



GENIX PHARMACEUTICALS CORPORATION

Management's Discussion and Analysis

For the Year ended October 31, 2022

GENIX PHARMACEUTICALS CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED OCTOBER 31, 2022

GENERAL

The purpose of this Management Discussion and Analysis (“**MD&A**”) is to explain management’s point of view regarding the past performance and future outlook of Genix Pharmaceuticals Corporation (“**Genix**”). This report also provides information to improve the reader’s understanding of the financial statements and related notes as well as important trends and risks affecting Genix’s financial performance and should therefore be read in conjunction with Genix’s condensed interim financial statements and notes for the year ended October 31, 2022 (the “**Financial Statements**”).

All information contained in this MD&A is current as of February 23, 2023 unless otherwise stated.

All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

Additional information on Genix is available on SEDAR at www.sedar.com and at Genix’s website, www.genixpharm.com.

OVERVIEW

Genix Pharmaceuticals Corporation (the “**Company**” or “**Genix**”) was incorporated under the Alberta Business Corporations Act on July 12, 1993 and is currently a publicly traded company listed on the TSX Venture Exchange under the symbol “GENX”.

The Company’s registered office, principal address and registered and records office is 10022 – 102 Avenue, Grand Prairie, Alberta, T8V 0Z7. The Company’s corporate office is 300 – 1055 West Hastings Street, Vancouver, BC V6E 2E9.

HIGHLIGHTS

1. The Company incurred a net loss of \$1,073,998 for the year ended October 31, 2022
2. Health Canada issued an NPN for Sukanon® in May 2022.

DESCRIPTION OF BUSINESS

Since its inception the Company has been involved in the manufacturing and marketing of both nutraceutical and pharmaceutical products. From 1996 until 2012, the Company’s primary product was HEPATICO, an over the counter (OTC) pharmaceutical product with a Drug Identification Number (DIN) issued by Health Canada for the treatment of Hepatitis C. More recently, the Company has been marketing and selling other nutraceuticals and some pharmaceutical products, such as bee propolis capsules, calcium liquid softgels, seal oil softgels, marine lipid softgels, Lecithin softgels, fish oil softgels, EPO softgels and spirulina powder.

While still in the pharmaceuticals and nutraceuticals area, the Company has re-oriented its focus to the research & development of novel, natural and pharmaceutical ophthalmic products and the in-licensing of first-to-file generic ophthalmic drugs and other novel and innovative ophthalmic products, to meet the rapidly growing demand for ophthalmic products in the fastest-growing segment of the Canadian pharmaceuticals industry. The sales of these ophthalmic products shall be through traditional retail outlets and well as direct to consumers and e-commerce platforms, in keeping with the evolving nature of the ophthalmological health care industry towards Integrative Medicine and Health (“IMH”) and Complementary and Alternative Medicine (“CAM”). Management believes this convergence is based on certain new trends in the market and the increased willingness of people to try non-traditional “medications” to heal themselves. Products will be sold in Canada, USA, China, S.E. Asia, UK and other selected countries

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Accordingly, the Company shall continue to explore acquisitions and/or in-licensing agreements with various life science companies for novel nutraceutical/pharmaceutical products which fit into the Company's IMH and CAM objectives.

The Company's continuing operations are dependent upon its ability to raise capital and generate cash flows. At October 31, 2022, the Company had a working capital deficiency of \$813,199 (October 31, 2021 – deficiency of \$556,257), had not generated sufficient revenues to cover expenses and had an accumulated deficit of \$7,735,129 (October 31, 2021 - \$6,661,131). These financial statements for the year ended October 31, 2022 do not include any adjustments relating to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should the Company be unable to continue in existence. The continuation of the Company as a going concern is dependent on generating future cash flows and obtaining necessary financing to fund ongoing operations.

The Company has entered into acquisition and licensing agreements for the following:

1. 30 Ophthalmic drugs
2. Sucanon®
3. Rechlor®
4. Flu-X®
5. Levothyroxine sodium (generic version of Synthroid®)

30 Ophthalmic Drugs

Pursuant to an agreement dated September 19, 2019 and executed October 9, 2019, with Canagen Pharmaceuticals Inc. ("Canagen") the Company acquired thirty (30) World Health Organization approved generic prescription ophthalmic drugs and their Common Technical Document Dossiers together with concomitant global sales and marketing rights (excluding India) to such products. The consideration for this acquisition was the issuance of 15,000,000 common shares in the capital of the Company at a deemed value of \$0.30 per share for a total value of \$4,535,000 (the "Transaction"). Under the terms of the Agreement, Canagen has the right to have the shares issued directly to its shareholders and to third parties designated by Canagen, and it will not become the registered or beneficial owner of shares representing 19.9% or more of the outstanding capital of Genix post Transaction. Having received final acceptance to the Acquisition from the TSX Venture Exchange ("TSXV"), the Company issued 15,000,000 common shares to the shareholders of Canagen on February 11, 2020 to complete the acquisition.

The Company must undertake a review and reformatting of the Product Dossiers for each generic drug before it can market, sell and distribute the Ophthalmic Drugs. Subsequently, the Company will prepare and submit Abbreviated New Drug Submissions ("ANDS") to Health Canada to obtain marketing approval of the generic products. The ANDS application provides information to the regulatory agency on the drug's safety, effectiveness, and quality in comparison to the brand-name product. Health Canada's approval is confirmed by the issuance of Drug Identification Numbers ("DIN's") for each Ophthalmic drug.

Due to the global pandemic and the regulatory process, the approval process is currently experiencing delays, and as a result, the Company anticipates that it will not generate significant revenue from the sale of Ophthalmic Drugs until the fourth quarter of 2023 or the first quarter of 2024. To comply with the requirements for Health Canada, Genix has engaged an agency to review, format, and file its ophthalmic drug dossiers. Upon approval from Health Canada, Genix will initiate the sale and marketing of the ophthalmic generic drugs to healthcare professionals and pharmacies across Canada.

Sucanon® and Rechlor® (Renochlor®)

On January 10, 2020, the Company entered into an acquisition agreement with Canagen Pharmaceuticals Inc. for the sole and exclusive distribution, sales, and marketing rights and interests for Canada for two nutraceutical

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products, Sucanon® and Renochlor®, for an initial term of ten years. The acquisition agreement does not include intellectual property rights for the products.

Sucanon® is an all-natural oral supplement that acts as an insulin sensitizer and has been clinically proven to support blood sugar levels in Non-Insulin Dependent Diabetic (NIDD) patients. The Company has received Health Canada registration approval and has been issued a Natural Product Number (NPN) for Sucanon®

Rechlor® is a patented, clinically proven, dietary supplement, which has been sold in India and Singapore, for the prevention and treatment of Chronic Kidney Disease (CKD) and Chronic Renal failure (CRF) providing antioxidants that help fight and protect against oxidative damage to cells and organs by free radicals. The ingredients of Sodium Copper Chlorophyllin help to support kidney functions as well as overall health. The Company has received Health Canada registration approval and has been issued a Natural Product Number (NPN) for Renochlor® and will be renamed "Rechlor®" for the purpose of sales in the Canada and other select countries.

The Company is now authorized to distribute Sucanon® and Rechlor® to patients, naturopathic doctors, and pharmacies throughout Canada.

Genix agreed to pay Canagen \$100,000 for the Sucanon® rights and \$250,000 for the Rechlor® rights, for a total of \$350,000 to be paid in tranches as follows:

SUCANON®

	Amount	Due Date	Status
Principal payment	\$ 25,000	July 22, 2020	Paid
2nd payment	35,000	June 30, 2023	Outstanding
3rd payment	40,000	June 30, 2023	Outstanding
Total purchase price	\$ 100,000		

RECHLOR®

	Amount	Due Date	Status
Principal payment	\$ 62,500	July 22, 2020	Paid
2nd payment	87,500	June 30, 2023	Outstanding
3rd payment	100,000	June 30, 2023	Outstanding
Total purchase price	\$ 250,000		

The second payment due for both Sucanon® and Rechlor® were extended to the earlier of June 20, 2023 or the completion of a private placement as agreed to by both parties in writing.

If Genix fails to make the 2nd or 3rd payments of the purchase price for a period of longer than three (3) months from the due dates, all rights, including all Natural Product Numbers ("NPNs") issued to Genix by Health Canada or granted to Genix by Canagen shall be immediately transferred and assigned to Canagen. Both Sucanon® and Rechlor® have a Health Canada issued NPN and can be marketed and sold by the Company immediately.

Flu-X®

On March 24, 2020 the Company entered into an agreement, with Canagen to purchase the sole and exclusive global distribution, sales and marketing rights and interest for Flu-X®, a novel and proprietary, anti-viral, anti-flu and common colds coronavirus oral and spray herbal product. Genix acquired the Global Rights for a term of ten years, extendable by mutual agreement, by making cash payments to Canagen totaling \$100,000, comprising \$25,000 paid within four months of closing, and \$75,000 within the first anniversary thereafter. Canagen has been paid the first installment of \$25,000. The second installment of \$75,000 was originally due on September 21, 2021. This payment deadline has been extended to the earlier of June 30, 2023 or completion of a private placement as agreed to in writing by both parties.

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Levothyroxine Sodium

On March 26, 2021, the Company entered into an exclusive Canadian licensing and supply agreement with Acme Generics LLP ("ACME") for the manufacture, sale, marketing and distribution of Canada's first available generic version of Synthroid® (Levothyroxine Sodium), Genix will pay ACME a total licensing fee of US \$350,000 for the exclusive Canadian rights which includes eleven dosages of Levothyroxine sodium. ACME will assist GENIX and its regulatory consultants to file ANDS's with Health Canada to obtain regulatory approvals for legal sale of the drugs in Canada.

The first payment of \$108,360 (US \$87,500) was paid upon signing the agreement. The second payment of \$108,360 (US \$87,500) is payable upon completion of the satisfactory review and GAP analysis of the drug dossier by the Company's regulatory consultants and the consultants' written positive opinion of the dossier being acceptable by Health Canada. The third payment of \$216,720 (US \$175,000) is payable upon Health Canada's approval and issuance of the Notice of Compliance (NOC), marketing authorization for Canada and Health Canada's issuance of Drug Identification Numbers (DINs) for the products. The initial term of the Agreement is for an eight-year period from the date of product approval by Health Canada, which is expected to take between 18-24 months, and will renew automatically for two year terms thereafter. During the year ended October 31, 2022, the Company made a payment of \$54,994 (US \$43,750) towards the second payment and paid the remaining balance of the second payment of US \$43,750 subsequent to the year ended.

OVERALL PERFORMANCE

Net loss for the year ended October 31, 2022 was \$1,073,998 compared to a net loss of \$1,652,516 in the comparative year ended October 31, 2021. The net loss experienced in the current year is the result of mostly operating expenses such as amortization, consulting and management fees and stock based compensation.

Genix had a net decrease in cash during the year ended October 31, 2022 of \$129,546 whereas in the comparative year ended October 31, 2021, Genix experienced a net decrease in cash of \$557,794.

SUMMARY OF QUARTERLY RESULTS

The following selected quarterly financial information is derived from the condensed interim financial statements of Genix:

	Oct 31, 2022	Jul 31, 2022	Apr 30, 2022	Jan 31, 2022
Total sales	\$ -	\$ -	\$ -	\$ -
Gross profit	-	-	-	-
Operating expenses	231,675	249,175	224,469	329,526
Net income (loss)	(255,624)	(252,361)	(227,517)	(338,496)
Income (loss) per share - basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)
	Oct 31, 2021	July 31, 2021	April 30, 2021	Jan 31, 2021
Total sales	\$ -	\$ -	\$ -	\$ -
Gross profit	-	-	-	-
Operating expenses	370,589	484,310	409,410	394,131
Net income (loss)	(368,557)	(488,451)	(402,271)	(393,237)
Income (loss) per share - basic and diluted	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)

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SELECTED ANNUAL INFORMATION

The following financial data is derived from Genix's annual audited financial statements for the years ended October 31, 2022, 2021 and 2020:

	2022	2021	2020
Total sales	\$ -	\$ -	\$ -
Gross profit (loss)	-	-	-
Operating expenses	1,034,845	1,658,440	715,669
Net income (loss)	(1,073,998)	(1,652,516)	(718,663)
Comprehensive income (loss)	(1,073,998)	(1,652,516)	(718,663)
Income (loss) per share - basic and diluted	(0.02)	(0.03)	(0.02)
Comprehensive loss per share - basic and diluted	(0.02)	(0.03)	(0.02)
Working capital	(813,199)	(556,257)	365,886
Intellectual property	3,999,436	4,541,992	4,623,889
Total assets	4,252,520	4,769,368	5,347,194
Total liabilities	\$ 1,053,517	\$ 755,192	\$ 489,875

RESULTS OF OPERATIONS

The table below details the major changes in operating expenses for the year ended October 31, 2022 as compared to the corresponding year ended October 31, 2021.

Expense	Amount of increase / decrease from comparative period	Explanation for Change
Consulting and management fees	Decrease of \$52,549	Decrease due to a reduction in payments to two consultants during the year.
Professional fees	Decrease of \$35,111	Decrease due to reduction in legal services during the year.
Stock based compensation	Decrease of \$550,548	Decrease was due to fewer stock options vesting during the year.

The table below details the major changes in operating expenses for the three months ended October 31, 2022 as compared to the corresponding three months ended October 31, 2021.

Expense	Amount of increase / decrease from comparative period	Explanation for Change
Professional fees	Decrease of \$13,000	Decrease due to reduction in legal services during the period.
Stock based compensation	Decrease of \$166,009	Decrease was due to fewer stock options vesting during the period.

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FOURTH QUARTER

For the quarter ended October 31, 2022 Genix incurred \$231,675 in operating expenses (2021 – \$370,589), had a net loss of \$255,624 (2021 – net loss of \$368,558).

The major operating expenses for the quarter ended October 31, 2022 were amortization of \$135,922 (2021- \$148,784), consulting and management fees of \$49,500 (2021 - \$5,258) and stock based compensation expense of \$25,423 (2021 – \$191,432).

LIQUIDITY

Genix does not generate cash from operations and finances its activities by raising capital from equity markets from time to time.

As at October 31, 2022 and October 31, 2021, Genix's liquidity and capital resources are as follows:

	October 31, 2022	October 31, 2021
Cash	\$ 9,267	\$ 138,813
Receivables	16,500	4,870
Prepaid expense	43,230	39,687
Inventory	171,321	4,835
Total current assets	240,318	188,205
Trade and other payables	234,942	43,668
Loans from shareholders	177,626	15,183
Lease liability - current portion	4,877	23,031
Obligation - current portion	636,072	662,580
Total current liabilities	1,053,517	744,462
Working capital deficiency	\$ (813,199)	\$ (556,257)

Genix's operations consist primarily of the research, development, manufacture, in-licensing and sales of novel and innovative healthcare products focusing on proprietary over the counter ("OTC") nutraceuticals and generic pharmaceuticals. Genix's financial success will be dependent on the extent to which it can acquire, develop, manufacture, license and sell ophthalmological generic pharmaceuticals and OTC products.

As at October 31, 2022, Genix had cash of \$9,267 (October 31, 2021 - \$138,813). As at October 31, 2022, Genix had a working capital deficiency of \$813,199 (October 31, 2021 – deficiency of \$556,257).

Genix's continuation as a going concern is dependent upon its ability to raise capital and generate cash flows. The Company is actively working on raising additional capital to meet its working capital requirements and long term obligations. See "Risks and Uncertainties".

COMMITMENTS

The following commitments are outstanding pursuant to an acquisition agreement with Canagen to purchase sole and exclusive distribution, sales and marketing rights and interest for Canada, (excluding intellectual property rights) for an initial term of ten years to two nutraceutical products under the brand names Sucanon® and Rechlor®:

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SUCANON®

	Amount	Due Date	Status
Principal payment	\$ 25,000	July 22, 2020	Paid
2nd payment	35,000	June 30, 2023	Outstanding
3rd payment	40,000	June 30, 2023	Outstanding
Total purchase price	\$ 100,000		

RECHLOR®

	Amount	Due Date	Status
Principal payment	\$ 62,500	July 22, 2020	Paid
2nd payment	87,500	June 30, 2023	Outstanding
3rd payment	100,000	June 30, 2023	Outstanding
Total purchase price	\$ 250,000		

The final instalment payable of \$75,000 with respect to the Flu-X® agreement with Canagen was extended to the earlier of June 30, 2023 or completion of a private placement as agreed to in writing by both parties.

There is one payment remaining with respect to the Levothyroxine Sodium agreement with ACME. The final payment of \$216,720 (US \$175,000) is payable upon Health Canada's approval and issuance of the NOC, Marketing Authorization for Canada and Health Canada's issuance of DINs for the products.

OFF BALANCE SHEET ARRANGEMENTS

Genix has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

At the current moment, there are no proposed transactions.

RELATED PARTY TRANSACTIONS

During the year ended October 31, 2022, Genix entered into the following transactions with related parties:

- a) Paid or incurred consulting and management fees of \$6,500 (2021 - \$18,000) to a company controlled by Monita Farris, an officer of the Company. As at October 31, 2022, \$525 (2021 - \$5,291) was included in trade and other payables for consulting fees.
- b) Paid or incurred consulting fees of \$1,000 (2021 - \$52,000) and office and miscellaneous expenses of \$nil (2021 - \$5,229) to a company controlled by Kevin Bottomley, a director of the Company. As at October 31, 2022, \$nil (2021 - \$1,050) was included in trade and other payables for reimbursement of expenses.
- c) Paid or incurred in consulting \$12,000 (2021 - \$10,500) to Danny Lee, an officer of the Company. As at October 31, 2022, \$2,557 (2021 - \$28) was included in trade and other payables for management fees and reimbursement of expenses.
- d) Paid or incurred lease expenses of \$23,000 (2021 - \$14,000) to a company that is owned by Mahmoud Aziz, an officer and director of the Company. As at October 31, 2022, \$2,730 (2021 \$nil) was included in trade and other payables.
- e) As at October 31, 2022, the Company owed \$337,500 (2021 - \$337,500) to Canagen, a company that is owned by an officer and director of the Company that was included in obligation liability (see Note 4). The Company also owed \$142,201 (2021 - \$Nil) that was included in trade and other payables for expenses incurred on behalf of the Company.
- f) As at October 31, 2022, the Company owed \$89,123 (2021 - \$15,183) to Paul Chow, a director of the Company for shareholder loans. The Company also owed \$4,792 (2021 - \$ nil) in accrued interest (see Note 8). The Company also owed \$18,648 (2021 - \$nil) that was included in trade and other payables for expenses incurred on behalf of the Company.

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- g) As at October 31, 2022, the Company owed \$80,000 (2021 - \$1nil) to Mahmoud Aziz, an officer and director of the Company for shareholder loans. The Company also owed \$3,712 (2021 - \$ nil) in accrued interest (see Note 8). The Company also owed \$9,493 (2021 - \$nil) that was included in trade and other payables for expenses incurred on behalf of the Company.
- h) Stock based compensation of \$258,825 (2021 - \$754,427) was incurred to directors and officers of the Company.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUES

There can be no assurance that financing, whether debt or equity, will be available to Genix in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to Genix. See "Risks and Uncertainties" below.

RISKS AND UNCERTAINTIES

Genix is in the nutraceutical and pharmaceutical industry and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

1. The Company's limited operating history makes it difficult to evaluate the Company's current business and forecast future results.
2. The Company's future performance is dependent on key personnel. The loss of the services of any of the Company's executives or Board of Directors could have a material adverse effect on the Company.
3. There is no assurance that the Company will be able to secure the funds needed for future development and operations, and failure to secure such funds could lead to a lack of opportunities for growth or cause the cessation of its business.
4. The Company is subject to the laws and regulations relating to nutraceutical and pharmaceuticals products in all jurisdictions in which it operates.
5. The COVID-19 pandemic and government actions implemented to contain the further spread of COVID-19 have severely restricted economic activity around the world. As a result of the pandemic, the Company may experience disruptions in our operations, liquidity, supply chain and ability to secure additional financing.
6. If the Company does not obtain the necessary regulatory approvals in Canada and/or United States for products requiring approvals, we will not be able to sell these products.

Additional information relating to the Company's operations and activities can be found by visiting the Company's regulatory filings at www.sedar.com.

CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

Accounting Policies

The accounting policies and methods employed by the Company determine how it reports its financial condition and results of operations and may require management to make judgements or rely on assumptions about matters that are inherently uncertain. The Company's results of operations are reported using policies and methods in accordance with IFRS. In preparing financial statements in accordance with IFRS, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses for the period. Management reviews its estimates and assumptions on an ongoing basis using the most current information available.

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Significant Accounting Judgements:

Going concern

The ability to continue as a going concern as discussed in Note 1 requires a degree of judgment and is assessed at the end of each reporting period. Considerations taken into account include available information about the future including the availability of financing and revenue projection, as well as current working capital balance and future commitments of the Company.

Impairment

Assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts and also at each reporting period. Recoverability is dependent upon assumptions and judgments regarding market conditions, cost of operations and sustaining capital requirements. If an asset is impaired, judgment is required in assessing the available information in regard to the amount of impairment.

Significant Accounting Estimates:

The Company prepares its financial statements in accordance with IFRS, which require management to estimate various matters that are inherently uncertain as of the date of the financial statements. Accounting estimates are deemed critical when a different estimate could have reasonably been used or where changes in the estimate are reasonably likely to occur from period to period and would materially impact the Company's financial statements. The Company's significant accounting policies are discussed in the financial statements. Critical estimates in these accounting policies are discussed below.

Share-based payments

Estimating the fair value for granted stock options and compensatory warrants requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. The estimate also requires determining the most appropriate model including the expected life of the option or warrant, volatility, dividend yield, and rate of forfeitures and making assumptions about them.

Carrying values of intangible assets

The Company assesses the carrying value of its intangible assets annually or more frequently if warranted by a change in circumstances. If it is determined that carrying values of assets cannot be recovered, the unrecoverable amounts are charged against current earnings. Recoverability is dependent upon assumptions and judgments regarding market conditions, cost of operations and sustaining capital requirements. Other assumptions used in the calculation of recoverable amounts are discount rates and future cash flows. A material change in the assumptions may significantly impact the potential impairment of these assets.

Impairment

Assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts and also at each reporting period. The assessment of the carrying amount often requires estimates and assumptions such as discount rates, future capital requirements and future operating performance.

Useful lives of intangible assets

Estimates of the useful lives of intangible assets are based on the period over which the assets are expected to be available for use. The estimated useful lives are reviewed annually and are updated if expectations differ from

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previous estimates due to technical or commercial obsolescence, and legal or other limits on the use of the relevant assets. In addition, the estimation of the useful lives of the relevant assets may be based on internal technical evaluation and experience with similar assets. It is possible, however, that future results of operations could be materially affected by changes in the estimates brought about by changes in the factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances.

Recovery of deferred tax assets

Judgment is required in determining whether deferred tax assets are recognized on the statement of financial position. Deferred tax assets, including those arising from un-utilized tax losses require management to assess the likelihood that the Company will generate taxable earnings in future years, to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future years.

Leases

The lease term is estimated by considering the facts and circumstances that can create an economic incentive to exercise an extension option, or not exercise a termination option by assessing relevant factors such as profitability and operations. Extension option (or options after termination options) are only included in the lease term in if the lease is reasonably certain to be included (or not terminated). The assessment of the lease term is reviewed if a significant event or significant change in circumstance occurs, which affects this assessment that is within the control of the lessee. The Company estimates the incremental borrowing rate used to measure its lease liability for each lease contract. This includes estimation in determining the asset specific security impact.

Financial Instruments

Designation and Valuation of Financial Instruments

The three levels of the fair value hierarchy are:

Level 1: unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;
and

Level 3: inputs that are not based on observable market data.

The Company enters into financial instruments to finance its operations in the normal course of business. The fair values of receivables and payables approximate their carrying values due to the short- term maturity of these instruments.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

The Company's cash is largely held in a large Canadian financial institution. The Company does not have any asset-backed commercial paper. The Company performs ongoing credit evaluations of its trade receivables but does not require collateral. The Company establishes an allowance for doubtful accounts based on the credit risk applicable to particular customers and historical data. The Company maintains cash deposits with Schedule A financial institutions, which from time to time may exceed federally insured limits. The Company has not experienced any significant credit losses and believes it is not exposed to any significant credit risk.

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Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company does not hold any financial liabilities with variable interest rates. The Company does maintain bank accounts which earn interest at variable rates, but it does not believe it is currently subject to any significant interest rate risk.

Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Capital management

The Company defines its capital as shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the growth and development of its operations and safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company does prepare annual expenditure budgets that are updated as necessary. The annual and updated budgets are approved by the Company's Board of Directors. The Company has historically relied on financings and debt to fund its activities. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

Risks and Uncertainties

The Company's limited operating history makes it difficult to evaluate the Company's current business and forecast future results.

The Company is subject to the laws and regulations relating to pharmaceuticals in all jurisdictions in which it operates.

CAPITAL MANAGEMENT

The Company's operations currently do not generate cash flow. The Company depends on equity sales and loans to assist in financing its operations and to cover administrative and other expenses. The Company may encounter difficulty sourcing future financings. This could further hinder the Company's ability to continue operations. The Company is continuing its focus on looking for financing opportunities, additional revenue sources and on cost reduction and controlling overhead costs.

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OUTSTANDING SHARE DATA, OPTIONS AND WARRANTS

	As at October 31, 2022	As at February 23, 2023
Common shares	59,224,131	59,224,131
Common shares – fully diluted**	68,479,076	68,479,076
Stock options – outstanding	5,900,000	5,900,000
Stock options – exercisable	5,900,000	5,900,000
Share purchase warrants	3,354,945	3,354,945

***The fully diluted number of common shares above represents the total number of shares that would be outstanding if all possible sources of conversion (all stock options outstanding and share purchase warrants) were exercised.*

DIVIDEND REPORT AND POLICY

Genix has not paid any dividends to date and intends to retain its future earnings, if any, for use in its business and does not expect to pay dividends on its shares in the foreseeable future.

INTERNAL CONTROLS OVER FINANCIAL REPORTING PROCEDURES

The management of Genix is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and Genix's financial statements for the year ended October 31, 2022.

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"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the Financial Statements, is the responsibility of management. In the preparation of these Financial Statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying Financial Statements.

Management maintains a system of internal controls to provide reasonable assurance that Genix's assets are safeguarded and to facilitate the preparation of relevant and timely information.

CAUTIONARY STATEMENT

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding our other future plans and objectives are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, (i) estimates of stock-based compensation expense. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statement. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents

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filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date of statements are made, and the Company endeavors to update corporate information and material facts on a timely basis. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with price volatility and operational risks.

OTHER MD&A REQUIREMENTS

Additional information relating to Genix may be found on or in:

- Genix's website at www.genixpharm.com
- SEDAR at www.sedar.com
- Genix's audited financial statements for the year ended October 31, 2022.

This MD&A has been approved by the Board effective February 23, 2023.