AI/ML INNOVATIONS INC.
(FORMERLY AIML RESOURCES INC.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED APRIL 30, 2021

Introduction

The following Management's Discussion and Analysis ("MD&A") of AI/ML Innovations Inc. (formerly AIML Resources Inc.) (the "Company" or "AI/ML") has been prepared to provide updates to the business, operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the Management's Discussion & Analysis for the fiscal year ended April 30, 2021 ("Annual MD&A"). Additional information relating to AI/ML is available under the Company's SEDAR profile at www.sedar.com.

This MD&A has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Annual MD&A, the audited annual consolidated financial statements of the Company for the years ended April 30, 2021 and April 30, 2020, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the year ended April 30, 2021 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at August 30, 2021 unless otherwise indicated.

The consolidated financial statements for the year ended April 30, 2021, have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee.

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

Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "budgets", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Description of Business

The Company was incorporated under the Canada Business Corporations Act and was continued under the Business Corporations Act (British Columbia) on November 4, 2009. In February 2020, the Company's name was changed to AIML Resources Inc. and in November 2020 the name was changed to AI/ML Innovations Inc.

During the year ended April 30, 2021, the Company entered and closed a share exchange agreement (the "Share Agreement") with Salu Design Group Inc. (hereinafter referred to as "Health Gauge"), which is a private technology company based in Edmonton, Alberta. Salu holds the rights to intellectual property in the area of wearable technologies, and the application and methods associated with the applied AI/ML (artificial intelligence/machine learning) software using accelerometers, ECG (electrocardiogram), PPG (photoplethysmogram – used to measure blood volume changes in tissue), and other forms of physiological sensors to measure heart rate, heart rate variability, pulse oximetry, pulse wave velocity, pulse transit time, blood pressure, and activity. Health Gauge's intellectual property also includes proprietary methods and IP relating to behavioural tagging for the purposes of psychometric analysis.

Health Gauge is working to develop strategic partnerships with leading channel partners, health benefits providers, and end-users. Its products have completed beta testing in 2020 are expected to be commercially available and implemented during 2021.

On December 30, 2020, the Company filed a listing application for Canadian Securities Exchange (CSE).

The Company was an exploration stage company that was in the process of exploring its mineral properties located in Canada and the United States of America, however, it has aligned its business operations to capitalize on the burgeoning areas of artificial intelligence (AI) and machine learning (ML), with an initial focus on emerging companies in the digital healthcare space.

The Company's registered office is located at Suite 1000 Cathedral Place, 925 West Georgia Street, Vancouver, BC, V6C 3L2. The Company's head office and mailing address is 82 Richmond Street East, Toronto, Ontario, M5C 1P1.

Overall Performance and Outlook

Acquisition under Share Agreement

In December 2020, under the terms of the Share Agreement, the Company acquired 70% of the issued and outstanding common shares of Health Gauge in exchange for 3,000,000 common shares of the Company and 7,000,000 performance warrants which are exercisable into 7,000,000 common shares, free of cost, subject to the following performance conditions being met by Health Gauge:

a) 2,000,000 common shares upon Health Gauge generating aggregate sales revenue within any six consecutive month period of $600,000, within 2 years of December 15, 2020, and

b) 5,000,000 common shares upon Health Gauge generating aggregate sales revenue within any six consecutive month period of $1,200,000, within 3 years of December 15, 2020.

The Company also has the option to purchase the remaining 30% of issued and outstanding common shares of the Company over a three-year period in exchange for 10,000,000 common shares of the Company and an additional 5,000,000 performance warrants of the Company.

In accordance with IFRS 3, Business Combinations, the purchase agreement was deemed a business combination for accounting purposes. Assets acquired and liabilities assumed are reported at their fair values as at the closing date.

The fair value of the 3,000,000 shares were based on the fair value of $0.15 per share of the equity transactions in December 2020. The fair value of the performance warrants was estimated using the Black-Scholes option pricing model on the following assumptions: dividend yield 0%; volatility 144% - 153%; risk-free interest rates of 0.20%; and expected live of 2 and 3 years.

The purchase price is recorded as the cost to acquire the share capital at the fair value at the time of the transaction. The excess of the amount paid over the fair value of the net liabilities acquired is recognized as goodwill ($1,248,480). Accordingly, equity increased by $974,790, being the fair value of the common shares and performance warrants issued for the acquisition.

Consideration - shares	$450,000
Consideration - performance warrants	524,790
Total consideration	**$974,790**
Identifiable liabilities acquired	
Cash	$16,275
Receivable	52,928
Inventory	1,750
Accounts payable and accrued liabilities	(114,036)
Amounts due to related parties and loans payable	(347,903)
Non-controlling interest	117,296
Goodwill	1,248,480
Net assets acquired	**$974,790**

Corporate

AI/ML Innovations Inc. has aligned its business operations to capitalize on the burgeoning areas of artificial intelligence (AI) and machine learning (ML), with an initial focus on emerging companies in the digital healthcare space.

On December 21, 2020, the Company announced that it had received conditional listing approval from the Canadian Securities Exchange (CSE) and voluntarily delisted from the TSX Venture Exchange. January 11, 2021, the Company's shares started trading on the CSE under its current symbol "AIML"

On January 8, 2021, the Company announced that the founders of Health Gauge, Randy Duguay and Bruce Matichuk have been appointed to the board of directors of the Company and have taken over the rolls of President and CEO and Chief Technical Officer, respectively. John Cook has resigned as CEO but remains a director and Ken Ralfs has resigned as a director.

On January 11, 2021, the Company granted consultants an aggregate of 900,000 stock options at $0.40. The Options vest immediately and are exercisable until September 30, 2021

On January 14, 2021, the announced the appointment of Mr. Tim Daniels to its Board of Directors, in the position of Executive Chairman.

The Company also reported that it has signed an agreement with Octagon Media Corp./Wall Street Reporter ("Octagon") for an investor marketing program, which includes digital media and investor awareness. Octagon received stock options within the existing stock option plan of the Company of 350,000 options at $0.70 for a 1-year period.

Further, the Company announced that it has launched a 12-month digital investor awareness program through AGORACOM, a multifaceted digital platform operated by AGORA Internet Services Corp. ("AGORA"), in order to enhance information availability for current and future stakeholders.

On February 2, 2021, the Company announced that it has engaged Toronto-based marketing firm North Equities Corp. ("North Equities") that specializes in various social media platforms, to facilitate greater investor engagement and widespread dissemination of the Company's news. In accordance with the terms of the agreement, the Company issued 80,645 common shares at a deemed price of $1.30 per share to North Equities, for a 6-month engagement ending August 15, 2021.

Health Gauge

On January 26, 2021, the Company announced the successful proof of concept deployment and findings for a study funded by The Bill and Melinda Gates Foundation on a research project to study ways to reduce pregnancy complications and mortality, by making healthcare more accessible using wearable solutions. For this study, Health Gauge's personal health monitoring solution, including its wearable device, smart phone app, and AI-driven cloud processing platform was used, in conjunction with the support of community-based health service providers.

On February 2, 2021, the Company announced and introduced the following members of the Advisory Board for its subsidiary, Health Gauge:

- Dr. Pierre Boulanger, P.Eng , PhD, University of Alberta, a Professor and Cisco Chair in Healthcare, at the University of Alberta.
- Dr. Jacques Kpodonu, MD, FACC, a triple US boarded cardiac and endovascular surgeon based at the Beth Israel Deaconess Medical Center and surgical faculty at Harvard Medical School.

On February 9, 2021, the Company announced Health Gauge, has been awarded a total of $330,000 in grants from Public Sector Innovation Partners as it continues to forge numerous strategic private and public sector relationships, so that it may best leverage the human, technological and financial resources of world-class organizations in order to most efficiently and effectively commercialize its AI-driven, health-tech platform applied towards R&D and corporate resources

On March 18, 2021, the Company announced it has launched its e-commerce platform for the retail sale of its proprietary wearable, digital health solution. Health Gauge's patent pending, wellness solution empowers the user by utilizing three integrated components: a selection of Health Gauge's branded wearable health monitors, Health

Gauge's AI powered phone app (Apple and Android), and Health Gauge's subscription-based cloud computing platform, which seamlessly combine to provide the user and their health service providers with immediate, meaningful and actionable information and feedback, resulting in better health recovery outcomes and the achievement of healthier living objectives for the user.

Tech2Health

On June 25,2021, the Company entered into a binding Letter of Intent, subject to certain terms and conditions, regarding a strategic partnership and equity interest in the Paris, France based company, Tech2Health.

The two primary commercial components of the Transaction are:

➢ AIML and Tech2Health will participate jointly, on a 70:30 basis, in a privately held AI/ML subsidiary. This subsidiary will own 100% of the North American rights (USA, Canada, and Mexico) to the exclusive commercial use of all Products, Brands, and Trademarks owned by Tech2Health, in perpetuity (the "Strategic Alliance"). AIML will issue 1.5 million restricted common shares (subject to a minimum 12-month voluntary restriction) from its treasury (at a deemed price of CAD$0.80 per share) to Tech2Health regarding this Strategic Alliance.

➢ Additionally, AIML will acquire a stake in Tech2Health's global operations by way of an investment into Tech2Health, in return for 22.22% of Tech2Health's common share equity (the "Acquisition"). AIML will make payments totaling €2million over an 18-month period in regard to the Acquisition. The funds advanced to Tech2Health by AIML will be used to further Tech2Health's technologies and market penetration strategies as per a pre-agreed upon use of proceeds plan. AIML will hold a permanent seat on the Board of Directors of Tech2Health.

The closing of the Transaction is subject to satisfactory completion of due diligence by AIML, AIML Board approval, any requisite regulatory approval including but not limited to the approval of the CSE, and other conditions typically set out in a purchase and sale agreement of this type. The parties are working to complete a definitive agreement based upon the terms found of LOI at the date of this report. The LOI and subsequent Definitive Agreement will be available in their entirety on the Company's profile at SEDAR.com.

Private placements

On December 30, 2020, the Company entered into a number of settlement agreements with creditors and debt holders to convert $1,000,000 into 4,000,000 equity units, each unit consisting of one common share and one warrant entitling the holder to subscribe for one additional common share for $0.50 for a period of 2 years.

On December 30, 2020, the Company issued 4,000,000 units at $0.25 per unit for proceeds of $1,000,000. Each unit consisting of one common share and one warrant. Two warrants entitle the holder to subscribe for one additional common share at $0.50 for a period of one year, subject to the right of the Company to accelerate expiry if the common shares trade at or above $0.60 for a period of 10 days. The relative fair value of the share purchase warrants issued was $391,650, and was calculated using the Black-Scholes option pricing model assuming an expected life of 1 year, volatility of 149% based on historical 1 year trends, risk free rate of 0.20%, and no expected dividends or forfeitures. As part of the private placement, the Company paid issuance costs of $19,213 and issued 68,250 finder's warrants with a fair value of $8,300. Each finder's warrant entitles the finder to purchase one common shares at $0.50 for a period of 1 year

On January 25, 2021, the Company issued 4,000,000 units at $0.75 per unit for proceeds of $3,000,000. Each unit consisting of one common share and one warrant. Each unit is comprised of one common share and one share purchase warrant, with each warrant having an exercise price of $1.00 and an expiration date of 18 months, subject to the Company's option to accelerate expiry if its shares trade at $1.25 or more for 10 consecutive trading days. The relative fair value of the share purchase warrants issued was $1,666,600, and was calculated using the Black-Scholes option pricing model assuming an expected life of 1.50 years, volatility of 169% based on historical 1.50 years trends, risk free rate of 0.17%, and no expected dividends or forfeitures. As part of the private placement, the Company paid issuance costs of $51,580 and issued 45,600 finder's warrants with a fair value of $28,800 calculated using the Black-Scholes option pricing model. Each finder's warrant entitles the holder to subscribe for one additional common share for $1.00 for a period of six months.

General

The Company has limited revenues, so its ability to ensure continuing operations is dependent on its ability to obtain necessary financing to complete product development and marketing activities, and ultimately, the future profitable operation by way of sustained revenue generation from its goods and services.

At April 30, 2021, the Company had total current assets of $3,594,020 (2020 - $179,108), which was comprised of cash of $3,367,229 (2020 - $137,750), ITCs receivable of $34,805 (2020 - $1,941), prepaid expense of $71,986 (2020 - $Nil), inventory of $1,750 (2020 - $Nil), and marketable securities of $118,250 (2020 - $39,417). In addition to the Company's current assets, it also had $Nil of exploration and evaluation assets (2020 - $140,759).

At April 30, 2021, the Company had total current liabilities of $1,465,483 (2020 - $2,141,403), which were comprised of accounts payable and accrued liabilities of $409,343 (2020 - $938,583), notes payable of $117,000 (2020 - $422,000), amounts due to related parties of $775,853 (2020 - $780,820) and loans payable of $163,287 (2020 - $nil). In addition, the Company's long-term liabilities were comprised of notes payable of $40,000 (2020 - $Nil)

Product Development and Objectives

The Company has completed the necessary preliminary research and product development (proof of concept) and has moved into the market entry stage of the work with competitive device and software assets (Android & Apple mobile applications, online application, AI/ML software platform). Management has developed a series of milestones that will lead it to next stage commercialization. The details regarding this program and expected funding requirements are set forth below:

Milestone	Timeline	Funds Required
Update user interface design and market testing with existing pilot clients	0-6 months	$150,000
Refine features and increase application identification modelling and refine biometrics digital processing and analysis with preliminary beta testing	0-6 months	$140,000
Develop next stage AI/ML platform assets using the University of Alberta AI-Hub Supercomputer system	6-12 months	$50,000
Expand market & business development resources and processes to address USA market; and to create operation scaling capability	6-12 months	$80,000

Exploration and Projects

Buzzard Property, South Carolina

Pursuant to a mineral lease agreement dated September 1, 2008, the Company was granted an exclusive lease of all mineral exploration rights relating to approximately sixty-eight acres located in South Carolina. In order to keep the lease agreement granted to the Company in good standing, the Company is obligated to:

- pay US$3,000 per year for each of the third and fourth years of the lease (paid);
- pay US$4,000 per year for each of the fifth, sixth, and seventh years of the lease (paid);
- pay US$5,000 per year for each of the eighth and ninth years of the lease (paid);
- upon the earlier of commercial production or the tenth year of the lease, a minimum annual advanced royalty of US$15,000 per year (paid); and
- production royalty of 3.5% of the gross returns on any mining production.

During the year ended April 30, 2021, the Company recorded a write-off as it is no longer pursuing the property.

Environmental Contingency

The Company's exploration activities are subject to various government laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and generally becoming more restrictive. As of April 30, 2021, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

Trends

Although there can be no assurance that additional funding will be available to the Company, nor that the Company's sales in the short term will ramp up, management is of the opinion that the digital healthcare industry trends will continue to be favourable and hence, it may be possible to obtain additional funding for its project development. However, the Company remains cautious in case the economic factors that impact the digital healthcare industry deteriorate.

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has 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 social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. 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 and its operations in future periods.

Apart from these and the risk factors noted under the heading "Risks and Uncertainties", the Company is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

Selected Annual Financial Information

	Years ended April 30,		
	2021	**2020**	**2019**
Net loss and comprehensive loss for the year	**$ 2,826,828**	**$ 215,508**	**$ 166,696**
Basic and diluted loss per share	**$ 0.17**	**$ 0.02**	**$ 0.00**
Total assets	**3,594,020**	**319,867**	**156,634**

Selected Quarterly Financial Information

Three months Ended	Total Revenue ($)	Net Loss (Income) ($)	Loss (earnings) per share ($)	Total Assets ($)
April 30, 2021	-	721,918	0.01	3,594,020
January 31, 2021	-	2,022,180	0.13	4,177,701
October 31, 2020	-	53,874	0.00	384,616
July 31, 2020	-	28,856	0.00	257,105
April 30, 2020	-	136,045	0.01	319,867
January 31, 2020	-	35,123	0.00	198,566
October 31, 2019	-	16,743	0.00	190,646
July 31, 2019	-	27,597	0.00	168,127

Fourth Quarter

The Company did not have any significant events or transactions in the quarter of April 30, 2021 to report

Financial Highlights

Financial Performance

For the year ended April 30, 2021, compared to the year ended April 30, 2020.

AIML's net loss totaled $2,826,828 for the year ended April 30, 2021, with basic and diluted loss per share of $0.17. This compares with a net loss of $215,508 for the year ended April 30, 2020, with basic and diluted loss per share of $0.02. The increase in the net loss was principally because of the impairment of goodwill of $1,248,480 for the acquisition of the 70% of the issued and outstanding common shares of Salu Design Group Inc. in exchange for 3,000,000 common shares of the Company and 7,000,000 performance warrants (see "Acquisition under Share Agreement" above). The Company also recorded share-based payments of $482,000 for the year ended April 30, 2021 (2020 - $Nil). Other significant expenses include consulting of $56,500 (2020 - $54,500), general and administrative of $353,845 (2020 - $32,354), impairment of exploration and evaluation assets of $168,415 (2020 - $3,024), management fees of $128,845 (2020 - $72,000), professional fees of $192,814 (2020 - $17,629), research and development of $93,929 (2020 - $Nil), and salaries and benefits of $157,906 (2020 - $Nil).

Cash Flow

The Company had cash of $3,367,229 (2020 - $137,750). The increase in cash during the year ended April 30, 2021 was primarily due to cash provided by financing activities of $4,172,207.

Cash used in operating activities was $931,347 for the year ended April 30, 2021. Operating activities were affected by a net loss of $2,826,828 and significant adjustments of $78,833 for unrealized gain on marketable securities, impairment of goodwill of $1,248,480, share-based payments of $482,000, and shares issued for services of $105,000. Changes in non-cash working capital balances are due to increases in ITCs receivable of $20,064; and by a decrease in prepaid expenses of $71,986, amounts payable and other liabilities of $3,689, and amounts due to related party of $55,218. For the year ended April 30, 2020, cash used in operating activities was $126,912 and the operating activities were affected by a net loss of $215,508; an significant adjustment of $21,500 for unrealized gain on marketable securities; and changes in non-cash working capital balances because of increases accounts payable and accrued liabilities of $4,090; $86,000 in due to related party; and partial offset by an decrease in amounts receivable and other assets of $1,568.

Cash used in investing activities for the year ended April 30, 2021 was $11,381 due to the Company's change in business activity from mineral exploration. For the for the year ended April 30, 2020, cash used in investing activities was $27,803.

Cash provided by financing activities for the year ended April 30, 2021 was $4,172,207 due to proceeds from issuance of common shares of $3,750,525; exercise of warrants and options of $475,000; proceeds from loan of $17,475; and partial offset by share issuance costs of $70,793. For the for the year ended April 30, 2020, cash provided by financing activities was $288,650 due to proceeds from issuance of common shares of $330,000, and partial offset by share issuance costs of $1,350 and repayment of related parties of $40,000.

Liquidity and Capital Resources

The Company has non-material operating revenues and therefore must utilize its funds obtained from equity financing and other financing transactions to maintain its capacity to meet ongoing R&D and operating activities. The cash resources of AIML are held with major Canadian financial institution.

The Company's uses of cash at present occur, and in the future are expected to occur, principally in three areas, namely, funding of its general and administrative expenditures, sales and marketing efforts, and its R&D activities.

At April 30, 2021, the Company had a working capital of $2,128,537 (2020 – working capital deficiency $1,962,295).

Currently, the Company's operating expenses are approximately $25,000 to $30,000 per month for management fees, month-to-month professional fees; R&D, and other working capital related expenses.

Notes Payable

i) During the year ended April 30, 2021, the Company received $40,000 from the Government of Canada sponsored Canada Emergency Business Account (CEBA) in the form of a line of credit. This loan is a two year, interest free loan, to be repaid by December 31, 2022. If the Company repays the CEBA loan on or before December 31, 2022, the Company is liable to only repay $30,000 of the principal balance. Any unpaid principal portion of the CEBA loan after December 31, 2022 will be converted into a three-year loan with an annual interest rate of 5%.

ii) As at April 30, 2021, the Company owed $117,000 (2020 - $167,000) to an unrelated company, which is unsecured, bears interest at 10% per annum, and due on demand. Total interest accrued during the year was $11,699 (2020 - $11,372).

iii) As at April 30, 2021, the Company owed $Nil (2020 - $50,000) to an unrelated company, which was unsecured, bore interest at 10% per annum, and was due on demand. During the year ended April 30, 2021, the Company settled this $50,000 loan, through the issuance of shares.

iv) On December 10, 2009, the Company completed a convertible debenture financing for proceeds of $255,000. The convertible debenture is unsecured, bears interest at 10% per annum, and matured on December 11, 2014. The debenture is convertible into common shares of the Company at $0.10 per common share at the option of the holder for the duration of the term. The convertible feature expired on December 11, 2014 and the convertible debenture was reallocated to notes payable. In addition, the debenture holder was issued 2,550,000 detachable common share purchase warrants exercisable at $0.10 per share for a period of five years. In connection with this financing, the Company issued 255,000 units with a fair value of $16,575 as finder's fees. Each unit consisted of one common share and one common share purchase warrant exercisable at $0.10 per share for a period of five years. The warrants expired on December 31, 2014.

The Company split the proceeds of the convertible debenture between debt and equity. The fair value of the debt was measured and the residual value was allocated to the conversion option and warrants using the relative fair value method. The amount attributable to the debt was $23,908 and the amount attributable to the conversion option and warrants was $231,092. This amount represented a deemed discount on the debt issuance, which is being accreted in the statement of operations using the effective interest rate method over the five year term of the debt. During the year ended April 30, 2021, the Company entered into an amendment to postpone the repayment date until December 31, 2022, with an interest in the amount of 5% per annum. During the year ended April 30, 2021, the Company settled the outstanding convertible debenture and its interest with the issuance of shares.

Changes in Accounting Policies and Recent Accounting Pronouncements

Please refer to the consolidated financial statements for the period ended April 30, 2021 on www.sedar.com

Related Party Transactions

Related parties include the Board of Directors, Executive Officers and any companies owned or controlled by them.

Remuneration of directors and key management personnel, other than fees as disclosed above, of the Company was as follows:

	Year ended April 30, 2021	Year ended April 30, 2020
Consulting - general	$ 40,000	$ -
Consulting – exploration and evaluation	-	8,000
Rent	4,000	-
Salaries and benefits	68,166	-
Management fees	88,845	72,000
Professional fees	7,624	-
Stock-based compensation	236,200	-
	$ 444,835	$ 80,000

As at April 30, 2021, the Company owed:

i) $725,561 (2020 - $770,650) to a company controlled by a former director of the Company for management fees and expenses. Of the total amount owing, $657,061 is unsecured, bears interest at 5% per annum and repayable by December 31, 2022. Prior to October 31, 2020, the loan was non-interest bearing. During the year ended April 30, 2021, the Company accrued interest of $16,911 (2020 - $Nil) and repaid $75,000. The remaining amount owing of $68,500 is unsecured, non-interest bearing with no fixed terms of repayment.

ii) $54,223 (2020 - $Nil) to the Chief Executive Officer and director of the Company, which is unsecured, non-interest bearing, with no fixed terms of repayment, of which $6,156 is included in accounts payable and accrued liabilities.

iii) $2,225 (2020 - $Nil) to the Chief Technology Officer and director of the Company, which is unsecured, non-interest bearing, with no fixed terms of repayment.

iv) $Nil (2020 - $10,170) to a company controlled by common directors, which is unsecured, non-interest bearing, and with no fixed terms of repayment. . During the year ended April 30, 2021, the Company settled $10,170 through the issuance of shares.

v) $11,228 (2020- $Nil) to a director of the Company, which is unsecured, non-interest bearing, with no fixed terms of repayment and is included in accounts payable and accrued liabilities.

During the year ended April 30, 2021, the Company settled outstanding amounts of $125,000 owed to a director with the issuance of 500,000 equity units.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the Company's audited consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the audited consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"), this MD&A does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers of the Company are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the Company's GAAP (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this MD&A. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risks and Uncertainties

The Company has realigned its business operations to capitalize on the burgeoning fields of artificial intelligence (AI) and machine learning (ML), with an initial investment focus on emerging digital health and wellbeing companies that leverage AI, ML, cloud computing and digital platforms to drive transformative healthcare management solutions and precision support delivery across the health continuum. The Company's financial condition, results of operations and business are subject to numerous risks.

For a complete discussion of such risks, please refer to the section entitled "Risks and Uncertainties" in the Annual Financial Statements filed on August 30,2021 on www.sedar.com.

Share Capital

As of the date of the report, the Company has the following outstanding:

- 29,291,672 common shares
- Stock options

Expiry Date	Exercise Price	Number of options outstanding	Exercisable
September 30, 2021	$0.40	900,000	900,000
January 14, 2022	$0.70	350,000	350,000
July 15, 2022	$0.80	100,000	100,000
December 31, 2022	$0.25	1,100,000	1,100,000
July 5, 2023	$0.80	100,000	100,000
July 15, 2023	$0.80	200,000	200,000
		2,750,000	2,750,000

- Warrants

Expiry Date	Exercise Price	Number of warrants outstanding
December 30, 2021	$ 0.25	4,000,000
December 30, 2021	0.50	68,250
February 14, 2022	0.20	400,000
July 25, 2022	1.00	4,000,000
December 15, 2022	-	2,000,000
December 30, 2022	0.50	3,480,000
December 15, 2023	-	5,000,000
		18,948,250

Change of officers and directors

On June 14, 2021, the Company appointed Dave Cross, CPA, as its Chief Financial Officer.

On July 16, 2021, the Company announced the resignation of John Cook from the Board of Directors.

On July 19, 2021, the Company appointed Nicholas Watters to the Board of Directors.