The following management's discussion and analysis ("**MD&A**") of the financial condition and results of operations of MyndTec Inc. ("**MyndTec**" or the "**Company**") constitutes management's review of the factors that affected the Company's financial and operating performance for the quarter and nine-months ended September 30, 2022. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited interim condensed consolidated financial statements of the Company for the nine-months ended September 30, 2022 and 2021, together with the notes thereto. Information contained herein is presented as at November 15, 2022 unless otherwise indicated.

Description of Business

The Company was incorporated under the *Business Corporations Act* (Ontario) and its head office is located at 1900 Minnesota Court, Suite 122, Mississauga, Ontario, L5N 3C9. The Company became listed on the Canadian Securities Exchange (CSE) on February 16, 2022 and trades under the Symbol MYTC.

The Company is dedicated to development and commercialization of innovative products that improve function, maximize independence and enhance the quality of life for individuals who have suffered injury to the central nervous system as a result of stroke, spinal cord injuries ("**SCI**") and traumatic brain injury ("**TBI**"). It develops non-invasive neuro and nervous system electrical stimulation therapeutics for the treatment of neurological diseases specifically targeted to markets with large, growing, global patient populations.

The Company has revenues from sales in Canada and to the United States and has one operating segment which includes income related to its MyndMove™ **("MyndMove")** device and a variation of that device, called MyndSearch that has been modified for research purposes. The primary types of revenue that are earned from MyndMove include: (1) treatment fees, from treatment clinics that use the Company's MyndMove devices and (2) product sales, which are revenues from the sale of MyndMove or MyndSearch devices to clinics or research institutions and the sale of device parts or treatment supplies.

MyndMove

The Company's first product and flagship solution, MyndMove therapy, is a patented and proprietary functional electrical stimulator coupled with proprietary treatment protocols that integrates neuro stimulation with a rapidly growing cloud-connected database. MyndMove is an FDA and Health Canada approved product that restores voluntary movement to stroke and SCI patients and is currently marketed in Canada under a medical device license issued by Health Canada (License No: 93158) and also commercially available in the US under a 510(k) FDA clearance (K170564). MyndMove applies advanced principles of neuroplasticity and functional electrical stimulation to assist patients with paralysis of the arm and hand to make lasting gains in the recovery of natural, voluntary movement. MyndMove's first indications are for paralysis caused by stroke and spinal cord injury.

The Company is continuing to develop additional applications designed to address a broader scope of paralysis including lower limb and trunk applications for walking, standing and sitting.

In Canada and the United States, the Company lends on a service fee basis and sells MyndMove directly to clinics and institutions. Our operations in Mississauga provide dedicated customer service and access to our technical service personnel and clinical consults.

Business Overview and Highlights

Department of Defense Clinical Trial

The Company completed a post-market clinical trial to further expand its body of clinical outcome data for the MyndMove product. This trial was funded by the SCI Research Program under the United States Department of Defense office of the Congressionally Directed Medical Research Programs, award number W81XWH-16-1-0790. The trial began enrollment of approximately 60 patients in June 2019 and concluded on July 28, 2022. This is a randomized two-arm, parallel group, multicenter, single-blind, controlled trial comparing electrical neuromodulation delivered by MyndMove therapy to intensive upper-limb conventional therapy in the treatment of individuals with moderate to severe motor impairment to their arms and hands from an incomplete, cervical, traumatic SCI. The trial was completed on July 28, 2022.

The results of this research were published in Frontiers in Rehabilitation Science: September 2022 | DOI 10.3389/fresc.2022.995244. The following information is extracted from this publication:

Overview
A multi-center, single-blind, parallel-group, two-arm, randomized controlled trial was conducted comparing FES to conventional therapy in adults (≥18 years) with C4–C7 traumatic incomplete tetraplegia between 4 and 96 months post-injury, and with a baseline spinal cord injury independence measure III -self-care (SCIM III-SC) score of ≤10. Participants were enrolled at four SCI-specialized neurorehabilitation centers in the U.S. and Canada. Participants were stratified by center and randomized in a 1:1 ratio to receive either 40 sessions of FES or conventional therapy targeting upper extremities over a 14-week period. Blinded assessors measured SCIM III, Toronto Rehabilitation Institute Hand Function Test, and Graded Redefined Assessment of Strength, Sensibility, and Prehension at baseline, after 20th session, after 40th session or 14 weeks after 1st session, and at 24 weeks after 1st session. The primary outcome measure was change in SCIM III-SC from baseline to end of the treatment. Based on the primary outcome measure, a sample size of 60 was calculated. Seventeen participants' progress in the study was interrupted due to the COVID-19 lockdown. The protocol was modified for these participants to allow them to complete the study

Results
Between June 2019 to August 2021, 51 participants were randomized to FES (n= 27) and conventional therapy (n= 24). Both groups gained a mean of 2 points in SCIM-SC scores at the end of treatment, which was a clinically meaningful change. However, there was no statistically significant difference between the groups on any outcomes.

Conclusion
Forty sessions of FES therapy delivered by the MyndMove stimulator are as effective as conventional therapy in producing meaningful functional improvements that persist after therapy is completed. Limitations of this study include the impact of COVID-19 limiting the ability to recruit the target sample size and per-protocol execution of the study in one-third of the participants.

MyndStep

On August 5, 2022 MyndTec entered into a supply and distribution agreement with Guangzhou Longest Science & Technology Co. Ltd. ("GLST") for the exclusive distribution of MyndStep™ Foot Drop device, to be available in the United States and Canada by the fourth quarter of 2022.

Board Changes

On May 11, 2022, the Company announced that Carlo Pannella tendered his resignation as a director of the Company and Chair of the Board's Audit Committee, effective May 11, 2022, and that the Company appointed William (Bill) Jackson to its Board as an independent director and as Chair of the Board's Audit Committee, effective May 11, 2022.

On March 8, 2022, the Company announced that Christine Ozimek tendered her resignation as a director of the Company and Chair of the Board of Directors of the Company effective September 30, 2022**.** Dr. Milos Popovic was subsequently appointed by the Board to be the interim Chair.

Appointment of Investor Relations Consultant

On May 3, 2022, the Company entered into a consulting agreement (the "Consulting Agreement") with Venture North Capital Inc. ("Venture North") to provide strategic marketing, investor relations and capital markets communications services to the Company in compliance with the policies and guidelines of the CSE. Venture North will arrange and attend meetings with professional investors, maintain ongoing contact and broaden relationships with the professional investment community on MyndTec's behalf. The Consulting Agreement was effective May 3, 2022 for an initial 3-month period ending July 31, 2022, after which it will continue in effect on a monthly basis until terminated upon 30 days written notice given by either the Company or Venture North. Pursuant to the Consulting Agreement, the Company will pay Venture North $6,000 plus applicable taxes per month and grant Venture North 200,000 stock options (the "Options") of the Company. Each Option is exercisable into one common share of the Company at an exercise price of $0.95 per share and the Options will vest at a rate of 25% per nine-months. All vested Options shall be eligible for exercise for a period expiring on the 10th anniversary of the grant date provided that all unvested Options will terminate and expire on the date that the Consulting Agreement is terminated. These options were granted on May 3, 2022. This contract has been temporarily suspended as of September 15, 2022, pending the outcome of conversations with current shareholders with respect to raising additional capital through a private placement.

Distribution agreement – Fourier Intelligence International Pte. Ltd. ("Fourier")

On March 22, 2022, the Company signed a non-binding exclusive distribution agreement for the distribution of MyndMove™ in Singapore and Malaysia, with Fourier, a company with offices in Singapore. MyndTec will incur costs for product evaluations and clinical demonstrations. Two MyndMove units have been provided to Fourier and their clinical staff have been trained.

MyndTec Receives FDA 510(k) Clearance for MyndMove 2.0

On March 8, 2022, the Company received from the U.S. Food and Drug Administration 510(k) clearance for MyndMove 2.0, its second generation neuromodulation MyndMove System, which is an important component of the Company's strategic re-launch of MyndMove devices in the United States through its distribution partner, LBB Applied Technology, LLC to offer clinicians a device that delivers effective therapy at clinic or home environments, without compromising patient comfort, through our proprietary design.

Conversion of Convertible Debentures

As a result of the Listing Approval and Final Receipt, on February 17, 2022, $1,427,523 of Convertible Debentures were converted into 1,784,402 common shares at $0.80 per share and 1,784,402 common share purchase warrants exercisable until February 7, 2027 at $1.00 per share.

The Company issued unsecured convertible debentures on May 19, 2020, with a maturity date of December 31, 2022, in an aggregate principal amount of $1,250,000 (the "Convertible Debentures"). Interest accrued at a fixed annual interest rate of 8%, compounded annually and payable on the maturity date. The Convertible Debentures and accrued interest were convertible into common shares at the fair market value of the common shares at the date of conversion, as determined by the Board, unless the conversion was a result of a qualified financing. On the occurrence of a qualified financing, the convertible debentures and accrued interest were convertible at a price per security equal to 80% of the price per security issued in the qualified financing.

Listing on Canadian Securities Exchange

On February 7, 2022, the Company received conditional listing approval from the CSE to list its common shares (the "Listing Approval") and on February 24, 2022, the common shares began trading on the CSE. On February 16, 2022, the Company also received a receipt (the "Final Receipt") for its final non-offering prospectus filed in each of Ontario, Alberta and British Columbia to qualify the securities issuable upon conversion of the Subscription Receipts (as defined herein). The receipt of the Listing Approval and Final Receipt triggered the conversion of the Convertible Debentures (as defined below) and the Subscription Receipts.

Conversion of Subscription Receipts

On December 10, 2021, the Company completed a private financing for total gross proceeds of $2,954,302. The subscribers initially received 2,954,302 subscription receipt units of the Company (the "Subscription Receipts") and these were exchanged, on February 17, 2022, as a result of the Listing Approval and Final Receipt, for 2,954,302 common shares and 2,954,302 common share purchase warrants exercisable at $1.00 per share until February 7, 2027.

Of the $2,954,302 in proceeds, $594,860 was received on the initial closing and the remaining $2,359,442 was received by the Company, from the escrow trustee, on February 17, 2022. In addition, the Company incurred $101,705 of share issue costs that were recorded in prepaid expenses and deposits as at December 31, 2021.

Total listing costs were approximately $1,270,000, of which $1,095,940 was recorded in the Company's consolidated statement of operations and comprehensive loss, as at December 31, 2021. With respect to the total listing costs incurred, the Company has applied to have $198,770 of 2022 legal bills, included therein, assessed by the Ontario Superior Court of Justice.

Distribution agreement – LLB Applied Technology Inc. ("LBB")

On September 29, 2021, the Company signed a new distribution agreement with LBB, a shareholder of the Company. LBB operates in the State of Michigan, USA and has extensive relationships with hospitals and hospital groups in the United States. Subject to maintaining performance targets, the new distribution agreement grants LBB the exclusive rights to market MyndMove devices in the State of Michigan and to selective hospital groups in the United States.

Initial 2021 private financing transaction

On May 3, 2021, the Company completed a private financing transaction, led by Company investors, wherein the Company raised $1,259,535 of share capital proceeds. This financing resulted in the issuance of 1,369,059 common shares at a price of $0.92 and 1,259,535 common share warrants with an exercise price of $1.06 and expiration date of May 3, 2023:

- $285,183 of the proceeds, net of share issue costs, were allocated to the value of the warrants.
- $375,000 of the proceeds were received by December 31, 2020 and were recorded in Company's December 31, 2020 consolidated statement of financial position as deposits for future share financings.
- $59,134 of share issue costs were incurred in respect of these financings.

Events Occurring after the Reporting Date

On November 9, 2022 the Company announced that it has launched a non-brokered private placement of up to 1,333,333 units of the Company (the "Units") at a price of $0.75 per Unit (the "Issue Price") to raise aggregate gross proceeds to the Company of up to $1,000,000 (the "Offering"). The Company has an option (the "Company Option"), exercisable in whole or in part by the Company, to sell up to an additional number of Units at the Issue Price for additional aggregate gross proceeds to the Company of up to $200,000.

Each Unit shall be comprised of one common share (each, a "Common Share") in the capital of the Company and one Common Share purchase warrant (each, a "Warrant"), whereby each Warrant will be exercisable to acquire one Common Share (each, a "Warrant Share") at an exercise price of $0.90 per Warrant Share for a period of 36 months following the Closing Date (as defined herein).

The Issue Price of $0.75 represents approximately a 17% discount to the November 08, 2022 closing price of $0.90 for the Common Shares on the Canadian Securities Exchange (the "CSE").

Business Objectives and Milestones

MyndStep

The Company has launched the MyndStep Foot Drop device as of October 28, 2022 in Canada and USA, for use in clinics and at home.

MyndStep™ is intended to provide ankle dorsiflexion of the foot and/or knee flexion, also improving an individual's gait or ability to walk. MyndStep™ prevents or retards disuse atrophy, maintains or increases joint range of motion and local blood flow.

Product Advantages:

- Easy Electrode Placement
- Wearable Design
- Mobile Phone & Tablet Friendly
- App Functionality with Easy User Control
- Variable Treatment Modes (Training & Walking)
- Adjustable Electric Stimulation Intensity
- Built-in Smart Sensors
- For clinic and home use

Foot Drop Market:

North America is expected to hold a major market share in the global foot drop treatment market due to the high prevalence of stroke.

- Stroke causes upper motor neuron injuries that lead to foot drop, an inability to lift the forefoot due to the weakness of dorsiflexors of the foot.
- Functional electric stimulation ("FES") segment is expected to dominate the market growth.
- More than 70% of hemiplegic stroke patients who can regain walking ability although they do not achieve good gait, can take advantage of a treatment such as MyndStep™, designed to help patients to recover their gait and correct their foot drop ailment. Source: (1) Mordor Intelligence: Foot Drop Treatment Market, Growth, Trends, Covid-19 Impact and Forecasts (2022-2027) (2) (6) https://www.researchandmarkets.com/reports/5529412/foot-drop-treatment-market-growth-trends.

For the Quarter Ended September 30, 2022 (in Canadian Dollars, unless otherwise indicated)

MyndMove

The Company launched MyndMove to hospitals in the United States in the fourth quarter of 2021, primarily through distributors although one direct sale of a device, in the amount of $36,000US, occurred in July 2021. Another sale occurred in May 2022. In September 2022, LLB purchased the two devices they were previously using, for which they were paying treatment fees to the Company.

The Company's immediate business objective is to expand its product revenues through its distribution partners and is working to secure additional distributors in the United States and other partnerships in Asia, for the sale or licensing of its MyndMove product.

Longer term, the Company's business objective is to further expand the placement of MyndMove™ systems and establish and/or increase the number of treatments in Canada, the United States of America, Asia and Europe. To support these efforts the Company will be using distribution partners and sales agents in the identified countries.

To accomplish its objectives, the Company intends to achieve the following milestones within the three months ended December 31, 2022:

	Milestone	Estimated		Amount Spent ($)	Amount Remaining ($)
		Completion Date (Qtr,Year)	Amount ($)		
1	Expand and enhance the intellectual property portfolio	Q4, 2022	25,000	20,000	5,000
2	Myndstep Canada and US market release	Q4, 2022	102,000	102,000	0
3	Development to expand MyndMove™ Indications	Q4, 2022	75,000	38,000	37,000
	Total		202,000	160,000	42,000

Notes:
(1) The Company will review and identify opportunities to file provisional patent applications and develop trade secrets and know-how and licenses directed at novel approaches to stimulating muscles in the lower body.
(2) The company has purchased an initial inventory of MyndStep devices and has developed marketing for product launch.
(3) The Company is developing the hardware and software to allow the MyndMove device to treat lower body paralysis. This is being done in conjunction with Kite/UHN as part of our Master Collaboration Agreement, whereby the device is being developed to provide higher levels of stimulation for the larger muscle groups in the lower body and new protocols are being developed to work with the lower body muscles. After the development work is completed, the Company will commence assessment of the commercial viability of this MyndMove model for treating the lower body.

Research and Development Activities

Research and development expenses consist primarily of employee-related expenses, contractor and consultant fees and corporate overhead allocations for the design, development and management of our products and treatment tracking platform. The Company will continue to focus its research and development efforts on adding new protocols and clinical applications designed to expand the portfolio of clinical functionalities of the platform. In the past, these expenses have been reduced by Canadian federal SR&ED tax credits. On February 16, 2022, when the Company became publicly listed, it no longer qualifies for cash refundable SR&ED credits from that date forward, which will cause the Company's net research and development expenses to increase.

KITE

On February 26, 2020, the Company entered into a master collaboration agreement, as amended on January 5, 2021 (the "Master Collaboration Agreement"), with KITE (a related party, see "Related Party Transactions" herein for further information), the research arm of the Toronto Rehabilitation Institute and one of the principal research institutes at the University Health Network ("UHN"). Pursuant to the Master Collaboration Agreement, the Company works directly with KITE to develop new treatments, devices and products as well as gathering evidence that guides changes to policy and public opinion that improve the lives of people living with the effects of disability, illness and aging. Currently, the Company and KITE are collaborating on an improvement to MyndMove to support the addition of protocols related to the treatment of lower limbs with a focus on regaining the ability to walk independently. This collaboration includes development of proprietary enhancements to hardware and software as well as our training programs. The work will include appropriate clinical validation to be conducted by the KITE team suitable for inclusion in our regulatory submissions.

Research and development expenses consist primarily of employee-related expenses, contractor and consultant fees and corporate overhead allocations for the design, development and management of our communities and platform. The Company will continue to focus our research and development efforts on adding new protocols and clinical applications designed to expand the portfolio of clinical functionality of the platform. In the past, these expenses have been reduced by Canadian federal SR&ED tax credits. Since the Company is publicly listed, it will no longer qualify for cash refundable SR&ED credits.

Treatment for the Lower Body

The Company and KITE are collaborating on an improvement to MyndMove™ to support the addition of protocols related to the treatment of lower limbs with a focus on regaining the ability to walk independently. This collaboration includes the development of proprietary enhancements to hardware and software as well as our training programs. The work will include appropriate clinical validation to be conducted by the KITE team suitable for inclusion in our regulatory submissions (see Milestone 3). The target of this is to develop protocols that retrain walking for patients with paralysis due to stroke or spinal cord injury.

Improvements to MyndMove™

The Company is continuously improving the functionality of the device in response to user feedback. Some of this development work is done internally, otherwise 3rd party development groups are utilized. For example, improvements to our software are in collaboration with Prolucid Technologies. Improvements to the hardware are being made in collaboration with RMF Design and Manufacturing, all in conjunction with KITE and other development partners (see Milestone 3).

Selected Financial Information

The following selected financial information is derived from the Company's financial statements prepared in accordance with International Financial Reporting Standards ("**IFRS**").

September 30, 2022 and 2021 nine-month and December 31, 2021 Annual Financial Information

	Nine-months Ended		Year Ended
	Sep. 30, 2022	Sep. 30, 2021	Dec. 31, 2021
	$	$	$
Total assets	1,166,179	1,843,325	3,824,137
Current liabilities	935,310	2,296,217	5,753,243
Non-current liabilities	687,225	2,715,312	1,612,140
Working capital (deficit)	(66,625)	(452,892)	(2,271,227)
Revenue	189,181	200,660	605,567
Gross Margin	101,352	112,665	354,621
Expenses	1,850,388	2,741,634	3,403,706
Net loss	(1,749,036)	(2,628,969)	(3,049,085)
Net loss per share, basic and diluted	(0.08)	(0.16)	(0.18)

Annualized Summary of Quarterly Results for the 12-month period ending September 30, 2022

	$'000				
	Quarterly				Annual
For the Period Ended	31-Dec 2021	31-Mar 2022	30-Jun 2022	30-Sep 2022	30-Sep 2022
Total Assets	3,824	2,284	1,594	1,166	1,166
Revenue for the Period	405	45	91	53	594
Loss for the period	(420)	(818)	(474)	(457)	(2,169)
Loss per share	(0.02)	(0.04)	(0.02)	(0.02)	(0.10)

Annualized Summary of Quarterly Results for the 12-month period ending September 30, 2021

	$'000				
	Quarterly				Annual
For the Period Ended	31-Dec 2020	31-Mar 2021	30-Jun 2021	30-Sep 2021	30-Jun 2021
Total Assets	1,655	1,677	2,018	1,843	1,843
Revenue for the Period	47	51	55	95	248
Loss for the period	(508)	(519)	(1,253)	(848)	(3,129)
Loss per share	(0.04)	(0.03)	(0.08)	(0.05)	(0.20)

For the Quarter Ended September 30, 2022 (in Canadian Dollars, unless otherwise indicated)

Nine-months ended September 30, 2022 compared to September 30, 2021 ("Comparable Period")

Statement of Loss and Comprehensive Loss

	September 30, 2022 Nine-months Ended	
	2022	**2021**
Revenue	**$ 189,181**	**$ 200,660**
Cost of sales	87,829	87,995
Gross Margin	**101,352**	**112,665**
	53.6%	**56.1%**
Expenses		
General and administration	724,885	929,806
Research and development	326,354	604,091
Quality and regulatory assurance	8,886	60,963
Selling and marketing	66,938	68,821
Share-based compensation	196,927	86,347
Interest and accretion expense	87,004	235,786
Depreciation and amortization	67,628	80,270
Clinical trial	(65,179)	6,533
Changes in fair value	178,808	120,182
Public listing costs	258,137	779,780
Government grants and tax credits	-	(230,945)
Total operating expenses	1,850,388	2,741,634
Comprehensive Loss	**$ (1,749,036)**	**$ (2,628,969)**

Commentary respecting the nine-months ended September 30, 2022

Nine-month Comprehensive Loss

For the nine-months ended September 30, 2022, the Company reported a comprehensive loss of $1,749,036 compared to a loss of $2,628,969 for the nine-months ended September 30, 2021, a decrease in losses of $879,933, due primarily to $891,246 of lower operating expenses.

Nine-months Revenue and Gross Margin

Revenue decreased $11,479 or 5.7%, due to lower treatment fee revenues, which were down 28.2%.

Gross margin decreased $11,313 or 10.04% in 2022 compared to 2021.

Gross margin rates decreased from 56.1% in 2021 to 53.6% in 2022.

Total operating expenses decreased $891,246, or 67.5%, of which $255,861 is due to 2021 severance costs for the former CEO; $277,737 is due to lower research and development costs; $148,782 is due to lower interest and accretion expense; and, $521,643 is due to public listing expenses. Key operating expense increases include $110,580 of share-based compensation and $230,945 in government tax credit due to a delay in receiving the SR&ED credit in 2022.

For the Quarter Ended September 30, 2022 (in Canadian Dollars, unless otherwise indicated)

Following are the Company's treatment statistics for the nine-months ended September 30, 2022 and 2021 and the years ended December 31, 2021 and 2020 and 2019:

	Year Ended December 31			Nine-months Ended September 30	
	2019	**2020**	**2021**	**2021**	**2022**
Average per month - Canada					
Clinics	9.0	11.0	16.0	14.0	10.0
Devices	11.0	11.0	18.0	15.0	11.0
Treatments	93.4	118.6	175.4	185.0	112.3
Treatments per clinic	10.4	10.8	11.0	13.2	11.2
Average per month - US					
Clinics	1.3	2.0	2.0	2.0	2.0
Devices	1.3	2.0	2.0	2.0	2.0
Treatments	123.6	88.7	73.4	85.9	46.9
Treatments per clinic	92.7	44.3	36.7	42.9	23.4

Nine-months Expenses

General and administrative expenses decreased $204,921, from $929,806 to $724,885, including $255,861 severance in 2021 offset by $50,940 in other cost increases. The other cost increases include a $69,532 increase in directors and officers insurance coverage, offset by $18,592 in other savings.

The $277,737 decrease in research and development costs, from $604,091 to $326,354 is almost entirely related to the MyndMove 2.0 research and development costs incurred in 2021.

The $52,077 decrease in quality and regulatory assurance costs, from $60,963 to $8,886, is due to regulatory approvals for MyndMove 2.0 in 2021.

2022 selling and marketing costs are similar to 2021.

The higher non-cash expense for share-based compensation, in 2022, is due to new options issued in 2021 to the new CEO and to 2022 options issued to consultants in 2022; whereas the 2021 expense was impacted by the reversal on unvested option expense accruals for the former CEO.

The $148,782 decrease in interest and accretion expense, from $235,786 to $87,004, is primarily a result of the conversion of the convertible debentures into share capital, effective February 4, 2022. There is one month of expense in 2022 compared to nine months in 2021.

The $12,642 decrease in depreciation and amortization is reflective of the Company's new head office capitalized lease that commenced on August 1, 2021 at a lower monthly cost than the former facility.

The $65,179 of 2022 net income related to the Company's clinical trial includes a re-evaluation and recovery of expenses incurred in prior years, as the project is approaching its close, compared to the $6,533 of net expense in 2021 that has been the project's historical trend.

Changes in fair value are non-cash income or expense amounts that arise from the application of IFRS fair value accounting rules. The 2022 $178,808 loss includes $129,217 related to the earlier than expected settlement of the convertible debentures and $47,004 for revaluation of the HTE loan created by a change in the expected timing of non-interest-bearing loan payments. The 2021 $120,182 loss is mostly related to the HTE loan.

For the Quarter Ended September 30, 2022 (in Canadian Dollars, unless otherwise indicated)

The 2022 public listing costs of $258,137 include significant first quarter legal fees related to the Company's February 16, 2022 listing on the Canadian Securities Exchange. The 2021 expense of $777,780 includes significant legal fees related to commencing that private placement and prospectus work to commence the listing process.

The receipt and recognition of the 2020 SR&ED claim, included in government grants and tax credits, occurred in the third quarter of 2021. The Company is expecting receipt of the 2021 SR&ED claim in the fourth quarter of 2022, for a slightly higher amount than received in 2021.

Three-months ended September 30, 2022 compared to September 30, 2021 ("Comparable Period")

Statement of Loss and Comprehensive Loss

	September 30, 2022 Three-months Ended	
	2022	**2021**
Revenue	**$ 53,442**	**$ 94,668**
Cost of sales	47,928	29,482
Gross Margin	**5,514**	**65,186**
	10.3%	**68.9%**
Expenses		
General and administration	240,314	185,035
Research and development	96,697	160,547
Quality and regulatory assurance	1,070	24,021
Selling and marketing	19,593	22,637
Share-based compensation	68,323	93,467
Interest and accretion expense	18,637	81,105
Depreciation and amortization	22,943	24,023
Clinical trial	(11,376)	(6,339)
Changes in fair value	(13,064)	13,274
Public listing costs	19,686	545,905
Government grants and tax credits	-	(230,945)
Total operating expenses	462,823	912,730
Comprehensive Loss	**$ (457,309)**	**$ (847,544)**

Commentary respecting the three-months ended September 30, 2022

Quarterly Comprehensive Loss

For the three months ended September 30, 2022, the Company reported a comprehensive loss of $457,309 compared to a loss of $847,544 for the three months ended September 30, 2021, a decrease in losses of $390,235, of which $526,219 is due to public listing costs in the third quarter of 2021 plus a $154,633 reduction in other expenses– offset by a $59,672 decrease in gross margin and the 2021 $230,945 SR&ED claim that was not matched in 2022.

Quarterly Revenue and gross margin

Revenue decreased $41,226 or 43.6%, due $22,994 to the sale of one new device in 2021 for $44,918 compared to 2022 revenue for 2 used devices and some deferred revenue recognition of $21,924; and due $18,232 as a result of a 37.7 % reduction in treatment fee revenues.

For the Quarter Ended September 30, 2022 (in Canadian Dollars, unless otherwise indicated)

Gross margin decreased $59,672 or 91.5% in 2022 compared to 2021, due to: a $14,143 parts write-off for expired electrodes; the $41,226 sales reduction; and, $4,323 to supply clinics with electrodes to replace their obsolescence.

Gross margin rates decreased from 68.9% in 2021 to 10.3% in 2022, due to the sales mix and the replacement of expired electrodes.

Quarterly Expenses

The $55,279 increase in general and administration expenses, from $185,035 to $240,314 includes: $27,074 for professional fees; $27,467 for directors and officers insurance; and, $5,110 for a marketing trip, less $4,372 of other reductions.

The $63,850 decrease in research and development costs, from $160,547 to $96,697, is almost entirely related to the MyndMove 2.0 research and development costs incurred in 2021.

The $22,951 decrease in quality and regulatory assurance costs, from $24,021 to $1,070, is due to regulatory approvals for MyndMove 2.0 in 2021.

The 2022 selling and marketing cost decrease of $3,044 is negligible.

The lower non-cash expense for share-based compensation, in 2022, is due to options issued in 2021 to the new CEO that were immediately vested.

The $62,468 decrease in interest and accretion expense, from $81,105 to $18,673 is a result of the conversion of the convertible debentures into share capital, effective February 4, 2022. There are no months of expense in the third quarter of 2022 compared to three months in 2021.

The $1,080 decrease in depreciation and amortization is reflective of the Company's new head office capitalized lease that commenced on August 1, 2021.

The $11,376 of 2022 net income related to the Company's clinical trial includes a re-evaluation and recovery of expenses incurred in prior years. The project closed in the third quarter.

Changes in fair value are non-cash income or expense amounts that arise from the application of IFRS fair value accounting rules to the valuation of the HTE loan, which varies depending on Management's estimate of future revenues. There is a fair value gain in 2022 compared to a loss in 2021.

The 2022 public listing costs of $19,686 represent the Company's ongoing public listing costs. The 2021 expense of $545,905 includes significant legal fees related to commencing the private placement and prospectus work, to commence the listing process that completed in February 2022.

The receipt and recognition of the 2020 SR&ED claim, included in government grants and tax credits, occurred in the third quarter of 2021. The Company is expecting receipt of the 2021 SR&ED claim in the fourth quarter of 2022, for a slightly higher amount than received in 2021.

Disclosure of Outstanding Security Data

The Company is authorized to issue an unlimited number of common shares. The table below lists the securities outstanding as at December 31, 2021, September 30, 2022 and November 15, 2022:

Description	As at December 31, 2021	As at September 30, 2022 and November 15, 2022
Common Shares	17,099,796	21,838,500
Common Share Purchase Warrants	1,259,535	5,998,239
Convertible Debentures	$1,275,499	$0
Options	987,500	1,120,000
Subscription Receipt Units	2,954,302	0

Liquidity and Capital Resources

As at September 30, 2022, the Company had negative working capital of $66,625 (December 31, 2021 – negative working capital of $2,271,227); and a cash balance of $347,252 (December 31, 2021 - $377,065). The Company is not subject to any externally imposed capital requirements.

On July 31, 2021, the Company received and recognized as income its $230,945 SR&ED claim for the year ended December 31, 2020. The claim for the year ended December 31, 2021 of approximately $263,000 is expected to be received before December 31, 2022.

There is unlikely to be significant capital spending for the twelve months ended September 30, 2023.

Working capital requirements for the twelve months ended September 30, 2023 are anticipated to be funded by the Company's September 30, 2022 working capital; the 2021 SR&ED claim; and, a financing completed by early 2023.

Secondary private financing transaction

See page 3 of this MD&A for details in respect of the Company's second private financing in 2021. $2,359,442 of proceeds was received by the Company on February 18, 2022, with respect to this financing.

Initial private financing transaction

See page 3 of this MD&A for details in respect of the Company's initial private financing in 2021. On May 3, 2021, the Company completed a private financing transaction, led by Company investors, wherein the Company raised $1,259,535 of share capital proceeds, entirely from existing shareholders.

Funding Requirements

As at September 30, 2022, the Company is not anticipating an ongoing profit from operations in the immediate term, therefore it is dependent on its ability to obtain equity or debt financing for growth. The Company will need additional capital within four months of the date of this MD&A and is attempting to raise additional funds before that time.

Application of the Company's accounting policies in compliance with IFRS requires the Company's management to make certain judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These estimates and assumptionsare based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, which could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made.

Critical Judgments Used in Applying Accounting Policies

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

Estimates are based on management's best knowledge of current events and actions the Company may undertake in the future. 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgments, apart from those involving estimations, that management hasmade in the process of applying the Company's accounting policies and that have the most significanteffect on the amounts recognized in the consolidated financial statements:

- ***Going concern***

  Judgement is required in determining if disclosure of a material uncertainty related to events or conditions which cast significant doubt on the Company's ability to continue as a going concern is required. These financial statements have been prepared on a going concern basis, which assumes that the Company will realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

  The Company has incurred net losses of $1,749,036 for the nine-month period ended September 30, 2022 (Nine-month period ended September 30, 2021 of $2,628,969) and has an accumulated deficit of $17,572,259 (December 31, 2021 - $15,823,223). The Company used cash of $2,105,834 in operating activities for the nine-month period ended September 30, 2022 (Nine-month period ended September 30, 2021 - $982,917). The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations or obtain the necessary financing to meet its near and long-term obligations such that it can repay its liabilities when they become due. The Company's current operations forecast projects a continuation of net losses in the near term; and the Company will need to raise additional funds; and, in the absence of this raise the Company will run out of cash in the month of February 2023. Management plans to continue its efforts to consider additional external financing (note 23) through the issuance of equity to finance the operations, expansion, and capital expenditures of the Company. While the Company has been effective in raising financing in the past, there is no assurance that it will be able to successfully obtain additional financing on a timely basis and on the terms acceptable to the Company. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. These financial statements do not reflect any adjustments to the carrying value of assets and liabilities and the reported amounts of expenses and classification on the consolidated statement of financial position that would be necessary if the going concern assumption was not appropriate.

  The estimates used by management in reaching this conclusion are based on information available as of the date of these interim condensed consolidated financial statements were authorized for issuance and included an internally generated cash flow forecast. Accordingly, actual results could differ from those estimates and resulting variances may be material to management's assessment.

- ***Leases***
  Valuation of right-of-use assets and lease liabilities require judgment in determining lease terms such as extension options and the incremental borrowing rate applied.

- ***Stock options and warrants***
  The Company uses the Black-Scholes valuation model to determine the fair value of stock option awards granted and warrants granted in conjunction with the share capital subscriptions. The fair value of the warrants granted in conjunction with the issuance of convertible debentures were determined using the Black Scholes model. Estimates are required for inputs to this model including the fair value of the underlying shares, the expected life of the option, volatility, expected dividend yield, forfeiture rates and the risk-free interest rate. Variation in actual results for any of these inputs will result in a different value of the share option realized from the original estimate. The assumptions and estimates used are further outlined in the share capital note.

- ***Convertible debentures and embedded derivative***
  Convertible debentures are compound financial instruments which are accounted for separately by their components: liabilities, equity and warrants. The identification of convertible debenture components is based on interpretations of the substance of the contractual arrangement and therefore requires judgment by management. The separation of components affects the initial recognition of the convertible debenture at issuance and the subsequent recognition of interest or liability component. The determination of the fair value of the liability is also based on a number of assumptions including contractual future cash flows, discount rates, and presence of liabilities. Changes in the input assumptions can materially affect the fair value estimates and the Company's classification between debt and equity components.

- ***Fair value of financial instruments***
  The individual fair values attributable to the different components of a financing transaction, notably loans and borrowings and convertible debentures are determined using valuation techniques. The Company uses judgment to select the methods used to make certain assumptions and in performing the fair value calculations in order to determine the values attributable to each component of a transaction at the time of their issuance. When determining the discount rate used to estimate the fair value of government loans, the Company considers market conditions and other internal and external factors as well as third-party financing agreements entered into by the Company. In determining the fair value of the Health Technology Exchange loan, the Company uses judgment to estimate the future loan repayments based on projected future revenue. These valuation estimates could be significantly different because of the use of judgment and the inherent uncertainty in estimating the fair value of these instruments that are not quoted in an active market.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, an effect on the results of operations or financial condition of the Company.

Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

- ***Financial assets***

  On initial recognition, a financial asset is classified as measured at amortized cost, fair value through other comprehensive income ('**FVOCI**''), or fair value through profit and loss ("**FVTPL**''). The classification of financial assets is based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

  A financial asset is measured at amortized cost if it is not designated as at FVTPL; it is held within a business model whose objective is to hold assets to collect contractual cash flows; and, its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

  A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at FVTPL	Subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	Subsequently measured at amortized cost using the effective interest method, less any impairment losses. Interest income, foreign exchange gains and losses and impairment losses are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred.

- ***Financial liabilities***

The Company initially recognizes financial liabilities at fair value on the date at which the Company becomes a party to the contractual provisions of the instrument.

The Company classifies its financial liabilities as either financial liabilities at FVTPL or amortized cost.

Subsequent to initial recognition, other liabilities are measured at amortized cost using the effective interest method. Financial liabilities at FVTPL are stated at fair value with changes being recognized in profit or loss.

The Company derecognizes financial liability when its contractual obligations are discharged or cancelled or expire.

- ***Financial liabilities and equity instruments***

  - Classification as debt or equity
    Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.
  - Equity instruments
    An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognized at the proceeds received, net of direct issue cost.

The repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

- ***Classification of financial instruments***

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics and management intent as outlined below:

Classifications

Cash and cash equivalents	Amortized cost
Trade and other receivables, excluding HST	Amortized cost
Trade and other payables, excluding HST	Amortized cost
Deferred payment agreement	Amortized cost
Derivative and warrant liabilities	FVTPL
Lease obligations	Amortized cost
Convertible debentures	Amortized cost
FEDA and CEBA Government loans	Amortized cost
HTE Government loan	FVTPL

- ***Impairment of financial assets***

  An expected credit loss ("**ECL**") model applies to financial assets measured at amortized cost. The Company's financial assets measured at amortized cost and subject to the ECL model consist primarily of trade receivables. The Company applies the simplified approach to impairment for trade and other receivables by recognizing lifetime expected losses on initial recognition through both the analysis of historical defaults and a reassessment of counterparty credit risk in revenue contracts on an annual basis.

Financial Risk Factors

The Company's business is subject to certain risks, including but not restricted to risks related to: marketrisk for securities, future financing risks; going-concern risks; global economy risks; use of proceeds risks; volatility of the Company's share price following a listing on a public exchange and the lack of trading history for the Common Shares; increased costs of being a publicly traded company; limited operating history in an evolving industry and history of losses; lack of brand development; expectations with respectto advancement in technologies; currency fluctuations; interest rates; taxes on the Company and its products; liabilities that are uninsured or uninsurable; economic conditions, dependence on managementand conflicts of interest; intellectual property rights; attracting and retaining quality employees; key personnel risk; management of growth; product and services development; expansion risk; breach of confidential information; competition within the technology industry; corporate matters; issuance of debt;third party credit; short term investments; shares reserved for issuance; credit risk; liquidity risk; interestrate risk; and described from time to time in the Company's documents filed with Canadian securities regulatory authorities; and other factors beyond the Company's control.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, and market risk (including interest rate risk, and foreign exchange rate risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from deposits with banks and outstanding receivables. The Company trades only with recognized, creditworthy third parties. The Company performs credit checks for all customers who wish to trade on credit terms.

The Company does not hold any collateral as security but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance.

Credit loss impairment is determined based upon review of specific accounts as the Company does not have significant historical uncollectable receivables. As of September 30, 2022, the Company had $nil in overdue trade receivables (December 31, 2021 - $2,369).

Liquidity risk

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they come due.The Company's exposure to liquidity risk is dependent on the Company's ability to raise additional financing to meet its commitments and sustain operations. The Company mitigates liquidity risk by management of working capital, cash flows, the issuance of share capital and if desired, the issuance ofdebt. The Company's trade and other payables are all due within twelve months from the date of thesefinancial statements.

For the Quarter Ended September 30, 2022 (in Canadian Dollars, unless otherwise indicated)

If unanticipated events occur that impact the Company's ability to meet its forecast and continue to fund customer acquisition cost, research and development, and administrative requirements, the Company may need to take additional measures to increase its liquidity and capital resources, including obtainingadditional debt or equity financing or strategically altering the business forecast and plan. In this case, there is no guarantee that the Company will obtain satisfactory financing terms or adequate financing. Failure to obtain adequate financing on satisfactory terms could have a material adverse effect on the Company's results of operations or financial condition.

The Company is obligated to the following contractual maturities of undiscounted cash flows as at September 30, 2022:

	Payments Due			
	Less than 1 year	2 - 3 years	After 3 years	Total
Trade and other payables	$ 443,160	$ -	$ -	$ 443,160
Deferred payment agreement	319,000	-	-	319,000
Office lease - base rent and common area	28,000	8,884	-	36,884
Government loans (undiscounted)	123,900	489,842	551,268	1,165,010
	$ 914,060	$ 498,726	$ 551,268	$ 1,964,054

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk:

- **Foreign currency risk** arises on financial instruments that are denominated in a currency otherthan the functional currency in which they are measured. The Company's primary exposure withrespect to foreign currencies is from United States dollar denominated cash, trade and other receivables, and trade and other payables. A 1% change in the foreign exchange rates would result in a $50 impact to the Q1 financial statements (December 31, 2021 - $568).
- **Interest rate risk** is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as at September 30, 2022, because all of its indebtedness is at fixed rates.
- **Other price risk** is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.The Company is not exposed to other price risk as at September 30, 2022.

Fair values

The carrying values of cash, trade and other receivables excluding HST, trade and other payables excluding HST and lease obligations are considered representative of their respective fair values due to the short-term period to maturity. The convertible debentures, deferred payment agreement and FEDA and CEBA Government loans approximate their fair value as the interest and discount rates are consistent with the current rates offered by the Company for its loans with similar terms. The Company does not use derivative financial instruments to manage this risk.

Financial instruments recorded at fair value on the consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company's valuation techniques. A level is assigned to each fair value measurement based on the lowest-level input significant to the fair value measurement in its entirety. The three levels of the fair value hierarchy are defined as follows:

- **Level 1** – Unadjusted quoted prices as at the measurement date for identical assets or liabilities in active markets.
- **Level 2** – Observable inputs other than quoted prices included in Level 1, such as quoted pricesfor similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- **Level 3** – Significant unobservable inputs that are supported by little or no market activity. The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. During the period, there were no transfers of amounts between levels. The fair value of the derivative and warrant liabilities and HTE government loan are determined using level 3 inputs.

	Valuation technique	**Significant unobservable inputs**	**Inter-relationship between significant unobservable inputs and fair value**
Derivative liabilities	Probability weighted discounted cash flow	- Discount rate - Expected timing and probability of qualified transaction	An increase in the probably or earlier expected date of qualified transaction would increase the fair value of the derivative liability.
Warrant liabilities	Black Scholes	- Share price - Volatility	An increase in share price or volatility would increase the fair value of the warrant liabilities.
HTC government loan	Discounted cash flows	- Discount rate - Expected timing of repayments based on revenue forecast	An increase revenue growth or decrease in discount rate would increase the fair value of the HTC government loan.

Capital Management

The Company manages its capital with the following objectives:

- To ensure sufficient financial flexibility to achieve the ongoing business objectives, including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- To maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by Management and the Board of Directors on a regular basis.

The Company considers its capital to be equity, comprising share capital, contributed surplus, and deficit, which on September 30, 2022 totaled a deficiency of $456,356 (December 31, 2021 - $3,541,246). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. Information is provided to the Board of Directors of the Company. The Company is not constrained by externally imposed capital requirements. The Company's capital management objectives, policies and processes have remained unchanged during the six months ended September 30, 2022 and year ended December 31, 2021.

Commitments and Contingencies

On August 29, 2012, the Company entered into an agreement with a health services institution whereby it granted the Company an exclusive worldwide license to commercialize the intellectual property related to a functional electrical stimulation device and system; for which the Institution received 400,000 of the Company's common shares, with a fair value of $400,000. In addition, the Company is committed to paying a cumulative royalty on the net sales of stimulators used to treat motor dysfunction), as follows:

- 0% on the first $1,000,000 cumulative net sales
- 4% on the cumulative net sales exceeding $1,000,000 but not greater than $7,500,000
- 1% on the cumulative net sales exceeding $7,500,000

During the nine-month period ended September 30, 2022, the Company accrued license fees of $7,049 (2021 - $8.018), which was included in trade and other payables.

The Company's lease commitments are disclosed in note 5 of the Company's September 30, 2022 interim condensed consolidated financial statements.

Related Party Transactions

During the nine-month periods ended September 30, 2022 and 2021, the Company recognized treatment revenues and device revenues from 2 device sales from LBB Applied Technology Inc., a shareholder of the Company and key distributor for the Company in the United States.

The Company has a shareholder and director, who is employed by the KITE Research Institute at the University Health Network in Toronto, Canada (KITE), an Institution over which he has significant influence and to which the Company is committed to a long-term license agreement (note 19), requiring the semi-annual payment of royalty fees. In addition, the Company has entered into contracts with this Institution to sell MyndMove devices, which have been modified for research purposes; and to purchase research and development (R&D) services.

In 2017, the Board approved the remuneration of a director, related to interim CEO services provided to the Company in addition to his role as director. As at September 30, 2022 and December 31, 2021, the entire $75,000 amount remains unpaid and is included in trade and other payables.

$1,807,500 of the $2,954,302 in private placement funds raised in 2021, as described on page 3 hereof, was from directors, officers and a significant shareholder.

$1,000,000 of the $1,259,535 initial 2021 private placement funds recorded as share capital on May 3, 2021 was received from a director and a significant shareholder.

For the Quarter Ended September 30, 2022 (in Canadian Dollars, unless otherwise indicated)

A summary of the Company's related party transactions follows:

	Sept 30 2022	Sept 30 2021	December 31 2021
Revenue during the nine months ended			
Treatment revenues	$ 77,601	$ 69,629	
	$ 77,601	$ 69,629	
Expenses during the nine months ended			
Share-based compensation for directors and senior officers	$ 79,981	$ 84,905	
Salaries, fees and benefits for directors and senior officers	417,387	750,197	
License fees	7,049	8,018	
R&D services	-	197,852	
	$ 504,417	$ 1,040,972	
Assets - as at the date specified			
Accounts receivable from US Distributor	$ 24,898	$ 7,627	$ 15,147
Liabilities - as at the date specified			
Due to director for pre-2020 compensation	$ 75,000	$ 75,000	$ 75,000
License fees payable	$ 7,049	$ 8,018	$ 9,757
Deferred revenue	$ 72,250	$ 220,520	$ 85,000

Related party share-based compensation for the nine-month period ending September 30, 2022 includes $75,366 for Craig Leon, Director and Chief Executive Officer (2021 - $94,756); $nil for Steve Plymale, former CEO (2021 – a negative $21,040; $4,615 for Ron Kurtz, Vice President Engineering (2021 - $10,814) and $nil for other Directors (2021 - $375).

Related party salaries and fees for the nine-month period ending September 30, 2022 includes $199,716 for Craig Leon, Director and Chief Executive Officer (2021 - $69,558); $nil for Steve Plymale, former CEO (2021 - $402,670); $136,358 for Ron Kurtz, Vice President Engineering (2021 - $142,938); $61,313 for Scott Franklin, Chief Financial Officer (2021 - $113,031); and, $20,000 for other Directors (2021 - $22,000).

COVID-19 Pandemic

The global outbreak of the COVID-19 pandemic continues to be a threat to the global economy. The extent to which the COVID-19 pandemic may continue to impact the Company's business will depend onfuture developments, which are highly uncertain and cannot be predicted with confidence, such as the duration of the outbreak, travel restrictions and social distancing in Canada, the United States and othercountries; business closures or business disruptions; and the effectiveness of actions taken by governments around the globe to contain and treat the disease. The measures taken to date have caused material disruptions to businesses globally, resulting in an economic slowdown.

From an operational perspective, the Company's employees and distribution partners, as well as the workforce of vendors, services providers and counterparties with which the Company does business, may also be adversely affected by the COVID-19 pandemic or efforts to mitigate the pandemic, including government-mandated shutdowns, requests or orders for employees to work remotely and other physical distancing measures, which could result in an adverse impact on the Company' ability to conduct its businesses, including its ability to cultivate adoption of the Company's technology.

To date, the economic downturn and uncertainty caused by the COVID-19 pandemic and global measures undertaken to contain its spread have affected all of the Company's operations to some extent and, in particular, have caused volatility in demand for the Company's technology. This has resulted in a reduction in anticipated revenue and led to delays in the Company's expectations regarding the rate atwhich agreements for new user sites will be entered into. Despite the COVID-19 pandemic, treatment sessions are continuing, and the Company continues to identify potential new user sites. The Companycontinues to evaluate the current and potential impact of the COVID-19 pandemic on its business, affairs,operations, financial condition, liquidity and results of operations.

Risks and Uncertainties

Operations of the Company

The success of the Company is dependent, among other things, on obtaining sufficient funding to enablethe Company to develop its business. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further research and development of its products, creating possible obsolescence thereof. The Company will require new capital to continue to operate its business, and there is no assurance that capital will be available when needed, if at all. If such additional capital is raised through the issuance of additional equity, it may result in dilution to the Company's shareholders.

The operations of the Company may require licenses and permits from various local, provincial and federal governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out development of its business or operations.

The Company does not have a historical track record of operating upon which investors may rely. Consequently, investors will have to rely on the expertise of the Company's management. The Company does not have a history of earnings or the provision of return on investment, and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

Directors and Officers

Certain directors or proposed directors of the Company are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Dependence on Key Employees

The Company's business and operations are dependent on retaining the services of a small number of key employees. The success of the Company is, and will continue to be, to a significant extent, dependent on the expertise and experience of these employees. The loss of one or more of these employees couldhave a materially adverse effect on the Company. The Company does not maintain insurance on any ofits key employees.

Competitive Conditions

The markets for the Company's products are competitive and rapidly changing, and a number of companies offer products similar to the Company's products and target similar customers. The Companybelieves its ability to compete depends upon many factors within and outside its control, including the timely development and introduction of new products and product enhancements; product functionality, performance, price and reliability; customer service and support; sales and marketing efforts; and the introduction of new products and services by competitors.

Potential Dilution

The issue of common shares of the Company upon the exercise of the options and warrants will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional options and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's current shareholders could also be diluted.

Current Global Financial Conditions and Trends

Securities of technology companies in public markets have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in Canada and globally, and market perceptions ofthe attractiveness of particular industries. The price of the securities of Companies in the technology sector are also significantly affected by proposed and newly enacted laws and regulations, currency exchange fluctuation and the political environment in the local, provincial and federal jurisdictions in which the Company does business. The economy remains in a period of volatility, primarily driven by the worldwide impact of COVID-19 and an uncertain socioeconomic and political climate in the United States. Significant volatility is expected in the near to mid-term, the potential impact of which upon the Companyis unknown at this time.

Management's Responsibility for Financial Information

The Company's financial statements are the responsibility of the Company's management and have been approved by the Board of Directors. The financial statements were prepared by the Company's management in accordance with IFRS. The financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements arepresented fairly in all material respects.

Forward Looking Statements

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities laws (forward-looking information being collectively hereinafter referred to as "forward-looking statements"). Such forward-looking statements are based on expectations, estimates and projections asat the date of this MD&A. Any statements that involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often
but not always using phrases such as "expects", "is expected", "anticipates", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends", or variations of such words and phrases (including negative and grammatical variations), or stating that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved) are not statements of historicalfact and may be forward-looking statements and are intended to identify forward-looking statements.

These forward-looking statements include, but are not limited to, statements and information concerning:the intentions, plans and future actions of the Company; statements relating to the business and future activities of the Company after the date of this MD&A; market position, ability to compete and future financial or operating performance of the Company after the date of this MD&A; anticipated developments in operations of the Company; the timing and amount of funding required to execute the Company's
business plans; capital expenditures; the effect on the Company of any changes to existing or new

legislation or policy or government regulation; the length of time required to obtain permits, certificationsand approvals; the availability of labour; estimated budgets; currency fluctuations; requirements for additional capital; limitations on insurance coverage; the timing and possible outcome of litigation in future periods; the timing and possible outcome of regulatory and permitting matters; goals; strategies; future growth; the adequacy of financial resources; and other events or conditions that may occur in the future.

Forward-looking statements are based on the beliefs of the Company's management, as well as on assumptions, which such management believes to be reasonable based on information available at the time such statements were made. However, by their nature, forward-looking statements are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Certain assumptions in respect of our ability to recruit and retain key talent, our ability to execute on growth strategies, the impact of competition, changes in trends in our industry or macroeconomic conditions, including the impact of the ongoing COVID-19 pandemic, and any changes in laws, rules, regulations, and global standards are material assumptions made in preparing forward-looking information and management's expectations.

Forward-looking statements are subject to a variety of risks, uncertainties and other factors which could cause actual results, performance or achievements to differ from those expressed or implied by the forward-looking statements, including, without limitation, related to the following: operational risks; regulation and permitting; evolving markets; industry growth; uncertainty of new business models; speed of introduction of products and services to the marketplace; undetected flaws; risks of operation in urban areas; marketing risks; geographical expansion; limited operating history; substantial capital requirements; history of losses; reliance on management and key employees; management of growth; risk associated with foreign operations in other countries; risks associated with acquisitions; electronic communication security risks; insurance coverage; tax risk; currency fluctuations; conflicts of interest; competitive markets; uncertainty and adverse changes in the economy; reliance on components and raw materials; change in technology; quality of products and services; maintenance of technology infrastructure; privacy protection; development costs; product defects; insufficient research and development funding; uncertainty related to exportation; legal proceedings; reliance on business partners; protection of intellectual property rights; infringement by the Company of intellectual property rights; resale of shares; market for securities; dividends; and, global financial conditions.

The lists of risk factors set out in this MD&A or in the Company's other public disclosure documents are not exhaustive of the factors that may affect any forward-looking statements of the Company. Forward- looking statements are statements about the future and are inherently uncertain. Actual results could differ materially from those projected in the forward-looking statements as a result of the matters set out in this MD&A generally and certain economic and business factors, some of which may be beyond the control of the Company. In addition, the global financial and credit markets have experienced significant debt and equity market and commodity price volatility which could have a particularly significant, detrimental and unpredictable effect on forward-looking statements. The Company does not intend, and does not assume any obligation, to update any forward-looking statements, other than as required by applicable law. For all of these reasons, the Company's securityholders should not place undue reliance on forward-looking statements. Any financial outlook or future-oriented financial information in this MD&A, as defined by applicable securities laws, has been approved by management of the Company.

Such financial outlook or future-oriented financial information is provided for the purpose of providing information about management's current expectations and plans relating to the future of the Company. Readers are cautioned that reliance on such information may not be appropriate for other purposes.

Additional Information

Additional information relating to the Company is available in the prospectus on www.sedar.ca