of the net assets recorded to the consolidated statements of loss and comprehensive loss. The Company engaged a third- party valuation expert to determine the fair value of all its spun-out cannabis assets.

Mindleap Health Inc.

On September 1, 2022, the Company signed a Letter of Intent ("LOI") to dispose of its Mindleap Health Inc. ("Mindleap") subsidiary. Under the LOI terms, the Company would receive $4,000,000 for its shares of Mindleap and would receive a further $100,000 for post-closing consulting services. On December 12, 2022, the Company announced the closing of the transaction. The final purchase price was C$3.6 million, comprising 18 million units of PanGenomic Health Inc. ("PanGenomic"), a company listed on the Canadian Stock Exchange (the "CSE"). In addition, the Company and PanGenomic entered into a transition services agreement whereby PanGenomic engaged Mydecine to assist in the transition, transfer, and integration of Mindleap's technologies into PanGenomic's technology platform (the "Services") for two months. In return for the Services, PanGenomic will pay to Mydecine a consulting fee of C$100,000, payable on January 8, 2023.

On January 4, 2023, the Company entered into share sale agreements with arms-length parties and sold 15,250,000 common shares for gross proceeds of $1,785,366, which approximated the fair value at December 31, 2022. As of June 30, 2023, the Company has collected $500,000 from the disposition of these shares. During the period ended June 30, 2023, an expected credit loss provision of $1,285,366 was recognized in relation to the other receivables and included on the statement of loss and comprehensive loss.

The Mindleap division sale was expected to reduce the Company's operating cash outflows, while allowing the Company to have more operating capital and narrow its focus on its remaining core projects. However, recovery of cash from the sale of shares has hampered this initiative.

Discontinued Operations

The spin-out of the cannabis assets and the Mindleap sale also meets the definition of a discontinued operation per IFRS 5 *Non-current assets held for sale and discontinued Operations.* The results for 2022 in Q3 and Q4 segregate

discontinued operations from operating results. Cash flows from discontinued operations were $300,691in 2022.

Ongoing Operations

The Company's main focus is novel drug development. The Company's primary target indication at this time is Smoking Cessation. During the next 12 months, the Company intends to advance these projects on the following fronts:

- Using advanced artificial intelligence and machine learning to design and screen drugs of interest.
- Commence animal studies and subsequent human trials.
- Work closely with internationally recognized firms to conduct the clinical trials.
- Continue to develop molecule families MYCO-004, MYCO-005 and MYCO-006.
- Explore new strategic partnerships to leverage the company's ongoing efforts.

Nature and Extent of involvement in Psilocybin, Psilocin, and MDMA

The Company is currently conducting its psilocybin and MDMA research in Canada at the University of Alberta. The Company also has a number of planned research and clinical trial sites internationally including Johns Hopkins University School of Medicine, Leiden University Medical Center, Macquarie University, The Imperial College of London, and several other prominent Universities throughout the United States and elsewhere.

The Company's expectation on receiving regulatory approval to develop and market psychedelic medicine including but not limited to psilocybin and derivatives of psilocybin.

The Company has been in communication with several clinical research organizations (CRO) on a global level that were chosen for their experience with similar compounds and the geographic support for psychedelic research. The location for the Phase I trial of a psilocybin analog will be chosen in Q2 2023 with plans to dose the first patient in the Q2.

Efforts towards MYCO-001, were pivoted towards MYCO-004, a psilocybin analog. Shortly after a positive pre-IND meeting with the FDA regarding MYCO-001, psilocybin prodrug development reached a point where a lead candidate could be chosen. The investigational psilocybin drug product received FDA approval NIDA grant funded trial at Johns Hopkins University (JHU) on smoking-cessation by Matt Johnson & Al Garcia-Romeu. The Company is donating the drug product for the NIDA trial and plans to have the MYCO-004 Phase II trial at JHU in lieu of the originally planned MYCO-001 trial, as part of the 5-year research collaboration agreement. Additionally, the company is planning to supply MYCO-001 drug substance for multiple studies in the European Union in 2023.

The Company's expectations with respect to future performance, results and terms of strategic initiatives, strategic agreements and supply agreements.

The Company has continued building the patent portfolio based on improving natural psychedelics so they may better fit into the current medical care system. The novel compound development pipeline increased production in Q3 (September) and continues to expand. Multiple provisional & PCT applications and realized the publication of Novel Psilocin Analog Compositions And Methods of Synthesizing The Same.

The Company is preparing for licensing relationships after another patent publication, Novel Functional Fungal Compound Formulations And Their Therapeutic Methods Of Use, became available. The Company plans to develop the technology further with a manufacturing partner and will be able to pursue licensing relationships with food, drink, and skincare brands by Q2 of 2023.

On February 16th, 2022 Mydecine announced the inclusion of a novel molecule with potentially heart-safe microdose enabling properties in their family of psilocin analogs. The Company has named this group of patent pending molecules MYCO-005.

On July 19th, 2022 Mydecine announced it has successfully synthesized multiple short-acting MDMA analogs. This family of analogs have been specifically designed by experts at Mydecine to have a shorter half-life than traditional MDMA. The Company has named this family of novel molecules MYCO-006 and have applied for patent coverage with the World Intellectual Property Organization.

FINANCINGS

Prospectus

On March 17, 2022, Mydecine filed it's short-form base shelf prospectus Offering (over the period of 25- months), the following securities: (i) common shares of the Company; (ii) warrants exercisable to acquire other Securities; (iii) units comprised of one or more of the other Securities; (iv) senior and subordinated unsecured debt securities; and (v) subscription receipts exchangeable for other Securities, or any combination thereof having an offer price of up to $100,000,000 in aggregate (or the equivalent thereof, at the date of issue, in any other currency or currencies, as the case may be). The Securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions at the time of the sale and as set forth in an accompanying prospectus supplement ("Prospectus Supplement").

Issuances

During the 2023 period to the date of this MDA the Company issued shares as follows:

- On January 19, 2023, the Company issued 1,182,795 common shares for gross proceeds of $550,000.
- On February 1, 2023, the Company issued 1,397,849 common shares for gross proceeds of $650,000.
- On February 10, 2023, the Company issued 1,397,849 common shares for gross proceeds of $650,000.
- On February 22, 2023, the Company completed a private placement and issued 1,397,849 common shares for gross proceeds of $650,000.
- On February 23, 2023, the Company completed a private placement and issued 1,397,849 common shares for gross proceeds of $650,000. Also, the Company issued 140,350 common shares for an aggregate amount of $80,000 pursuant to debt settlement.
- On February 1, 2023, the Company issued 140,350 common shares with a fair value of $77,193 and settled debt of $80,000.
- On February 9, 2023, the Company issued 461,288 common shares with a fair value of $276,773 and settled debt of $268,540.
- On February 28, 2023, the Company issued 666,667 common shares with a fair value of $346,666 and settled the Company's derivative liability of $346,666.
- On April 19, 2023, the Company issued 2,061,855 common shares for gross proceeds of $1,000,000.
- On April 6, 2023, the Company completed a private placement and issued 1,340,206 common shares for gross proceeds of $650,000.
- On April 12, 2023, the Company issued 2,061,855 common shares for gross proceeds of $1,000,000.
- On May 29, 2023, the Company completed a private placement and issued 1,515,151 common shares for gross proceeds of $500,000.
- At the annual general and special meeting held on May 5, 2023, shareholders approved the adoption of a new stock option plan and the re-pricing of certain debentures and debenture warrants. The implementation of both resolutions is at the discretion of the board of directors.

During the 2022 year the Company issued shares as follows:

- On December 9, 2022, completed a private placement and issued 905,660 common shares for gross proceeds of $480,000.
- On December 7, 2022, issued 905,263 common shares for gross proceeds of $541,650 pursuant to debt settlements.

- On November 28, 2022, completed a private placement and issued 943,396 common shares for gross proceeds of $500,000.
- On November 1, 2022, completed a private placement and issued 943,396 common shares for gross proceeds of $500,000.
- On September 16, 2022, completed a private placement and issued 1,754,386 common shares for gross proceeds of $1,000,000.
- On August 16, 2022, completed a private placement and issued 326,666 common shares for gross proceeds of $245,000.
- On May 27, 2022, completed a private placement and issued 2,447,130 Units for gross proceeds of $2,814,200. Each Unit consists of one common share and one share purchase warrant ("Warrant"). Each Warrant entitles the holder to purchase one additional common share at a price of $1.40 for a period of 5 years from the date of issuance.
- On April 28, 2022, completed a private placement and issued 1,254,396 common shares for gross proceeds of $1,693,435.
- On March 30, 2022, completed a private placement and issued 70,547 common shares for gross proceeds of $333,333.
- On February 3, 2022, issued 10,397 anti-dilution common shares in relation to Neuropharm's acquisition with a fair value of $544,001 and reclassified an amount of $544,001 from contributed surplus to share capital.
- On March 16, 2022, issued 53,175 anti-dilution common shares in relation to Mindleap's acquisition with a fair value of $305,756.
- On January 11 and 31, 2022, issued 17,600 common shares upon the exercise of 17,600 Neuropharm performance warrants and reclassified an amount of $431,482 from contributed surplus to share capital.

SELECTED ANNUAL INFORMATION

The table below presents selected financial data for the Company's three most recently completed years, all prepared in accordance with IFRS.

	December 31, 2022	December 31, 2021	December 31, 2020
Total revenue	$ -	$ 7,493	$ 2,617
Expenses	17,476,414	23,252,567	11,755,890
Total assets	6,900,858	7,580,702	9,531,131
Assets held for distribution	-	-	-
Total liabilities	10,500,761	7,369,383	5,970,432
Net loss for the period	(11,566,676)	(28,897,399)	(26,948,945)
Net loss per share, basic and diluted	(1.34)	(6.17)	(11.85)

SELECTED QUARTERLY INFORMATION

The table below presents selected financial data for the Company's eight most recently completed quarters, all prepared in accordance with IFRS.

	Three months ended			
	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022
Total revenue	$ -	$ -	$ -	$ -
Expenses	2,650,920	3,980,438	6,861,658	2,726,515
Total assets	1,025.235	2,220,877	6,900,858	3,878,708
Assets held for distribution	-	-	-	-
Total liabilities	10,285,236	10,274,478	10,500,761	7,942,467
Net profit (loss) for the period	(3,181,141)	(7,654,330)	(94,398)	(3,322,347)
Net loss per share, basic and diluted	(0.13)	(0.41)	(0.01)	(0.35)

	Three months ended			
	June 30, 2022	March 31, 2022	December 31, 2021	September 30, 2021
Total revenue	$ -	$ -	$ 7,493	$ -
Expenses	3,143,805	4,744,436	10,129,511	3,824,393
Total assets	6,190,930	5,207,731	7,580,702	8,356,890
Assets held for distribution	-	-	-	1,798,546
Total liabilities	8,217,304	8,916,186	7,369,383	2,057,517
Net loss	(2,613,571)	(5,637,486)	(10,881,186)	(4,492,414)
Net loss per share, basic and diluted	(0.35)	(1.20)	(2.09)	(0.94)

On April 22, 2022, the Company consolidated its shares on the basis of one post-Share Consolidation Common Share for each fifty pre-Share Consolidation Common Shares. All per share numbers have been adjusted to reflect this consolidation as if it had happened at the beginning of the reporting period.

Fluctuation in assets is mostly due to cash used operating activities. The amount and timing of expenses and availability of capital resources vary substantially from quarter to quarter, depending on the availability of funding from investors or collaboration partners.

Expenses during quarter ended December 31, 2021 increased due to a $3.1 million non-cash, share-based payments expense. In October, 2021, the Company spun out its CBD business. In December, 2022, the Company sold its Mindleap subsidiary, recognizing a gain of $5,674,911. In the quarter ended March 31, 2023, the Company recognized losses of $3,562,462 related to its holding and sale of Pangenomic Health Inc. (PHI) shareholding. In the quarter ended June 30, 2023, the Company recognized losses a further loss of $530,221 related to its holding and sale of Pangenomic Health Inc. (PHI) shareholding.

PROPOSED TRANSACTIONS

As of the date of this MD&A, there are no proposed transactions.

RESULTS OF OPERATIONS – REVENUES

During 2023 and 2022, the Company's principal business focused on the development and commercialization of solutions for treating mental health problems through its psilocybin research and development and it will no longer have ownership interest in the manufacturing or sale of cannabis and CBD products. As a result, the Company has limited revenues.

RESULTS OF OPERATIONS – EXPENSES

For the three-month period ended June 30, 2023 and 2022

The Company recorded net loss from continuing operations in the three-month period ended June 30, 2023 of $3,181,141 compared to a net loss of $2,613,571 in the three-month period ended June 30, 2022. Some of the

significant charges to operations are as follows:

- The Company incurred Q2 2023 consulting expenses in the amount of $1,523,776 (Q2 2022-$805,421) During 2023, the Company obtained capital markets advice, accounting for the majority of the expense.
- Research and development expenses of $101,750 in Q2 2023 decreased (Q2 2022 - $652,486), partly to conserve cash and partly to focus on debt reduction. The Company continued its research activities and during the quarter, released a positive update on its MYCO-006 Project.
- Salaries of $393,751 in Q2 2023 (Q2 2022 - $737,196) reflect reduced staff levels.
- Finance costs of $239,621 in Q2 2023 (Q2 2022 - $238,464) mostly represent interest and accretion on convertible debentures.
- Professional fees of $136,849 in Q2 2023 (Q2 2022 - $385,479) were reduced as the Company was significantly restructuring its operations in 2022.
- In Q2 2023, the Company recognized a further loss on the sale of its Mindleap division amounting to $530,221.
- The Company incurred insurance expenses in the amount of $20,445 (Q2 2022 - $289,529). The costs are reduced partly related to reduced activity by the Company and partly by reduced coverage to conserve cash.

For the six-month period ended June 30, 2023 and 2022

The Company recorded net loss from continuing operations in the six-month period ended June 30, 2023 of $10,835,471 compared to a net loss of $8,251,057 in the six-month period ended June 30, 2022. Some of the significant charges to operations are as follows:

- The Company incurred six-month 2023 consulting expenses in the amount of $3,456,714 (Q2 2022-$2,229,294). During 2023, the Company obtained capital markets advice, accounting for the majority of the expense increase.
- Research and development expenses of $254,084 in the first six months of 2023 decreased (six months 2022 - $1,702,011), partly to conserve cash and partly to focus on debt reduction. The Company continued its research activities and during the quarter, released a positive update on its MYCO-006 Project.
- Salaries of $768,810 in the first six months of 2023 (six months of 2022 - $1,375,242) reflect reduced staff levels.
- Finance costs of $474,539 in the first six months of 2023 (the first six months of 2022 - $459,663) mostly represent interest and accretion on convertible debentures.
- Professional fees of $462,470 in the first six months of 2023 (the first six months of 2022 - $992,633) were reduced as the Company was significantly restructuring its operations in 2022.
- In 2022, the Company sold its Mindleap subsidiary, reporting a gain of $5,674,911 on the receipt of PHI shares. The Company entered into a sale agreement with three entities for most of the PHI shares and recognized a loss of $2,277,096 on its shares held. Cash related to the PHI share sale was to be received at the end of January, 2023. Since cash had not been received at the date of this MDA, the Company has treated the balance receivable as impaired and has taken an allowance of $1,285,366 related to the transaction in Q1 2023 and a further $530,221 in Q2 2023. The Company is pursuing receipt of these funds. Any receipts will result in a recovery against the impairment loss, in the period of receipt of the cash.
- The Company incurred insurance expenses in the amount of $49,169 in the first six months of 2023 (the first six months of 2022 - $548,874). The costs are reduced partly related to reduced activity by the Company and partly by reduced coverage to conserve cash.

CRITICAL ACCOUNTING ESTIMATES AND CHANGES IN ACCOUNTING POLICIES

All significant critical accounting estimates are fully disclosed in Note 3 of the Financial Statements.

LIQUIDITY

The Company is focused on the emerging psychedelic medicines market. As of the date of this MD&A, the Company has received minimal revenues to date. As a result, its ability to conduct operations is based on its current cash and its ability to raise funds, primarily from equity sources, and there can be no assurance that the Company will be able to do so.

The Company's continued existence is dependent upon its ability to raise additional capital, the continuing support of its creditors, and ultimately, the attainment of profitable operations and positive cash flows. The Company's loans and lease payments are in good standing as of the date of this MD&A.

The Company's operations, including its subsidiaries, have not yet generated any significant income or revenues and management expects these results to remain unchanged until/if the company is able to obtain regulatory approval and enter the commercialization phase for its drug candidates. The Company intends to use financing activities to fund operations until income from operations are available to satisfy liquidity needs.

However, if the Company is unable to develop its brand successfully, revenues will be limited. There is no assurance that the Company will successfully grow its brand.

At June 30, 2023, the Company's working capital deficit was $4,376,601 (December 31, 2022 – working capital of $408,279) and cash was $40,458 (December 31, 2022 - $11,030).

LIQUIDITY AND CAPITAL RESOURCES – CASH FLOW

OPERATING ACTIVITIES

Cash used in continuing operating activities for the period ended June 30, 2023 was $5,145,773 as compared to $5,675,665 in the period ended June 30, 2022. Relative to 2022, the most significant differences were a decrease in accounts payable and accrued liabilities of $168,166 in the first six months of 2023 as compared to an increase of $1,665,481 in the first six months of 2022 and a reduction in prepaids of $1,038,329 in the first six months of 2023 as compared to a reduction of $68,388 in the first six months of 2022.

INVESTING ACTIVITIES

The Company sold PHI shares for cash receipts of $500,001 and warrants for cash receipts of $25,200 in the first six months of 2023.

FINANCING ACTIVITIES

During the period ended June 30, 2023 the Company raised gross proceeds of $4,625,000 through the sale of shares (period ended June 30, 2023 - $4,530,276, from debt and placement proceeds). While not a cash item, the shares received for the Mindleap sale were a significant non-cash addition during 2022.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK FACTORS

IFRS requires that the Company disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the statement of financial position date, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could

significantly affect these estimates.

Fair value measurements are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. During the year ended December 31, 2022, the Company classified its Derivative Liability and Contingent Consideration as financial instruments carried at fair value, in the fair value hierarchy.

As at June 30, 2023 and December 31, 2022, carrying amounts of cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities on the statement of financial position approximate fair market value because of the limited term of these instruments.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures from previous periods.

(a) Credit Risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. Cash is held with major financial institutions, from which management believes the risk of loss to be minimal. The Company recognized a significant impairment in amounts receivable in the first six months of 2023, related to balances due on the sale of PHI shares.

(b) Sensitivity Analysis

The Company may hold balances in United States dollars that give rise to foreign exchange risk. Based on management's knowledge and experience of the financial markets, the Company does not believe there would be any material movements as a result of changes in interest rates.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company's exposure to liquidity risk is dependent on raising of funds to meet commitments and sustain operations. The Company controls liquidity risk by management of working capital and cash flows. The Company ensures that sufficient funds are raised from private placements or loans to meet its operating requirements, after taking into account existing cash. The Company's cash is held in business accounts which are available on demand for the Company's business and are not invested in any asset-backed deposits or investments. All of the financial liabilities of the Company are due within 12 months of June 30, 2023, with the exception of long-term portion of lease liabilities and convertible debentures.

The Company has filed a prospectus document which allows it to sell shares to raise funds.

(d) Market Risk

The Company is exposed to the following market risks:

(i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. If interest rates decrease, the Company will generate smaller interest revenue. The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets. The Company is not susceptible to interest rate fair value risk on its convertible debentures and notes payable that bear fixed interest rates.

(ii) Foreign Exchange Risk

The Company is exposed to currency risk related to the fluctuation of foreign exchange rates and the degree of

volatility of those rates. Currency risk is limited to the portion of the Company's business transactions and balances denominated in currencies other than the Canadian dollar. The Company performed a sensitivity analysis utilizing a 1% factor and concluded currency risk is not significant to the condensed interim consolidated financial statements.

CAPITAL RESOURCES

The Company's objective when managing capital is to maintain adequate cash resources to support planned activities which include administrative costs and general expenditures. In the management of capital, the Company includes cash and the components of shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. Historically, funding for the Company's plan is primarily managed through the issuance of additional common shares, through its commercial activities and through obtaining financing. There are no assurances that funds will be made available to the Company when required. In order to carry out the planned development and pay for administrative costs, the Company will spend its existing working capital and expects to raise additional amounts as needed. The Company will continue to assess new business and seek to acquire an interest in additional business if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The Company invests all capital that is surplus to its immediate operational needs in cash held in major financial institutions in the United States and Canada. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. A significant change in the Company's approach to capital management in the period ended June 30, 2023, were the changes to the Company's officers and directors. The incoming group is currently pursuing alternatives to finance the Company and to reduce operational expenses by only focusing the Company's core strategy of early- to mid-stage pharmaceutical drug discovery and development. The Company is not subject to externally imposed capital requirements.

TRANSACTIONS WITH RELATED PARTIES

The Directors and Executive Officers of the Company are as follows:

David "Josh" Bartch	CEO and Director
Damon Michaels	COO and Co-Founder
Robert Roscow	Chief Science Officer, Director, and Co-Founder
Sandford Stein	Former Chief Compliance Officer
Dr. Rakesh Jetly	Chief Medical Officer
Dean Ditto	Former CFO
John Ross	CFO
Todd Heinzl	Director from August 12, 2022 to April 4, 2023 and May 29, 2023 to July 21, 2023
Josephine Wu	Outgoing Director at August 12, 2022
Dr. Saeid Babaei	Outgoing Director at August 12, 2022
Dr. Victoria Hale	Outgoing Director at August 12, 2022
Neil Stevenson-Moore	Director from April 4, 2023

The Company incurred the following related party transactions, with associated persons or corporations as follows:

Key management includes directors, executive officers and officers which constitutes the management team. The Company paid or accrued compensation in form of consulting fees to companies controlled by directors, executive

officers and officers as follows:

Management Compensation *Six-month period ended June 30, 2023*	Non-cash stock compensation $	Salary, bonus, and consulting fees $	Total compensation $
Director and management fees paid or accrued to the CEO	-	233,655	233,655
Management fees paid or accrued to the CFO of the Company	-	33,400	33,400
Management fees paid or accrued to the COO	-	223,397	223,397
Management fees paid or accrued to other officers	-	416,767	416,767
Total	-	**907,219**	**907,219**

During the period ended June 30, 2023, the Company has an accrual for deferred salary, bonuses, and compensation for $1,470,834 (December 31, 2022- $1,351,976) for the executive team and board directors included in accounts payable and accrued liabilities within the consolidated statement of financial position.

Management Compensation *Six-month period ended June 30, 2022*	Non-cash stock compensation $	Salary, bonus, and consulting fees $	Total compensation $
Director and management fees paid or accrued to the CEO of the Company	-	177,900	177,900
Director and management fees paid or accrued to the Former CFO of the Company	-	147,900	147,900
Management fees paid or accrued to the COO	-	177,900	177,900
Management fees paid or accrued to other officers of the Company	-	473,700	473,700
Director fees	-	57,500	57,500
Total	-	**1,034,900**	**1,034,900**

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

OFF BALANCE SHEET ARRANGEMENTS

As at June 30, 2023, the Company had no off-balance sheet arrangements.

OUTSTANDING SHARE DATA

The Common Shares, warrants and stock options of the Company which were outstanding as at the date of this MDA, June 30, 2023, and December 31, 2022 were as follows:

	August 14, 2023	June 30, 2023	December 31, 2022
Common Shares	26,457,471	26,457,471	14,895,612
Warrants	4,094,751	4,094,751	4,165,482
Convertible debt	647,057	647,057	647,057
Stock Options	243,863	243,863	243,863
Fully diluted	31,443,142	31,443,142	19,952,014

CONTINGENCIES

There is no other contingency outstanding as of date of this discussion.

RISKS AND UNCERTAINTIES

Psilocybin industry

Psilocybin is currently a Schedule I drug under the Controlled Drugs and Substances Act (CDSA) and it is a criminal offense to possess substances under the CDSA without a prescription and Health Canada has not approved psilocybin and psilocin as drugs. Any activities such as sale, possession, production, etc. of the substance is prohibited unless authorized for clinical trial or research purposes under section 56 of the CDSA. Health Canada can grant exemptions under section 56 of the CDSA to use controlled substances if it is deemed to be necessary for a medical or scientific purpose or is otherwise in the public interest. Health Canada must also approve the clinical trials.

Any delays of the Company in obtaining, or failure to obtain regulatory approvals from Health Canada to commence or continue clinical testing would significantly delay the development of the Company's markets and products and could have a material adverse effect on its business, results of operations and financial condition.

Government Regulation

In addition to various trade organizations that the Company will be subject to, the consumer agriculture and food warehousing / processing industry is subject to various U.S. federal government, and provincial laws and regulations on, standards, claims, safety, efficacy and other matters from regulatory bodies such as Canadian Food Inspection Agency **(**CFIA**),** BC FoodSafe Program and the department of Health Protection in Fraser Health. Regulatory approvals by government agencies on the Company's facilities may be withheld or not granted at all and if granted may be subject to recalls which would materially affect the Company.

Although the Company's activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development, production, manufacture, product claims, marketing or commercialization. Amendments to current laws and regulations governing operations and activities of the consumer health industry or more stringent implementation thereof could have a substantial adverse impact on the Company.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the Company heavily relies on the Company officers.

Conflicts of Interest

Certain directors of the Company also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made

by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Negative Operating Cash Flows

As the Company is at the start-up stage it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from its business, the Company may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

Reliance on Key Personnel and Advisors

The Company relies heavily on its officers. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

Licenses, Patents and Proprietary Rights

The Company's success could depend on its ability to protect its intellectual property, including trade secrets, and continue its operations without infringing the proprietary rights of third parties and without having its own rights infringed.

Competition, Technological Obsolescence

The agriculture and food warehousing / processing industries are competitive. Others in the field may have significantly more financial, technical, distribution and marketing resources. Technological progress and product development may cause the Company's services and facilities offerings to become obsolete or may reduce their market acceptance.

Operating History and Expected Losses

The Company expects to make significant investments in order to develop its services, increase marketing efforts, improve its operations, conduct research and development and update its equipment. As a result, start-up operating losses are expected and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

Risks Related as a Going Concern

As at June 30, 2023, the Company has an accumulated deficit of $147,317,287 (December 31, 2022 - $136,481,816), and a net loss in the period from continuing operations of $10,835,471 and negative cash from ongoing operating activities of $5,145,773. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to conduct its planned business, meet its on-going levels of corporate overhead and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These material uncertainties may cast significant doubt as to the Company's ability to continue as a going concern.

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge liabilities in the normal course of business. Accordingly, it does not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business

and at amounts which may differ from those shown in these consolidated financial statements.

Growth Management

In executing the Company's business plan for the future, there will be significant pressure on management, operations and technical resources. The Company anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, the Company will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

Uncertainty Regarding Penetration of the Target Market

The commercial success of the Company's business as compared with those of its competitors depends on its acceptance by potential users and the consumer community. Market acceptance will largely depend on the reputation of the Company, its marketing strategy, consumer acceptance and the Company's services and performance. The Company's success will depend on its ability to commercialize and expand its network users. The Company will need to expand its marketing and sales operations and establish business relations with suppliers and users in a timely manner. In order to meet its business objectives, the Company will have to ensure that its facilities and services are safe, reliable and cost-effective, and bring the expected return. There can be no assurance that the Company's facilities and services will be accepted and recommended.

Reliance on Joint Ventures, License Assignors and Other Parties

The nature of the Company's operations requires it to enter into various agreements with partners, joint venture partners, other agriculture and food warehousing / processing facilities, and equipment suppliers in the business world, government agencies, licensors, licensees, and other parties for the successful operation of its businesses and the successful marketing of its services.

There is no guarantee that those with whom the Company needs to deal will not adopt other technologies or that they will not develop alternative business strategies, acting either alone or in conjunction with other parties, including the Company's competitors, in preference to those of the Company.

Potential Liability

The Company is subject to the risk of potential liability claims with respect to its agriculture and food warehousing / processing facilities. Should such claims be successful, plaintiffs could be awarded significant amounts of damages, which could exceed the limits of any liability insurance policies that may be held by the Company. There is no guarantee that the Company will be able to obtain, maintain in effect or increase any such insurance coverage on acceptable terms or at reasonable costs, or that such insurance will provide the Company with adequate protection against potential liability.

Disclosure Regarding the Company's Proposed Research into the United States Psilocybin Industry

Legal risks

All drugs on the CDSA schedules require a prescription. It is a criminal offense to possess substances scheduled under the CDSA without a prescription.

Under the CDSA, person who is in possession of a substance under Schedule III without a prescription is liable to:
(i) a maximum of three years imprisonment if found guilty of an indictable offense; or
(ii) a maximum $1000 fine for the first offense and/or a maximum 6-month term of imprisonment, increasing to a maximum fine of $2000 for each subsequent offense and/or a maximum of 1 year in prison if found guilty of a summary conviction offense.

A person who produces or is in possession of a substance under Schedule III for the purpose of trafficking, or exportation is liable to:

(i) a maximum of ten years imprisonment if found guilty of an indictable offense; or
(ii) a maximum 18 months' imprisonment if found guilty of a summary conviction offense.

Psilocybin industry

Canada

Psilocybin is currently a Schedule III drug under the Controlled Drugs and Substances Act (CDSA) and it is a criminal offense to possess substances under the CDSA without a prescription and Health Canada has not approved psilocybin and psilocin as drugs. Any activities such as sale, possession, production, etc. of the substance is prohibited unless authorized for clinical trial or research purposes under section 56 of the CDSA. Health Canada can grant exemptions under section 56 of the CDSA to use controlled substances if it is deemed to be necessary for a medical or scientific purpose or is otherwise in the public interest. Health Canada must also approve the clinical trials.

Any delays of the Company in obtaining, or failure to obtain regulatory approvals from Health Canada to commence or continue clinical testing would significantly delay the development of the Company's markets and products and could have a material adverse effect on its business, results of operations and consolidated financial condition.

United States of America

Psilocybin is currently a Schedule I drug under the Controlled Substances Act (CSA) which list Schedule I substances as those that have the following findings:

A. The drug or other substance has a high potential for abuse.
B. The drug or other substance has no currently accepted medical use in treatment in the United States.
C. There is a lack of accepted safety for use of the drug or other substance under medical supervision.

No prescriptions may be written for Schedule I substances, and such substances are subject to production quotas which the DEA imposes.

The following disclosure is intended to comply with the Canadian Securities Administrators Staff Notice 51-352 – *Issuers with U.S. Marijuana-Related Activities*.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

During both of the period ended June 30, 2023 and the year ended December 31, 2022, there has been no significant change in the Company's internal control over financial reporting since the prior year, except changes in management and directors as reported above.

The management of the Company has filed the Certificate of Annual Filings Full Certificate on SEDAR at www.sedar.com.

The Company's Management, with the participation of its CEO and CFO, has evaluated the effectiveness of the Company's internal controls over financial reporting and disclosure controls and procedures. Based on that evaluation, the Company's CEO and CFO have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures and internal controls over financial reporting were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports that it files is recorded, processed, summarized and reported, within the appropriate time periods.

The Company's Management, including the CEO and the CFO, does not expect that its disclosure controls and internal controls over financial reporting will prevent or detect all errors and fraud. A cost-effective system of internal controls,

no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the internal controls over financial reporting are achieved.