VENTRIPOINT DIAGNOSTICS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

Introduction

The following Management's Discussion & Analysis ("MD&A") of Ventripoint Diagnostics Ltd. ('Ventripoint' or the "Company") has been prepared to provide material 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 ("Annual MD&A") for the fiscal year ended December 31, 2019. This MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

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 December 31, 2019 and 2018, and the unaudited condensed consolidated interim financial statements for the three and nine months ended September 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 three and nine months ended September 30, 2020 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at November 30, 2020, unless otherwise indicated.

The unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2020, 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. The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

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 the Company's 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.

Further information about the Company and its operations is available on SEDAR at **www.sedar.com** and on the Company's website at **www.ventripoint.com.**

Caution Regarding Forward-Looking Statements

In the interest of providing current and potential investors in Ventripoint with information regarding the Company's future plans and operations, certain statements and information, which is included or referenced herein, contain "Forward-looking Statements."

Forward-looking Statements include, but are not limited to, statements (collectively, "Statements") with respect to status of technology, development, commercialization, market size, financing, general and

administrative, and beyond. You are cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations they are based on will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown, and risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur.

Although the Company believes that the expectations represented by such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking statements included or referenced herein include, but are not limited to, access to future funding (debt and/or equity) as described under the section titled "Liquidity"; general economics, business and market conditions as discussed in "Risks and Uncertainties – Financial"; the regulatory approval process as noted in "Risks and Uncertainties – Regulatory"; and the Company's ability to secure additional capital as discussed in "Risks and Uncertainties – Continued Operations". You are cautioned that the foregoing list of important factors is not exhaustive.

With respect to forward-looking statements contained in this MD&A, we have made several key assumptions including, but not limited to:

- the market for the Company's planned product and service offerings is in excess of $1 billion worldwide and is not subject to decline in the foreseeable future;
- The Company will be able to obtain financing in a timely manner on acceptable terms;
- The current tax and regulatory regimes will remain substantially unchanged;
- The Company will be able to obtain equipment and qualified personnel in a timely manner;
- The Company will successfully market its efficient, accurate and cost-effective heart diagnostic tool that uses standard echo images to deliver functional information about the heart;
- Product and service related approvals will be obtained from all necessary agencies in a timely manner and without unplanned additional costs; and
- The Company will have sufficient resources to implement its strategies in a timely and effective manner.

The forward-looking statements contained or referenced herein are expressly qualified by this cautionary statement made as of this date. The Company disclaims any intention and has no obligation or responsibility, except as required by law, to update or revise any forward-looking statements.

Description of Business

Ventripoint Diagnostics Ltd. (TSXV:VPT, OTCMKTS:VPTDF), headquartered in Toronto, Canada, is a medical device company engaged in the development and commercialization of diagnostic tools to monitor patients with heart disease – a leading cause of death for both men and women worldwide.

The Company is developing a suite of applications for all major heart diseases and imaging modalities, including congenital heart disease, pulmonary hypertension and cardiotoxicity in oncology patients - a multi-billion dollar market potential. By using images produced from existing medical imaging systems, the Ventripoint Medical System (VMS™) generates accurate heart volumetric measurements and a three-dimensional model in a rapid and inexpensive manner. Ventripoint's solution produces critical heart

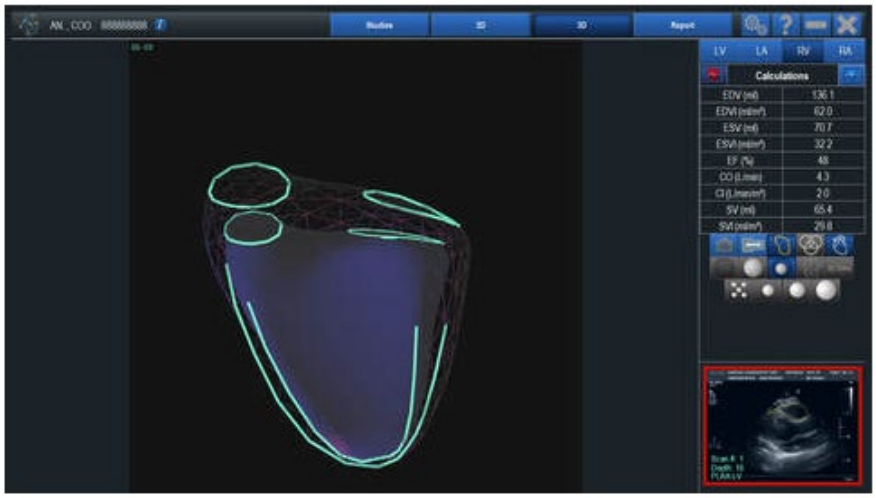
information by processing standard information received from existing medical imaging equipment with its patented and proprietary methods incorporating Knowledge Based Reconstruction (KBR) algorithms and proprietary cardiac databases (sometimes called catalogues). The VMS enables medical professionals to economically obtain accurate three-dimensional models with critical volume and functional measurements of a patient's heart chambers in only a few minutes more than the time needed for a routine echocardiogram. Measuring volume and function is fundamental in evaluating patients to determine the severity and progression of their disease, assess the effectiveness of treatment, gauge prognosis and decide on the timing of surgical and pharmacological interventions. These key measurements and the 3D model for visual assessment provide medical professionals with some of the critical information necessary for clinical diagnosis and monitoring of their patients.

The Company's KBR method, a form of Artificial Intelligence (AI), allows for the creation of a three-dimensional model of all the chambers of the heart; right and left ventricles, and right and left atria, using images generated from existing 2D and 3D imaging equipment. The Company's technology platform is applicable to all heart diseases. The VMS system is based upon patented and proprietary technology that Ventripoint has licensed on an exclusive basis from the University of Washington. The VMS+3.0system (hardware and software for 2D echocardiograms) and VMS+3.0 software (software only for 3D echocardiograms) have US FDA marketing clearance, Health Canada license and European CE Mark for all patients where volumetric information for any of the 4 chambers of the heart is warranted or desired.

Since the commencement of operations, Ventripoint has been committed to commercializing its breakthrough technology to be used as a tool in the diagnosis and management of various heart-related diseases to reduce the cost of healthcare for these patients worldwide.

It is the Company's goal to have the first system on the mass market that addresses the need for an efficient, accurate and cost-effective heart diagnostic tool that uses standard 2D or 3D echocardiography, as well as MRI images to deliver 3D functional information for all 4 chambers of the heart. The ability to sustain the implementation of its commercialization strategies for its VMS is dependent upon the timely receipt of additional and sufficient operating capital.

3D view of Right Ventricle showing End-Systolic and End-Diastolic



Outlook and Overall Performance

Strategy

The Company received FDA pre-market clearance in October 2019 and both the Health Canada license and CE Mark for the EU in June 2019 for its VMS+3.0 system, allowing the Company to sell the VMS+3.0 throughout North America, the EU and any other countries that rely on the CE Mark or home-country approval.

Ventripoint has now launched the new enhanced VMS+3.0 in Canada, Europe and the United States.

The Company is gearing up for a major sales and marketing program for the new product, which is significantly smaller, more portable and easier to learn and use than the previous model. It improves the workflow through a more intuitive user interface and a smaller footprint. In addition, the cost of manufacturing is significantly lower than the previous versions of the product.

The Company is employing direct sales in North America, Europe, and the UK and will look for distributors in other majpr markets.

The Company believes the support of thought leaders is the first building block for gaining product acceptance and adoption. Accordingly, the Company has collaborated with leading echocardiologists and institutions, in order to establish luminary sites across Canada, the EU and the USA. To build awareness, VMS+3.0 deployments are designed to produce publications in leading medical journals and presentations at conferences.

The Company has minimal revenues, so its ability to ensure continuing operations is dependent on its ability to obtain necessary financing to complete its business plan and the development and future profitable sales of its products.

Corporate Highlights

The Company has made significant progress in implementing its development and commercialization plans.

Highlights include:

Restructuring and Resumption of Operations

The Company has restructured its Board of Directors and Dr. George Adams has been appointed the acting CEO of the Company and the new Board of Directors has initiated a search for a new CEO and CFO. On June 7, 2020, the Company appointed Victor Hugo as CFO, pursuant to a consulting agreement with Marrelli Support Services Inc.

The Company has engaged Boyle &Co LLP as legal counsel and completed a Private Placement of Convertible Debentures for $1,220,000. The first tranche of the Private Placement closed in February 2020 with gross proceeds of $725,000 and the Company immediately resumed operations. On September 11, 2020, the Company closed the second tranche of $495,000.

The Company has a new business plan to continue operations as a going concern. As previously announced, the Company has completed all development of the VMS+3.0 and has received market approvals in Canada, Europe and the United States, including Medical Device License, CE Mark, and 510(k) clearance for the clinical use (refer to June 25, 2019, July 2, 2019, and October 17, 2019 press releases, respectively). Initial customer response to the VMS+3.0 has been positive and so the Company will focus on manufacturing, sales and customer support for this new model. Users with the older model of the device (VMS+ 2.0) will have their devices replaced.

The Company has old and new orders for the VMS+3.0, which have not been fulfilled due to the temporary restrictions of hospitals as they deal with the COVID-19 pandemic. The Company continues to engage with cardiologists so that when hospitals re-open a rapid deployment of VMS+3.0 units can be achieved. The Company was beginning to see hospitals in the 2Q20, but then the second wave of the COVID pandemic arose and hospital echocardiography services for routine patients were closed done again. The Company continues to engage with customer to determine when they will be able to issue a purchase order for the VMS+3.0 and accept delivery.

During the COVID-19 restrictions, the Company has been focusing on support of existing customers and advancing its technology. The Company is pleased to report it now has the ability to remotely install, calibrate the VMS+3.0 and train users to operate the equipment and software. There is no longer any need for staff to travel to the hospital. The Company has manufactured, shipped and remotely installed three VMS+3.0 systems since the resumption of trading on September 25, 2020 (see NRs Sept 28, 2020, October 8, 2020 and November 5, 2020). One of these sites has been trained remotely and the others are experiencing COVID-related scheduling issues.

The Company has also re-factored (rewritten) the source code for the VMS+ to bring it up to current software standards. The original written over the last 17 years using multiple coding languages and approaches had become time-consuming to revise and maintain. This complete review of the source code has identified a number of potential places for improvement in performance and these will be systematically explored over the next few months.

The Company has also been advancing its 4D-VMS+ product and now has a prototype which is being evaluated by 3 major cardiac centres in North America. This product is aimed at a more advanced analysis of the beating heart than has been obtained by anyone. If successful it will be the world's first tool for regionally analyzing all 4 chambers of the heart throughout the cardiac cycle.

The Company's shares resumed trading at the opening of the market on September 25, 2020.

On September 30, 2020 the Company announced, Mr. Hugh MacNaught has been appointed as a Director. Mr. MacNaught is a seasoned life science executive with more than thirty years of experience in the development, commercialization and financing of therapeutic, diagnostic and medical device technologies and ventures. His career includes roles within multinational corporations including Nordion, Kodak, Boehringer Mannheim (Roche) and Philips and the venture capital industry.

Chinese Partnership and Future Development

The Company previously announced (see NR Nov 3, 2015) it had granted an exclusive license to develop and manufacture knowledge-based reconstruction ("KBR") products in the People's Republic of China to YuTian Medical Investment based in Shanghai and Yutian Technology located in Ma'anshan. ("Yutian"). Yutian has developed a series of products to specifically meet the demands of the Chinese market based on the KBR technology and has received regulatory approval for the sale of the KBR-based products in China. Billing codes for RV Ultrasound Quantitative Analysis were granted in November of 2019 and the first two sales in China closed in December of 2019. Additional sales are in progress and will be announced as they are completed over the coming months.

A point of care device with a KBR technology and an integrated portable ultrasound has already received regulatory approval in China and is gaining traction in the market.

Ventripoint will provide engineering support to achieve full automation for quantitative analysis of 2D and 3D cardiac echocardiology images based on Ventripoint' s KBR approach and the support of the new center of excellence for Artificial Intelligence (AI) in China, Hefei KBR Hi-tech Co. Ltd., located in Hefei, the second largest science city in China. Yutian will manage this project in China and provide hardware and software support through its wholly-owned subsidiary Hefei KBR Hi-tech Co. Ltd.

Government Assistance

The Company has received approximately $170,000 in government loans, subsidies and funding to date. The Company has applied for grants totaling in excess of $1,000,000 to continue the development projects and expects to hear shortly about their status. The Company has been successful in obtaining grants in the past and expects to receive approvals for at least some of these grant applications. The Company has purchase orders and has committed to supply ten VMS+3.0 machines with expected revenue of approximately $350,000 in the next 6 months. Some of these purchases will be on a lease and pay-per-use arrangement and so the Company will be building recurring revenue streams with these leading cardiac centres. The Company continues to build its sales funnel by actively marketing the VMS+3.0.

The Company has lowered its cash requirements to approximately $80,000 per month. With the completion of the Private Placement and the exercise of warrants and options, the Company now has sufficient cash on hand to continue operations for approximately 9 months and expects to have revenues and grants to fund operations thereafter.

Non-Brokered Debenture Unit Private Placement

In February 2020, the Company had closed the first tranche of its non-brokered private placement of debenture units of the Corporation ("Units") and issued 725 Units under the Offering. Each Unit is comprised of: (i) CDN$1,000 principal amount of convertible secured debentures ("Debentures"), which shall mature on February 9, 2022; and (ii) 12,000 common share purchase warrants ("Warrants") with each Warrant exercisable for one common share of the Corporation ("Common Share") at an exercise price of CDN$0.10 per Common Share until February 9, 2022. The Corporation issued 8,700,000 Warrants as part of the first tranche of the Offering. The securities issued pursuant to the Offering are subject to a four month hold period that expires on June 9, 2020. The Warrants include an accelerated expiry clause such that the exercise period of the Warrants will be reduced to 30 days if for any ten consecutive trading days during the unexpired term of the Warrant (the "Premium Trading Days"), the closing price of the Company's shares

exceeds the exercise price of the Warrants by 25% (and for more certainty, the reduced exercise period of 30 days will begin no more than 7 calendar days after the tenth Premium Trading Day).

The Debentures are secured by the assets of the Company and bear simple interest at an annual rate of 6.5% for the first year and 10% in the second year, calculated on the principal amount, with any accrued but unpaid interest under the Debentures due and payable quarterly in either cash or Common Shares (at the option of the Corporation), with the number of Common Shares being determined by using the market price on the date of settlement. The Debentures may be converted by the holder at any time within the first year following the date of issuance at a price of $0.075 per Common Share and thereafter at a price of $.10 per Common Share. The Debentures may be redeemed in whole or in part by the Company at any time following the date that is four months plus one day from the date of closing of the Offering, upon payment of the principal amount plus a premium of 2.5% of such principal amount and all accrued and unpaid interest.

Two insiders of the Corporation (consisting of two directors of the Company) subscribed for an aggregate of 300 Units (representing $300,000) under the Offering and had $150,000 of existing debenture units replaced with new debenture units. The Company's partner in China, YuTian Medical Investment, subscribed for 150 Units (representing $150,000) under the Offering through its wholly-owned subsidiary Hefei KBR Hi-tech Co. Ltd.

The Debentures and the Warrants issued pursuant to the Offering and any Common Shares issued upon the conversion of the Debentures or exercise of Warrants, will be subject to a hold period of four months plus one day from the date of closing of the Offering, except as permitted by applicable securities legislation and the rules of the Exchange. The Offering is subject to approval by the Exchange.

Finders acting in connection with this Offering received a finder's fee in the aggregate total amount of $9,800 and an aggregate of 117,600 finder's Warrants, which is less than 1% of the Offering. Each finder's Warrant is identical to the Warrants under the Offering.

In September 2020, the Company had closed the second and final tranche of the non-brokered private placement of the secured convertible debenture (the "Offering). The second tranche of $495,000 along with the first tranche of $725,000 completes the full Offering for gross proceeds of $1,220,000.

Under the second tranche the Company issued 495 Units under the Offering. Each Unit is comprised of: (i) CDN$1,000 principal amount of convertible secured debentures ("Debentures"), which shall mature on February 6, 2022; and (ii) 12,000 common share purchase warrants ("Warrants") with each Warrant exercisable for one common share of the Company ("Common Share") at an exercise price of $0.10 per Common Share until February 9, 2022. The Company issued an aggregate of 5,940,000 Warrants to investors as part of the second tranche of the Offering. The securities issued in the second tranche pursuant to the Offering are subject to a four month plus one day hold period that expires on January 12, 2021.

The Debentures are secured by the assets of the Company and bear simple interest at an annual rate of 6.5% until February 6, 2021 and 10% thereafter, calculated on the principal amount, with any accrued but unpaid interest under the Debentures due and payable quarterly in either cash or Common Shares (at the option of the Company), with the number of Common Shares being determined by using the market price on the date of settlement. The Debentures may be converted by the holder at any time until February 6, 2021 at a price of $0.075 per Common Share and thereafter at a price of $0.10 per Common Share. The

Debentures may be redeemed in whole or in part by the Company at any time following the date that is four months plus one day from the date of issue upon payment of the principal amount plus a premium of 2.5% of such principal amount and all accrued and unpaid interest.

One insider of the Company (a Director of the Company) subscribed for 50 Units (representing $50,000) under the Offering.

Finders acting in connection with this Offering received a cash finder's fee in the aggregate total amount of $10,850 and an aggregate of 130,200 finder's Warrants, which is less than 2% of the Offering. Each finder's Warrant is identical to the Warrants under the Offering.

Exchange of Existing Debentures and Repricing and Extension of the Associated Warrants

The Company replaced the currently issued and outstanding unsecured convertible debentures (1,095 debentures representing $1,095,000) issued on January 25, 2019 with new secured debentures (1,095) with the same terms as the Offering Debentures ("Replacement"). The associated warrants (9,066,000 warrants outstanding) were amended ("Amendment") to have the same terms and expiry date as the Offering Warrants.

The Company did not pay any finder's fees on the Replacement and Amendment transactions.

Commercialization

The Company has sold or has new orders and commitments for a total of 19 VMS+3.0 devices. New orders have not been fulfilled due to the temporary restrictions of hospitals as they deal with the COVID-19 pandemic. To date, the Company has installed six VMS+3.0 machines in cardiac centres in North America and one in Europe. The Company has sold and delivered three VMS+3.0 machines to its Chinese partners for demonstration and research use and received full payment. The Company has also delivered one VMS+3.0 3D-echo, software-only product to a major European centre. This was the first sale of this product, which is able to analyze 3D echocardiograms from all major ultrasound machines.

Current Focus for Clinical Applications

The Company has continued its ongoing dialogue with leading cardiologists, who recently have been focused on the cardiac complications of COVID-19. *It is now clear that COVID-19 does substantial damage to the heart in many ways.* The latest data show even young people, who had mild symptoms, developed significant acute and continuing cardiac structural abnormalities and the virus can infect and replicate in the heart tissue as revealed by post-mortem studies in older patients. Current studies suggest that 50% of patients have cardiac involvement during the acute infection with COVID-19 and 35% of patients have continuing cardiac inflammation and dysfunction for many months.

(https://www.statnews.com/2020/07/27/covid19-concerns-about-lasting-heart-damage/?utm_source=nl&utm_brand=wired&utm_mailing=WIR_Science_072720&utm_campaign=audde v&utm_medium=email&utm_term=WIR_Science&bxid=5cc9e1773f92a477a0e875a9&cndid=55342047& esrc=wired_prefs&source=EDT_WIR_NEWSLETTER_0_SCIENCE_ZZ).

The cardiology community is now beginning to anticipate that an increase in chronic heart disease could be one of the legacy results of the pandemic for decades to come. The Company has engaged with three

major cardiac centres to conduct clinical studies on COVID-19 patients. The literature has shown RV, LV and biventricular dysfunction can be detected with echocardiography using crude analysis of the heart. The Company anticipates it will be able to significantly improve the analysis of echocardiograms from COVID-19 patients. This will be important to establish a baseline during the acute phase of COVID-19 infection and monitoring, to see which patients continue into chronic heart failure, and which patients recover. *Heart disease remains the number one illness worldwide and the opportunity for Ventripoint is growing as additional patients arise from the COVID-19 pandemic.*

Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

The Company routinely evaluates various business development opportunities which could entail optioning properties, direct acquisitions, trades and/or divestitures. In this regard, the Company is currently in discussions with various parties, but no definitive agreements with respect to any proposed transactions have been entered into as of the date of this MD&A. There can be no assurances that any such transactions will be concluded in the future.

Discussion of Operations

Three Months Ended September 30, 2020 Compared With Three Months Ended September 30, 2019

The Company's net loss totaled $608,130 for the three months ended September 30, 2020, with basic and diluted loss per share of $0.01. This compares with a net loss of $543,038 with basic and diluted loss per share of $0.01 for the three months ended September 30, 2019. The increase in net loss was principally because:

- For the three months ended September 30, 2020, general and administrative expenses was $499,743, compared to $397,636 for the three months ended September 30, 2019. The increase in general and administrative was primarily due higher share-based compensation.

- For the three months ended September 30, 2020, research and development expenses was $66,130, compared to $251,525 for the three months ended September 30, 2019. The decrease in research and development was primarily due to no requirements for external R&D consultants with specialized knowledge, product testing costs, and regulatory costs; and the Company reduced its R&D staff as the VMS+ 3.0 development came to an end in 2019.

- For the three months ended September 30, 2020, sales and marketing expenses was $8,618, compared to $123,610 for the three months ended September 30, 2019. The decrease in sales and marketing was primarily due to reduced activity due to COVID-19 and restructuring with lower salaries and wages.

- For the three months ended September 30, 2020, the Company recorded a gain of $1,130 in the warrant revaluation adjustment, compared to a gain of $274,857 for the three months ended September 30, 2019. These adjustments were in the fair market value of outstanding Derivative Warrants. The valuation of warrants fluctuates based on changes in the average remaining life and exercise prices of the warrants and in interest rates.

- For the three months ended September 30, 2020, foreign exchange differences was (16,846), compared to ($6,045) for the three months ended September 30, 2019. The difference was primarily due to changes in period ending rates.

Nine Months Ended September 30, 2020 Compared With Nine Months Ended September 30, 2019

The Company's net loss totaled $1,719,968 for the nine months ended September 30, 2020, with basic and diluted loss per share of $0.02. This compares with a net loss of $2,703,289 with basic and diluted loss per share of $0.04 for the nine months ended September 30, 2019. The decrease in net loss was principally because:

- For the nine months ended September 30, 2020, revenue was $6,017, compared to $49,523 for the nine months ended September 30, 2019. The decrease in sales were primarily due to a COVID-19 related delays in generating purchase orders by hospitals. Given the average 12-month sales cycle to hospitals, we do not expect to see significant revenue from the VMS+3.0 until 2021. However, due to the duration and impact of the COVID-19 outbreak, the return of public access to hospitals is unknown at this time and so it is impossible estimate how quickly marketing and installations can proceed.

- For the nine months ended September 30, 2020, general and administrative expenses was $977,718, compared to $1,391,123 for the nine months ended September 30, 2019. The decrease in general and administrative was primarily due to lower salaries and wages and investor relations cost due to restructuring. In addition, for the nine months ended September 30, 2019, the Company co-sponsored an investor conference early in 2019 to build corporate awareness in the U.S. to capitalize on the OTCQB listing.

- For the nine months ended September 30, 2020, research and development expenses was $181,897, compared to $849,443 for the nine months ended September 30, 2019. The decrease in research and development was primarily due to no requirements for external R&D consultants with specialized knowledge, product testing costs, and regulatory costs. In addition, the Company reduced its R&D staff as the VMS+ 3.0 development came to an end in 2019.

- For the nine months ended September 30, 2020, sales and marketing expenses was $86,204, compared to $465,172 for the nine months ended September 30, 2019. The decrease in sales and marketing was primarily due to the restructuring and lower salaries and wages and share-based compensation.

- For the nine months ended September 30, 2020, the Company recorded a $55,648 loss in the warrant revaluation adjustment, compared to a gain of $48,640 for the nine months ended September 30, 2019. These adjustments were in the fair market value of outstanding Derivative Warrants, issued prior to December 2018. The valuation of warrants fluctuates based on changes

in the average remaining life and exercise prices of the warrants and in interest rates. The Company also recorded a revaluation adjustment of $67,800 due to the Amendment of Debentures warrants outstanding.

- For the nine months ended September 30, 2020, finance cost was $508,585, compared to $175,019 for the nine months ended September 30, 2019. The increase in finance cost was primarily due to increase in debenture interest and accretion expense.

Liquidity and Financial Position

The activities of the Company, principally the development and commercialization of diagnostic tools to monitor patients with heart disease, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and debt financing. There is no assurance that debt financing and equity capital will be available to the Company in the amounts or at the times desired or on terms that are acceptable to the Company, if at all.

Cash used in operating activities was $681,849 for the nine months ended September 30, 2020, compared to $1,397,193 for the nine months ended September 30, 2019. Operating activities for the nine months ended September 30, 2020, were affected by net loss of $1,719,968 plus adjustments of $754,149 and the positive change in non-cash working capital balances of $283,970 primarily related to the increase in accounts payables and accrued liabilities and decrease in amounts receivable.

Cash provided by financing activities was $967,770 for the nine months ended September 30, 2020, compared to $1,469,868 in the nine months ended September 30, 2019. Financing activities for the nine months ended September 30, 2020 primarily included $1,000,000 issuance of convertible debenture, $35,000 in demand loan and debenture and $40,000 in CEBA loan received.

Cash used in investing activities was $3,763 for the nine months ended September 30, 2020, compared to $14,849 in the nine months ended September 30, 2019 as a result of additions to equipment.

At September 30, 2020, the Company had $295,919 in cash and cash equivalents (December 31, 2019 - $13,761).

The Company has minimal revenues and therefore must utilize its funds obtained from the equity financing and other financing transactions to maintain its capacity to meet ongoing the commercialization of VMS+ 3.0.

As of September 30, 2020, and to the date of this MD&A, the cash resources of the Company are held with the Canadian Imperial Bank of Commerce and Royal Bank of Canada.

The Company's use of cash at present occurs, and in the future will occur, principally in two areas, namely, funding of its general and administrative expenditures and funding of its development and commercialization activities. For fiscal 2020, the Company's expected operating expenses are estimated to average $80,000 per month for recurring operating costs. The Company has no development commitments on its property interests over the next 12 months. Management may reassess its planned expenditures based on the Company's working capital resources, the scope work required to advance exploration on its projects and the overall condition of the financial markets.

The Company's working capital deficiency of $1,462,507 at September 30, 2020, (December 31, 2019 - working capital deficiency of $1,739,658), and is not sufficient to satisfy current liabilities and general and administrative costs for it to continue operations for the twelve-month period ending September 30, 2020 (see "Outlook and Overall Performance" above).

Recent Accounting Pronouncements

New Accounting Standards Adopted

IFRS 3, Business Combinations ("IFRS 3")

Amendments to IFRS 3, issued in October 2018, provide clarification on the definition of a business. The amendments permit a simplified assessment to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendments are effective for transactions for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020. The adoption of the amendments had no impact on the Company's unaudited condensed interim consolidated financial statements.

IAS 1, Presentation of Financial Statements ("IAS 1")

Amendments to IAS 1, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications. The amendments are effective for annual periods beginning on or after January 1, 2020 and are required to be applied prospectively. The adoption of the amendments had no impact on the Company's unaudited condensed interim consolidated financial statements.

IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

Amendments to IAS 8, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications. The amendments are effective for annual periods beginning on or after January 1, 2020 and are required to be applied prospectively. The adoption of the amendments had no impact on the Company's unaudited condensed interim consolidated financial statements.

New Standards Not Yet Adopted And Interpretations Issued But Not Yet Effective

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 01, 2021. Many are not applicable or do not have a significant impact to the Company and have been excluded.

Critical Accounting Estimates

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue and expenses.

Information about critical judgments in applying accounting policies and assumptions and estimation uncertainties that have the most significant effect on the amounts recognized in the consolidated financial statements includes the assumptions and model used to estimate share-based compensation and the valuation of warrants and other derivative liabilities, the capitalization and expensing of development costs, the impairment of assets which requires judgement in determining if the facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the allocation of revenues between amounts recognized upon installation and amounts deferred and recognized over the initial warranty period, the designation of the Canadian dollar as the Company's functional currency, and factors considered in inventory obsolescence.

Reported amounts and note disclosure reflect the anticipated measures management intends to take. Actual results could differ from those estimates. The above estimates and assumptions are reviewed regularly. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at the amount established and agreed to by the related parties.

(a) Remuneration of directors and key management personnel of the Company was as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2020 $	**September 30, 2019 $**	**September 30, 2020 $**	**September 30, 2019 $**
Salaries, fees and short term benefits	60,000	100,899	190,000	347,215
Share-based payments	166,846	17,188	172,184	98,313
Directors fees	Nil	26,751	Nil	80,924
Total	**226,896**	**144,838**	**362,184**	**526,452**

Executive Officers and Directors participate in the Stock Option Plan and the DSU Plan. Officers also participate in the Company's health plan. Directors receive monthly and meeting fees for their service.

(b) Other transactions of directors and key management personnel of the Company was as follows:

- On January 25, 2019, two directors of the Company purchased $383,000 of Convertible Debentures I. During the three and nine months ended September 30, 2020, the Company expensed $2,459 and $7,320, respectively in interest on the convertible debentures to these directors (three and nine months ended September 30, 2019 - $3,324 and $13,964, respectively).

- During the period ended December 31, 2019, the Company received $200,000 in advances. During the period ended September 30, 2020, the proceeds were converted to the debentures on February 9, 2020.

- In February 2020, two directors of the Company purchased $300,000 of Convertible Debentures II. During the three and nine months ended September 30, 2020, the Company expensed $4,915 and $12,662, respectively in interest on the convertible debentures to these directors (three and nine months ended September 30, 2019 - $nil).

- In September 2020, a director of the Company purchased $50,000 of Convertible Debentures III. During the three and nine months ended September 30, 2020, the Company expensed $169 in interest on the convertible debentures to these directors (three and nine months ended September 30, 2019 - $nil).

- During the three and nine months ended September 30, 2020 and 2019, the Company granted no new DSU's to independent Directors, in recognition of their past and future services to the Company. Under the terms of the Company's Deferred Share Unit Plan, holders of DSUs may redeem each DSU for one share of common stock upon the termination of their services to the Company at no cost to the holder. DSUs are measured at fair value on the date of grant. A total of 600,000 (2019 – 600,000) DSUs have been granted; 37,500 (2019 – 37,500) DSUs have expired unused, 150,000 (2019 - 150,000) DSUs have been exercised, and 412,500 (2019 – 412,500) DSUs remain outstanding.

- For the three and nine months ended September 30, 2020, the Company expensed $8,410 and $28,673, respectively (three and nine months ended September 30, 2019 - $nil) to Marrelli Support Services Inc. ("Marrelli") for: Victor Hugo to act as the Chief Financial Officer of the Company; and for bookkeeping services. Victor Hugo is an employee of Marrelli. These services were incurred in the normal course of operations for general accounting and financial reporting matters.

- As at September 30, 2020, $542,441 (December 31, 2019 - $645,710) was included in accounts payable and accrued liabilities due to related parties.

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 unaudited condensed interim 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 unaudited condensed interim consolidated financial statements; and (ii) the unaudited condensed interim 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 of 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 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. In

particular, the certifying officers filing this certificate 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 issuer 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 financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer'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 certificate. 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.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk and Uncertainties" in the Company's Annual MD&A for the fiscal year ended December 31, 2019, available on SEDAR at **www.sedar.com**.

Additional Funding Requirements

The Company's success in raising new operating capital has enabled it to finalize its VMS+ development and implement initial commercialization strategies. The Company will require additional operating capital to sustain and grow the level of its operations and to further implement its commercialization strategies. The Company is in discussions with multiple parties related to its financing, development and commercialization efforts to secure sufficient additional capital and resources for commercialization of its VMS+ technology and to achieve cash flow break-even. The need, success and timing of additional financings and/or strategic relationships cannot be projected with any certainty and their ultimate success is necessary for the Company to continue operations and to achieve it's near term commercial and development milestones.

Continued Operations

Without sufficient additional capital being secured in a timely manner, Company operations may have to be curtailed; the result of which could render the Company unable to pursue commercialization of its products and services, or to continue its operations.

There is no certainty whether the Company will generate significant revenues or attain profitable operations in the near future and there can be no assurance that it will achieve profitability in the future, as it incurred a loss of $1,719,968 and had a negative cash flow from operating activities of $681,849 for the nine months ended September 30, 2020, and has accumulated $39,667,218 of losses as at September 30, 2020 (December 31, 2019 - accumulated losses of $37,947,250). As a result, there is a material uncertainty which creates significant doubt regarding the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent on its raising of future required capital, bringing its products to market and achieving and maintaining profitable operations. The outcome of these matters cannot be predicted at this time.

COVID19

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.

Subsequent events

- Subsequent to September 30, 2020, the Company issued 500,000 stock options to a consultant at an exercisable at a price of $0.11 share exercisable for a period of 18 months. These options quarterly.

- Subsequent to September 30, 2020, the Company amended 4,687,132 warrants, initially issued on October 2, 2019 at an exercise price of $0.175 per common share to $0.115 per share. All other provisions of the warrants will remain the same and all warrants will still expire on October 2, 2022.

- Subsequent to September 30, 2020, 7,774,666 warrants were exercised.

- On November 26, 2020, the Company announced it will issue an aggregate of 233,365 shares for the payment of $23,337 of interest for the three months ended November 6, 2020, on Convertible Debentures issued by the Corporation on February 6, 2020 and Convertible Debentures issued the same date as part of a replacement of convertible debentures. Pursuant to the Convertible Debentures, the shares will be issued at a deemed price of $0.10 per share. Two Directors of the Company will receive a total of 72,523 common shares in payment of $4,085 of interest on their Convertible Debentures. The Company will also issue an aggregate of 554,666 shares to two consultants for $41,600 in consulting fees at a deemed price of $0.075 per share. In addition, 142,500 shares will be issued pursuant to the exercise of Deferred Share Units, issued under the Company's DSU Plan, by a retired director, at a deemed price of $0.10 per share.