MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2022

AND APRIL 30, 2021

(Expressed in Canadian Dollars)

This management discussion and analysis of financial position and results of operations ("MD&A") is prepared as at May 18, 2022 and should be read in conjunction with the interim financial statements and related notes thereto of Ocumetics Technology Corp. (the "Company", "Ocumetics" or "OTC") for the 3 months ended March 31, 2022 and April 30, 2021, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB') and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted.

The Company's interim financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at March 31, 2022, the Company has not generated any revenues from operations and has an accumulated deficit of $3,809,918. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability to raise equity or debt financing, and the attainment of profitable operations from the Company's future business. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

In this discussion, unless the context requires otherwise, references to "we" or "our" are references to Ocumetics.

Ocumetics (formerly Quantum Blockchain Technologies Ltd.) was incorporated on February 5, 2018 under the Business Corporations Act of Alberta. The Company's current focus is to develop an accommodating intraocular lens to eliminate the need for corrective lenses, especially for people over 45 years of age. The Company's registered office is located at 1250, 639-5th Avenue SW, Calgary, Alberta T2P 0M9. The Company changed its name from Quantum Blockchain Technologies Ltd. ("Quantum") to Ocumetics Technology Corp. on August 27, 2021 and is listed on the TSX Venture Exchange (the "Exchange") under the symbol "OTC".

Quantum completed an amalgamation transaction (the "Transaction") with Ocumetics pursuant to an amended and restated amalgamation agreement dated July 23, 2021 (the "Amalgamation Agreement"). The Transaction was completed by way of a share exchange between the shareholders of Quantum and Ocumetics. In exchange for 100% of the issued and outstanding shares of Ocumetics, the shareholders of Ocumetics received an aggregate of 80,918,496 common shares of Quantum. The Transaction was completed on August 27, 2021 and constituted a reverse take-over acquisition ("RTO"). Ocumetics has been identified for accounting purposes as the acquirer, and accordingly, Quantum is considered to be a continuation of Ocumetics, and the net assets of Quantum at the date of the RTO are deemed to have been acquired by Ocumetics. The comparative figures used in this MD&A are those of Ocumetics prior to the RTO.

After the RTO, the Company changed its fiscal year end from July 31 to December 31. As a result of the change in year end, the Company's comparative quarterly period for the three months ended March 31, 2022 is April 30, 2021, which is the closest possible calendar months to March 31 in the old financial year.

Forward Looking Statements

This MD&A contains certain statements, other than statements of historical fact that are forward-looking statements, which reflect the current view of the Company with respect to future events including corporate developments, financial performance and general economic conditions which may affect the Company.

All statements other than statements of historical fact contained in this listing statement, including statements regarding our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans, objectives of management and expected market growth are forward-looking statements. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

The words "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward- looking statements include, among other things, statements about:

- The Company's ability to obtain additional financing;
- The accuracy of estimates regarding expenses, future revenues and capital requirements;
- The success and timing of planned preclinical studies and clinical trials;
- The ability of the Company to obtain and maintain regulatory approval of OTC products and any product candidates that may be developed, and the labeling under any approval obtained;
- Regulatory developments in Canada, USA and other countries;
- The performance of third-party manufacturers;
- Plans to develop and commercialize the Company's product candidates;
- The Company's ability to obtain and maintain intellectual property protection for product candidates;
- The successful development of sales and marketing capabilities;
- The potential markets for the Company's product candidates and the Company's ability to serve those markets;
- The rate and degree of market acceptance of any future products; and
- The loss of key scientific or management personnel.

Ocumetics relies on certain key expectations and assumptions in making the forecasts, projections, predictions or estimations set out in forward-looking information. These factors and assumptions are based on information available at the time that the forward-looking information is provided. These include, but are not limited to, expectations and assumptions concerning:

- The availability of capital to fund planned expenditures;
- The availability of critical materials and supplies;
- Prevailing regulatory, tax and environmental laws and regulations; and
- The ability to secure necessary personnel, equipment and services.

Undue reliance should not be placed on forward-looking information because a number of risks and factors may cause actual results to differ materially from those set out in such forward-looking information. These include:

- Incorrect assessments of the value of acquisitions, licenses and development programs;
- Technical, manufacturing and processing problems;
- Actions by governmental authorities, including increases in taxes;
- The availability of capital on acceptable terms;
- Fluctuations in foreign exchange, currency, or interest rates and stock market volatility;
- Failure to realize the anticipated benefits from licenses or acquisitions;
- The other factors specifically identified as risk factors in this MD&A; and
- Potential labour unrest.

Readers are cautioned that the foregoing list of factors should not be construed as exhaustive. Further information relating to risks is included in this MD&A under Risks Related to the Business. Except as may be required by applicable law or stock exchange regulation, Ocumetics undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events. Accordingly, readers should not place undue reliance on forward-looking statements. If Ocumetics does update one or more forward-looking statements, no inference should be drawn that additional updates will be made with respect to those or other forward-looking statements.

Management and Board of Director Responsibilities

Management (specifically the Company's CEO and CFO) is responsible for the reliability and timeliness of information disclosed in this MD&A. In this regard, Management has implemented systems, controls and processes ("Systems") to ensure that all information required for this MD&A is collected and communicated on an accurate and timely basis. As a small company, the current Systems consist of first-hand involvement of the CEO and CFO is all material transactions of the Company. In Management's view, the Company's Systems are sufficient for the Company to report reliable and timely information.

The Company's Audit Committee is responsible for reviewing the Company's interim and annual MD&A prior to release. The Company's Board of Directors is responsible for approving the Company's annual and interim MD&A prior to release.

Business Overview

Ocumetics is a Canadian research and product development company that specializes in adaptive lens designs. Ocumetics is in the preclinical study stage of development of an intra-ocular lens known as the "Bionic Lens". The Bionic Lens is an expandable intraocular lens that fits within the natural lens compartment of the eye with the objective to eliminate the need for corrective lenses, especially for people over 45 years old of age. It is intended that it will re-establish the natural kinetics of the eye muscles to facilitate the eye's ability to shift focus effortlessly from distance to near and very near range.

The Company was incorporated on April 12, 2012 under the British Columbia Business Corporations Act. The Company's registered office is located at 1250, 639-5th Avenue SW, Calgary, Alberta T2P 3M9.

Products, Trademarks and Patents

Products

The Bionic Lens is an intraocular lens, that when fully developed, is intended to self-regulate to restore a natural geometric configuration to the lens capsule so that radial tension exerted by zonular ligaments can actuate curvature change. The Bionic Lens consists of proprietary self-adapting suspension systems that modulate curvature change.

Optical elements incorporated within the Bionic Lens typically possess negative or nominal partial pressure. At least one wall of these optical elements comprises a flexible optical interface that is fashioned to alter shape in a cohesive manner, generating high-resolution optical images throughout its entire range of motion. Similar to the diaphragm of a stethoscope, the optical interface is intended to respond immediately to miniscule changes of external force.

The Bionic Lens's suspension systems are comprised of cushions that are designed to conform to unique parameters of each recipient's eye. When ciliary muscles relax, during sleep or when the eye focuses upon distant objects, the optical interface is compressed into its high energy state by expansion of the suspension system. When zonular tension relaxes, the optical interface immediately converts to a lower energy state, focusing the eye upon near objects. Kinetic energy transfer occurs almost exclusively within the optical interface as the Bionic Lens's suspension systems characteristically respond slowly to changes of external force. The result is expected to be an immediate response to accommodation without lag.

The proprietary suspension systems are designed such that they can be configured to induce variable prismatic effect in conjunction with curvature change. As the Bionic Lens shifts focus from distance to near, base-in prism is expected to increase progressively. The intended resultant effect of this unique capability is unparalleled ease for near-point focus.

Normal cycles of ciliary muscle contraction and relaxation are expected to tone these interactions so that comfortable binocular vision may engage immediately with minimal effort in unison with the contralateral eye. Aggregation of fibrotic matter within the suspension system are expected to actually improve the kinesis. Thus, Bionic Lenses are designed to initially self-customize to fit within each lens capsule and then proceed to auto-adapt for improved performance over time.

Components of the Bionic Lens are comprised of durable, pre-approved materials that demonstrate stability. Supple membranes are polymerized together to produce a composite lens that compresses through a 2.6 mm incision, thereby minimizing surgically induced astigmatism. Prototypes have been dimensioned for a 12-diopter accommodation range in conjunction with 6-prism diopters of base-in prism. A replaceable anterior optical element is expected to provide easy access for lens updates.

Patents and Trademarks

As at July 31, 2020, the patents for the Bionic Lens technology were held by Ventura Holdings Ltd. ("Ventura"), which is wholly owned by Dr. Garth Webb. Ventura had, in turn, licensed the technology to Ocumetics on an exclusive basis pursuant to the Amended and Restated License Agreement dated April 12, 2021 (the "License Agreement"). Ventura also held the registered wordmarks, "Bionic Lens" and "Ocumetics", which were licensed to Ocumetics under the License Agreement.

On January 28, 2021, the Company purchased all of the patents and related intellectual property, including the trademarks, from Ventura and terminated the License Agreement.

The World International Patent Office (WIPO) application for the Inflatable Lens/Lens Retainer was registered on August 13, 2007 with two supplemental submissions registered: one on November 5, 2007 and the final one on May 7, 2008. The patent was examined for Novelty, Inventive Step and Industrial Applicability. Patent claims 1-56 were accepted as valid in all categories.

The Inventive Step cited revolves around the process of inflating a lens retainer to apply pressure upon the posterior lens capsule of the eye to focus upon distant objects. This process is essential for bio-mimetic intraocular lens function and is the missing element of all contemporary accommodating lens designs.

New patent applications disclosing improvements to this original concept have been registered internationally.

Recent Developments

In March 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Reverse Take-Over

On August 27, 2021, Ocumetics completed a Reverse Takeover Transaction ("RTO") with Quantum and listed on the TSX.V under the trading symbol "OTC". In conjunction with the RTO, Quantum completed a financing with gross proceeds of $2,700,600.

The RTO was completed by way of a share exchange between 100% of the shareholders of Quantum and Ocumetics. Each outstanding common share and preferred share of Ocumetics was exchanged for three shares of Quantum resulting in the issuance of 80,918,496 common shares. In addition, each of 711,416 share purchase warrants, that were convertible into an Ocumetics common share, were exchanged for three common share purchase warrants of Quantum, resulting in the issuance of 2,134,248 Common Share purchase warrants. As the common shares and share purchase warrants of Ocumetics were exchanged on a three for one basis with Quantum, historical share information of Ocumetics has been adjusted accordingly throughout the Company's financial statements and this MD&A , unless noted otherwise.

The Transaction resulted in Ocumetics obtaining control of the combined entity by obtaining control of governance and management decision-making processes, and the resulting authority to govern the financial and operating policies of the combined entity. The Transaction has been accounted for as a reverse acquisition transaction in accordance with IFRS 2, Share-based Payments. The Company did not meet the definition of a business in accordance with IFRS 3, Business combinations, as such, the Transaction does not constitute a business combination.

For accounting purposes, Ocumetics is treated as the accounting parent (legal subsidiary) and Quantum as the accounting subsidiary (legal parent). The fair value of the consideration paid by Ocumetics, net of transaction costs, less the fair value of net assets of Quantum acquired by Ocumetics, constitutes non-cash listing expense and has been recorded in the statement of loss and comprehensive loss. The Company's financial statements and this MD&A reflect the assets, liabilities and operations of Ocumetics since its incorporation and of Quantum from August 27, 2021.

The Transaction was measured at the fair value of the shares that Ocumetics would have had to issue to the shareholders of Quantum, being 5,540,000 common shares, to give the shareholders of Quantum the same percentage of equity interest in the combined entity that results from the reverse acquisition had it taken the legal form of Ocumetics acquiring Quantum.

	August 27, 2021 $
Consideration paid on RTO	
5,540,000 common shares of Quantum	692,500
Fair value of 375,000 options deemed issued upon completion of RTO	26,971
Total consideration	719,471
Less: Fair value of net assets acquired (Quantum)	
Cash	154,710
Prepaid expenses	4,400
Accounts receivable	1,230
Accounts payable	(10,894)
Net identifiable assets acquired	149,446
Non-cash listing expense (recorded in the period ended December 31, 2021)	570,025

Future Plans and Outlook

Since completing the RTO and RTO financing, Ocumetics has assembled a world-class research and product development team (the "R&D Team"). The R&D Team consists of the following:

Dr. Garth Webb	Founder and Chief Scientific Officer
Dr. Doyle Stulting	Chief Medical Officer
Biona SAPI de CV	Medical device prototype development partner
Clinical Research Consultants, Inc.	Regulatory and clinical consulting partner
Dean Burns	Product and marketing consultant

The R&D Team is supported by Dr. Mark Lee, CEO.

In October 2021 the Company commenced the first phase of its preclinical trials related to the Bionic Lens.

The R&D Team has planned three stages of preclinical studies to test its optical technologies.

The three stages of preclinical studies are as follows:

Stage	Description	Status	Expected completion
1	Test the Bionic Lens retainer for structural integrity and ease of insertion by the surgeon	In progress	Research report expected Q3/22
2	Test the Bionic Lens retainer with a standard lens used in a typical cataract procedure	In progress	Research report expected Q3/22
3	Test the Bionic Lens retainer and the Bionic Lens optic element together	In progress	Research report expected Q3/22

The preclinical studies will include cadaver and animal studies as determined by the R&D team.

Phase 1 of clinical trials, the Proof-of-Concept study, is planned to begin in Q4 2022, after successful completion of the preclinical studies and receipt of the final research report. This study will involve 10-12 patients, will take place in the Dominican Republic and is expected to take 6-9 months to complete.

Phase 2 of clinical trials will begin after the Proof-of-Concept study is completed. Estimated commencement of the Phase 2 clinical trial studies is Q4 2023. The phase 2 clinical trials are planned to occur in 15 different locations, including 9 sites in the United States, 4 sites in Europe, 1 site in the Dominican Republic, 1 site in Mexico, and possibly 1 site in Singapore. Approximately 300 patients will have the Bionic Lens inserted. These studies are expected to take 9-12 months to complete.

Selected Financial Information

The financial information reported herein has been prepared in accordance with IFRS. The Company uses the Canadian dollar as its presentation currency. The following table represents selected financial information for the Company's three-month periods ended March 31, 2022 and April 30, 2021.

Three months ended	March 31, 2022 $	April 30, 2021 $
Total revenue	–	–
Net loss for the period	(518,293)	(149,914)
Net loss per share, basic and diluted	-	-
Total assets	2,267,905	871,489
Total Long Term Liabilities	500,000	500,000
Cash paid dividends per share	–	–

Results of Operations

Three-Month Periods ended March 31, 2022 and April 30, 2021

Three months ended	March 31, 2022 $	April 30, 2021 $
Expenses		
Consulting fees	154,164	-
Share-based compensation	145,361	-
Research and development	125,856	-
Amortization	24,998	21,646
Sales and marketing	24,614	-
Office and general	14,110	3,772
Professional fees	14,008	119,951
Patent fees	12,715	4,545
Foreign exchange loss (gain)	2,467	-
Total expenses	518,293	149,914
Net loss and comprehensive loss for the period	**(518,293)**	**(149,914)**

An explanation of significant variances follows:

Consulting fees incurred in the three month period ended March 31, 2022 were $154,164 compared to $Nil for the three month period ended April 30, 2021. The increase is due to consulting fees incurred pursuant to consulting contracts with several executives including the Chief Executive Officer, Chief Scientific Officer, Chief Medical Officer and Chief Financial Officer that were signed after completion of the RTO.

The share-based compensation costs incurred during the three month period ended March 31, 2022 relates to stock option grants to Directors and Officers upon completion of the RTO. See share capital section below for details. No options were issued during the three month period ended April 30, 2021.

Research and development costs were $125,856 in the three month period ended March 31, 2022 versus $Nil for the three month period ended April 30, 2021. These costs relate to materials, supplies and the engagement of contract research organizations relating to the commencement of preclinical studies.

Amortization expense for the three months ended March 31, 2022 is consistent with the prior period.

Sales and marketing costs incurred in the three month period ended March 31, 2022 relate to website and promotional material design costs.

Office and general costs were $14,110 in the three month period ended March 31, 2022 versus $3,772 in the three month period ended April 30, 2021. The increase is due to listing and transfer agent fees as well as to a Director and Officer insurance policy.

Professional fees decreased from $119,951 for the three month period ended April 30, 2021 to $14,008 for the three month period ended March 31, 2022. The decrease is the result of incurring legal and audit costs in in the prior period in relation to preparation of a filing statement and other legal services related to the RTO.

The increase in patent fees relates to the timing of periodic annual patent payments. There were several payments in the three month period ended March 31, 2022 versus three payments in the three month period ended April 30, 2021.

Liquidity and Capital Resources

	March 31, 2022 ($)	December 31, 2021 ($)
Cash and cash equivalents	1,467,742	1,843,116
Other current assets (GST receivable and Prepaids)	83,566	74,624
Current liabilities	(216,813)	(261,226)
Net working capital	**1,334,495**	**1,656,514**

Three months ended	March 31, 2022 $	April 30, 2021 $
Cash used in operating activities	(401,289)	32,093
Cash used in investing activities	(5,335)	(139,173)
Cash provided by financing activities	31,250	-
Net increase (decrease) in cash	**(375,374)**	**(107,080)**

As at March 31, 2022, the Company had cash and cash equivalents of $1,467,742 and a working capital surplus of $1,334,495 as compared to a cash balance of $1,843,116 and a working capital surplus of $1,656,514 as at December 31, 2021.

The Company's primary source of funding is by way of raising capital through the issuance of equity to third party investors.

The first step of the Company's financing plan occurred with the Quantum RTO transaction completed on August 27, 2021. In conjunction with the RTO, the Company completed a financing with gross proceeds of $2,700,600 (see Reverse Take Over section above).

Management believes that its current cash resources are sufficient for the Company to meet its existing monthly expenses, current liabilities and planned expenditures to complete its preclinical studies. However, additional funding is required for the Company to complete its proposed long-term business plan, including clinical trials for the Bionic Lens.

Several significant financings are planned over the next 3-5 years as the Company progresses with its clinical trials in multiple jurisdictions. The next financing is planned in Q4/22 and will be timed to coordinate with the completion of the preclinical studies. An additional financing is planned to follow the completion of a successful proof of concept study expected to commence in Q4/22.

Although there is no certainty, management is of the opinion that additional funding for its projects and operations can be raised as needed. The Company is subject to a number of risks associated with the successful development of new products and the marketing and the conduct of its preclinical and clinical studies and their results. The Company will need to finance its research and development activities and its clinical studies. To achieve the objectives in its business plan, the Company plans to raise the necessary capital and to generate revenues. It is anticipated that the products developed by the Company will require approval from the FDA and equivalent organizations in other countries before their sale can be authorized. If the Company is unsuccessful in obtaining adequate financing in the future, research activities will be postponed until market conditions improve.

Outstanding Share Capital

(a) Authorized Share Capital:

At March 31, 2022, the Company had the following authorized capital:

- Unlimited number of voting common shares

(b) Issued Share Capital:

During the year ended July 31, 2021, Ocumetics issued the following shares:

- On September 25, 2020, Ocumetics issued 1,768,500 units (589,500 pre-RTO) at a price of $0.092 per unit ($0.275 pre-RTO) for proceeds of $162,112. Each unit consisted of one common share of Ocumetics and one-half of one warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of $0.092 ($0.275 pre-RTO) for a period of two years. There was no value allocated to the warrants based on the residual method.

- On January 7, 2021, Ocumetics issued 2,499,996 units (833,332 pre-RTO) at a price of $0.10 per unit ($0.30 pre-RTO) for proceeds of $250,000. Each unit consisted of one common share of Ocumetics and one-half of one warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of $0.20 ($0.60 pre-RTO) for a period of 18 months. There was no value allocated to the warrants based on the residual method.

During the five month period ended December 31, 2021, Ocumetics issued the following shares:

- On August 27, 2021, concurrent with the RTO transaction, the Company completed a private placement of an aggregate of 21,604,800 common shares at a price of $0.125 per share for total gross proceeds of $2,700,600 and issued 200,000 common shares to Haywood Securities Inc. in exchange for its services as the sponsor. The Company paid finders fees consisting of cash commissions of $36,750 and warrants to purchase 294,000 common shares of the Company at a price of $0.125 per common share for 24 months.
- During the period ended December 31, 2021, 250,000 stock options were exercised at a price of $0.10 for proceeds of $25,000.

During the three-month period ended March 31, 2022, Ocumetics issued the following shares:

- During the period ended March 31, 2022, 250,000 stock options were exercised at a price of $0.125 for proceeds of $31,250.

(c) Escrowed:

The Company is subject to Exchange escrow requirements. In conjunction with completion of the RTO on August 27, 2021, the Company had the following securities escrowed and subsequently released:

Description	Officers and directors	Seed share restrictions	Quantum	Total
Escrowed August 27, 2021	56,250,000	17,400,000	2,500,000	76,150,000
Released August 27/31, 2021	(5,625,000)	(1,740,003)	(625,000)	(7,990,003)
Balance, December 31, 2021	50,625,000	15,659,997	1,875,000	68,159,997
Released February 27/28, 2022	(8,437,500)	(2,610,003)	(625,000)	(11,672,503)
Balance, March 31, 2022	42,187,500	13,049,994	1,250,000	56,487,494

The escrowed officer, director and seed shares are releasable from escrow as follows:

- 10% - upon receipt of Exchange Bulletin (released)
- 15% - February 27/February 28, 2022 (released)
- 15% - August 27/August 31, 2022
- 15% - February 27/February 28, 2023
- 15% - August 27/August 31, 2023
- 15% - February 27/February 29, 2024
- 15% - August 27/August 31, 2024

The escrowed Quantum shares are releasable from escrow as follows:

- 25% - upon receipt of Exchange Bulletin (released)
- 25% - February 27, 2022 (released)
- 25% - August 27, 2022
- 25% - February 27, 2023

(d) Warrants:

A continuity schedule of share purchase warrants outstanding is as follows:

	Number	Weighted Average Exercise Price ($)
Balance, July 31, 2021	2,134,248	0.155
Issued as finders fee	294,000	0.125
Balance, December 31, 2021	2,428,248	0.152
Balance, March 31, 2022	2,428,248	0.152

The Company calculated the fair value of the 294,000 share purchase warrants granted on August 27, 2021 using the Black-Scholes pricing model using the following assumptions:

	2021
Share-price	$0.125
Risk-free interest rate	0.44%
Expected volatility	100%
Dividend yield	0%
Expected life of each warrant granted	2 years
Estimated forfeiture rate	0%
Fair value per warrant	$0.07

The fair value of the 294,000 share purchase warrants granted on August 27, 2021 was $19,206.

As of March 31, 2022, the Company had share purchase warrants outstanding and exercisable to acquire common shares of the Company as follows:

Expiry Date	Number	Exercise Price $	Weighted Average Remaining Life (Years)
July 7, 2022	1,249,998	0.200	0.27
September 25, 2022	884,250	0.092	0.49
August 27, 2023	294,000	0.125	1.27
	2,428,248	0.152	0.47

(e) Options:

The Company has adopted an incentive stock option plan in accordance with the policies of the TSX Venture (the "Stock Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding common shares. The Stock Option Plan provides that options shall be exercisable for the duration set out in the individual option agreements, which in no event shall exceed ten (10) years from the date such options are granted. In addition, the number of common shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding common shares and the number of

common shares reserved for issuance to any one consultant will not exceed two percent (2%) of the issued and outstanding common shares. The Board of Directors determines the price per common share and the number of common shares which may be allocated to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of TSX Venture Exchange.

A continuity schedule of share purchase options outstanding is as follows:

Description	Number of Options	Weighted Average Exercise Price $
Balance, July 31, 2021	-	-
Quantum options on RTO (Note 4)	375,000	0.100
Granted	9,412,117	0.152
Exercised	(250,000)	0.100
Balance, December 31, 2021	9,537,147	0.152
Exercised	(250,000)	0.125
Balance, March 31, 2022	9,287,117	0.152
Exercisable, March 31, 2022	1,399,370	0.123

As at March 31, 2022, the Company had the following outstanding share purchase options.

Number of Options	Exercise Price ($)	Expiry date
125,000	0.100	29 August 2023
8,620,800	0.125	27 August 2026
541,317	0.600	24 November 2026
9,287,117	0.152	

On August 29, 2018, Quantum issued 375,000 incentive stock options under its stock option plan to directors and officers of Quantum. The options, which vested immediately, may be exercised at a price of $0.10 per common share for a period of five years from the date of the agreement. On August 27, 2021, the Company was deemed to issue these options for accounting purposes and recognized the estimated fair value of $26,971 on that date as consideration upon completion of the RTO.

On August 27, 2021, the Company issued 8,870,800 incentive stock options to directors, officers and consultants pursuant to the terms of the stock option plan of the Company. Each option entitles the holder thereof to purchase one common share in the capital of the Company, at an exercise price per common share of $0.125 for a period of five years. 125,000 of the stock options vested immediately, 250,000 will vest 50% in 6 months and 50% in 12 months, and the balance will vest over a period of three years, with 15% of the options vesting 6 months after the date of issuance, another 15% vesting after 12 months, another 35% after 24 months and the remaining 35% after 36 months.

The Company estimated the fair value of the 8,870,800 incentive stock options granted on August 27, 2021 using the Black-Scholes pricing model using the following assumptions:

	2021
Share-price	$0.125
Risk-free interest rate	0.85%
Expected volatility	99%
Dividend yield	0%
Expected life of each warrant granted	5 years
Estimated forfeiture rate	0%
Estimated fair value per option	$0.09

On November 24, 2021, the Company issued 541,347 incentive stock options to directors, officers and consultants pursuant to the terms of the stock option plan of the Company. Each option entitles the holder thereof to purchase one common share in the capital of the Company, at an exercise price per common share of $0.60 for a period of five years. The stock options will vest over a period of three years, with 15% of the options vesting 6 months after the date of issuance, another 15% vesting after 12 months, another 35% after 24 months and the remaining 35% after 36 months.

The Company estimated the fair value of the 541,347 incentive stock options granted on November 24, 2021 using the Black-Scholes pricing model using the following assumptions:

	2021
Share-price	$0.60
Risk-free interest rate	1.55%
Expected volatility	99%
Dividend yield	0%
Expected life of each warrant granted	5 years
Estimated forfeiture rate	0%
Fair value per warrant	$0.45

The Company recognized $145,361 of stock-based compensation expense during the three months ended March 31, 2022 (three months ended April 30, 2021 - $Nil). At March 31, 2022, the weighted average remaining contractual life of the outstanding options is 4.38 years (December 31, 2021- 4.67 years).

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Transactions with Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management compensation

The Company has identified its directors and certain senior officers of the Company, who have the authority and responsibility for planning, directing and controlling the activities of the Company, as key management personnel. All related party transactions were measured at the amount of consideration established and agreed to by the related parties.

Three months ended	March 31, 2022 $	April 30, 2021 $
Consulting fees, Chief Executive Officer	18,000	-
Consulting fees, Chief Scientific Officer	18,000	-
Consulting fees, Chief Financial Officer	29,790	-
Consulting fees, Chief Medical Officer	37,975	-
Consulting fees, Director	21,000	-
Professional fees	-	25,015
Share-based compensation	145,361	-
	270,126	25,015

In addition to the transactions above, the Company incurred legal fees in the amount of $6,507 for the three months ended March 31, 2022 (three months ended April 30, 2021 - $Nil) with a legal firm, one of whose partners is the spouse of the CFO of the Company.

Summary of related party balances:

All related party transactions were measured at the amount of consideration established and agreed to by the related parties except for the $500,000 promissory note. Other than the promissory note, all amounts due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

	March 31, 2022 $	December 31, 2021 $
Due to Ventura	576,754	588,754
Due to Chief Scientific Officer*	12,600	-
Due to Chief Financial Officer*	9,206	22,246
Due to a Director*	22,050	-
Due to Chief Medical Officer*	-	37,867
	620,610	648,867

* Included in accounts payable and accrued liabilities.

As at March 31, 2022, apart from the balance stated above, $5,430 (December 31, 2021 - $26,368) is payable to a legal firm, one of whose partners is the spouse of the CFO of the Company. This amount is included in accounts payable and accrued liabilities.

As at March 31, 2022, $500,000 of the amount due to Ventura has been presented as non-current (December 31, 2021 - $500,000) as management does not expect the liability will be settled within 12 months of the reporting period.

New Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended March 31, 2022, and have not been early adopted in preparing the Company's interim financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's interim financial statements.

Significant Accounting Policies

(a) Significant accounting estimates and judgments

The preparation of the Company's interim financial statements in conformity with IFRS requires the Company's management to make judgments, estimates, and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues, and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Going concern

The assessment of the Company's ability to continue as a going concern involves management judgement about the Company's resources and future prospects.

Impairment of intangible assets

The application of the Company's accounting policy for intangible assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized is written off in profit or loss in the period the new information becomes available.

Information about assumptions and estimation uncertainties that have a risk of resulting in significant adjustments are as follows:

Share-based payment transactions

The Company uses the Black-Scholes Option Pricing Model to determine the fair value of stock options and standalone share purchase warrants issued. This model requires the input of subjective

assumptions including expected share price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings (loss) and equity reserves.

Useful lives of intangible assets

Following initial recognition, the Company carries the value of intangible assets at cost less accumulated amortization and any accumulated impairment losses. Amortization is recorded on a straight-line basis based upon management's estimate of the useful life and residual value. As at March 31, 2022, the estimated remaining useful life of the intangible assets was 6.4 years. The estimates are reviewed at least annually and are updated if expectations change as a result of technical obsolescence or legal and other limits to use.

(b) Intangible assets

Intangible assets including intellectual property are measured at cost less accumulated amortization and accumulated impairment losses. Initial costs and subsequent costs that increase the expected future economic benefits incurred under the license agreement and intellectual property are capitalized and amortized from the date of capitalization on a straight-line basis over their estimated useful lives determined based on the expiry of the key patents underlying the intellectual property. Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment. If, after expenditures are capitalized, events or changes in circumstances indicate that the carrying amount may not be recoverable, the amount capitalized is written off in profit or loss in the period the new information becomes available.

Upon retirement or disposal, the cost of the asset disposed of and the related accumulated amortization are removed from the accounts and any gain or loss is reflected in profit or loss.

(c) Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash- generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

(d) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the respective instrument. At initial recognition, the Company measures a financial asset or a financial liability at its fair value plus or minus, in the case of a financial asset or a

financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or the financial liability.

Financial assets

The Company will classify financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss, based on its business model for managing the financial asset and the financial asset's contractual cash flow characteristics. The three categories are defined as follows:

Amortized cost - a financial asset is measured at amortized cost if both of the following conditions are met:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company does not have any financial assets measured at amortized cost.

Fair value through other comprehensive income ("FVTOCI") - financial assets are classified and measured at FVTOCI if they are held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. The Company does not have any financial assets classified as FVTOCI.

Fair value through profit or loss ("FVTPL") - any financial assets that are not held in one of the two business models mentioned are measured at FVTPL. The Company's cash and cash equivalents are classified as FVTPL.

When, and only when, the Company changes its business model for managing financial assets it must reclassify all affected financial assets.

Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. For the periods presented, the Company did not record any expected credit loss.

Financial liabilities

The Company's financial liabilities include accounts payable and due to related parties. The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

FVTPL – This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of loss and comprehensive loss. The Company does not have any financial liabilities measured at FVTPL.

Amortized cost – Financial liabilities that are not contingent consideration of an acquirer in a business combination, held for trading or designated as at FVTPL, are measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. The Company's accounts payable and due to related parties are classified at amortized cost.

After initial recognition, an entity cannot reclassify any financial liability.

(e) Foreign currency translation

The functional and reporting currency is the Canadian dollar. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Revenue and expenses are translated at average rates for the periods. Foreign exchange gains and losses are included in the statements of loss and comprehensive loss.

(f) Income taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the statement of loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(g) Share-based payments

The grant date fair value of share-based payment awards granted to employees is recognized as stock-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting

conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in share-based payment reserve, unless exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

(h) Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(i) Loss per share

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share, whereby all "in the money" stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, basic and diluted loss per share is the same as the exercise of stock options and share purchase warrants is considered to be anti-dilutive.

(j) Leases

The Company has adopted all of the requirements of IFRS 16 *Leases* ("IFRS 16") as of August 1, 2019. This standard sets out a new model for lease accounting. The main provision of IFRS 16 is the recognition of lease assets and lease liabilities on the balance sheet by lessees for those leases that were previously classified as operating leases. Under IFRS 16, a lessee is required to do the following: (i) recognize a right-of-use asset and a lease liability, initially measured at the present value of the lease payments, on the balance sheet; and (ii) recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant, as the right-of-use asset is depreciated, and the lease liability is accreted using the effective interest method. The new standard also requires qualitative disclosures along with specific quantitative disclosures.

The Company adopted IFRS 16 using the modified retrospective approach and did not restate comparative amounts for the year prior to first adoption. The Company has elected not to recognize right - of- use assets and lease liabilities for short-term lease that have a lease term of 12 months or less and leases of low value assets. The lease payments associated with these leases are expensed on a straight-line basis over the lease term.

During the periods presented, the Company did not have any short-term leases.

Capital Management

The capital structure of the Company consists of all components of shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, to provide an adequate return to shareholders, to meet external capital requirements on the Company's debt and credit facilities and preserve financial flexibility in order to benefit from potential opportunities that may arise.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issuances or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the period ended December 31, 2021.

Risks Related to the Business

An investment in the Company is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this MD&A, before making any decision to invest in the Company. The Directors consider 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 Directors may also have an adverse effect on the Company's business. If any of the following risks actually occur, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected. In such a case, the price of the common shares could decline, and investors may lose all or part of their investment.

Single Product

While the Company has several products in its development pipeline, including the industrial application of the Bionic Lens technology, currently the Company's sole technology that has commenced preclinical trials is the Bionic Lens. Therefore, the Company's current commercialization, financial and future stock value are based on the success of this single product. If the Bionic Lens is not commercially successful, there is a risk that the Company will be unable to meet its estimates and deliver value to shareholders.

Applicability of Technology

The Company's technology, even if it is successfully commercialized, will not be suitable for treatment of every vision problem. In particular, it cannot resolve, alone, vision problems such as cloudy corneas, eyes that have already had the natural lens removed (such as in cataract surgery), severe macular degeneration, severe genetic retinal diseases, torn or damaged optic nerves, or brain damage affecting any part of the visual system.

Competition

While the Company believes that the Bionic Lens offers greater promise than competing technology, the Company is aware that its competitors are constantly striving to improve their products. There is a risk that

one or more of the Company's competitors could introduce a product that is more effective than, or comes to market earlier than, the Bionic Lens and therefore disrupts the Company's projections as to marketability and product demand. The business of the Company is subject to rapid technological changes. Failure to keep up with such changes may adversely affect the business of the Company. The Company is subject to the risks of companies operating in the medical and healthcare business. The market in which the Company competes is characterized by rapidly changing technology, evolving industry standards, frequent new service and product announcements, introductions and enhancements and changing customer demands.

Intellectual Property Risks

The Company could be adversely affected if it does not adequately protect its intellectual property rights. The Company regards its marks, rights, and trade secrets and other intellectual property rights as critical to its success. To protect its investments and the Company's rights in these various intellectual properties, it may rely on a combination of patents, trademark and copyright law, trade secret protection and confidentiality agreements and other contractual arrangements with its employees, clients, strategic partners, acquisition targets and others to protect proprietary rights. There can be no assurance that the steps taken by the Company to protect proprietary rights will be adequate or that third parties will not infringe or misappropriate the Company's copyrights, trademarks and similar proprietary rights, or that the Company will be able to detect unauthorized use and take appropriate steps to enforce rights. In addition, although the Company believes that its proprietary rights do not infringe on the intellectual property rights of others, there can be no assurance that other parties will not assert infringement claims against the Company. Such claims, even if not meritorious, could result in the expenditure of significant financial and managerial resources.

Commercial success of the Company will depend in part on not infringing upon the patents and proprietary rights of other parties and enforcing its own patents and proprietary rights against others. The research and development programs will be in highly competitive fields in which numerous third parties have issued patents and pending patent applications with claims closely related to the subject matter of the Company's programs. The Company is not currently aware of any litigation or other proceedings or claims by third parties that its technologies or methods infringe on their intellectual property.

While it is the practice of the Company to undertake pre-filing searches and analyses of developing technologies, it cannot guarantee that it has identified every patent or patent application that may be relevant to the research, development, or commercialization of its products. Moreover, it cannot assure that third parties will not assert valid, erroneous, or frivolous patent infringement claims.

The Company will rely on trade secrets to protect technology where it does not believe patent protection is appropriate or obtainable. Trade secrets are difficult to protect. While commercially reasonable efforts to protect trade secrets will be used, strategic partners, employees, consultants, contractors or scientific and other advisors may unintentionally or willfully disclose information to competitors.

If the Company is not able to defend patents or trade secrets, then it will not be able to exclude competitors from developing or marketing competing products, and the Company may not generate enough revenue from product sales to justify the cost of development of products and to achieve or maintain profitability.

Clinical Trials and Regulatory Approval

The Company's ability to commercialize its technology is dependent upon the completion of successful clinical trials and the subsequent receipt of regulatory approvals in each jurisdiction in which it wishes to sell the technology.

Ocumetics has not completed any clinical trials and has not applied for, nor received, any regulatory approvals to date. Phase 1 of human studies, the Proof-of-Concept study, is planned to begin in Q4 2022. This study will involve 10-12 patients, will take place in the Dominican Republic and is expected to take 6-9 months to complete.

Phase 2 of the clinical trials will begin after the Proof-of-Concept study is completed. Estimated commencement of the Phase 2 clinical trial studies is Q3 2023. The phase 2 clinical trials are planned to occur in 15 different locations, including 9 sites in the United States, 4 sites in Europe, 1 site in the Dominican Republic, 1 site in Mexico, and possibly 1 site in Singapore. Approximately 300 patients will have the Bionic Lens inserted. These studies are expected to take 9-12 months to complete.

Clinical trials for potential candidates will be expensive, difficult to design and implement, time consuming, and their outcomes are uncertain. The timing and completion of clinical trials may be subject to significant delays relating to various causes, including but not limited to: inability to manufacture or obtain sufficient quantities of materials for use in clinical trials; delays arising from collaborative partnerships; delays in obtaining regulatory approvals to commence a study, or government intervention to suspend or terminate a study; delays, suspensions or termination of clinical trials by the applicable institutional review board or independent ethics board responsible for overseeing the study to protect research subjects; delays in identifying and reaching agreement on acceptable terms with prospective clinical trial sites; slow rates of patient recruitment and enrollment; uncertain dosing issues; inability or unwillingness of medical investigators to follow clinical protocols; variability in the number and types of subjects available for each study and resulting difficulties in identifying and enrolling subjects who meet trial eligibility criteria; scheduling conflicts; difficulty in maintaining contact with subjects after treatment, resulting in incomplete data; unforeseen safety issues or side effects; lack of efficacy during clinical trials; reliance on clinical research organizations to conduct clinical trials, which may not conduct such trials with good laboratory practices; or other regulatory delays.

While the Company believes that its clinical trials will be successful, there is no assurance that that will be the case. There can also be no assurance, regardless of the success of clinical trials, that regulatory approval will be forthcoming in any jurisdiction in which the Company applies for such approval.

Management and Key Personnel

The success of the Company depends on the continued ability to attract, retain, and motivate highly qualified management, clinical, and scientific personnel and to develop and maintain important relationships with leading academic institutions, companies, and thought leaders. Dr. Mark Lee, the Company's Chief Executive Officer, and Dr. Garth Webb, the Company's Chief Scientific Officer and inventor of the Bionic Lens and related technology, exercise significant control over the day-to-day affairs of the Company. The Company depends on Drs. Lee and Webb to engage with third parties and contractors to operate the business. If either Dr. Lee or Dr. Webb were to leave the Company or were otherwise unable to perform their respective duties, the Company's business could fail, and shareholders could lose their investment. Ocumetics does not hold key man insurance for either Dr. Lee or Dr. Webb and does not intend to obtain such insurance in the near term.

Inability to Maintain Regulatory Standards

The Company has no track record that indicates its ability to meet and maintain stringent regulatory standards if so required. Failure to maintain a high level of regulatory approval could lead to failure of the Company's business.

Difficulty to Forecast

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industry. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

Inability to Meet Demand

If the Bionic Lens achieves or exceeds the levels of success the Company has projected, there is a risk that the Company will be unable to meet that demand in a timely fashion. The Company's ability to do so depends upon the development of a strong production platform. If the Company does not do so, it could affect its market reputation and return to investors.

Insurance Risks

The business of the Company may not be insurable or insurance may not be purchased due to high costs. Should uninsured liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Company.

Availability of Critical Materials, Supplies and other Resources

The current challenging economic climate relating to the effect of COVID-19 may lead to challenges in accessing critical materials, supplies and human resources. The inability to access critical materials, supplies and human resources at competitive prices could lead to failure of the Company's business.

Liquidity and Financial Resources

Speculative Nature of Investment Risk

An investment in the common shares of the Company carries a high degree of risk and should be considered as a speculative investment by purchasers. The Company has limited cash reserves, a limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future. The Company is in the development stage. Operations are not yet sufficiently established such that the Company can mitigate the risks associated with planned activities.

Limited Operating History

The Company has no present prospect of generating revenue from the sale of products. The Company is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

Negative Cash Flow for the Foreseeable Future

The Company has a no history of earnings or cash flow from operations. The Company does not expect to generate material revenue or achieve self-sustaining operations for several years, if at all. To the extent that the Company has negative cash flow in future periods, the Company may need to allocate a portion of its cash reserves to fund such negative cash flow.

Insufficient Capital to Accomplish Business Objectives

The Company will require significant capital to accomplish its business objectives in the next several years. The Company currently has insufficient capital to accomplish its business objectives and there can be no assurances that sufficient capital will become available to complete the Company's business objectives on schedule or at all.

Access to Further Funding

The Company will need to continue to rely upon capital raising activities, such as private placements, debt and equity financings to fund its future operations, and the ability of the Company to continue as a going concern, realize its assets and discharge its liabilities in the normal course of business and continue with, or expand upon its development programs is contingent upon securing additional financing. The Company's ability to access the debt and equity markets when required will depend upon factors beyond its control, such as economic and political conditions that may affect the capital markets generally. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future. Should Management be unable to raise sufficient capital to fund its operations and growth there would be a material adverse effect on the Company's business, financial condition, results of operations, and its ability to continue as a going concern. The Company's financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets, liabilities and reported expenses should the Company be unable to continue as a going concern. These adjustments could be material.

Market Price

The market price of the Company's common shares may be subject to wide price fluctuations in response to many factors, including variations in the operating results of the Company, divergence in financial results from analysts' expectations, changes in the business prospects for the Company, general economic conditions, legislative changes, and other events and factors outside of the Company's control.

Dilution

The financial risk of the Company's future activities will be borne to a significant degree by purchasers of the common shares. If the Company issues common shares from its treasury for financing purposes, control of the Company may change and purchasers may suffer additional dilution.

General Market and Economic Risks

Economic Environment

The Company's operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence consumer trends and consequently, impact the Company's future sales and profitability.

Global Economy Risk

The ongoing economic problems and downturn of global capital markets has generally made the raising of capital by equity or debt financing more difficult. Access to financing has been negatively impacted by the ongoing global economic risks. As such, the Company is subject to liquidity risks in meeting its development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company. If uncertain market

conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations.

Currency Risk

The Company may have financial risk exposure to varying degrees relating to the currency of each of the countries where it operates and has financial risk exposure towards digital currencies. The level of the financial risk exposure related to a currency and exchange rate fluctuations will depend on the Company's ability to hedge such risk or use another protection mechanism.