A copy of this preliminary amended & restated prospectus has been filed with the securities regulatory authority in the Province of British Columbia but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authority.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

As at the date of this prospectus, InnoMed Tech Ltd. does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

NON-OFFERING AMENDED & RESTATED PRELIMINARY PROSPECTUS

Amended and restating the Preliminary Prospectus dated December 16, 2021

Non-Offering Prospectus March 18, 2022

INNOMED TECH LTD.

(the "Company")

Suite 1000 – 409 Granville Street
Vancouver, BC Canada V6C 1T2

No securities are being offered pursuant to this Prospectus.

There is currently no market through which the common shares (the "Common Shares") of the Company may be sold and shareholders may not be able to resell the Common Shares owned by them. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares and the extent of Company regulation. See "Risk Factors".

This prospectus (the "Prospectus") has been filed with the British Columbia Securities Commission and the TSX Venture Exchange ("TSXV" or the "Exchange") for the purpose of allowing InnoMed Tech Ltd. (the "Company") to meet one of the eligibility requirements for the listing of its common shares (the "Common Shares") on the TSXV. As no securities are being sold pursuant to this Prospectus, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general funds.

An investment in securities of the Company is speculative and involves a high degree of risk. In reviewing this prospectus, you should carefully consider the matters described under the heading "Risk Factors".

The Company has submitted an application to list common shares on the TSXV. Listing will be subject to the Company fulfilling all of the listing requirements of the TSXV.

No underwriter has been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus. No person is authorized by the Company to provide any information or make any representations other than those contained in this Prospectus.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

Unless otherwise noted, all currency amounts in this prospectus are stated in US dollars.

The Company's head office including subsidiary company PureFlowCath LLC is Suite 1000 – 409 Granville Street Vancouver, BC Canada V6C 1T2.

TABLE OF CONTENTS

APPENDIX A

InnoMed Tech Ltd.

APPENDIX B

InnoMed Two, LLC. (PureFlowCath, LLC)

ABOUT THIS PROSPECTUS

The Company is not offering to sell securities under this Prospectus. An investor should rely only on the information contained in this Prospectus and is not entitled to rely on parts of the information contained in this Prospectus to the exclusion of others. The Company has not authorized anyone to provide investors with additional or different information. If anyone provides a prospective investor with additional, different, or inconsistent information, including statements in the media about the Company, such information should not be relied on. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated, regardless of the time of delivery of this Prospectus.

As used in this Prospectus, the terms "The Company", "us" and "our", mean the Company as the context requires, unless otherwise indicated.

FORWARD-LOOKING INFORMATION

This prospectus contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information may relate to our future financial outlook and anticipated events or results and may include information regarding our business, financial position, business strategy, growth plans and strategies, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward- looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances.

Discussions containing forward-looking information may be found, among other places, under "Summary of Prospectus", "Narrative Description of The Business", "Selected Financial Information", "Management's Discussion and Analysis, "Consolidated Capitalization", "Dividend Policy", "Principal Shareholders", "Directors and Executive Officers", "Executive Compensation", "Director Compensation" and "Risk Factors".

More particularly and without limitation, this Prospectus contains forward-looking statements and information relating to the following:

- the performance characteristics of the Company's medical devices
- projections of costs
- future medical devices and divestment
- securitisation of assets
- patent approvals
- FDA approvals
- capital programs
- debt levels
- treatment under governmental regulatory regimes and tax laws

- capital expenditures
- the anticipated impact of COVID-19

Although the Company believes that the expectations reflected in the forward-looking statements and information in this Prospectus are reasonable, it can give no assurance that such expectations will prove to be correct. Since forward-looking statements and information address future events and conditions, they involve inherent risks and uncertainties by their very nature. Actual results may differ materially from those currently anticipated due to a number of factors and risks.

This forward-looking information and other forward-looking information are based on Directors opinions, estimates and assumptions in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we currently believe are appropriate and reasonable in the circumstances. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Material factors underlying forward-looking information and management's expectations include certain assumptions in respect of: our ability to affect our business strategy in the medical device market, our ability to retain key personnel; favourability of operating conditions, including the ability to operate in a safe, efficient and effective manner; the receipt of governmental and other third party approvals, licences and permits for our medical devices; obtaining required renewals for existing approvals, licences and permits and obtaining all other required approvals, licences and permits; our ability to obtain and maintain existing financing on acceptable terms; currency exchange and interest rates; the impact of competition; the changes and trends in our industry and the global economy; and changes in laws, rules, regulations, and global standards.

The forward-looking information in this prospectus is necessarily based on a number of opinions, estimates and assumptions that we considered appropriate and reasonable as of the date such statements were made. It is also subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to the following risk factors described in greater detail under the heading entitled "Risk Factors":

- Risks associated with the Company's business
- Conflicts of interest
- Economic uncertainty
- Competition
- Risk of changes in foreign currency exchange rates
- Legal proceedings and litigation
- Dependence on divestment of the Company's products
- Securitisation of the Company's IP
- Applicability of patents and proprietary technology
- Regulation and regulatory approval
- Substantial competition and rapid technological change
- Product commerciality
- Future issues of Common Shares could be dilutive

The forward-looking statements and information contained in this Prospectus are made as of the date hereof and, unless so required by applicable law, the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise. The forward-looking statements and information contained in this Prospectus are expressly qualified by this cautionary statement.

GENERAL DISCLOSURE INFORMATION

The Company is not offering to sell securities under this Prospectus. An investor should rely only on the information contained in this Prospectus. Prospective investors should read this entire Prospectus and consult their professional advisors to assess the income tax, legal, risk factors and other aspects of an investment in the Common Shares.

CURRENCY AND CERTAIN INFORMATION

Unless otherwise indicated or the context otherwise requires, all dollar amounts contained in this Prospectus are in US dollars (US$). Aggregated figures in graphs, charts and tables contained in this Prospectus may not add due to rounding. Historical statistical data and or historical returns do not necessarily indicate future performance. Unless stated otherwise, the market and industry data contained in this Prospectus is based upon information from industry and other publications and the knowledge of management and experience of the Company in the markets in which the Company operates. Words importing the singular number include the plural and *vice versa*, and words importing any gender, or the neuter include both genders and the neuter.

GLOSSARY

The following is a glossary of certain terms used in this Prospectus, including the summary hereof. Terms and conditions used in the financial statements are defined separately, and the terms and abbreviations defined below are not used therein, except where otherwise indicated.

"Affiliate"	means a company that is affiliated with another company as described below. A company is an affiliate of another company if (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same person. A company is "controlled" by a person if (a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that person, and (b) the voting securities, if voted, entitle the person to elect a majority of the Directors of the Company. A person beneficially owns securities that are beneficially owned by (a) a company controlled by that person, or (b) an affiliate of that person or an affiliate of any company controlled by that person.
"Associate"	means, when used to indicate a relationship with a person or company, (a) a Company of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the Company, (b) any partner of the person or company, (c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity, and (d) in the case of a person, a relative of that person, including (i) that person's spouse or child, or (ii) any relative of the person or of his spouse who has the same residence as that person.
"**Articles**"	means the Company's articles of incorporation, as amended.
"**Audit Committee**"	means the audit committee established by the Board of Directors.
"**BCSC**"	means the British Columbia Securities Commission.
"**BCBCA**"	means the Business Corporations Act (British Columbia).
"**Board of Directors**" or "**Board**"	means the Board of Directors of the Company.
"**CEO**"	means Chief Executive Officer.
"**CFO**"	means Chief Financial Officer.
"**CIC Fund Securitisation S.A.**"	means the Luxembourg Securitisation entity or SV.
"**Company**"	means InnoMed Tech Ltd.
"**Company Shareholders**"	means the holders of Common Shares of InnoMed Tech Ltd.
"**Common Shares**"	means the common shares without par value in the capital of the Company.
"**Compartment PureFlowCath**"	means the segregated Compartment PureFlowCath of CIC Fund Securitisation S.A. created pursuant to a resolution of the board of directors (*conseil d'administration*) of CIC Fund Securitisation S.A. taken on August 10, 2020.
"**Consolidated Financial Statements**"	means the consolidated financial statements of the Group.
"**Control Person**"	means any person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of a Company so as to affect materially the control of that Company, or that holds more than 20% of the outstanding voting securities of a Company except where there is evidence showing that the holder of those securities does not materially affect the control of the Company.
"**Escrow Agent**"	means Computershare Investor Services Inc (Canada), as escrow agent for the Common Shares held in escrow.
"**Escrow Agreement**"	means the escrow agreement among the Company, the Escrow Agent and

	certain shareholders of the Company pursuant to the National Policy 46-201.
"**Listing**"	means the listing on the TSXV.
"**Listing Date**"	means the date on which the Common Shares are listed and posted for trading on the TSXV.
"**Group**"	means InnoMed Tech Ltd. and PureFlowCath, LLC.
"**IMP**"	means Innovative Medicine Partners, LLC. who was the Organiser of PureFlowCath, LLC before April 15, 2020.
"IP"	means Intellectual Property.
"InnoMed Two, LLC"	subsidiary of the Company now called PureFlowCath, LLC.
"**Insider**"	has the meaning ascribed to that term in the *Securities Act* (British Columbia), which includes the Directors and senior officers of the Company or any subsidiaries of the Company and any person that has direct or indirect beneficial ownership of, or control or direction over, securities of the Company carrying more than 10% of the voting rights attached to the Company's outstanding voting securities.
"ISO 13485"	means International Standards Organization management systems standard specifically developed for the manufacture of medical devices. The standard contains specific requirements for the manufacture, installation and servicing of medical devices.
"Luxembourg"	means the Grand Duchy of Luxembourg.
"MDD"	means EU Medical Devices Directive.
"**MD&A**"	means Management Discussion and Analysis.
"**NI 51-102**"	means National Instrument 51-102 *Continuous Disclosure Requirements*.
"**NI 52-110**"	means National Instrument 52-110 *Audit Committees*.
"**NI 58-101**"	means National Instrument 58-101 *Disclosure of Corporate Governance Practices*.
"**NI 58-201**"	means National Policy 58-201 *Corporate Governance Guidelines*.
"**NP 46-201**"	means National Policy 46-201 *Escrow for Initial Public Offerings* as published by the Canadian Securities Administrators.
"pN"	means nominal pressure.
"**Organiser**"	means under Alabama company law the entity that manages and organises the business (PureFlowCath, LLC).
"**Prospectus**"	means this Prospectus and any appendices, schedules or attachments hereto.
"**Principals**"	principals include all persons or companies that fall into one of the following categories: a. Directors and senior officers of the Company, as listed in this Prospectus b. promoters of the Company c. those who own and/or control more than 10% of the Company's voting securities d. associates and affiliates of any of the above.
"**Promoter**"	has the meaning set out in the *Securities Act* (British Columbia).
"PureFlowCath, LLC."	Subsidiary of the Company formally called InnoMed Two, LLC.
"**Related Person**"	means an "Insider", which has the meaning set forth in the *Securities Act* (British Columbia) being: (a) a Director or senior officer of the Company that is an insider or subsidiary of the Company (b) a Director or senior officer of the Company (c) a person that beneficially owns or controls, directly or indirectly, voting share carrying more than 10% of the voting rights attached to all outstanding voting shares of the Company

	(d) the Company itself if it holds any of its own securities.
"**Securities Commission**"	means the British Columbia Securities Commission.
"**SEDAR**"	means the System for Electronic Document Analysis and Retrieval (www.sedar.com).
"Securitisation"	has the meaning ascribed to the term "*titrisation*" in the Securitisation Law, i.e. (within the meaning of the Securitisation Law) the transaction by which a securitisation undertaking acquires or assumes, directly or through another undertaking, risks relating to claims, other assets, or obligations assumed by third parties or inherent to all or part of the activities of third parties and issues securities, whose value or yield depends on such risks.
"Securitisation Law"	means the Luxembourg law dated 22 March 2004 on securitisation, as amended from time to time (*Loi du 22 mars 2004 relative à la titrisation, telle que modifiée*).
"SV"	has the meaning ascribed to the term "*organisme de titrisation*" in the Securitisation Law, i.e. (within the meaning of the Securitisation Law) undertakings which carry out the securitisation in full, and undertakings which participate in such a transaction by assuming all or part of the securitised risks – the acquisition vehicles –, or by the issuing of securities to ensure the financing thereof – the issuing vehicles – and whose articles of incorporation, management regulations or issue documents provide that they are subject to the provisions of the Securitisation Law.
"**TSXV**"	means the TSX Venture Exchange.

GLOSSARY OF TECHNICAL MEDICAL TERMS

The following is a glossary of certain technical terms used in this Prospectus, including the summary hereof.

"Bacterial adhesion"	cell-surface components or appendages of bacteria that facilitate adhesion or adherence to other cells or to surfaces. Adherence is an essential step in bacterial pathogenesis or infection and is required for colonizing a new host.
"Bacteriuria"	the presence of bacteria in the urine.
"Bernoulli's principle"	in fluid dynamics, Bernoulli's principle states that an increase in the speed of a fluid occurs simultaneously with a decrease in static pressure or a decrease in the fluid's potential energy.
"Biofilm"	a thin coating containing biologically active agents, which coats the surface of structures such as teeth or the inner surfaces of catheters, tubes, or other implanted or indwelling devices. It contains viable and nonviable microorganisms that adhere to the surface and are trapped within a matrix of organic matter (for example, proteins, glycoproteins, and carbohydrates).
"Catheterization"	threading of a flexible tube (catheter) through a channel in the body to inject drugs or a contrast medium, measure and record flow and pressures, inspect structures, take samples, diagnose disorders, or clear blockages. A cardiac catheter, passed into the heart through an artery or vein (the incision is often in the groin), can also carry pacemaker electrodes. A bladder catheter goes through the urethra into the bladder.
"Catheter" (indwelling urinary catheter)	a drainage tube that is inserted into the urinary bladder through the urethra, is left in place, and is connected to a closed collection system. Alternative methods of urinary drainage may be employed in some patients. Intermittent ("in-and-out") catheterization involves brief insertion of a catheter into the bladder through the urethra to drain urine at intervals. An external catheter is a urine containment device that fits over or adheres to the genitalia and is attached to a urinary drainage bag.
"CAUTI"	Catheter associated urinary tract infection.
"CSCI"	Catheter System for Continuous Irrigation.
"FDA"	means the United States Food and Drug Administration.
"Lumen"	means internal diameter of catheter.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of this Prospectus and should be read together with the more detailed information, and financial data and financial statements contained elsewhere in this Prospectus.

General:

The Company was incorporated and registered on November 22, 2019 under the General Corporation Law of the State of Delaware, with the name InnoMed Tech Inc. and with registered file number 7721120. On May 27, 2020, the Company continued (change of jurisdiction of incorporation) into British Columbia ("BC") Canada under the Business Corporation Act (British Columbia) with registered number C1251506 as InnoMed Tech Ltd.

The address of the registered office of the Company is Suite 1000 – 409 Granville Street, Vancouver, BC Canada V6C 1T2.

The Company's Business:

The Company is in the business of medical devices and sciences, working with medical practitioner innovators within the global medical community.

The Company's first medical device development subsidiary, PureFlowCath, LLC, is delivering the first medical device, the PureFlowCath Catheter System for Continuous Irrigation ("CSCI"). CSCI addresses a significant market opportunity in reducing or eliminating urinary tract infections commonly associated with the use of a urinary catheter.

See "Narrative Description of the Business"

Management, Directors and Officers:

Name	Position
Robert Rhodes	Executive Director/CEO
Terrence Larkan	Executive Director/CFO
Dr Marshall Walker, MD	Non-Executive Director
David Toyoda	Non-Executive Director
Billy Williams	Non-Executive Director

See "Directors and Executive Officers"

The Offering:

The Company is not conducting an offering of securities pursuant to this Prospectus.

Funds Available and Use of Available Funds:

As at February 28, 2022, the most recent month-end before the date of this Prospectus, the Company had an approximate consolidated working capital of $755,000. The Company's estimated use of funds for the next twelve months is as follows:

InnoMed Working Capital	Amount US$
Patent applications Office Freylinger	70,000
Medical Device Prototype design & manufacture	120,000
Professional & Legal Fees	60,000
Securitisations legal agreements	15,000
Regulatory applications	25,000
Remuneration employees**	393,000
Travel	25,000
Marketing	20,000
Insurance	5,000
Unallocated Working Capital	50,000
	783,000

Please see "Use of Proceeds"

Risk Factors:

An investment in medical technology companies involves a degree of risk, including risks related to cash flow and liquidity, the ongoing need for financing, a volatile stock price, operational risks and costs, regulatory matters and risks related to the development of

the PureFlowCath medical device. The above list of risk factors is not intended to be a definitive list all risks associated with the Company.

For a detailed description of these and other risks see "Risk Factors"

Summary Financial Information:

The following selected financial information is subject to the detailed information contained in the financial statements of the Company and related notes thereto appearing elsewhere in this Prospectus. The selected financial information is derived from the audited financial statements of the Company as of December 31, 2019 and 2020 and the unaudited financial statements for the nine-months then ended September 30, 2021. All figures are in US Dollars.

	Sep. 30, 2021 (Unaudited) Consolidated $	Dec. 31, 2020 (Audited) Innomed Tech $	Dec. 31, 2019 (Audited) Innomed Tech $
Total revenue	–	–	–
Net loss for the period	(323,897)	(2,044,024)	(1,586,937)
Loss per share, basic and diluted	–	–	–
Total assets	203,386	239,494	590,800
Total long-term liabilities	3,006,303**	2,928,848**	500,000*

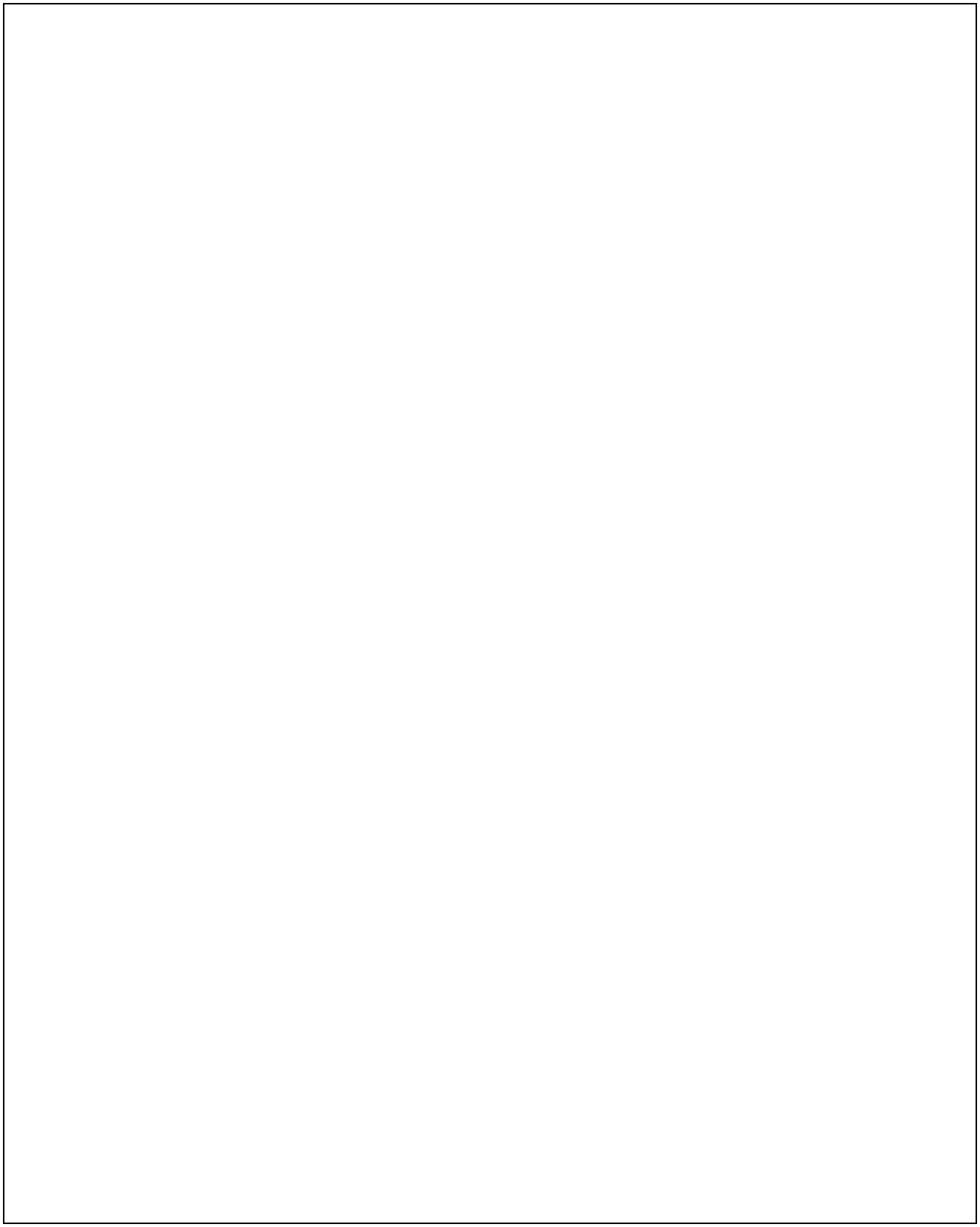
* Loan (loan plus $50,000 converted to 1,896,552 shares at US$ 29 cents per share).
** Derivative liability.

Summary of Quarterly Results:

The following table summarizes selected unaudited financial data for each of the last seven fiscal quarters, prepared in accordance with IFRS:

	Revenues	**Net income (loss)**	**Basic and diluted earnings (loss) per share**
March 31, 2020	–	(24,541)	(0.00)
June 30, 2020	–	(1,757,640)	(0.05)
September 30, 2020	–	(307,798)	(0.01)
December 31, 2020	–	45,955	0.00
March 31, 2021	–	(8,600)	(0.00)
June 30, 2021	–	(221,872)	(0.01)
September 30, 2021	–	(93,425)	(0.00)

See "Selected Financial Information and Management's Discussion and Analysis".



1. CORPORATE STRUCTURE

Name, Address and Incorporation

The Company was incorporated and registered on November 22, 2019 under the General Corporation Law of the State of Delaware, with the name InnoMed Tech, Inc. and with registered file number 7721120.

On May 27, 2020, the Company continued (change of jurisdiction of incorporation) into British Columbia ("BC") Canada under the Business Corporations Act (British Columbia) with registered number C1251506 as InnoMed Tech Ltd. The address of the registered office of the Company is Suite 1000 – 409 Granville Street, Vancouver, BC Canada V6C 1T2.

Intercorporate Relationships

The Company has one subsidiary company Innomed Two, LLC. ("InnoMed Two") which was incorporated on January 3, 2017 in Alabama USA to hold the patent applications and medical sciences of Catheter System for Continuous Irrigation ("CSCI"). Innomed Two, LLC was renamed PureFlowCath, LLC. ("PureFlowCath") on July 10, 2020.

New Parent Company to PureFlowCath

The Company became the parent company to PureFlowCath by way of Share Purchase Agreements (SPA) whereby the owners or shareholders (member units) of PureFlowCath were issued 32,493,566 common voting shares in the Company (pro rata of their member unit holding). The conversion of member units in PureFlowCath was governed by its Operating Agreement. The Share Purchase Agreement converts for every one-member unit in PureFlowCath in to 228,777 shares in InnoMed Tech Ltd. This transaction was conducted at arms-length.

The Company issued shares to the existing shareholders of PureFlowCath by way of a Share Purchase Agreement ("SPA") such that the Company owned one hundred percent of PureFlowCath and therefore was a common control acquisition as shareholder control remained the same. Robert L. Rhodes and Dr. Mathew McIntyre are the Directors of PureFlowCath appointed by the Board of InnoMed Tech Ltd.

2. NARRATIVE DESCRIPTION OF THE BUSINESS

2.1 Background

The Company is in the business of medical devices and sciences, working with medical practitioner innovators within the global medical community. Each medical device, medical digital or science invention that is acquired will be placed in a separate entity as a subsidiary company which allows for divestment to a major medical corporation that has specific marketing and distribution structures and processes in place.

The Company's first medical device development subsidiary, PureFlowCath, is developing the PureFlowCath Catheter System for Continuous Irrigation ("CSCI"). CSCI addresses a significant market opportunity in reducing or eliminating urinary tract infections commonly associated with the use of a urinary catheter. Catheter associated urinary tract infection (CAUTI) is the most frequent healthcare associated infection (HAI) worldwide. It accounts for up to 40% of all hospital acquired infections and

results in over 13,000 deaths annually in the United States alone[1] [2]. The Company will establish additional subsidiaries, specifically owning and commercialising other innovations in medical technology with the strategy for each subsidiary being commercialised in the most appropriate manner to the benefit of the shareholders, development team, future research funding and patient population.

From the incorporation of PureFlowCath in January 2017 by Innovative Medicine Partners, LLC. ("IMP"), the main focus has been completing and filing patent applications for the Catheter System and its peripheral support devices. In 2018, the Catheter System design was further developed. IMP were the Organiser of PureFlowCath ("Old Management") until April 15, 2020 when the new Management ("New Management") had board over-sight of the Company. In mid 2019 PureFlowCath development costs, including finalising patent applications, was set at Euro €90,000,000, which follows similar medical device company's costs for development expenditure. The Company intends to initially draw down €10,000,000. In mid-2019 PureFlowCath focused on corporate structuring (establishment of InnoMed Tech Ltd. as parent company) and debt finance secured against the patent applications.

In November 2019 InnoMed Tech Ltd. ("InnoMed Tech" or the "Company") was established by the shareholders of PureFlowCath. The Company issued shares to the existing shareholders of PureFlowCath by way of a Share Purchase Agreement ("SPA") such that the Company owned one hundred percent of PureFlowCath. This was a common control acquisition as shareholder control remained the same and was an arm's length transaction.

In March 2020 a process was undertaken to appoint a new Board with public company experience. In May 2020 the Company changed its jurisdiction of incorporation from Delaware USA to British Columbia Canada. From April to December 2020 US$980,000 in new capital was raised to fund the debt financing (byway of securitisation) and to seek public listing on the TSXV. During 2020 international advisory firms Office Freylinger (Luxembourg IP law firm) and Ogier Law (Luxembourg) were appointed to PureFlowCath to aid in the development and approval processes of the patent applications.

In 2021 fiscal year, the Company transferred the majority of the patent applications (IP) to its Luxembourg Securitisation *PureFlowCath Compartment* to secure debt finance. Various patent approvals were awarded in Euro Asia and Australia with significant progress being made for European and US patent awards. Further US$1,203,700 capital (equity) was raised.

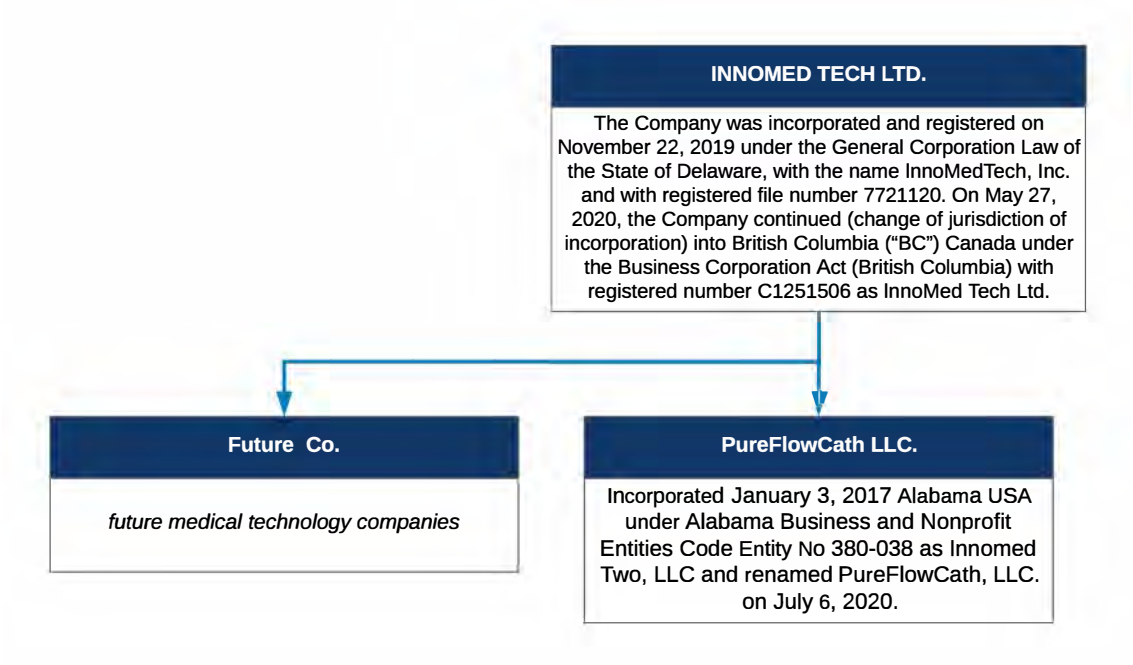
In 2022 fiscal year, the Company expects to progress patent application design, medical device detail technical documentation, finalise the first debt finance drawdown and progress the first prototypes of the PureFlowCath medical device.

2.2 Company Structure

The Company is organized as a holding company, which conducts its operations through subsidiaries, which are engaged in the development of innovative medical devices. The Company has one subsidiary company PureFlowCath which is developing the Catheter System for Continuous Irrigation ("CSCI"). The Company structure has been established to allow divestment of each subsidiary.

[1] Systematic Review of Interventions to Reduce Urinary Tract. Meddings J, Saint S, Krein SL, Gaies E, Reichert H, Hickner A, McNamara S, Mann JD, Mody L.J Hosp Med. 2017.

[2] US Centre for Disease Control & Prevention (DCD) National Healthcare Safety Network



2.3 Independent Oversight of Development of Medical Technology Devices

The European Union Medical Device Regulation 2017/745 (EU MDR) enacted by the European Parliament and the Council of the European Union is a regulation to ensure a high standard of safety and quality for medical devices that are produced in, or supplied to, member countries of the European Union. EU MDR requires the Company to appoint a medical device development and advisory firm accredited with ISO 13485 to oversee and guide the Company in European CE certification of its medical devices. CE Certification cannot occur until after its patent applications have been approved and clinical trials have occurred. Services provided by an ISO accredited advisory firm will also include the following:

I. oversight of the medical device development process to FDA clearance and approval in accordance with ISO 13485 Quality Management systems for medical devices;
II. support to develop a detailed work plan and to secure patents, European CE certification and FDA approvals, including clinical trial programs. It is a regulatory requirement in EU patent applications to appoint an ISO 13485 accredited consultant to oversee the patent application process in compliance with ISO 13485;
III. support and advise for the manufacture of prototype medical devices and /or manufacture for clinical trials; and
IV. detailed independent reports for the Company's advisors, management, investors and shareholders.

Clinical trials are a key component of medical device development, and an international standard shall be followed to ensure that all clinical trials are conducted in the most thorough, efficient and cost-effective manner, providing truly accurate data from which to move forward to final regulatory clearance and approval. Quality Management Systems "QMS" are also required by regulators in most countries. ISO 13485 Quality Management of Medical Devices enables an organization to consistently provide safe and effective medical devices and fulfil customer and regulatory requirements. ISO 13485 Quality Management of Medical Devices is an internationally agreed standard that sets out the requirements for a quality management system specific to the medical devices industry.

The Company will appoint post listing a qualified independent third-party to audit our compliance to the international standard, demonstrating to stakeholders and regulatory authorities that the Company and

medical device contractors meet the high standards of ISO 13485 Quality Management of Medical Devices.

2.4 U.S. Food & Drug Administration (FDA) Approval

PureFlowCath must obtain device approval or clearance as governed by the United States Federal Food, Drug, and Cosmetic Act (FD&C Act21 U.S.C. 9, *et seq.,*) to market the device.

On May 28, 1976, the FD&C Act was amended to include regulations for medical devices. The amendment required that all medical devices be classified into one of three classes:

(i) Class I: Devices that typically do not require premarket approval or clearance but must follow general controls. Dental floss and certain surgical instruments are a couple of examples of Class I devices.
(j) Class II: Devices that are brought to the market via 510(k) premarket notifications or de novo applications and are provided clearance through substantial equivalence to a predicate device or are deemed to be low to moderate risk devices that do not have an appropriate predicate and FDA agrees they qualify for de novo classification. Diagnostic tests, including ultrasound devices, cardiac catheters, hearing aids, and dental amalgams are examples of Class II devices.
(k) Class III: Devices that are approved through the Premarket Approval (PMA) process. Class III devices are those devices that have a high risk to the patient and are life-supporting and life-sustaining and are of substantial importance in preventing impairment of human health, or which present a potential, unreasonable risk of illness or injury. Due to the level of risk associated with Class III devices, FDA has determined that general and special controls are not sufficient to assure safety and effectiveness.

Section 510(k) of the Federal Food, Drug, and Cosmetic Act requires those device manufacturers who must register with FDA to notify FDA at least 90 days in advance of their intent to market a medical device. This is known as Premarket Notification or 510(k). It allows FDA to determine whether the device is substantially equivalent to a Class I or Class II medical device already placed onto the market.

Any device that reaches market via a 510(k) notification must be "substantially equivalent" to a device on the market prior to May 28, 1976 (a "predicate device"). If a device being submitted is significantly different, relative to a pre-1976 device, in terms of design, material, chemical composition, energy source, manufacturing process, or intended use, the device nominally must go through a premarket approval, or PMA, unless that device could be determined to be low to moderate risk device and qualify as a de novo device.

A device that reaches the market via the 510(k)-pre-market notification process is not considered to be "approved" by the FDA. They are generally referred to as "cleared" or as receiving "510(k) clearance".

FDA "Breakthrough Device Designation"

During initial consultation with FDA regarding PureFlowCath's 510(k) to pursue "Breakthrough Device Designation", which would allow for a high level of engagement with the FDA, the FDA provided direction on research data required and other supporting documentation for a final application in the future.

The Breakthrough Devices Program is a voluntary program for certain medical devices and device-led combination products that provide for more effective treatment or diagnosis of life-threatening or irreversibly debilitating diseases or conditions. The goal of the Breakthrough Devices Program is to provide patients and healthcare providers with timely access to these medical devices by speeding up their development, assessment and review, while preserving the Medical Device User Fee Amendments (MDUFA) statutory standards for premarket approval, 510(k) clearance, and de novo marketing

authorization and Investigational Device Exemptions (IDE), consistent with the FDA mission to protect and promote public health. FDA considers devices granted designation under the Innovation Pathway 2.0 and the Expedited Access Pathway (EAP) to both be part of the Breakthrough Devices Program.

The Company is focused on patent application approval processes, PureFlowCath device prototype manufacture. The Company will not make any further applications to FDA until further research and testing is progressed.

2.5 European Union CE Certification

CE Marking (CE Mark) is a mandatory requirement for medical devices to be marketed in Europe. Medical Device categories include medical equipment, medical software, medical & surgical disposables. CE Marking (CE Mark) is recognized worldwide as a symbol of quality. It consists of CE logo and four-digit identification number of the certifying notified body (if applicable).

For a Medical Device manufacturer or Distributor, CE marking is the declaration that the product complies with all EU directives or EU regulations that apply to the medical device. CE marking does not imply that the product was made in the European Economic Area, but it states that the product is complying with the requirements of European Economic Area. By affixing the CE marking, the manufacturer indicates that it takes responsibility for the conformity of the product. If the Company divests the medical device, the responsibility is transferred to purchaser.

PureFlowCath is subject to EU Medical Devices Directive (93/42/EEC) ("MDD") for approval for use in Europe. The process requires the Company to provide a technical report on PureFlowCath medical device and a clinical trial report proving that the medical device is effective and causes no harm. The Company intends to make an application for CE Certification on all medical device technologies as part of the overall approval process.

2.6 Securitisation of IP Financing

The Company intends to finance its medical device subsidiary companies in the majority by Luxembourg Securitisation debt financing.

Securitisation under the Securitisation Law is a transaction by which a securitisation undertaking acquires or assumes, directly or through another undertaking, risks relating to claims, other assets, or obligations assumed by third parties or inherent to all or part of the activities of third parties and issues securities, whose value or yield depends on such risks. Securitisation is the pooling of intangible assets, namely patents and financing the acquisition of these pooled assets with the issuance of debt securities.

Compartments

Under the Securitisation Law and the articles of association (*status*) of CIC Fund Securitisation S.A., the board of directors (*conseil administration*) of CIC Fund Securitisation S.A. may create one or more compartments, each corresponding to a distinct part of the CIC Fund Securitisation S.A.'s assets and liabilities, such that the assets of a compartment are exclusively available to satisfy the rights of the investors and creditors of that compartment and that recourse of a compartment's investors and creditors is, by law, limited to that compartment's assets. One of the segregated compartments of CIC Fund Securitisation S.A. is Compartment PureFlowCath.

Stuart J. Bromley is the one hundred per cent (100%) beneficial owner of CIC Fund Securitisation S.A. and a thirty-two per cent (32%) owner of CIC Capital Ltd.

True Sale Securitisation Transaction

A true sale transaction is the traditional form of a securitisation which the Company is conducting for debt finance. The Securitisation Vehicle ('SV"), CIC Fund Securitisation S.A. under Luxemburg Securitisation Law has seven sperate compartments. The SV has established of one of its segregated compartments, Compartment PureFlowCath ("originator"), who transfers the IP assets to the SV (acting exclusively in the name and on behalf of its segregated compartment, Compartment PureFlowCath). The assets are then removed from the balance sheet of the Company and added to the balance sheet of the SV, on a compartment basis under Compartment PureFlowCath. The SV acting exclusively in the name Compartment PureFlowCath finances the purchase of these IP assets by issuing securities in the form of debt notes to professional investors (defined as investors who purchase minimum notes of Euro €120,000 per debt note). The funds raised from the debt notes are then drawn down in full or part from the SV (acting exclusively in the name and on behalf of Compartment PureFlowCath) to finance the acquisition of the IP assets.

Therefore, the originator transfers both the legal and beneficial interest in the IP assets to the SV acting exclusively in the name and on behalf of one of its segregated compartments. As a result, the investor of the SV (acting exclusively in the name and on behalf of segregated Compartment PureFlowCath) indirectly receives the beneficial rights to the underlying IP assets. Once the originator settles the interest and debt, the SV acting exclusively in the name and on behalf of segregated compartment PureFlowCath transfers back the legal and beneficial interest in the IP assets or converts the debt and interest into equity in the originator.

The Company audited financial statements (audited and interim) reflect only the costs expended on the IP during the reported financial period (indexed) not an intangible asset value which reflects the IP to be owned by the SV acting exclusively in the name and on behalf of segregated Compartment PureFlowCath.

The Company at the date of this prospectus has transferred all IP assets to Compartment PureFlowCath.

CIC Fund Securitisation S.A. (a public limited liability company (*société anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg, acting as an unregulated securitisation company (*société de titrisation*) within the meaning of, and governed by, the Securitisation Law, having its registered office at 22-24 Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Register of Commerce and Companies (*Registre de Commerce et des Sociétés, Luxembourg*) under the number B240860) has entered into an agreement with the Company to provide one of its segregated compartments – the Compartment *PureFlowCath* with offering notes at EURO €120,000 per note restricted to professional investors under Securitisation Law with facility amount determined post Listing to trading on a TSXV based on regulated Luxembourg valuation. Stuart J. Bromley is the one hundred per cent (100%) beneficial owner of CIC Fund Securitisation S.A. and a thirty-two per cent (32%) owner of CIC Capital Ltd.

The Company will enter into a debt note on Listing to trading on TSXV stock exchange for Euro €90,000,000 at an interest rate of 8.1% with principal and interest payable on the fourth anniversary. The Company forecasts that it will require up to €90,000,000 to complete the regulatory process of patent application approval, prototype manufacture, clinical testing and FDA approvals. The Company intends to initially draw down EURO €10,000,000 post listing on TSXV. Listing to trading on TSXV stock exchange being the trigger for debt note agreement being properly constituted. The Company had the option to convert debt notes and interest into Common Shares subject to regulatory compliance. The Company will draw down on the Securitisation Debt Facility as required in the development of PureFlowCath.

Passive Management

The SV management role should limit itself to the passive monitoring and administration of portfolio performance and securities (re)payment.

Luxembourg Regulator (CSSF) Supervision

Luxembourg SVs is in principle unregulated entities and not subject to authorisation or prudential supervision unless they issue securities to the public on a continuous basis. In such a case, SVs must be authorized by and will be subject to supervision of the CSSF (Commission de Surveillance du Secteur Financier).
CIC Fund Securitisation S.A. is or will be subject to supervision of the CSSF after it issues a debt note of €10 million to the company as the financing has been placed with professional investors, investing Euro €125,000 per debt note.

Securitisation of Company IP Assets Benefit's

The transfer of the Company's IP title to CIC Fund Securitisation S.A. acting exclusively in the name and on behalf of its Compartment PureFlowCath provides the following purposes:

- **Protection of the IP rights and ownership**

Today's economies are increasingly based on knowledge and companies predominantly invest in R&D and IP such as trademarks, trade names, patents, franchises, information technology, software, goodwill and human capital which constitute their intangible assets. The value of those intangibles needs to be protected and their management is crucial for companies.

Luxembourg has concluded many agreements in view of protecting intellectual property such as the Bern Convention, the Patent Cooperation Treaty (PCT), the Paris Convention, as well as the Madrid Agreement and Protocol. Luxembourg has implemented European directives and treaties such as the agreement on Trade-Related aspects of Intellectual Property Rights (TRIPS). Luxembourg has also signed the European Patent Convention (leading to the European Patent Office) and the Patent Law Treaty (PLT). The Company by stating the above IP protection in Luxembourg is related to where the Company's IP is domiciled to secure debt financing by way of Luxembourg Securitisation and does not state that Luxembourg holds any protection advantage over US or Canada.

- **Debt Financing**

Debt financing by Securitisation of intangible assets namely the Company's IP as security, will provide the Company with capital to fully develop PureFlowCath medical devices to market.

- **Favourable Tax at Divestment of the IP**

Luxembourg as an IP hub offers a favourable tax environment. In an effort to become the prime location for IP internationally, Luxembourg envisioned a knowledge-based economy. An IP tax regime was implemented in Luxembourg with effect from January 1, 2008 providing for a very competitive tax rate applicable to a broad range of IP income generated by Luxembourg taxpayers (entity holding Company's IP). This regime has been modified from January 1, 2018, in accordance with OECD requirements, and is providing for a very competitive tax rate applicable to patents and copyrights on software.

The hallmark of the Luxembourg IP tax regime is an 80% exemption on royalties and capital gains derived from patents and copyrights on software. Companies benefiting from that regime are subject to an effective tax rate as low as 5.84% on qualifying "net adjusted" IP income (i.e. gross revenue from the IP less directly related expenses, depreciation and write-downs provided that the net eligible income is greater than the sum of the expenses linked to the qualifying IP asset and incurred during previous tax

years). The Company intends after patent and FDA clearance and approval to divest the IP asset. The IP asset jurisdiction of Luxembourg will not be subject to change and will be subject to the Tax laws of Luxembourg. The Company's IP will remain in Luxemburg and subject to Luxembourg tax law. The IP will not be transferred back to InnoMed Tech including any divestment of PurFlowCath.

Please refer to Schedule 2, Tax Exemption on Intellectual Property Rights Revenues, opinion of Office Freylinger, the Company's regulated IP legal advisor.

2.7 History of Business Activities and Services of the Company

The Company was formed as a holding company on November 22, 2019 to act as a parent to a number of subsidiary medical technology companies. On April 15, 2020, the Company became the parent of PureFlowCath, which is in development of new catheter medical technology products (CSCI) (no change of control).

2.8 Future Transaction Pipeline

The Company is not soliciting nor entering into any discussion with other medical device companies. There is no current negotiations or communications between the Company and potential opportunities.

2.9 Competition

The Company's medical device and sciences products will compete against and may be used in combination with well-established products that are currently in the market.

There are no catheter medical devices in the market that provide for a semipermeable membrane that elutes fluid along the length of the catheter within the periurethral space. This membrane allows for continuous or intermittent flushing generating sufficient shear force to prevent adhesion and detach bacteria along the urethral portion of the catheter. PureFlowCath is developing the continuous flushing mechanism to maximize the prevention of biofilm by utilizing principles of fluid dynamics. Therefore, should the Company be successful in the grant of its patent applications and regulatory approval for public use by medical practitioners, there is no measurable competition. Financing by equity, the capital required to progress PureFlowCath to date has been predominantly through subscribers and management relationships.

Due to the cost to develop medical devices, some form of debt finance is required. Since the Company assets are intangible assets, namely the patent applications, there are no traditional finance institutions willing to undertake the risk at the early stage of development of PureFlowCath medical devices. Luxembourg Securitisation of the IP provides the long-term solution to draw capital as required. The Company has faced competition to secure a Securitisation Compartment in Luxembourg. The selection criteria by CIC Fund Securitisation S.A. was to conduct an internal review of the *risk and return*. Having secured the Securitisation facility, the Company requires no further capitalisation and can concentrate on the development of PureFlowCath medical devices.

Management believes that the level of competition and threat that any possible competitive forces could offer is mitigated on the following basis:

I. The Directors have a track record in the medical device sciences, legal, governance, finance, corporate management and public company expertise. To develop a medical device to market requires a team of expertise not just medical science.

II. The Company business structure allows for divestment of medical devices and sciences product advances that may be attractive to large corporations.

III. Established Luxembourg Securitisation funding platform to issue debt notes against patent and trademark assets (illiquid asset funding).

IV. The Directors have an extensive network of key advisor relationships maintained over many years.

2.10 Patents and Trademarks ("IP")

The Company subsidiary PureFlowCath before transfer to CIC Fund Securitisation S.A. acting exclusively in the name and on behalf of its Compartment PureFlowCath owns either legally or beneficially:

I. Catheter system for continuous irrigation
Patent applications have been filed in numerous jurisdictions and are detailed in Schedule 4.

II. Improved continuous flushing catheter
This patent application was filed in the USA (as a provisional application on March 17, 2020 and as an expedited patent application on May 12, 2020) and was filed as a PCT application on March 17, 2021 and entry into national/regional phases.

III. Catheter tubing system
This patent application was filed in the USA on February 22, 2018. A PCT application was filed on 22 February 2019 and has entered into national/regional phases. National/regional phases are currently underway for Australia, Brazil, Canada, Chile, China, Eurasia, Europe, India, Israel, Japan, Singapore and USA.

IV. Intraluminal flush catheter
A provisional US patent application was filed in the USA on March 17, 2020. A PCT application was filed on March 17, 2021, and entry in national/regional phases.

V. Absorbent device for use with catheter
This patent application was filed in the USA on April 17, 2019. A PCT application was filed on April 17, 2020, and entry in national/regional phases.

VI. Fluid catch device for use with the catheter
A patent application is currently being drafted for this invention.

2.11 Patents and Trademarks (IP) Valuation

The Company subsidiary PureFlowCath is required by Luxembourg law to affect a valuation of the IP before the transfer to CIC Fund Securitisation S.A., acting exclusively in the name and on behalf of Compartment PureFlowCath. The valuation must be by an authorized Luxembourg IP/Valuation firm. The Company has appointed Office Freylinger S.A. to produce a valuation report and to advise/manage the Company's IP applications to possible approval.

The valuation Report is detailed in Schedule 1

Australia, Saudi Arabia, Panama, Morocco and Eurasia patent applications have been approved, however, there can be no certainty that any further patent applications will be approved. Patents in this section of the prospectus relate only to patent applications and approved patents.

Several methodologies can be used to determine a quantitative value for a patent, but generally they can be grouped in three methods: Cost-based methods, Market-based methods and Income based methods are the leading approaches for patent valuation.

The valuation was conducted using a Cost-based method.

This is based on the principle that there is a direct relation between the costs expended in the development of the intellectual property and its economic value. The Company has used this approach in the process of transfer to the Compartment PureFlowCath all IP and is reflected in the audited financial statements. The cost-based value to August 15, 2020, is US$1,764,828 based on capital spent since January 1, 2018 and represents the patent portfolio value from a pure accounting point of view. This method was required to affect the patent applications into the name of segregated compartment PureFlowCath to comply with accounting regulations where an intangible asset has to have a value.

3. BUSINESS OF PUREFLOWCATH

3.1 Catheter System for Continuous Irrigation (CSCI)

PureFlowCath's primary product is CSCI, a catheter with two completely different clinical applications:

i. Semipermeable membrane located in the periurethral portion of the catheter and provides continuous irrigation to prevent the on-going medical issues of catheter-associated urinary tract infection (CAUTI); and

ii. Semipermeable membrane also located at the tip of the catheter, which allows for instillation of therapeutics into the bladder as well as prevention of CAUTI.

Urinary tract infection (CAUTI)[3]

(g) CAUTI is the most common type of healthcare-associated infection, accounting for up to 40% of nosocomial infections. [1]

(h) There are over 1 million cases of CAUTI in U.S. hospitals and nursing homes each year. [1]

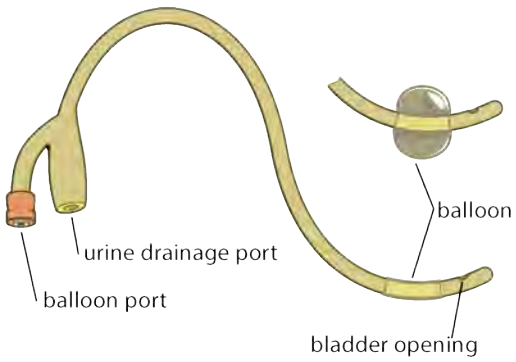
(i) CAUTIs are responsible for over 13,000 deaths per year in the U.S. [1]

(j) The annual cost to manage CAUTIs in the U.S. is estimated to be $425 million - $451 million, with global costs greater than $1.8 billion. [4]

Catheters

A urinary catheter is a drainage tube that is inserted into the urinary bladder through the urethra for the purpose of draining urine (treatment of urinary retention). Use of a drainage mechanism (catheter) for treatment of urinary retention has been around for many years. The basic design of the urinary catheter used today has not changed significantly since the 1930's. The most commonly used type in the hospital setting is the Foley catheter. The Foley catheter was designed by Frederic Foley, a surgeon from Boston, Massachusetts, in 1929 and was adopted by C.R. Bard, Inc. The design of this device, generally made of latex or silicone, has remained largely unchanged since its inception.

Foley Catheter



The Foley catheter is a tube with two internal lumens. One lumen drains the urinary bladder and the other is used to inflate the self-retaining balloon within the bladder. The previous figures provide a basic illustration of current catheter technology.

Numerous attempts have been made to decrease the incidence of CAUTI, including coating the catheter with antimicrobial substances or impregnating the catheter with antibiotics or antimicrobial metals such as silver. None of these has resulted in a significant decrease in the incidence of CAUTI.

[3] Systematic Review of Interventions to Reduce Urinary Tract. Meddings J, Saint S, Krein SL, Gaies E, Reichert H, Hickner A, McNamara S, Mann JD, Mody L.J Hosp Med. 2017.

[4] US Centre for Disease Control & Prevention (DCD) National Healthcare Safety Network

Biofilm

The presence of an indwelling urinary catheter promotes bacterial colonization and formation of biofilm. Biofilm is a complex protective matrix that shields bacteria from antimicrobial activity. Prevention of catheter-associated urinary tract infections (CAUTI) requires mechanical action to prevent biofilm formation. CSCI utilizes a mechanical flushing action, similar to the body's natural mechanism to prevent biofilm formation, a major advancement in catheter medical technologies.

Creating a continuous flushing of the urethra results in the potential to significantly reduce CAUTI infections.

Utilizing mass action irrigation (i.e. continuous flushing), CSCI mimics the human body's natural mechanism of action for flushing the urethral tract. This mechanical action prevents biofilm formation and subsequent infection. When a catheter is placed in a patient, the patient's body no longer has the ability to naturally create the mechanical flushing action required to prevent bacteria from colonizing and growing. When bacteria come into contact with the catheter, they attach themselves and develop a biofilm. This biofilm can migrate along the catheter introducing bacteria into the bladder. Pathologic bacteria inhabiting the bladder can produce clinically significant infections with resultant morbidity and mortality. Every patient who has a catheter is at risk for this type of infection.

The innovation with the PureFlowCath

The catheter has the ability to elute a substance into the urethra that is designed to prevent colonization of the catheter by biofilm, through the use of a physical flushing action. This mimics the natural mechanisms that our bodies use to prevent infection. PureFlowCath is designed to reduce catheter-associated urinary tract infections and has a secondary objective, the ability to treat periurethral diseases, as well as diseases of the bladder.

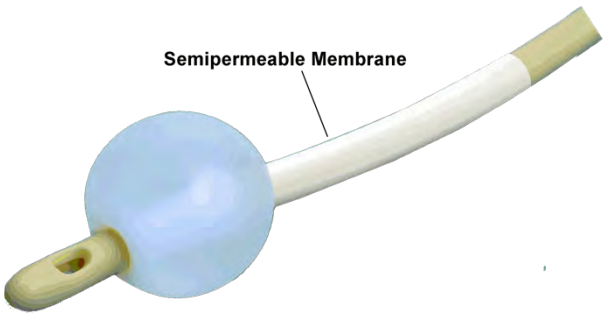
3.2 PureFlowCath - CSCI Key Features

Periodic urethral flushing by urination is the body's natural method of biofilm formation prevention. PureFlowCath has developed a urinary catheter inspired by this natural mechanism at the catheter-urethral interface in an effort to eliminate biofilm formation, the first step in eliminating CAUTIs.

The key features of CSCI are:

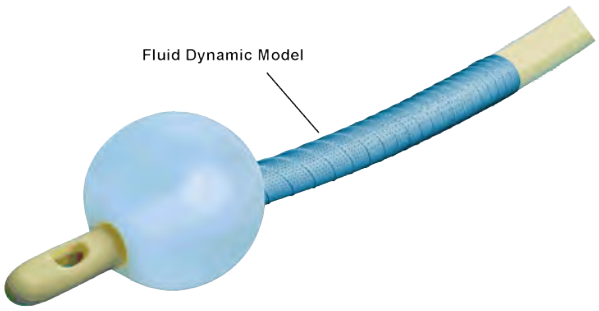
Periurethral Semipermeable Membrane

The primary concept is a semipermeable membrane that elutes fluid along the length of the catheter within the periurethral space. This membrane allows for continuous or intermittent flushing generating sufficient shear force to prevent adhesion and detach bacteria along the urethral portion of the catheter. Required force for common CAUTI organisms is an experimentally established value on the order of 0.2-2.2 pN to prevent attachment and 3.1-4.6 pN to dislodge bacteria, respectively.

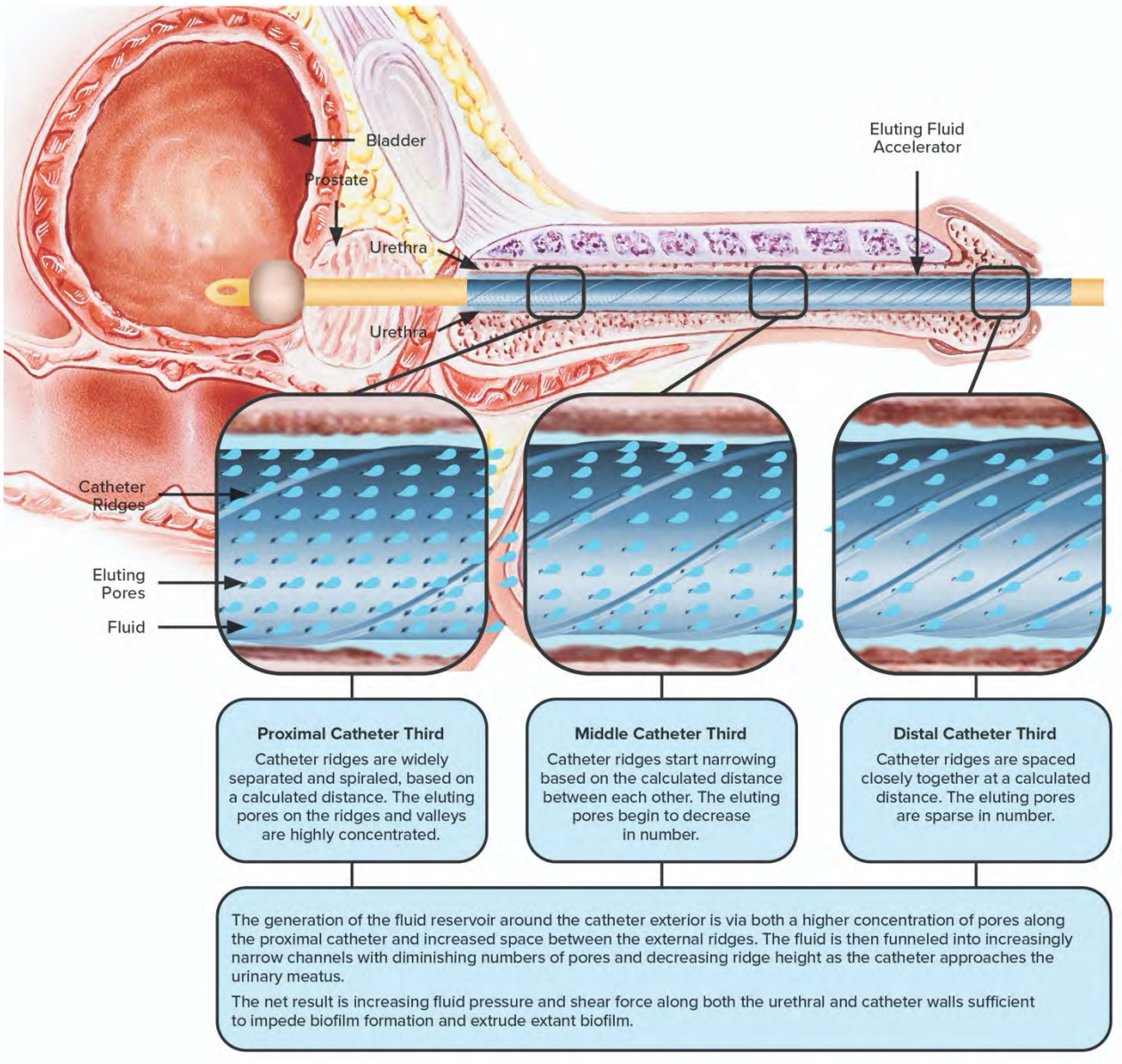


Fluid Dynamic Model

PureFlowCath has, in addition, developed the continuous flushing mechanism to maximize the prevention of biofilm by utilizing principles of fluid dynamics. Biofilm formation and bacterial adhesion to the urethra and catheter, consequent as they are to the close apposition of their respective surfaces, can be diminished by decreasing points of contact by the presence of spaced external catheter ridges. Our innovative catheter design not only comprises catheter ridges, but also accounts for ridge tapering and spiralling, in increasingly tight formation distally, to provide funnelling of the eluent.

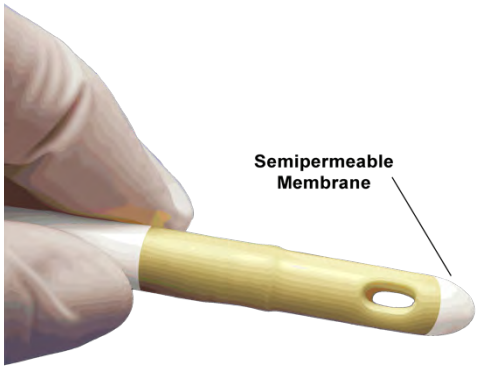


The sum of these effects is intended to increase fluid exit velocity, which based on Bernoulli's equation describing velocity changes with respect to cylinder diameter changes, increases shear force algorithmically where it is needed most. The design also utilizes the concept of vortex formation in a cylinder, as described by the Taylor-Culick equation describing parallel cylinder laminar flow.



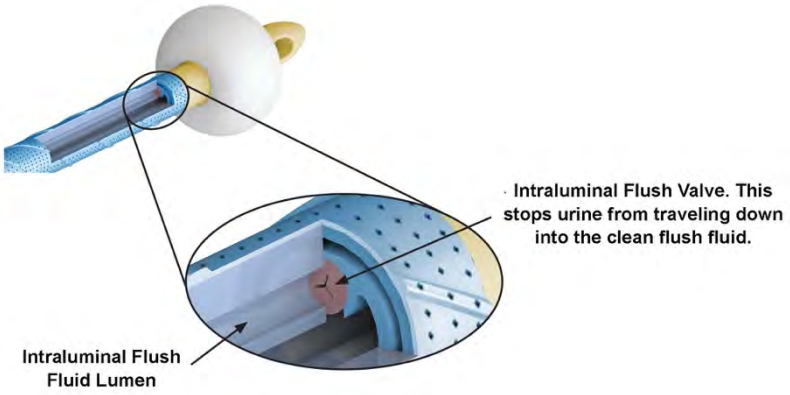
Bladder Infusion Model

In addition to the periurethral flushing action, PureFlowCath has developed a series of catheters that also include an infusion segment of the catheter within the bladder. This allows for the continuous infusion and/or irrigation of the bladder without interruption of urinary drainage. Clinical applications for bladder infusion include, but are not limited to, chemotherapeutics, antimicrobial therapy, anticoagulants, etc. This design was developed with specific patient needs in mind, allowing the physician to choose the catheter that is best suited for an individual patient for a particular therapeutic purpose.



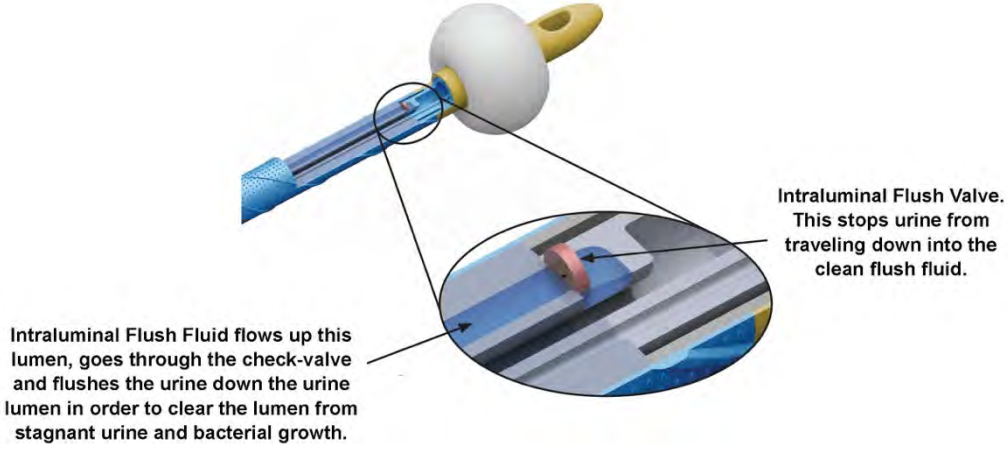
Intraluminal Flush

Approximately 20-30% of catheter associated UTIs are caused by intraluminal contamination of the catheter. While periurethral flushing, described above, is designed to prevent extraluminal biofilm formation, this mechanism does not address the intraluminal contamination caused by the reflux of organisms that gain access to the catheter lumen from the failure of the closed drainage system, or contamination of urine in the collection bag.



A catheterized bladder drains by gravity. While a patient is in a recumbent position, urine can become stagnant in the drainage tube, allowing for more prolonged apposition of bacteria with the intraluminal catheter surface. PureFlowCath has developed a component that addresses intraluminal bacterial adhesion as well. This feature consists of an external access port with a unidirectional valve that allows for sterile fluid to be injected into the urine drainage tube, flushing urine distally through the catheter, into the collection bag, the same way that urination performs this function naturally.

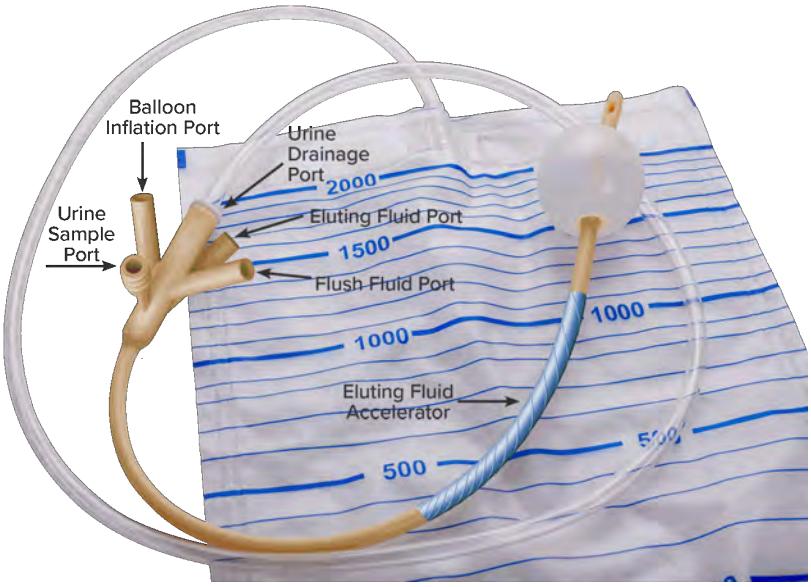
This valve prevents the intraluminal flushing fluid from mixing with the sterile extraluminal fluid eluting along the periurethral portion of the catheter. Force generated by periodic intraluminal flushing is designed to prevent bacterial adhesion and formation of biofilm on the interior surface of the catheter in much the same way that urine performs this function naturally.



Sanitary Specimen Collection

Periodic urine specimen collection presents an additional opportunity to eliminate exposure of the urethra to contaminants. Currently, clean catch urine specimen collection is imprecise and reliant on patient compliance, nursing skill, as well as other user-dependent factors. Stopping urination midstream to flush the urethra and then collecting an uncontaminated specimen is unwieldy and uncomfortable for these reasons.

To address the need for specimen collection without the need of removing urinary catheters and subsequently replacing them, a small parallel collection aperture within the catheter communicates with the bladder lumen. Clean specimens may be obtained with a luer lock syringe via an exterior port protected from retrograde contamination by a one-way valve. Decreasing the need for re-catheterization also diminishes patient discomfort.



4. USE OF PROCEEDS

4.1 Non-Offering Prospectus

This is a non-offering prospectus. The Company is not raising any funds in conjunction with this Prospectus. Accordingly, there are no proceeds to the Company in connection with the filing of this Prospectus. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised, and all expenses in connection with the preparation and filing of this Prospectus will be paid by the Company from its working capital.

4.2 Funds Available and Use of Available Funds

As at February 31, 2022 the most recent month end before the date of this Prospectus, the Company has an approximate consolidated working capital of $783,000 for the next twelve months operating as follows:

InnoMed Working Capital	Amount US$
Patent applications Office Freylinger	70,000
Medical Device Prototype design & manufacture	120,000
Professional & Legal Fees	60,000
Securitisations legal agreements	15,000
Regulatory applications	25,000
Remuneration employees*	393,000
Travel	25,000
Marketing	20,000
Insurance	5,000
Unallocated Working Capital	50,000
	783,000

* Director fees pre-listing on TSXV are US$2,000 per month, including PureFlowCath Director, CEO US$5,000 per month, totalling US$13,000 per month. Post listing, Director and Officer fees increase to US$32,750 per month or US$393,000 per year.

Since its founding, the Company has not generated positive cash flow from its operations and has incurred certain operating losses. Such losses and negative operating cash flow are expected to continue since operating funds will continue to be expended to pay its expenses.

The Company funds its business using the proceeds from equity private placements and debt finance from Securitisation of its illiquid assets, namely IP. In the future, the Company may pursue additional private placement debt or equity financing based upon its working capital needs from time to time. There can be no assurance that such financing will be available or completed on terms that are favourable to the Company.

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances however, where for sound business reasons, a reallocation of funds may be necessary.

Business Objectives and Milestones

The Company's principal objectives and milestones 12 months from date of prospectus are:

- Securitisation of intellectual property (patent applications) in Luxemburg to facilitate future financing to expand research and development of the PureFlowCath medical devices.

Milestones

Complete all subscription and debt note agreement drafts by June 2022 cost: $15,000

- Become a regulated public company trading on a designated stock exchange.

Milestones

File Long Form Non-Offering Prospectus with BCSC and TSXV by December 2021 cost: $25,000

Complete public listing process cost: $60,000

- Design and manufacture PureFlowCath prototype medical device

Milestones

Appoint Medical Device medical device manufacturer cost: $120,000

- Complete existing patent applications

Milestones

Finalise design elements with Office Freylinger and others including Catheter prototype and material testing, file updated patent applications cost: $70,000

The above milestone costs are contained in the twelve (12) month expenditures set out above.

To progress PureFlowCath medical devices to market will require a process of patent application approval. During the patent approval, the finalisation of medical device design, prototype and material testing is to be completed. Once patent applications have been approved, the process of regulatory approval of the PureFlowCath medical devices will commence and is a lengthy process over a number of years.

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. The Company has not been impacted by COVID-19 at the date of this prospectus and although the risk of future impact is expected to be low the nature of the outbreak continues to present a risk.

5. SELECTED FINANCIAL INFORMATION

5.1 Selected Financial Information

The following table sets forth summary financial information for the Company for the years then ended December 31, 2019 and 2020 and for the nine-months ended September 30, 2021. This information has been summarized from the Company's financial statements for these periods and should only be read in conjunction with the financial statements and accompanying notes included elsewhere in this prospectus.

	Sep. 30, 2021 (Unaudited) Consolidated	Dec. 31, 2020 (Audited) Consolidated	Dec. 31, 2019 (Audited) Innomed Tech
Total revenue	–	–	–
Net loss for the period	(323,897)	(2,044,024)	(1,586,937)
Loss per share, basic and diluted	(0.01)	(0.04)	(0.05)
Total assets	203,386	239,494	590,800
Total long-term liabilities	3,006,303	2,929,848	500,000

5.2 Summary of Quarterly Results

The following table summarizes selected unaudited financial data for each of the last eight fiscal quarters, prepared in accordance with IFRS:

	Revenues	Net income (loss)	Basic and diluted earnings (loss) per share
March 31, 2020	–	(24,541)	(0.00)
June 30, 2020	–	(1,757,640)	(0.05)
September 30, 2020	–	(307,798)	(0.01)
December 31, 2020	–	45,955	0.00
March 31, 2021	–	(8,600)	(0.00)
June 30, 2021	–	(221,872)	(0.01)
September 30, 2021	–	(93,425)	(0.00)

6. MANAGEMENT DISCUSSION & ANALYSIS

6.1 InnoMed Tech Ltd. year ended December 31, 2020

InnoMed Tech Ltd. MD&A Statements for the year ended December 31, 2020 are attached hereto as Appendix A. The discussion of the operating results and financial position of InnoMed Tech Ltd. should be read in conjunction with the audited financial statements and related notes for the year ended December 31, 2020.

6.2 InnoMed Tech Ltd. Interim period ended September 30, 2021

InnoMed Tech Ltd. MD&A Statements for the interim period ended September 30, 2021 are attached hereto as Appendix A.

6.3 PureFlowCath year ended December 31, 2019

PureFlowCath MD&A Statements for the year ended December 31, 2019 are attached hereto as Appendix B. The discussion of the operating results and financial position of PureFlowCath should be read in conjunction with the audited financial statements and related notes for the year ended December 31, 2018 and 2019.

6.4 PureFlowCath interim period ended April 15, 2020

PureFlowCath MD&A Statements for the interim period for the interim period from January 1, 2020 to April 15, 2020 are attached hereto as Appendix B.

7. DIVIDEND POLICY

The Company does not anticipate that it will distribute a dividend to the Company Shareholders pro-rata in part or whole. There are no restrictions in the Company's articles of incorporation or Articles that prevent it from declaring dividends unless insolvent or the payment of such dividend will render the Company insolvent.

8. DESCRIPTION OF SECURITIES

8.1 Authorized and Issued Share Capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value. As of the date of this Prospectus, 47,523,337 Common Shares were issued and outstanding.

8.2 Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company, and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares are entitled to receive such dividends in any financial year as the Board of Directors may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, the remaining property and assets of the Company.

8.3 Special Series B Class Shares Non-Voting ("B Class Shares")

The holders of B Class Shares are not entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company. The holders of the B Class Shares are not entitled to receive such dividends in any financial year as the Board of Directors may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the B Class Shares are not entitled to receive the remaining property and assets of the Company. The conversion of B Class Share to Common Shares is by way of special resolution by the Board of Directors. As of the date of this Prospectus there were no B Class Shares issued or outstanding.

9. CONSOLIDATED CAPITALIZATION

The following table summarizes changes in the Company's capitalization as at December 31, 2020 (the Company's year-end), and as of the date of this Prospectus.

Authorized	Outstanding as of December 31, 2020 (Audited)	Outstanding as of September 30, 2021 (Unaudited)	Outstanding as of the date of this prospectus	Outstanding as of the date of this prospectus on a fully diluted basis
Unlimited No of Common Shares	47,800,702	44,482,985	47,523,337	73,667,822*
Unlimited No of Preferred Common Shares	N/A	N/A	N/A	N/A
Long-term Debt	Nil	Nil	Nil	Nil

* Includes 26,144,487 warrants if exercised on or before December 31, 2026. Warrants issued on the basis of one share subscribed at US$0.29 cents per share with a full warrant exercisable at US$0.29 per share.

10. WARRANTS

As of the date of this Prospectus, the Company has the following warrants to acquire common shares outstanding:

Number outstanding	Exercise Price $	Expiry Date
33,072,309	0.29	Dec 31, 2026

11. OPTIONS TO PURCHASE SECURITIES

The Company has no outstanding options as of the date of this prospectus.

12. PRIOR SALES

There have been no prior sales of the Company's Common Shares for the twelve (12) month period prior to the date of this prospectus, other than as set out below.

Date	Aggregate Issue Price US$	Issue Price per Share	Number of Shares
17 February 2021	10,000	0.29	34,483
19 February 2021	20,000	0.29	68,966
02 March 2021	50,000	0.29	172,414
30 April 2021	10,000	0.29	34,483
30 April 2021	150,000	0.29	517,241
05 May 2021	25,000	0.29	86,207
26 May 2021	10,000	0.29	34,483
05 June 2021	100,000	0.29	344,828
05 June 2021	15,000	0.29	51,724
14 June 2021	50,000	0.29	172,414
21 June 2021	25,000	0.29	86,207
07 October 2021	30,000	0.29	103,448
14 October 2021	8,700	0.29	30,000
16 October 2021	50,000	0.29	172,414
26 October 2021	25,000	0.29	86,207
28 October 2021	3,000	0.29	10,345
28 October 2021	10,000	0.29	34,483
29 October 2021	100,000	0.29	172,414
29 October 2021	50,000	0.29	344,828
02 November 2021	10,000	0.29	34,483
03 November 2021	50,000	0.29	172,414
04 November 2021	20,000	0.29	68,966
04 November 2021	15,000	0.29	51,724
10 November 2021	100,000	0.29	344,828
12 November 2021	10,000	0.29	34,483
16 November 2021	100,000	0.29	344,828
18 November 2021	200,000	0.29	689,655
15 December 2021	25,000	0.29	86,207
15 December 2021	50,000	0.29	172,414
15 December 2021	10,000	0.29	34,483
01 January 2022	15,000	0.29	51,724

The common shares of the Company are not listed on any exchange or quoted on any quotation system in Canada and therefore do not have a trading history. As of the date of this Prospectus, the Company has 26,144,487 warrants outstanding. Each warrant is exercisable at US$ 29 cents on or before 2026.

13. ESCROWED SECURITIES AND OTHER SECURITIES SUBJECT TO RESALE RESTRICTIONS

13.1 Escrowed Securities

Under the applicable policies and notices of the Canadian Securities Administrators, securities held by Principals are required to be held in escrow in accordance with the national escrow regime applicable to initial public distributions. Equity securities, including Common Shares, owned or controlled by the Principals of the Company are subject to the escrow requirements. In connection with the proposed listing, the Company expects to enter into the Escrow Agreement in accordance with NP 46-201 as described herein.

Pursuant to the Escrow Agreement to be entered into among the Escrow Agent, the Company, and the principals 12,275,994 common shares (the "Escrowed Securities") will be held in escrow with the Escrow Agent. The Escrow Agreement provides that 10% of the escrowed securities will be released from escrow upon the Listing Date and that an additional 15% will be released therefrom every 6-month interval thereafter, over a period of 36 months. The Company is an "emerging Company" as defined in the applicable policies and notices of the Canadian Securities Administrators. If the Company achieves "established Company" status during the term of the Escrow Agreement, it will "graduate" resulting in a catch-up release and an accelerated release of any securities remaining in escrow under the 18-month schedule applicable to established Company's as if the Company had originally been classified as an established Company.

Pursuant to the terms of the Escrow Agreement, the escrowed securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfers or dealings within the escrow are:

- transfers to continuing or, upon their appointment, incoming directors and senior officers of the Company or of a material operating subsidiary, with approval of the Board.
- transfers to an RRSP or similar trustee plan provided that the only beneficiaries are the transferor or the transferor's spouse or children or parents.
- transfers upon bankruptcy to the trustee in bankruptcy.
- pledges to a financial institution as collateral for a loan, provided that upon a realization the securities remain subject to escrow.
- tenders of escrowed securities to a take-over bid are permitted provided that, if the tenderer is a Principal of the successor corporation upon completion of the take-over bid, securities received in exchange for tendered escrowed securities are substituted in escrow on the basis of the successor corporation's escrow classification.

The following table sets forth details of the securities that, as of the date of this Prospectus, will be subject to an Escrow Agreement.

Name	Designation of Security	Quantity	% Common Shares as of the date of Prospectus
Dr Matthew McIntyre	Common Shares	5,431,166	11.44%
CIC Capital Ltd.	Common Shares	3,103,448	6.54%
Billy Williams	Common Shares	3,741,379	6.10%

- Based on 47,523,337 common shares issued and outstanding as of the date of this Prospectus.
- The escrowed securities are to be held by the Escrow Agent. Such escrowed securities are anticipated to be escrowed on or prior to the Listing Date per NP 46-201 and released pursuant to thereto.
- The principal shareholder of CIC Capital Ltd. is Stuart J. Bromley who owns 32.98% of the share capital.

NP 46-201 provides that all common shares of a company owned or controlled by Principals will be escrowed at the time of the Company's initial public offering, unless the common shares held by the Principal or issuable to the Principal upon conversion of convertible securities held by the Principal collectively represent less than 10% of the total issued and outstanding common shares of the Company after giving effect to the initial public offering. A Company will be classified for the purposes of escrow as either an "exempt Company", an "established Company" or an "emerging Company" as those terms are defined in NP 46-201.

Principals include all persons or companies that fall into one of the following categories:

- Directors and senior officers of the Company, as listed in this prospectus.
- promoters of the Company.
- those who own and/or control more than 10% of the Company's voting securities; and associates and affiliates of any of the above.

Uniform terms of automatic timed-release escrow apply to Principals of exchange-listed Companies, differing only according to the classification of the Company. The Company anticipates that it will be classified by the TSXV as an "emerging Company". As such, the Company anticipates that the following automatic timed releases will apply to the securities held by the Principals listed in the table above:

Date of Automatic Timed Release	Amount of Escrowed Released
On the Listing Date	1/10 of the Escrowed Securities
6 months after the Listing Date	1/6 of the remaining Escrowed Securities
12 months after the Listing Date	1/5 of the remaining Escrowed Securities
18 months after the Listing Date	1/4 of the remaining Escrowed Securities
24 months after the Listing Date	1/3 of the remaining Escrowed Securities
30 months after the Listing Date	1/2 of the remaining Escrowed Securities
36 months after the Listing Date	the remaining Escrowed Securities

Assuming there are no changes to the escrowed securities initially deposited and no additional escrowed securities are deposited, automatic timed-release escrow applicable to the Company will result in a 10% release on the Listing Date, with the remaining escrowed securities being released every six months thereafter in accordance with the table above. Pursuant to the terms of the Escrow Agreement, Dr Mathew McIntyre, CIC Capital Ltd. and Billy Williams have deposited their common shares in escrow with the Escrow Agent. Pursuant to the Escrow Agreement, 1,227,599 common shares will be released from escrow on the Listing Date.

13.2 Common Shares Subject to Resale Restrictions

All securities issued within four months of the date of the receipt for the final prospectus will still be subject to resale restrictions pursuant to NI 45-102.

14. PRINCIPAL SHAREHOLDERS

14.1 Significant Shareholder above 10% of the Common Share of the Company

Name	Number of Common Shares held as at the date of this prospectus and on trading on TSXV	Percentage of Common Shares as at the date of this prospectus and on trading on TSXV
Dr Matthew McIntyre	5,431,166	11.44%

15. DIRECTORS AND EXECUTIVE OFFICERS

15.1 Name, Occupation and Security Holdings

The following table provides the names, state or province and country of residence, position, principal occupations during the five preceding years and the number of voting securities of the Company that each of its Directors and Executive Officers beneficially owns, directly or indirectly, or exercises control over, as of the date of this prospectus:

Director/Residence	Director/ Officer Since	Principal Occupation for the Past Five Years		Shares Beneficially Owned Directly or Indirectly at the date of this Prospectus	% of common shares
Robert L. Rhodes**	Jul 2014 to present	CIC Capital Ltd.	Director 2 days per month		
CEO / Exec Director	Mar 2020 to present	InnoMed Tech Ltd.	Director Full time	-	-
Western Australia	Mar 2020 to Jul 2021	CIC Capital Fund Ltd	retired		
	Feb 2019 to Feb 2021	BTP Group Ltd.	retired		
Terrence A. Larkan*	Mar 2020 to present	InnoMed Tech Ltd.	Director 5 days per month		
CFO / Chairman	Nov 2015 to present	CIC Capital Ltd. Ltd.	Director 2 days per month		
Western Australia	Jun 2010 to present	Nakral Investments Pty Ltd.	Director 3 days per month		
	28 Sep 2018 to Aug 2019	Kalia Limited	retired	-	-
	28 Sep 2018 to Aug 2019	Kalia Holdings Pty Ltd.	retired		
	3 May 2018 to Aug 2018	Kalia Investment Limited	retired		
	3 May 2018 to Aug 2018	Tore Joint Venture Limited	retired		
Dr Marshall Walker*	Mar 23, 2020 to present	InnoMed Tech Ltd.	Director 3 days per month		
Non-Exec Director	Jul 2017 to present	Singing River Radiology	Director Full time	-	-
Alabama, USA	Jul 2007 to Jun 2016	University South Alabama			
David Toyoda*	July 2020 to present	CIC Capital Ltd.	Director 2 days per month	-	-
Non-Exec Director	Aug 2020 to present	Pacific Star Corporate Law	Director Full time		
BC, Canada	2006 to Aug 2020	Boughton Law Corp	retired		
Billy R. Williams*	March 2021 to present	InnoMed Tech Ltd.	Director 2 days per month	3,741,379	7.88%
Non-Exec Director	Sept 2004 to present	Williams Financial Group	Director Full time		
Alabama, USA					

* Contracted to the Company

** Full-time Contractor

Percentage of Common Shares outstanding is based on 47,264,710 Common Shares issued and outstanding as of the date of this prospectus.

As of the date of this prospectus, the Directors and Executive Officers of the Company as a group do not beneficially own, directly or indirectly, or exercise control or discretion of any common shares of the Company except Billy Williams.

15.2 Background – Directors and Executive Officers

The following is a brief description of each of the Directors and Executive Officers of the Company, including their names, ages, positions and responsibilities with the Company, relevant educational background, principal occupations, or employment during the five years preceding the date of this prospectus, experience in the Company's industry. All Directors and Officers employment contracts have non-competition or non-disclosure agreement provisions with the Company.

Robert L. Rhodes *Chief Executive Officer / Executive Director* *Age 63*

Mr. Rhodes has worked within the quarrying/mining and construction industry in Australia for the past 34 years. Mr. Rhodes has held senior management roles with Transmin Pty Ltd, BIS Industries, and international professional services consultancy Coffey International Limited. Mr. Rhodes has worked with many of the major national and international mining and construction companies that operate in Australia. For the five-year period from 2006 - 2011 Mr. Rhodes was the Regional General Manager for Komatsu Australia Pty Ltd.

After graduating from Curtin University in 1979 with a Bachelor of Applied Science Degree in Biology, Mr. Rhodes spent six years working as an agriculture research scientist. In 1985 Mr. Rhodes joined Boral Quarries Ltd which was the beginning of his career in the quarrying/mining and construction industry. Within this industry he has held roles responsible for sales, marketing, contracts, operations, human resources, regional and general management. Mr. Rhodes since 2007 has been a Canadian regulated public company Director as well as Director of London Stock Exchange company.

Mr. Rhodes is a Fellow of the Australian Institute of Quarrying, a Fellow of the Australian Institute of Management and a member of the West Australian Mining Club and is a member of the Disclosure Committee and Compensation Committee.

Terrence A. Larkan *Chief Financial Officer / Executive Chairman* *Age 60*

Mr. Larkan has extensive experience consulting over the past 35 years. Mr. Larkan's expertise is in finance and accounting functions as well as the operational support areas of IT, HR and supply chain augmented with extensive experience in corporate and project governance. Mr. Larkan has worked in Africa, Europe, North and South America, Australia and South East Asia.

Having worked in the compliance functions of major corporates and on IPO and M&A projects, Mr. Larkan is successful in managing relationships with professional services providers on many aspects of these processes. Mr Larkan has gained considerable experience of the regulatory and corporate governance requirements for publicly listed companies in the UK, USA, Canada and Australia. Mr. Larkan's recent career partnership with Ernst & Young (Australia) and as VP responsible for compliance, audit, security and risk management at Barrick Gold Corporation.

Mr. Larkan holds a BCompt. and an MBA, is a FCPA (Aust.) as well as being a Fellow of the Governance Institute of Australia and a Member of the Australian Institute of Company Directors. Mr. Larkan is a member of the Company's Audit Committee, Nomination Committee, Disclosure Committee and Compensation Committee.

Marshall K. Walker, M.D. MPH, DABR. *Non-Executive Director* *Age 40*

Dr Marshall K. Walker contributes a fresh look at emerging and age-old problems concerning operative approaches and maintaining low patient impact through minimally invasive techniques. As a native of the Gulf Coast, his childhood spent in New Orleans, LA and Ocean Springs, MS instilled an understanding and an eventual passion for bringing the big city into smaller communities regarding medical expertise.

Dr Walker received a Bachelor of Arts in Philosophy from Duke University followed by a contemporaneous MD/Master of Public Health degree from Tulane University. His master's degree included a concentration in health systems management, furthering his desire to see the big picture with regards to healthcare impact. He then completed an internship in general surgery followed by diagnostic radiology residency at the University of South Alabama and a fellowship in vascular and interventional radiology at the University of Alabama at Birmingham. He currently is in private practice in coastal Mississippi. Dr Walker is a Diplomate of the American Board of Radiology and a member of numerous professional organizations, including the American Medical Association, American College of Radiology, Society of Interventional Radiology, Mississippi State Medical Association, and the Alabama Academy of Radiology.

David R. Toyoda *Non-Executive Director Age 54*

Mr. Toyoda is the Principal of Pacific Star Corporate Finance Law in Vancouver, British Columbia Canada. He practices in the areas of corporate and securities law, advising technology, biotechnology and mining companies that are listed, or are preparing to list on, Canadian stock exchanges. He also acts for clients in international securities transactions, including cross-border financings, and has established U.S. markets for Canadian public companies.

Mr. Toyoda has extensive experience in the corporate finance area, assisting companies on a broad range of transactions, including initial and subsequent public offerings, inter-listings on stock exchanges, private placements of both debt and equity securities and venture capital financings. He also advises already listed companies on reverse takeovers, change of businesses and reactivations, share purchase agreements and asset acquisitions.

Mr. Toyoda is a frequent presenter and lecturer on corporate and securities law topics in Canada. Mr. Toyoda is a director of three reporting companies.

Billy R. Williams *Non-Executive Director Age 43*

Billy Williams earned his B.B.A. from Millsaps College with a concentration in Finance and a minor in mathematics. With over twenty years of experience in the financial services industry, he continues to further his commitment to offering sound financial planning services by pursuing courses in tax planning, estate planning, retirement planning, and investment management. In addition to remaining well versed in the issues critical to his clients, Billy belongs to many professional organizations, including the National Association of Insurance and Financial Advisors and the National Association of Estate Planners and Councils.

Billy works primarily with families and individuals who are focusing on retirement planning, comprehensive financial planning, and investment management.

15.3 Significant Employees

Dr Matthew McIntyre MD is a Director of PureFlowCath together with Robert L. Rhodes (CEO Executive Director of the Company). Dr Mathew McIntyre is the inventor of the medical device of PureFlowCath.

15.4 Enforcement of judgments against Director who are all foreign persons

The Directors Robert L. Rhodes, Terrence Larkan, Billy Williams and Dr Marshall K. Walker, MD reside outside of Canada and in each case, have appointed FRASER / BATKIN / HANSON / TRIBE LLP, 1100 - 570 Granville Street, Vancouver, BC V6C 3P1 for service of process. Investors are advised that it may not be possible to enforce judgments obtained in Canada against any person who resides outside of Canada, even if the party has appointed an agent for service of process.

15.5 Involvement in Certain Legal Proceedings

There are currently no legal proceedings other than as stated in Part 22 Legal proceedings and Regulatory Actions to which any of our directors or Executive Officers is a party adverse to us or in which any of our directors or Executive Officers has a material interest adverse to the Company.

15.6 Corporate Cease Trade Orders (CTO) or Bankruptcies

Director Robert L. Rhodes and Stuart J. Bromley have been subject to cease trade orders from Securities Commissions in Canada as Directors of CIC Mining Resources Ltd in the past ten years relating to filing of financial statements. The CTO against CIC Mining Resources (now CIC Capital Fund Ltd.) is still outstanding.

The details are as follows:

Date	Subject	Type	Reason
25-Sep-13	CIC Mining Resources Ltd	Cease Trade Order	failure to file financial statements

Note: CIC Mining Resources Ltd. is renamed and is now CIC Capital Fund Ltd.

15.7 Penalties or Sanctions

None of our Directors, Officers or principal shareholders are, or have been within the last 10 years, the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or have entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

15.8 Personal Bankruptcies

None of our Directors, Officers or principal shareholders, or personal holding company of such persons, have, within the last 10 years become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets.

15.9 Conflicts of Interest

The Company's Directors and Officers may serve as Directors or Officers of other companies or have significant shareholdings in other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's Directors, a Director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. The

Directors of the Company are required to act honestly, in good faith and in the best interests of the Company.

Robert Rhodes, Terry Larkan and David Toyoda are Directors of CIC Capital Ltd. At no material time do common Directors between CIC Capital Ltd. and the Company, conduct any corporate action without the approval of the other board members to avoid any conflicts of interest.

The Directors and Officers of the Company are aware of the existence of laws governing the accountability of Directors and Officers for corporate opportunity and requiring disclosures by the Directors of conflicts of interest and the Company will rely upon such laws in respect of any Directors' and Officers' conflicts of interest or in respect of any breaches of duty by any of its Directors and Officers. All such conflicts will be disclosed by such Directors or Officers in accordance with applicable laws and shall govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

CIC Capital Ltd. is a related party by virtue of certain Directors of CIC Capital Ltd. are also Directors of the Company. Transactions involving CIC Capital Ltd are contract fees and common shares received for Transaction Advisory Services as detailed in Material Contracts in this prospectus. CIC Capital Ltd. in its Transaction Advisory role received US$170,000 in fixed Transaction Advisory fees.

Billy Williams of Williams Financial Group prior to becoming an insider in July 2020 was an investor in the Company. On December 28, 2019, Billy Williams loaned PureFlowCath US$500,000; PureFlowCath issued an unsecured promissory note. On April 4, 2020, the amount of $500,000 plus $50,000 interest was converted into common shares in InnoMed Tech Ltd. at $0.29 per share or 1,896,552 common shares plus full warrant at exercisable 0.29 per warrant on or before December 31, 2026. On March 1, 2021 Billy William's became an independent Non-Executive Director of the Company.

16. EXECUTIVE COMPENSATION

16.1 Compensation Discussion and Analysis

Compensation, Philosophy and Objectives

The Company does not have a formal compensation program. The Board meets to discuss and determine management compensation without reference to formal objectives, criteria or analysis. The general objectives of the Company's compensation strategy are to: (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; (c) provide a compensation package that is commensurate with other medical device companies to enable the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a company without a history of earnings.

The Board ensures that total compensation paid to all Named Executive Officers (NEOs), as hereinafter defined, is fair and reasonable. The Board relies on the experience of its members as Officers and Directors with other companies in assessing compensation levels. The Compensation Committee makes a recommendation of compensation of all Directors and Officers to the Board for the final decision.

Analysis of Elements

Base salary is used to provide the NEOs a set amount of compensation during the year with the expectation that each NEO will perform his responsibilities to the best of his ability and in the best interests of the Company.

The Company considers the granting of Options to be a component of executive compensation as it allows the Company to reward each NEOs efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Options are generally awarded to Executive Officers at the commencement of employment and periodically thereafter. The terms and conditions of the Option grants, including vesting provisions and exercise prices, will be governed by the terms of a stock option plan.

Long Term Compensation and Option-Based Awards

The Company has no long-term incentive plans other than to review based on the Company performance, incentive or bonuses in the form of common shares or cash subject to shareholder approval. The Company's Directors, Officers, employees and certain consultants will be entitled to participate in any incentive in the form of common shares.

16.2 Named Executive Officers

The following statement of executive compensation is prepared in accordance with Form 51-102F6V of National Instrument 51-102 - Continuous Disclosure Obligations. As used in this prospectus, a "Named Executive Officer" or "NEO" means each of the following individuals:

1. each individual who, in respect of the Company, during any part of the most recently completed financial year, served as Chief Executive Officer (a "CEO"), including an individual performing function similar to a CEO

2. each individual who, in respect of the Company, during any part of the most recently completed financial year, served as Chief Financial Officer (a "CFO"), including an individual performing function similar to a CFO

3. in respect of the Company and its subsidiaries, the most highly compensated Executive Officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000 for that financial year

4. each individual who would be a named Executive Officer but for the fact that the individual was not an Executive Officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

At the date of this prospectus, the Company had the following two (2) NEOs: Robert L. Rhodes, Chief Executive Officer and Director and Terrence A. Larkan, Chief Financial Officer and Board Chairman.

16.3 Outstanding Share-Based Awards and Option-Based Awards

None of the Company's Directors or NEOs owned any compensation securities as at the date of the Company's most recently completed financial year on December 31, 2020. No Director or NEO has exercised any compensation securities during the most recently completed financial year.

16.4 Executive Compensation

The following table sets forth a summary of the compensation paid to the NEO's and the Directors for the two most recently completed financial years ended on December 31, 2021 and 2020:

Name and position	Year	Salary, consulting fee, retainer, or commission	Bonus	Committee or meeting fees	Value of perquisites	Value of all other compensation	Total compensation
		$	$	$	$	$	$
Robert L. Rhodes	2021	60,000	Nil	Nil	Nil	Nil	60,000
CEO/Executive Director	2020	45,000	Nil	Nil	Nil	Nil	45,000
Terrence A. Larkan	2021	24,000	Nil	Nil	Nil	Nil	24,000
CFO /Executive Chairman	2020	10,000	Nil	Nil	Nil	Nil	10,000
Dr Marshall K. Walker MD	2021	24,000	Nil	Nil	Nil	Nil	24,000
Non-Executive Director	2020	10,000	Nil	Nil	Nil	Nil	10,000
David Toyoda	2021	24,000	Nil	Nil	Nil	Nil	24,000
Non-Executive Director	2020	10,000	Nil	Nil	Nil	Nil	10.000
Billy R. Williams	2021	20,000	Nil	Nil	Nil	Nil	20,000
Non-Executive Director	2020	Nil	Nil	Nil	Nil	Nil	Nil

Note: Pre-listing on TSXV, the Directors receive US$2,000 per month, CEO receives US$5,000 per month.

Director Fees US$ Pre-Listing	
4 directors* at US$ 2000 per month	96,000
CEO US$5,000	60,000
	156,000
Monthly	13,000

Post Listing Annual Fees US$	
Chairman at US$3,750 per month	45,000
3 directors at US$ 3,000 per month	108,000
1 director* at US$ 5,000 per month	60,000
CEO US$15,000 per month	180,000
	393,000
Monthly	**32,750**

* One PureFlow Director

Employment Contracts, Termination of Employment and Change-In-Control Arrangements

Service Agreements and Letters of Appointment

Robert L. Rhodes, entered into an executive service agreement with the Company on March 23, 2020, pursuant to which he was appointed as Executive Director and CEO at a fee of USD$15,000 per month. The appointment is for an initial period of three years commencing from first day of Listing to trading on TSXV stock exchange, whereafter it may be terminated on not less than three written months' notice from either party. The agreement contains customary provisions in relation to duties of confidentiality and post-termination restrictive covenants. The agreement also has provisions to protect the Company's intellectual property rights.

Terrence A. Larkan entered into an executive service agreement with the Company on March 23, 2020 updated January 1, 2021, pursuant to which he was appointed as Executive Chairman and CFO for an annual fee of USD$45,000 (to be reviewed annually), payable in arrears by equal monthly instalments. The appointment is for an initial term of three years and terminable on thirty days' notice by either party.

Dr Marshall K. Walker, MD entered into a Letter of Appointment with the Company on March 23, 2020, pursuant to which he was appointed as a Non-Executive Director for an annual fee of USD$36,000 (to be reviewed annually), payable in arrears by equal quarterly instalments from Listing to trading on TSXV stock exchange. The appointment is for an initial term of three years and terminable on thirty days' notice by either party.

David Toyoda entered into a Letter of Appointment with the Company on July 1, 2020, pursuant to which he was appointed as a Non-Executive Director for an annual fee of USD$36,000 (to be reviewed annually), payable in arrears by equal quarterly instalments from Listing to trading on TSXV stock

exchange. The appointment is for an initial term of three years and terminable on thirty days' notice by either party.

Billy R. Williams entered into a Letter of Appointment with the Company on March 1, 2021, pursuant to which he was appointed as a Non-Executive Director for an annual fee of USD$36,000 (to be reviewed annually), payable in arrears by equal quarterly instalments from Listing to trading on TSXV stock exchange. The appointment is for an initial term of three years and terminable on thirty days' notice by either party.

Matthew McIntyre entered into a Letter of Appointment with the Company on December 21, 2020, pursuant to which he was appointed as a Non-Executive Director of PureFlowCath, LLC. for an annual fee of USD$60,000 (to be reviewed annually), payable in arrears by equal quarterly instalments from Listing to trading on TSXV stock exchange. The appointment is for an initial term of three years and terminable on thirty days' notice by either party.

16.5 Oversight and Description of Director and NEO Compensation

The Board is responsible for determining, by way of discussions at Board meetings, the compensation to be paid to the Executive Officers of the Company recommended by the Compensation Committee to the Board. The Company at this time does not have a formal compensation program with specific performance goals; however, the performance of each executive is considered along with the Company's ability to pay compensation and its results of operation for the period.

Compensation is designed to achieve the following key objectives:

(a) to support the overall business strategy and objectives
(b) to provide competitive compensation that is substantially performance based
(c) to provide incentives that encourage superior corporate performance and retention of highly skilled and talented employees
(d) to align executive compensation with corporate performance and therefore shareholders' interests.

The Company's compensation package is comprised of a base salary and, in the future, option-based awards. The Company formal compensation is recommended by the Compensation Committee to the Board, which seeks to reward an Executive Officer's current and future expected performance. Individual performance in connection with the achievement of corporate milestones and objectives is also reviewed for all Executive Officers. The Company does have a set policy (Corporate Governance Manual) preventing a NEO or Director from purchasing financing instruments such as prepaid variable forward contracts, equity swaps, collars or units of exchange funds designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by such person.

Pension Disclosure

The Company does not have any form of pension plan that provides for payments or benefits to the NEO at, following, or in connection with retirement. The Company does not have any form of deferred compensation plan.

Intended Changes to Compensation

Compensation for the Executives will be reviewed initially every six months. At each review period, a compensation committee comprised of Directors of the Company will be struck to review Executive compensation to ensure compensation packages remains reflective of the current roles and responsibilities and competitive enough to ensure leading candidates of the executive team can be attracted and retained.

17. INDEBTEDNESS OF DIRECTORS AND OFFICERS

Other than routine indebtedness for management fees, travel and other expense advances, no existing or proposed Director or Executive Officer of the Company, or any associate of any of them, was indebted to the Company as of date of the document or is currently indebted to the Company or has any indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

18. AUDIT COMMITTEE AND CORPORATE GOVERNANCE

18.1 Audit Committee

National Instrument 52-110 – Audit Committees ("NI 52-110"), NI 41-101 and Form 52-110F1 require the Company to disclose certain information relating to the Company's audit committee (the "Audit Committee") and its relationship with the Company's independent auditors.

Audit Committee Charter

The Audit Committee's charter is attached hereto as Appendix A.

Composition of the Audit Committee

The members of the Company's Audit Committee are set out below:

Terrence A. Larkan	CFO / Director	Financially literate(2)
David Toyoda	Independent (1)	Financially literate(2)
Billy R. Williams	Independent (1)	Financially literate(2)

- A member of an audit committee is independent as defined by Canadian National Instrument NI52-110 Audit Committees Section 1.4. Further the member has no direct or indirect material relationship with the Company, which could, in the view of the Company's Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

- An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

Each member of the Company's present Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and the requisite education and experience that have provided the member with:

- an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves
- the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions

- experience preparing, auditing, analysing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities
- an understanding of internal controls and procedures for financial reporting.

Terrence A. Larkan is a Certified Practicing Accountant – Australia (FCPA – Aust.) and has extensive experience working as an officer or director of Canadian and UK public companies. Terrence A. Larkan was VP responsible for Corporate Governance functions for TSX main board listed company Barrick Gold.

David Toyoda graduated from the University of British Columbia with a Bachelor of Commerce degree with Honours and a Bachelor of Law degree. David Toyoda is a director and member of the audit committee of three reporting issuers.

Billy Williams CFP ChFC is a Certified Practicing Investment Advisor with over 20 years of experience in the financial services industry and is a member of the US Financial Planning Association.

Please refer "Directors and Officers" above for further details.

Authority of Audit Committee

(a) to engage independent counsel and other advisors as it determines necessary to carry out its duties
(b) to set and pay the compensation for any advisors employed by the audit committee
(c) to communicate directly with the internal and external auditors.

Audit Fees

	YE 31 Dec 2018	YE 31 Dec 2019	YE 31 Dec 2020	
Audit Fees	-	23,281	31,250	Auditor Fee
Audit Related Fees*	-	7,000	-	Advisory
Tax Fees**	3,500	3,300	2,730	US annual Tax
All Other Fees***	24,710	37,905	-	Account Fees

* Innomed Two LLC, Crowe Shields Baily bookkeeping fees
** Preparation and filing of US investor K1 forms
*** Innomed Two LLC, Crowe Shields Baily accounting fees

US Company Obligations

The Company is not a US Company nor will any of its securities be admitted on a US stock Exchange.

18.2 Compensation Committee

The Compensation Committee is responsible for determining all elements of the compensation of the Executive Directors, Officers and the Chairman of the Board.

In determining the Executive compensation policy, the committee takes into account the Company's need to attract, retain and incentivise executive talent, a variety of legal and regulatory requirements, the relevant provisions of the Companies Corporate Governance Policies. The committee also determines the policy on the duration, notice period and termination, with a view to recognising service to the Company whilst ensuring that failure is not rewarded and that the need to mitigate loss is recognised. The

Compensation Committee makes recommendation of compensation of all Directors and Officers to the Board for final decision.

Composition of the Compensation Committee

The members of the Company's Compensation Committee are set out below:

Terrence A. Larkan	CFO/Executive Chairman
Billy R. Williams	Non-Executive Director
David Toyoda	Non-Executive Director

18.3 Disclosure Committee

The Disclosure Committee is tasked with reviewing all proposed disclosures prior to their release.

The Company is subject to highly specific reporting requirements by the regulators and any stock exchange it is listed on and must pay particular attention to any information issued to the public, whether it is done through press releases, reports filed with the SEDAR, speeches, web site pages, or other forms of communication.

Committee members share information about disclosure issues and inform the Company of what types of situations may require formal disclosure including the disclosures being included in the financial statements. If there is no disclosure committee in place, there is an increased likelihood that incorrect information will be released, or that information will be disclosed that does not follow reporting compliance. The Disclosure Committee has appointed Billy R. Williams for shareholder contact, any other outside contact and to issue public notices and materials in accordance with National Instrument NI 51-201.

Composition of the Disclosure Committee

The members of the Company's Disclosure Committee are set out below:

Terrence A. Larkan	CFO/Executive Chairman
David Toyoda	Non-Executive Director
Robert L Rhodes	CEO/Executive Director

18.4 Nomination Committee

The Company’s Nomination Committee makes formal Director and Officer recommendations of appointment to the Board for consideration. The Company’s Nomination Committee acts as part of the organization’s corporate governance. The Nomination Committee evaluates the Board of Directors of its respective firm and examines the skills and characteristics needed in Board candidates. The Nomination Committee will identify suitable candidates for various Director positions. The Nomination Committee also reviews corporate governance policies and suggests any changes to the Board.

The Nomination Committee is a crucial part of a Company’s corporate governance. Corporate governance is essential for balancing the interests of a company's many stakeholders. Corporate governance provides the framework for attaining a company's objectives. The Company’s Nomination Committee also supports the search for the CEO. The CEO is an organization’s highest-ranking executive, making all major corporate decisions, ranging from day-to-day operations to managing company resources, and liaising between the Audit Committee and the Board of Directors and other executives.

Composition of the Nomination Committee

The members of the Nomination Committee are set out below:

Terrence A. Larkan	CFO/Executive Chairman
David Toyoda	Non-Executive Director

19. CORPORATE GOVERNANCE DISCLOSURE

The Company ensures certain practices and procedures are followed by the Board of Directors to ensure that effective corporate governance practices are affected. This also ensures that the Board of Directors functions independently of management. The Company's disclosure of corporate governance practices pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") is set out below in the form required by Form 58-101F2 – *Corporate Governance Disclosure* (Venture Issuer).

19.1 Assessments

The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives.

The contributions of an individual Director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

19.2 Board of Directors

NI 58-101 provides that the Board of Directors of a public company should be constituted with a majority of individuals who qualify as "independent" Directors. An "independent" Director is a Director who is independent of management and is free from any interest and any business or other relationship which could reasonably be perceived to materially interfere with the Director's ability to act with a view to the best interests of the company, other than interests and relationships arising from holding shares or securities in the company. In addition, where a company has a significant shareholder, NI 58-101 provides that the Board of Directors should include a number of Directors who do not have interests in either the company or the significant shareholder. The independent Directors would exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary. The Company is not relying on an exemption as a Venture Issuer on the composition or independence of the Audit Committee members.

The Board is currently comprised of five (5) Directors, three (3) of whom are Independent (as defined in Section 1.2 of NI 58-101), namely Marshall K. Walker, MD, David Toyoda and Billy Williams.

19.3 Orientation and Continuing Education

The Board has not adopted formal steps to orient new board members. The Board's continuing education is typically derived from correspondence with the legal counsels of the Company to remain up to date with developments in relevant corporate and securities law matters.

19.4 Directors Current Directorships

Director/Residence	Current Directorships	Jurisdiction
Robert L. Rhodes	CIC Capital Ltd.	Canada
	InnoMed Tech Ltd	Canada
Terrence A. Larkan	CIC Capital Ltd.	Canada
	InnoMed Tech Ltd	Canada
	Nakral Investments Pty Ltd.	Australia
Dr Marshall K. Walker, MD, MPH, DABR	InnoMed Tech Ltd	Canada
David Toyoda	InnoMed Tech Ltd	Canada
	CIC Capital Ltd.	Canada
	Aurora Solar	Canada
	Technologies Inc.	Canada
	Paloma Resources Inc.	Canada
	Lite Access Technologies Inc.	Canada
Billy Williams	InnoMed Tech Ltd	Canada

19.5 Ethical Business Conduct

The Board has adopted formal guidelines to encourage and promote a culture of ethical business conduct and does promote ethical business conduct by nominating Board members it considers ethical, by avoiding or minimizing conflicts of interest and by having a sufficient number of its Board members independent of corporate matters.

19.6 Nomination of Directors

The Nomination Committee determines new nominees to the Board. The nominees are generally the result of recruitment efforts by the nomination members, including both formal and informal discussions among nomination members.

19.7 Compensation

The Compensation Committee decides on the compensation for Officers and Directors, based on industry standards.

20. PLAN OF DISTRIBUTION

This is a Non-Offering Long Form Prospectus and no securities are offered pursuant to this prospectus. The Company has applied to list the securities of the Company on the TSXV. Listing will be subject to the Company fulfilling all of the listing requirements of the TSXV.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc) other than the TSX Venture Exchange.

21. RISK FACTORS

21.1 General

A purchase of any of the securities of the Company involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Company should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the Company's securities prior to purchasing any of the securities.

21.2 Risks relating to the company's business and structure

Risks associated with the Company's business

A potential investor should consider the risks and difficulties the Company expects to encounter as it attempts to execute its business strategy, including the rapidly evolving nature of the medical device industry.

Shareholders will not have an opportunity to evaluate for themselves the relevant economic, financial and other information regarding the medical device products and accordingly will be dependent upon the judgment and ability of the Directors to:

I. protect its intellectual property

II. implement its plan to divest the Company's medical device products after development or regulatory approval

III. negotiate acceptable divestment of medical device terms

IV. attract, integrate, retain and motivate qualified personnel and advisors

V. respond effectively to increased business operation demands

VI. defend against competitors who may develop similar medical device products that are more effective, of a better quality or less expensive than those developed by the Company

VII. secure new medical devices in accordance with the stated strategy of the Company.

Conflicts of interest

Certain Directors involved in the medical industry may be in conflict in the sectors in which the Company operates.

Certain Directors are also directors of the Company's transaction advisor CIC Capital Ltd. namely Terry Larkan, Robert Rhodes and David Toyoda. These directors have no direct or indirect material or executive relationship with the CIC Capital Ltd. that could be reasonably expected to interfere with the exercise of their independent judgment.

CIC Capital Ltd. acting as Transaction Advisor to the Company is renumerated in part with common shares in the Company. CIC Capital Ltd. has elected not to vote any of its shares in favour of minority shareholders.

The Company conducts all transactions on arm's length commercial terms, under conditions consistent with industry practice. Notwithstanding such procedures, there remains a risk that such transactions may benefit such Directors or may be to the detriment of the Company.

Economic uncertainty

Future economic uncertainty or significant increases in the Company's operating costs could result in a reduction of future profits by the Company.

Since its founding, the Company has not generated positive cash flow from its operations and has incurred certain operating losses. Such losses and negative operating cash flow are expected to continue since operating funds will continued to be expended to pay its expenses.

Competition

Competitors may have filed patent applications or hold issued patents, relating to products or processes competitive with those the Company are currently developing or will develop. The patents of the Company's competitors may impair its ability to do business in a particular area. The Company's applications may not be approved or approved as desired. Others may independently develop similar products or duplicate any of the Company's or its partner's unpatented products. The Company's success will depend, in part, on its ability in the future to obtain patents, protect patents, protect trade secrets and other proprietary information and operate without infringing on the proprietary rights of others. Patent protection is uncertain and involves many complex legal, scientific and technical questions. There is no clear law or policy involving the degree of patent protection afforded under patents.

As a result, the scope of patents issued to the Company or its partners may not successfully prevent third parties from developing similar or competitive products. The Company's practice is to enter into confidentiality agreements with its employees, suppliers and distributors. However, these confidentiality agreements may be breached, and the Company may not have adequate remedies for such breaches. Others may independently develop substantially equivalent proprietary information without infringing upon any proprietary technology belonging to the Company. Third parties may otherwise gain access to the Company's proprietary information and adopt it in a competitive manner.

Taxation

The tax rules and their interpretation relating to an investment in the Company may change during the life of the investment as may the tax residence of the Company. The levels of, and reliefs from taxation may change. The tax reliefs referred to in this document are those currently available and their value depends on the individual circumstances of investors. Any change in the tax status of any member of the Company or the tax applicable to holding Common Shares or in taxation legislation or its interpretation, could affect the value of the equity interests held by the Company, affect the Company's ability to provide returns to Shareholders and/or alter the post-tax returns to Shareholders given that statements made in this document concerning the taxation of the Company and its investors are based upon current tax law and practice which is subject to change.

Tax legislation

Any change in the Company's tax status, or in taxation legislation could affect the value of its holdings in group companies and the Company's ability to achieve its objectives. Prospective investors are urged to consult their tax advisers with respect to their particular tax situations and the tax effects of an investment in the Company.

Risk of changes in foreign currency exchange rates
The Company's results are reported in United States Dollars US$. Any fluctuations in the value of the U.S. dollar and/or other currencies relative to US$ may result in variations in financial statements with possible currency exchange losses.

Legal proceedings and litigation
By the very nature of the Company's business, it is expected that from time to time the Company will be subject to complaints or claims in the normal course of business. There is no certainty that such claims or complaints will not be material and that any settlements, awards or legal expenses associated with defending or appealing against any decisions in respect of any such complaints or claims will not have a material adverse effect on the Company's financial condition. The Company's business may be materially and adversely affected if the Company and or its employees or agents are found not to have met the appropriate standard of care or exercised their discretion or authority in a prudent or appropriate manner in accordance with accepted standards.

Although management of the Company believes that there will be no litigation with respect to the Patents, there can be no assurance as to this fact. Furthermore, there may be additional patent or other litigation in connection with any of the Company's current or future products or product candidates from time to time. Currently, there is no ongoing litigation against the Company. Patent litigation, with or without merit, is time-consuming and costly and may significantly impact the Company's financial condition and results of operations. The Company has not incorporated such potential costs in any of its financial forecasts.

Significant fluctuations in quarterly results
The Company's operating results may fluctuate from quarter to quarter and from year to year due to a combination of factors, including the number medical device products in development, variations in expenditures for personnel, litigation expenses and expenses of establishing new products. Due to the foregoing and other factors, there can be no assurance that the Company will be profitable on a quarterly or annual basis, or at all.

Dependence on divestment of the Company's products
The products the Company develops may not be accepted in the marketplace, or face competitors who may develop better products to that of the Company. The Company may also elect to market the products and make other commercialization decisions with respect to products it develops without gaining market acceptance. As a result, many of the variables that may affect the Company's revenues by divestment, cash flows and net income may not exclusively be in its control.

Risk management policies and procedures
Operational risk refers to the risk of financial loss resulting from the Company's own operations including, but not limited to deficiencies in the Company's operating policy and inadequacies or breaches in the Company's control procedures.

There is no certainty that the Company's policies and procedures to mitigate its exposure to market and operational risk will be completely effective. Unforeseen events and changes in the economy may lead to market disruptions and unexpected large or rapid changes in market conditions which may have a significant adverse effect on the Company's business, financial prospects and stability.

Staff misconduct
In recent years, there have been a number of highly publicised cases involving fraud or other misconduct by staff in the financial, professional and services industries and the Company runs the risk that staff

misconduct could occur. Misconduct by staff could include binding the Company to transactions that present unacceptable risks, destroying computer data, or hiding from the Company unauthorized or unsuccessful activities, which, in either case, may result in unknown and unmanaged risks or losses. Staff misconduct could also involve the improper use of confidential information, which could result in regulatory sanctions and serious reputational harm. It is not always possible to deter employee misconduct and the precautions the Company takes to prevent and detect this activity may not be effective in all cases.

The Company may require additional capital in the future and no assurance can be given that such capital will be available at all or available on terms acceptable to the Company

The Company funds its business using the proceeds from equity private placements, and debt finance from Securitisation of its illiquid assets, namely IP. In the future, the Company may pursue additional private placement debt or equity financing based upon its working capital needs from time to time. However, there can be no assurance that such financing will be available or completed on terms that are favourable to the Company.

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances however, where for sound business reasons, a reallocation of funds may be necessary.

The Company may have further capital requirements to the extent that it decides to proceed to expand its activities, or to take advantage of opportunities for product development, joint ventures or other business opportunities that may be presented to it. Whilst no such further capital requirements are currently expected, in the event that they were necessary or desirable, the Company may not be able to complete such financings in a timely manner on acceptable terms, if at all. Where the Company issues Common Shares in the future, such issuance may result in existing shareholders of the Company sustaining dilution to their relative proportion of the equity in the Company.

Securitisation of the Companies IP

The ability of the Company to redeem all the debt notes at the maturity date in full and to pay all amounts due to the Note holders will require approval of patent applications and divestment or the conversion of debt to equity in the Company subject to shareholder and any regulatory approvals. The Company's IP is held in the securitisation company (Luxembourg) Compartment PureFlowCath as security of the debt finance. The Company cannot pledge or divest any of the Company's IP whilst the debt notes have not been redeemed without the approval of CIC Fund Securitisation S.A.

Risks in a typical securitisation transaction are:

1. Credit risk may arise in transactions on non-payment by underlying borrowers in the pool of loans because of either inability or unwillingness to pay

2. Counterparty risk arises on account of non-performance of any of the counterparties involved in securitisation transactions. Typical counter parties are IP valuator, legal advisors, transaction advisors, trustee and the fiduciary

3. Legal risk may arise in a situation where if the originator (the Company) goes bankrupt, there is a possibility that the bankruptcy court may seek to seize the securitised intangible assets in favour of the debt note holders

4. Market risk arises on account of factors external to securitisation transactions. Risks arising from prepayment of loans, movement in interest rates, and other macro-economic factors fall under this category.

21.3 Risks relating to the medical products industry

Applicability of patents and proprietary technology

Competitors may have filed patent applications or hold issued Patents, relating to products or processes competitive with those the Company are currently developing or will develop. The patents of the Company's competitors may impair its ability to do business in a particular area. The Company's patent applications may not be approved or approved as desired. Others may independently develop similar products or duplicate any of the Company's or its partner's unpatented products. The Company's success will depend, in part, on its ability in the future to obtain patents, protect patents, protect trade secrets and other proprietary information and operate without infringing on the proprietary rights of others. Patent protection is uncertain and involves many complex legal, scientific and technical questions. There is no clear law or policy involving the degree of patent protection afforded under Patents.

As a result, the scope of patents issued to the Company or its partners may not successfully prevent third parties from developing similar or competitive products. The Company's practice is to enter into confidentiality agreements with its employees, suppliers and distributors. However, these confidentiality agreements may be breached, and the Company may not have adequate remedies for such breaches. Others may independently develop substantially equivalent proprietary information without infringing upon any proprietary technology belonging to the Company. Third parties may otherwise gain access to the Company's proprietary information and adopt it in a competitive manner.

Patent litigation

There has been substantial litigation in the medical device industry concerning the manufacture and supply of medical devices relating to infringement or invalidity by suing for patent infringement within 45 days of receiving notice of patent issue. If the applicant is challenged, the FDA is precluded by statute from granting clearance and approval to the applicant until the earlier of 30 months after the filing of the legal suit, a final court decision of non-infringement or patent invalidity or a court decision which abbreviates the 30 month stay period. Challenges of this type are not uncommon. Similar procedures exist in Canada under the Patented Medicines (Notice of Compliance Regulations). Although management of the Company believes that there will be no litigation with respect to the patent, there can be no assurance as to this fact. Furthermore, there may be additional patent or other litigation in connection with any of the Company's current or future products or product candidates from time to time. Currently, there is no ongoing litigation against the Company. Patent litigation, with or without merit, is time-consuming and costly and may significantly impact the Company's financial condition and results of operations. The Company has not incorporated such potential costs in any of its financial forecasts.

Meeting projected timelines

The timing of completion of future clinical trials of the Company's medical device products, anticipated regulatory approvals or clearances, or the timing of product launch may vary due to factors such as delays or setbacks in the conducting of the Company's clinical trials, regulatory approvals or clearances, patent approvals or in the manufacturing and marketing of an approved product. If the Company does not meet its timelines within the projected timeframe, the Company's business and financial results could be materially adversely affected. Also, a delay in the launch of a product could negatively impact overall revenues and profitability relating to the product.

Product liability and insurance

Medical device development involves extensive testing to ultimate regulatory approvals or clearances. Such studies create a risk of liability for personal injury or death to participants as a result of an

unexpected adverse reaction to the medical device product being tested or used or as a result of negligence or misconduct and can result in product liability claims. There can be no assurance that any insurance will be adequate or will continue to be available on terms acceptable to the Company. Insurance will generally not protect the Company against certain of its own actions such as negligence.

Regulation and regulatory approval

The Company requires regulatory approvals or clearances, in the United States and other jurisdictions. There is no assurance that it will receive these regulatory approvals or clearances. Failure to obtain necessary regulatory approvals or clearances, may adversely affect the Company's business, financial condition or results of operations. The Company's regulatory strategy is to seek approval from the FDA.

The cost of obtaining and complying with government regulation can be substantial. Government authorities in the United States, Canada and comparable authorities in foreign countries regulate the research and development, manufacture,
testing and safety of medical device products as well as the approval and commercialization of such products. The regulations applicable to the Company's existing and future products may change. There can be long delays in obtaining required clearances from regulatory authorities in any country after applications are filed. Government agencies in the United States, Canada and other countries in which the Company intends to carry on business regulate products intended for human use. Regulations require extensive clinical trials and other testing and government review and final approval before the Company can market its products. Requirements for approval vary widely from country to country outside of the United States and Canada. The Company time required to obtain any such approval may be longer or shorter than in the United States and Canada. Any failure or delay in obtaining regulatory approvals could adversely affect the market for any products the Company develops and therefore its business, results of operations, financial condition and cash flows.

Dependence on strategic advisors

The Company's success depends on its ability to conclude development to market of PureFlowCath medical devices. The Company will be dependent on engaging advisors in medical sciences, engineering, testing, manufacture and these advisors:

(g) may be pursuing alternative technologies or developing alternative products, either on their own or in collaboration with others, that may be competitive with the products as to which they are collaborating with the Company, which could affect their commitment to the Company's product development efforts

(h) may not be able to adequately develop products that would achieve regulatory approvals or clearances, which would adversely affect revenues

(i) may terminate their collaborations with the Company, which could make it difficult for the Company to attract new partners or adversely affect how the Company is perceived in the business and financial communities.

The development of medical device products is a process that requires large investments and can take years to complete. Medical device products can be abandoned along the way or regulatory authorities can refuse to approve new products. With respect to projects the Company initiates, the Company will attempt to minimize risk through the judicious selection of product candidates and by focusing on improving products that are required in the medical surgical industry.

Substantial competition and rapid technological change

The Company competes to obtain licenses for new products and competes to secure future divestment or sale of its products. Moreover, the Company's products compete with other products. The medical device industry is subject to rapid and substantial technological change. The Company's products will face

intense competition. The Company will compete with companies in North America and abroad, including major surgical product manufacturing and chemical companies, research and development firms, universities and other research institutions. Many of the Company's competitors will have greater financial resources and market capabilities, have greater experience in the area of medical device development and have greater experience in obtaining FDA and other regulatory approvals. The Company's competitors may succeed in developing technologies and products that are more effective or cheaper to use than any products that the Company may develop or licence. These developments could render the Company's technologies and products obsolete or uncompetitive, which could have a material adverse effect on its business and financial results.

The publication of negative results or clinical trials may adversely impact the Company's products

The publication of negative results of studies or clinical trials related to the Company's products adversely affect the Company's business and financial results.

Key personnel and external collaborators

The Company's PureFlowCath medical device development capacity will depend, to a great extent, on its ability to attract and retain highly qualified staff and to establish and maintain relationships with research centres. The competition in the industry in which the Company operates is very intense. The Company's success will be highly dependent upon its senior officers, its scientific personnel as well as its consultants and collaborators. The loss of key employees or collaborators, if any, could compromise the pace and success of the Company's product development.

Concentration risk

Initially, the Company will have only one medical device product subsidiary, PureFlowCath. As a result, the impact on the Company's performance and the potential returns to investors will be more adversely affected if PureFlowCath were to perform badly than would be the case if a range of different medical device products were included in the business structure.

21.4 Risks relating to the common shares

Share price volatility and trading basis

Notwithstanding the fact that an application will be made for the Common Shares to be admitted to the TSXV, this should not be taken as implying that there will be a liquid market in the Common Shares and, accordingly, it may be more difficult for investors to sell their Common Shares. A return on investment in the Common Shares may, therefore, in certain circumstances be difficult to realise. The share price of publicly traded companies can be highly volatile and subject to wide fluctuations in response to a variety of factors, which could lead to losses for Shareholders. The price at which the Common Shares may trade and the price which investors may realise for their Common Shares will be influenced by a large number of factors, some specific to the Company and some which may affect quoted companies generally. These factors could include the performance of the Company's operations, large purchases or sales of shares, liquidity (or absence of liquidity) in its shares, currency fluctuations, legislative or regulatory changes (including changes in the tax regime in the jurisdiction in which the Company or its investments operate), additions or departures of key personnel at the Company, adverse press, newspaper and other media reports and general economic conditions.

In addition, stock markets from time to time suffer significant price and volume fluctuations that affect the market price for securities, which may be unrelated to the Company's performance. The value of the Common Shares will therefore fluctuate and may not reflect their underlying asset value.

Future issues of Common Shares could be dilutive

It may be necessary, at some future time, for the Company to issue additional Common Shares to fund the growth plans of the Company. Any such issue would dilute the interests of Shareholders and could impact upon the price of the Common Shares.

Dividends

There can be no assurance as to the level or frequency of future dividends, if any. The declaration, payment and amount of any future dividends of the Company are subject to the discretion of the Directors of the Company, and will depend on, among other things, the Company's earnings, financial position, cash requirements and availability of profits.

21.5 COVID-19 impact on the Company

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. Currently, COVID-19 has not had any an adverse impact on the business of the Company however, depending on the length and severity of the pandemic, COVID-19 could impact operations, could cause delays relating to approval from of patent applications.

Investors should therefore consider carefully whether investment in the Company is suitable for them, in view of the risk factors outlined above and the information contained in this document, their personal circumstances and the financial resources available to them.

22. PROMOTERS

Robert L. Rhodes, CEO of the Company, Stuart J. Bromley and CIC Capital Ltd. (Transaction Advisor) to the Company directly take the initiative in founding, organizing or substantially reorganizing the business of the issuer and are considered the promoters of the Company under the Securities Act (British Columbia).

Stuart J. Bromley is the one hundred per cent (100%) beneficial owner of CIC Fund Securitisation S.A. and a thirty-two per cent (32%) owner of CIC Capital Ltd.

Other than as disclosed in this section and under Directors and Executive Officers no person who was a promoter of the Company within the last two years:

1. received anything of value directly or indirectly from the Company or a subsidiary
2. sold or otherwise transferred any asset to the Company or a subsidiary within the last 2 years
3. has been a Director, Officer or promoter of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied the company access to any exemptions under securities legislation for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets

1. has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities' regulatory authority

2. has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision
3. has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

See "Directors, Officers and Promoters" above and "Executive Compensation" above for further information.

23. LEGAL PROCEEDINGS AND REGULATORY ACTIONS

From time to time the Company may be subject to legal claims, including default judgments (the "Claims") arising in the ordinary course of business. When the Company is made aware of any Claim, it endeavours to resolve any issues, and when necessary, defend any litigation. The Company is not a party to any legal proceedings or regulatory actions and is not aware of any such proceedings known to be contemplated.

No penalties or sanctions have been imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory body within the three years immediately preceding the date of this Prospectus. Management of the Company is not aware of any such penalties or sanctions imposed against the Company.

The Company has not entered into any settlement agreements before a court relating to provincial, state and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date of this Prospectus.

24. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than disclosed above in this Prospectus no Director, Executive Officer or principal shareholder of the Company, or an associate or affiliate of a Director, Executive Officer or principal shareholder of the Company, has any material interest, direct or indirect, in any transaction which has occurred within the three years before the date of this Prospectus, or in any proposed transaction that has materially affected or will materially affect the Company.

25. AUDITORS, TRANSFER AGENT AND REGISTRAR

25.1 Auditors

The auditors of the Company are RSM Canada LLC, independent registered public accountants, located at 11 King St. W., Suite 700, Box 27, Toronto, Ontario, Canada, M5H 4C7. RSM Canada LLC, is independent in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

25.2 Transfer Agent and Registrar

The transfer agent of the Company's Common Shares is Computershare Investor Services Inc., located at 510 Burrard St, 3rd Floor, Vancouver, BC, V6C 3B9.

26. MATERIAL CONTRACTS

The Company has entered into the following contracts which are considered material except for contracts made in the ordinary course of business, that are still in effect as of the date hereof:

- An agreement dated October 26, 2019, between the Company and CIC Capital Ltd. pursuant to which CIC Capital Ltd. agrees to provide advisory services to enable a direct listing on the TSXV in consideration for an advisory fee of cash Cdn$172,961 (US$130,000) and the issue of Cdn$1,197,423 (US$900,000) in common shares in the Company. The parties entered into a subsequent novation agreement to recognise InnoMed Tech Ltd. as the parent company of the Group (PureFlowCath as subsidiary).

- An agreement dated October 26, 2019, between the Company and CIC Fund Securitisation Fund S.A., pursuant to which CIC Fund Securitisation Fund S.A. agrees to the establishment of the Compartment to facilitate debt financing of Euro €90,000,000 with the first note raising Euro €10,000,000. In consideration of fees to be satisfied by CAD$12,726 (€8.700) in cash, CIC Fund Securitisation S.A. administration fee of 4.2% of value of note issued for the life of the securitisation entity and Euro €93,000 on completion of the securitisation transaction.

- A loan agreement between Billy Williams and the Company dated December 28, 2019 for US$500,000 plus a fixed interest charge of US$50,000. On April 4, 2020, the amount of $500,000 plus $50,000 interest was converted into common shares in InnoMed Tech Ltd. at $0.29 per share or 1,896,552 common shares plus full warrant at exercisable 29 cents per warrant on or before December 31, 2026. The loan agreement is no longer in effect following the conversion to common shares in the Company.

- Individual Share Purchase Agreements (“SPA”) between shareholders of PureFlowCath to which they convert their interest in PureFlowCath for common shares in InnoMed Tech Ltd. effected from April 15, 2020.

- Escrow Agreement between the Company, Computershare Investor Services Inc., Dr Matthew McIntyre, CIC Capital Ltd. and Billy Williams referred to under “Escrowed Common Shares”.

- An agreement dated March 18, 2022, between the Company and Paragon Medical Mansfield, pursuant to which Paragon Medical Mansfield agrees to the design, development and production of PureFlow medical device prototype. In consideration of fees to be satisfied by the payment of US$111,000.

A copy of any material contract may be inspected following publication of this documents and thereafter for a period of 30 days during normal business hours at the Company's offices at Suite 1000 – 409 Granville Street, Vancouver, BC Canada V6C 1T2.

27. INTEREST OF EXPERTS

To the knowledge of Management, as of the date hereof, no expert, nor any Associate or Affiliate of such person has any beneficial interest, direct or indirect, in the securities or property of the Company or of an Associate or Affiliate of any of them, and no such person is or is expected to be elected, appointed or employed as Director, Officer or employee of Company or of an Associate or Affiliate thereof.

The independent auditors of the Company are RSM Canada. RSM Canada LLP has informed the Company that it is independent with respect to the Company within the meaning of the CPA Code of Professional Conduct of Ontario.

Prospectus review have been passed upon on behalf of the Company by Pacific Star Corporate Finance Law (BC Canada).

Certain US legal matters in connection with this Prospectus relating to PureFlowCath have been passed upon on behalf of the Company by Satterwhite Law Firm, LLC. (Alabama USA).

Certain legal matters in connection with this Prospectus in relation to Securitisation Luxembourg have been passed upon on behalf of the Company by Ogier (Law Firm Luxembourg).

Certain matters in connection with this Prospectus in relation to IP valuations have been passed upon on behalf of the Company by Office Freylinger S.A. (Luxembourg) a regulated valuation and IP Law Firm.

28. OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

APPENDIX A

InnoMed Tech Ltd.

2021	InnoMed Tech Ltd. Unaudited Consolidated Financial Statements for the interim period ended September 30, 2021
	InnoMed Tech Ltd. Management Discussion and Analysis for the interim period ended September 30, 2021
2020	InnoMed Tech Ltd. Audited Consolidated Financial Statements or the years ended December 31, 2019 and 2020
	InnoMed Tech Ltd. Management Discussion and Analysis for the year ended December 31, 2020

APPENDIX B

InnoMed Two, LLC. (PureFlowCath, LLC)

2020	InnoMed Two, LLC. Unaudited Financial Statements for the interim period from January 1, 2020 to April 15, 2020
	InnoMed Two, LLC. Management Discussion and Analysis for the interim period from January 1, 2020 to April 15, 2020
2019	InnoMed Two, LLC. Audited Financial Statements for the years ended December 31, 2019 and December 31, 2020
	InnoMed Two, LLC. Management Discussion and Analysis for the year ended December 31, 2020

APPENDIX A

APPENDIX A

InnoMed Tech Ltd.

2021	InnoMed Tech Ltd. Unaudited Consolidated Financial Statements for the interim period ended September 30, 2021
	InnoMed Tech Ltd. Management Discussion and Analysis for the interim period ended September 30, 2021
2020	InnoMed Tech Ltd. Audited Consolidated Financial Statements or the years ended December 31, 2019 and 2020
	InnoMed Tech Ltd. Management Discussion and Analysis for the year ended December 31, 2020

Interim Condensed Consolidated Financial Statements

For the three month and nine month periods ended
September 30, 2021

(Expressed in US dollars)
(Unaudited)

INNOMED TECH LTD.
Interim condensed consolidated statements of financial position
As at September 30, 2021
(Expressed in US dollars)
(Unaudited)

		September 30, 2021		December 31, 2020
Assets				
Current				
Cash	**$**	**4,149**	$	3,562
Due from CIC Capital Ltd.		**13,531**		50,226
Prepaid expenses		**185,706**		185,706
Total assets	**$**	**203,386**	$	239,494
Liabilities				
Current				
Accounts payable and accrued liabilities (Note 3)	**$**	**46,250**	$	240,470
Loan payable to CIC Capital Ltd.		**-**		17,200
		46,250		257,670
Non-current				
Derivative liabilities (Note 4)		**3,006,303**		2,928,848
Shareholders' deficiency				
Share capital (Note 5)		**6,641,463**		6,428,929
Treasury shares (Note 5)		**(794,000)**		-
Contributed surplus (Note 5)		**1,003,220**		-
Warrant reserve		**366,517**		366,517
Deficit		**(10,066,367)**		(9,742,470)
Total shareholders' deficiency		**(2,849,167)**		(2,947,024)
Total liabilities and shareholders' deficiency	**$**	**203,386**	$	239,494

(The accompanying notes are an integral part of these interim condensed consolidated financial statements.)

INNOMED TECH LTD.
Interim condensed consolidated statements of operations and comprehensive loss
For the three month and nine month periods ended September 30, 2021
(Expressed in US dollars)
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Expenses				
Legal and professional fees	**$ 98,426**	$ 185,117	**$ 304,490**	$ 1,492,615
Change in fair value of derivative liabilities (Note 4)	**(55,169)**	447,345	**(160,011)**	447,345
Salaries and wages	**49,421**	37,173	**153,257**	55,105
Interest expense	**-**	**-**	**-**	50,000
Foreign exchange loss	**-**	16,454	**16,643**	40,058
Patent/research and development	**-**	**-**	**500**	3,430
General administration	**747**	1,024	**9,018**	1,448
Total expenses (recovery)	**(26,417)**	687,113	**323,897**	2,090,000
Net income (loss) and comprehensive Income (loss)	**$ 26,417**	$ (687,113)	**$ (323,897)**	$ (2,090,000)
Weighted average shares outstanding - basic and diluted (Note 7)	**44,482,985**	40,113,003	**44,643,775**	37,063,083
Basic and diluted earnings (loss) per share (Note 7)	**$ 0.00**	$ (0.02)	**$ (0.01)**	$ (0.06)

(The accompanying notes are an integral part of these interim condensed consolidated financial statements.)

INNOMED TECH LTD.

Consolidated interim condensed consolidated statements of changes in shareholders' deficiency
For the nine months ended September 30, 2021
(Expressed in US dollars)
(Unaudited)

	Class II Units	Class III Units	Share Capital		Treasury Shares	Contributed Surplus	Warrant Reserve	Deficit	Total Shareholders' Deficiency
	$	$	Number	Amount $	$	$	$	$	$
Balance, January 1, 2020	3,820,200	2,036,250	-	-	-	-	-	(6,534,571)	(678,121)
Innomed Two LLC. Member unit conversion	(3,820,200)	(2,036,250)	32,493,566	4,300,707	-	-	1,555,743	-	-
Recognition of derivative liabilities on Class II units conversion	-	-	-	(310,877)	-	-	(1,555,743)	-	(1,866,620)
Loan conversion	-	-	1,896,552	326,017	-	-	-	-	326,017
Issuance of units	-	-	6,482,758	949,207	-	-	366,517	-	1,315,724
Net loss and comprehensive loss	-	-	-	-	-	-	-	(2,090,000)	(2,090,000)
Balance, September 30, 2020	-	-	**40,872,876**	**5,265,054**	**-**	**-**	**366,517**	**(8,624,571)**	**(2,993,000)**
Balance, January 1, 2021	**-**	**-**	**47,800,702**	**6,428,929**	**-**	**-**	**366,517**	**(9,742,470)**	**(2,947,024)**
IMP share return for no consideration and forgiveness of accounts payable to certain shareholders (Note 5)	-	-	(4,869,441)	-	(794,000)	1,003,220	-	-	209,220
Issuance of units (Note 5)	-	-	1,551,724	260,797	-	-	189,203	-	450,000
Recognition of derivative liabilities (Note 4)	-	-	-	(48,263)	-	-	(189,203)	-	(237,466)
Net loss and comprehensive loss	-	-	-	-	-	-	-	(323,897)	(323,897)
Balance, September 30, 2021	-	-	**44,482,985**	**6,641,463**	**(794,000)**	**1,003,220**	**366,517**	**(10,066,367)**	**(2,849,167)**

(The accompanying notes are an integral part of these interim condensed consolidated financial statements)

INNOMED TECH LTD.
Interim condensed consolidated statements of cash flows
For the nine months ended September 30, 2021
(Expressed in US dollars)
(unaudited)

		Nine months ended September 30, 2021		Nine months ended September 30, 2020
Cash provided by (used in)				
Operations				
Net loss	**$**	**(323,897)**	$	(2,090,000)
Items not affecting cash				
Shares issued for professional fees		**-**		900,000
Interest converted to shares		**-**		50,000
Change in fair value of derivative liabilities		**(160,011)**		447,345
		(483,908)		(692,655)
Changes in non-cash working capital				
Prepaid expenses		**-**		-
Due from CIC Capital Ltd.		**36,695**		(331,760)
Due from Innovative Medicine Partners, LLC		-		359,531
Accounts payable and accrued liabilities		**15,000**		(559,681)
		(432,213)		(1,224,565)
Financing				
Loan payable to CIC Capital Ltd.		**(17,200)**		17,200
Issuance of units for cash		**450,000**		980,000
		432,800		997,200
Net change in cash		**587**		(227,365)
Cash, beginning of the period		**3,562**		231,269
Cash, end of the period	**$**	**4,149**	$	3,904
Non-cash financing activities				
IMP share return	**$**	**794,000**	$	-
Forgiveness of accounts payable	**$**	**209,220**	$	-
Conversion of promissory note into equity	**$**	**-**	$	550,000

(The accompanying notes are an integral part of these interim condensed consolidated financial statements.)

1. NATURE OF OPERATIONS AND CONTINUANCE OF BUSINESS AND GOING CONCERN

Innomed Tech Ltd. (the "Company") was incorporated and registered on November 22, 2019 under the General Corporation Law of the State of Delaware, with the name InnoMed Tech, Inc. and with registered file number 7721120. On May 27, 2020, the Company continued (change of jurisdiction of incorporation) into British Columbia ("BC") Canada under the Business Corporation Act (British Columbia) with registered number C1251506 as InnoMed Tech Ltd. The Company is in the business of developing medical devices, medical digital or science inventions. The address of the registered office of the Company is Suite 1000 – 409 Granville Street, Vancouver, BC Canada V6C 1T2.

The Company was subject to a transaction on April 15, 2020, which involved inserting a new parent company at the top of PureFlowCath, LLC [formerly Innomed Two, LLC] ("PureFlowCath"). The parent company (the Company), a 'shell' company, issued shares to the existing controlling shareholders of PureFlowCath. Control remained the same before and after April 15, 2020. The Company has determined this transaction to be a common control business acquisition and has been accounted for using the pooling of interest method, whereby the combined assets and liabilities of the Company and PureFlowCath are recorded at their existing carrying value and no goodwill is recognized. All comparative figures reflect those of PureFlowCath only.

The interim condensed consolidated financial statements were prepared on a going concern basis, which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company is subject to several risks associated with the successful development of new products and their marketing and the conduct of its clinical studies and their results, in addition to the uncertainties presented by the COVID-19 pandemic. It is likely that the product developed by the Company will require approval from the U.S. Food and Drug Administration and equivalent organizations in other countries before sales can be authorized.

For the nine month period ended September 30, 2021, the Company incurred a net loss of $323,897 and cash-flow deficit from operations of $432,213. The Company's future operations are dependent upon its ability to secure additional funds to finance patent applications to approval, its research and development activities and in the longer-term clinical studies. It is not possible to predict whether the Company will be successful, securing new financing, patent application approvals and obtain approval from the U.S. Food and Drug Administration and equivalent organization in other countries.

There can be no assurance that management will be successful in its efforts to generate sufficient cash-flow or that it will ever develop a self-supporting business. These factors may cast significant doubt on the Company`s ability to continue as a going concern. These interim condensed consolidated financial statements do not reflect any adjustments to the carrying amounts which would be necessary should the Company be unable to continue as a going concern and thus be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts

1. NATURE OF OPERATIONS, CONTINUANCE OF BUSINESS AND GOING CONCERN (continued)

different from those reflected in these interim condensed consolidated financial statements. The Company has been closely monitoring developments related to the novel strain of coronavirus, specifically identified as "COVID-19", including the existing and potential impact on global and local economies. The Company has implemented its business continuity plan ensuring minimal interruption to the business. Governments worldwide have since put in place various measures to contain the spread of the virus, which have directly and indirectly impacted many businesses. The COVID-19 pandemic presented some challenges in delays in raising financing but otherwise did not have any other significant impact on the Company's interim condensed consolidated financial statements. The longer-term impacts of the COVID-19 situation will depend on future developments which are highly uncertain, rapidly evolving and difficult to predict. These impacts may differ in magnitude depending on a number of scenarios, which the Company continues to monitor and take into consideration.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

The interim condensed consolidated financial statements for the three and nine month periods ended September 30, 2021 have been prepared in accordance with the International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. The interim condensed consolidated financial statements do not include all disclosures required in the annual financial statements and should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2020.

These interim condensed consolidated financial statements were approved for issue by the Board of Directors on March 2, 2022.

(b) Basis of consolidation

The interim condensed consolidated financial statements comprise the financial statements of the Company and its wholly-owned subsidiary, PureFlowCath. All intercompany transactions, balances are eliminated upon consolidation. Assets, liabilities, income and expenses of a subsidiary are included in the interim condensed consolidated financial statements from the date the Company gains control until the date the Company ceases to control the subsidiary.

(c) New standards, interpretations and amendments adopted by the Company

The accounting policies followed in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Company's annual consolidated financial statements for the year ended December 31, 2020. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. Several amendments apply for the first time in 2021, but do not have an impact on the interim condensed consolidated financial statements of the Company.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's interim condensed consolidated financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

The following amendments to existing standards have been issued and are applicable to the Company for its annual period beginning on January 1, 2022 and thereafter, with an earlier application permitted:

- Reference to the Conceptual Reference to the Conceptual Framework – Amendments to IFRS 3 *Business Combinations*;
- Onerous Contracts – Cost of Fulfilling a Contract – Amendments to IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and
- Annual Improvements to IFRS Standards 2018–2020.

The following amendments to existing standards have been issued and are applicable to the Company for its annual period beginning on January 1, 2023 and thereafter, with an earlier application permitted:

- Classification of Liabilities as Current or Non-current – Amendments to IAS 1 *Presentation of Financial Statements*;
- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2;
- Definition of Accounting Estimates – Amendments to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*; and
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12 *Income Taxes*.

The Company is currently evaluating the impacts of adopting these amendments on its interim condensed consolidated financial statements.

(e) Summary of significant accounting policies

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the annual consolidated financial statements.

(f) Significant accounting judgements, estimates and assumptions

The preparation of the Company's interim condensed consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, including the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require material adjustment to the carrying amount of assets or liabilities affected in future periods.

(Expressed in US dollars)

3. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Included in the accounts payable and accrued liabilities are amounts owed to the previous key members of management of PureFlowCath, including certain company and consultants related to them, in the amount of $203,020 as at December 31, 2020 arising from provision of research and development, professional and marketing services.

During the period, accounts payable of $209,220 were forgiven as part of the settlement agreement disclosed in Note 5.

4. DERIVATIVE LIABILITIES

Certain debt and equity financing agreements contain a “down-round” provision that allows for the issuance of incremental common shares and warrants if after a 30-day continuous trading on a designated stock exchange, the Company’s average share price is lower than the then-subscription price of $0.29 per unit. The “down-round” feature was determined by the Company to be a financial liability since it creates an obligation to issue a variable number of shares. Thus, it does not meet the ‘fixed-for-fixed’ condition in IAS 32.

As a result of down-round provision, the Company has identified derivative liabilities on outstanding warrants with “down-round” provision and on incremental common shares and warrants that could be issued if the “down-round” provision is triggered.

Derivative liabilities are remeasured at end of each reporting period, with changes in fair value recognized in profit or loss.

Changes in fair value of derivative liabilities during the period are as follows:

	Outstanding warrants with “down-round” feature	“Down-round” feature on warrants	“Down-round” feature on common shares	Total
Balance, January 1, 2021	$ 2,398,365	$ 191,674	$ 338,809	$ 2,928,848
Issuance during the period (Note 5)	189,203	17,428	30,835	237,466
Change in fair value	(287,489)	50,144	77,334	(160,011)
Balance, September 30, 2021	$ 2,300,079	$ 259,246	$ 446,978	$ 3,006,303

The change in fair value of the derivative liabilities is presented as a separate line on the consolidated statement of operations and other comprehensive income.

(Expressed in US dollars)

4. DERIVATIVE LIABILITIES (continued)

Valuation of derivative on incremental common shares

Upon issuance of units, the Company assumed that the probability of the share price to go down by 20% is 25% and the probability of the share price to remain at the then-subscription price of $0.29 or to go higher is 75%. Accordingly, the Company recognized $30,835 in liability for incremental common shares on initial recognition in respect of the subscription units issued during the period (Note 5).

Estimated incremental common shares in respect of all financing agreements with "down-round" feature as at September 30, 2021 were 11,522,134. The fair value of these estimated incremental common shares as at September 30, 2021 is $446,978.

Valuation of derivative on outstanding warrants and incremental warrants

The valuation method and inputs used in the valuation of the derivative on outstanding warrants on the date of grant are disclosed in Note 5.

As at September 30, 2021, the fair value of the derivative on outstanding warrants and incremental warrants was determined using the Black-Scholes pricing model with the following assumptions:

	Outstanding warrants	Incremental warrants
Number of warrants	20,000,689	11,522,134
Exercise price	$0.29	$0.29
Share price	$0.16	$0.23
Risk-free rate	0.62%	0.53%
Expected volatility	132%	133%
Expected dividend yield	0%	0%
Expected life (in years)	3.25	1.75

Upon issuance of units, the Company assumed that the probability of the share price to go down by 20% is 25% and the probability of the share price to remain at the then-subscription price of $0.29 or to go higher is 75%. Accordingly, the Company recognized $17,248 in liability for the incremental warrants on initial recognition in respect of the subscription units issued during the period (Note 5).

The fair value of the estimated incremental warrants in respect of all financing agreements with "down-round" feature as at September 30, 2021 is $259,246.

(Expressed in US dollars)

4. DERIVATIVE LIABILITIES (continued)

Fair value hierarchy

The fair value of outstanding warrants with "down-round" provision is classified under Level 2 fair value hierarchy.

The fair value of both incremental shares and warrants is classified under Level 3 fair value hierarchy.

The following table summarizes the quantitative information about the significant unobservable inputs used in the fair value measurements of incremental shares and warrants as of September 30, 2021.

Key unobservable inputs	Relationship of unobservable inputs to fair value
Probability that the "down-round" provision will be triggered - 25%	The lower the probability, the lower the fair value
Magnitude of share price reduction - 20%	The lower the share price below the then-subscription price of $0.29, the higher the incremental common shares and warrants that could be issued. The higher the incremental shares and warrants, the higher the fair value
Discount rate - 30%	The higher the discount rate, the lower the fair value

There were no transfers between any levels during the year.

5. SHARE CAPITAL AND RESERVES

Authorized

The Company is authorized to issue unlimited common shares without par value.

Common shares

Total common shares outstanding was 44,482,985 as at September 30, 2021.

During the nine-month period ended September 30, 2021, the Company had the following share capital transactions:

1) The Company issued 1,551,724 units under various subscription agreements entered into various dates during the period for $0.29 per unit for net proceeds of $450,000. Each unit consists of one share and a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2026. The subscription agreements in respect of this financing contain a "down-round" feature, which is fully disclosed in Note 4. All warrants granted are classified as a financial liability because they do not meet the 'fixed-for-fixed' criteria in IAS 32.

(Expressed in US dollars)

5. SHARE CAPITAL AND RESERVES (continued)

The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions:

Warrants issued	1,551,724
Exercise price	$0.29
Share price	$0.16
Risk-free interest rate	0.30 – 0.62%
Expected volatility	132 – 142%
Expected life of warrants	3.5 – 3.9 years
Expected dividend yield	0%
Fair value	$189,203
Fair value per warrant	$0.13

2) On February 5, 2021, Innovative Medicine Partners, LLC ("IMP"), a shareholder, and previous key members of management, including certain company and consultants related to them, reached a settlement with the Company regarding dispute over past operation and management of PureFlowCath by IMP and regarding the number of shares issued on April 15, 2020 to IMP in exchange for its membership units in PureFlowCath. As part of the settlement, IMP was required to return 4,869,441 common shares valued at $0.16 per common share or total fair value of $794,000. On February 18, 2021, IMP returned 4,869,441 common shares to the Company. In addition, $209,220 in accounts payable to previous key members of management, including certain company and consultants related to them, was discharged (Note 3). As a result, the Company credited $1,003,220 in contributed surplus.

Warrants

As at September 30, 2021, there were 23,104,139 warrants issued and outstanding with an exercise price of $0.29 and all expire on December 31, 2026.

(Expressed in US dollars)

6. RELATED PARTY TRANSACTIONS

The following transactions occurred with related parties for the three month and nine month periods ended September 30, 2021:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Purchase of professional services from CIC Capital Ltd., a shareholder	$ 54,000	$ 32,800	$ 162,000	$ 955,700
Purchase of professional services from minority shareholders	4,776	27,729	32,161	37,125

7. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) is calculated by dividing the profit (loss) for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted earnings (loss) per share is calculated by dividing the profit (loss) attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares and excluding treasury shares.

The following table reflects the income (loss) and share data used in the basic and diluted EPS calculations for the three month and nine month periods ended:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Income (loss) attributable to ordinary equity holders	$ 26,417	$ (687,113)	$ (323,897)	$ (2,090,000)
Basic and diluted weighted Average shares outstanding	44,482,985	40,113,003	44,643,775	37,063,083
Basic and diluted earnings (los (loss)per share	$ 0.00	$ (0.02)	$ (0.01)	$ (0.06)

For the periods presented, the diluted earnings (loss) per share was the same as the basic earnings (loss) per share as the inclusion of warrants and contingently issuable shares and warrants would have been anti-dilutive. Accordingly, the diluted earnings (loss) per share for the periods presented was calculated using the basic weighted average number of common shares outstanding.

8. MANAGEMENT OF CAPITAL

The Company defines its capital as share capital and deficit. The Company's objectives when managing capital are to ensure there are sufficient funds available to carry out its research and development programs. To date, these programs have been funded through the sale of equity securities.

The Company also intends to source non-dilutive funding by accessing grants, government assistance and tax incentives, and through partnerships with corporations and research institutions. The Company uses budgets and purchasing controls to manage its costs. The Company is not exposed to any externally imposed capital requirements.

9. FINANCIAL INSTRUMENTS

Fair Value

Cash, due to CIC Capital Ltd, accounts payable and accrued liabilities and loan payable to CIC Capital Ltd. are all short-term in nature and, as such, their carrying values approximate fair values.

Risks

The Company has exposure to credit risk, liquidity risk and interest rate risk.

(a) Credit risk
Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations and arises from the Company's cash and amounts due from parent. The carrying amount of these financial assets represents the maximum credit exposure. The Company follows an investment policy to mitigate against the deterioration of principal and to enhance the Company's ability to meet its liquidity needs. Cash are on deposit with a major American bank.

(b) Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is a development stage company and is reliant on external fundraising to support its operations. Once funds have been raised, the Company manages its liquidity risk by investing in cash and short-term instruments to provide regular cash flow for current operations. It also manages liquidity risk by continuously monitoring actual and projected cash flows.

(c) Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate price risk to the extent that the promissory note is at a fixed interest rate.

10. SUBSEQUENT EVENTS

On October 19, 2021, the Board of Directors approved the issuance of 500,000 warrants to each of the five directors of the Company, and to the director of PureFlowCath as founder's warrants.

On various dates between October 7, 2021 and March 2, 2022 (inclusive), the Company issued 3,062,764 units under various subscription agreements entered into for $0.29 per unit for net proceeds of $901,700. Each unit consists of one share and a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2026.

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MANAGEMENT DISCUSSION & ANALYSIS

FOR THE THREE AND NINE MONTH PERIOD ENDED SEPTEMBER 30, 2021

This Management's Discussion and Analysis ("MD&A") of Innomed Tech Ltd. ("Company"), prepared as of March **17**, 2022, should be read in conjunction with the financial statements and the notes thereto for the three and nine month periods ended September 30, 2021 which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of financial statements, including IAS 34, "Interim Financial Reporting".

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

The Board of Directors of the Company. has approved the disclosure contained in this MD&A. Additional information related to the Company can be found on the Company's website at www.InnomedTec.com.

The effective date of this report is March 17, 2022.

FORWARD LOOKING STATEMENTS

This report includes certain statements that may be deemed "forward looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts that address such matters as future events or developments that the Company expects, are forward looking statements and, as such, are subject to risks, uncertainties and other factors of which are beyond the reasonable control of the Company. Such statements are not guarantees of future performance and actual results or developments may differ materially from those expressed in, or implied by, this forward-looking information. With respect to forward looking statements and information contained herein, we have made numerous assumptions including among other things, assumptions about economics and competition surrounding the services provided by the Company, anticipated costs and expenditures and the Company's ability to achieve its goals. Although management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward-looking statement or information herein will prove to be accurate.

Readers can identify many of these statements by looking for words such as "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof. Examples of forward-looking statements in this Management Discussion & Analysis include that:

- the performance characteristics of the Company's medical devices
- projections of costs;
- future medical devices and divestment;
- securitisation of assets;
- patent approvals
- FDA approvals;
- capital programs;
- debt levels;
- treatment under governmental regulatory regimes and tax laws; and
- capital expenditures.

Forward looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or information. Factors that could cause actual results to differ materially from those in forward looking statements include such matters as continued availability of capital and financing and general economic, market or business conditions.

Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward looking statements or information.

Any forward-looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date and the Company does not undertake any obligation to update publicly or to revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

HISTORY OF THE COMPANY

The Company was incorporated and registered on November 22, 2019 under the General Corporation Law of the State of Delaware, with the name InnoMed Tech, Inc. and with registered file number 7721120. On May 27, 2020, the Company continued (change of jurisdiction of incorporation) into British Columbia (“BC”) Canada under the Business Corporation Act (British Columbia) with registered number C1251506 as InnoMed Tech Ltd. (the “Company”)

The Company was subject to transaction on April 15, 2020, which involved inserting a new parent company at the top of PureFlowCath, LLC (formally InnoMed Two, LLC) (“PureFlowCath”). The parent company (Innomed Tech Ltd) a ‘shell’ company issued shares to the existing controlling shareholders. Control remained the same before and after April 15, 2020 and is a common control acquisition. The New Management description being after April 15, 2020 refers to a new board being instituted representing the same control bloc namely member unit holders. The Company determined this transaction to be a common control business acquisition and has been accounted for

has

using the pooling of interest method, whereby the combined assets and liabilities of the Company and PureFlowCath are recorded at their existing carrying value and no goodwill is recognized.

The address of the registered office of the Company is Suite 1000 – 409 Granville Street, Vancouver, BC Canada V6C 1T2.

BUSINESS OF THE COMPANY

The Company is in the business of medical devices and sciences working with medical practitioner innovators within the global medical community.

The Company's first medical device development subsidiary, PureFlowCath, is delivering the first medical device, the PureFlowCath Catheter System for Continuous Irrigation ("CSCI"). CSCI addresses a significant market opportunity in reducing or eliminating urinary tract infections commonly associated with the use of a urinary catheter.

RESULTS OF OPERATIONS

Results for the three months ended September 30, 2021 compared to the three months ended September 30, 2020

For the three months ended September 30, 2021, the Company had a net loss of $93,425 compared to a net loss of $307,798 for the three months ended September 30, 2020.

- The Company has not yet generated any revenue for the three months ended September 30, 2021 and 2020.

- The Company recognized an unrealized gain on fair value of derivative liabilities of $55,169 compared to an unrealized loss on fair value of derivative liabilities of $68,030. The gain was mainly attributed to lower warrant liabilities as of September 30, 2021 compared to those as of September 30, 2020, resulting from the expected life of the warrants becoming shorter.

- Legal and professional fees were $98,426 for the three months ended September 30, 2021 compared to $185,117 to the equivalent period in the prior year. For the three months ended September 30, 2021, the Company incurred professional and legal fees of $15,625 for patent application filings and associated documentation preparation compared to $101,634 to the equivalent period in the prior year. The decrease was due to due to patent filing dates being normally in last quarter of the fiscal year for 2021. For the three months ended September 30, 2021, the Company incurred $54,875 in legal and professional fees associated with application for regulated listing compared to $34,906 compared to the equivalent period in the prior year. The decrease is due to Transaction Advisory Fees being lower.

- For the three months ended September 30, 2021, the Company incurred $49,421 in salaries and wages compared to $37,173. The increase is mainly attributed to the fees paid to officers and directors.

- For the three months ended September 30, 2021, the Company recognized a foreign exchange loss of $nil compared to $16,454 to the equivalent period in the prior year. The Company's results are measured in its functional currency, which is the U.S. dollar, and foreign currency transactions are translated into the functional currency using the exchange rates prevailing at

the date of the transactions or when balances are re-measured at period end with resulting gains and losses subsequently recognized.

Results for the nine months ended September 30, 2021 compared to the nine months ended September 30, 2020

For the nine months ended September 30, 2021, the Company had a net loss of $323,897 compared to the net loss of $2,090,000 for the nine months ended September 30, 2020.

- The Company has not yet generated any revenue for the nine months ended September 30, 2021 and 2020.

- The Company recognized an unrealized gain on fair value of derivative liabilities of $160,011 compared to an unrealized loss on fair value of derivative liabilities of $447,345. The gain was mainly attributed to lower warrant liabilities as of September 30, 2021 compared to those as of September 30, 2020, resulting from the expected life of the warrants becoming shorter.

- Legal and professional fees were $304,490 for the nine months ended September 30, 2021 compared to $1,492,615 to the equivalent period in the prior year. For the nine months ended September 30, 2021, the Company incurred professional and legal fees of $39,063 for patent application filings and associated documentation preparation compared to $101,664 to the equivalent period in the prior year. The decrease was due to patent filing dates being normally in last quarter of the fiscal year for 2021. For the nine months ended September 30, 2021, the Company incurred $162,875 in legal and professional fees associated with application for regulated listing compared to $175,105 compared to the equivalent period in the prior year.

- For the nine months ended September 30, 2021, the Company incurred $nil in interest expense compared to $50,000 to the equivalent period in the prior year. The interest was related to the convertible loan that was converted into equity in April 2020.

- For the nine months ended September 30, 2021, the Company incurred $153,257 in salaries and wages compared to $55,105. The increase is mainly attributed to the fees paid to officers and directors.

- For the nine months ended September 30, 2021, the Company recognized a foreign exchange loss of $16,643 compared to $40,058 to the equivalent period in the prior year. The Company's results are measured in its functional currency, which is the U.S. dollar, and foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transactions or when balances are re-measured at period end with resulting gains and losses subsequently recognized.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected unaudited financial data form incorporation November 22, 2019 each of the last fiscal quarters to September 30, 2021 prepared in accordance with IFRS:

	Revenues	Net income (loss)	Basic and diluted earnings (loss) per share
March 31, 2020	–	(24,541)	(0.00)
June 30, 2020	–	(1,757,640)	(0.05)
September 30, 2020	–	(307,798)	(0.01)
December 31, 2020	–	45,955	0.00
March 31, 2021	–	(8,600)	(0.00)
June 30, 2021	–	(221,872)	(0.01)
September 30, 2021	–	(93,425)	(0.00)

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

As at September 31, 2021, the Company had cash of $17,680 and working capital of $157,136. The Company is an early-stage entity with no revenue, while incurring costs for development and approval processes of its patent application. As the Company completes additional financings and commercially launches its programs, working capital is expected to improve, but the Company will continue to have an operational cash flow burn until that time, and, without additional financing, is anticipated to have a working capital deficiency within the next twelve months.

Financing Activities

During the nine month period ended September 30, 2021, the Company issued 1,551,724 units under various subscription agreements entered into various dates during the period for $0.29 per unit for net proceeds of $450,000. Each unit consists of one share and a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2026.

The Company transferred the majority of its Patent Applications to CIC Fund Securitisation S.A.(Luxembourg) as part of the process of securing debt finance of initial Euro €10,000,000. However, no amount has been received yet in relation to this debt financing for the nine months ended September 30, 2021.

The Company ability to continue as a going-concern is dependent upon its ability to fund any additional losses it may incur.

Capital Management

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances. The Company is not subject to externally imposed capital requirements.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The following transactions occurred with related parties for the three and nine month periods ended September 30, 2021:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Purchase of professional services from CIC Capital Ltd., a shareholder	$ 54,000	$ 32,800	$ 162,000	$ 955,700
Purchase of professional services from minority shareholders	4,776	27,729	32,161	37,125

FINANCIAL INSTRUMENTS AND RISKS

The Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, due to CIC Capital Ltd, accounts payable and accrued liabilities and loan payable to CIC Capital Ltd approximate their carrying values due to the relatively short-term maturity of these instruments.

Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company earning sufficient cash flow or raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on

the Company's consolidated financial statements.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

An analysis of material components of the Company's general and administrative expenses is disclosed in the financial statements for the nine months ended September 30, 2021 to which this MD&A relates.

DISCLOSURE OF OUTSTANDING SHARE DATA

Share Capital

The Company's authorized capital consists of an unlimited number of common shares without par value.

As at March 8, 2022 the date of the MD&A, the Company has 47,523,337 common shares issued and outstanding,

Share Purchase Warrants

As at September 30, 2021, the Company had 23,104,139 share purchase warrants outstanding.

Stock Options

As September 30, 2021, the Company had no stock options outstanding.

OTHER

Additional disclosures pertaining to the Company's reports, press releases and other information are available on the SEDAR website at www.sedar.com or on the Company's web site www.InnomedTec.com.

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Consolidated Financial Statements

For the Years Ended December 31, 2020 and 2019

(Expressed in US dollars)

RSM Canada Audit Opinion

INNOMED TECH LTD.
Consolidated statements of financial position
As at December 31, 2020 and 2019
(Expressed in US dollars)

		2020		2019
Assets				
Current				
Cash	**$**	**3,562**	$	231,269
Due from CIC Capital Ltd. (Note 3)		**50,226**		-
Prepaid expenses		**185,706**		-
Due from Innovative Medicine Partners LLC (Note 4)		**-**		359,531
Total assets	**$**	**239,494**	$	590,800
Liabilities				
Current				
Accounts payable and accrued liabilities (Note 5)	**$**	**240,470**	$	768,921
Loan payable to CIC Capital Ltd. (Note 6)		**17,200**		-
		257,670		768,921
Non-current				
Derivative liabilities (Note 7)		**2,928,848**		-
Promissory note (Note 8)		**-**		500,000
		2,928,848		500,000
Total liabilities		**3,186,518**		1,268,921
Shareholders'/members' deficiency				
Share capital (Note 8)		**6,428,929**		-
Membership units (Note 8)		**-**		5,856,450
Warrant reserve (Note 8)		**366,517**		-
Deficit		**(9,742,470)**		(6,534,571)
Total shareholders'/members' deficiency		**(2,947,024)**		(678,121)
Total liabilities and shareholders'/members' deficiency	**$**	**239,494**	$	590,800

Subsequent events (Note 16)

(The accompanying notes are an integral part of these consolidated financial statements)

INNOMED TECH LTD.
Consolidated statements of operations and comprehensive income
For the years ended December 31, 2020 and 2019
(Expressed in US dollars)

		2020		2019
Expenses				
Legal and professional fees (Notes 9 and 10)	**$**	**1,560,268**	$	405,540
Change in fair value of derivative liabilities (Note 7)		**273,969**		-
Salaries and wages		**93,705**		-
Interest expense		**50,000**		-
Foreign exchange loss		**40,058**		-
Patent/research and development (Note 10)		**23,831**		725,230
General administration		**2,193**		10,011
Management fees (Note 10)		**-**		360,000
Automobile expense		**-**		81
Marketing and multimedia (Note 10)		**-**		19,825
Share-based payments		**-**		66,250
Net loss and comprehensive loss	**$**	**2,044,024**	$	1,586,937
Weighted average shares outstanding - Basic and diluted (Note 12)		**39,341,315**		30,224,809
Basic and diluted loss per share (Note 12)	**$**	**(0.05)**	$	(0.05)

(The accompanying notes are an integral part of these consolidated financial statements)

INNOMED TECH LTD.
Consolidated statements of changes in stockholders'/members' deficiency
For the years ended December 31, 2020 and 2019
(Expressed in US dollars)

	Class I Units	Class II Units	Class III Units	Share Capital		Warrant Reserve	Deficit	Total Shareholders' /Members' Deficiency
	$	$	$	# of Shares	Amount $	$	$	$
Balance, January 1, 2019	-	1,223,750	1,970,000	-	-	-	(4,947,634)	(1,753,884)
Issuance of units		2,596,450	66,250	-	-	-	-	2,662,700
Net loss and comprehensive loss	-	-	-	-	-	-	(1,586,937)	(1,586,937)
Balance, December 31, 2019	-	3,820,200	2,036,250	-	-	-	(6,534,571)	(678,121)
Innomed Two LLC. Member unit conversion	**-**	**(3,820,200)**	**(2,036,250)**	**32,493,566**	**4,300,707**	**1,555,743**	**-**	**-**
Recognition of derivative liabilities on Class II units conversion	**-**	**-**	**-**	**-**	**(310,877)**	**(1,555,743)**	**-**	**(1,866,620)**
Loan conversion	**-**	**-**	**-**	**1,896,552**	**326,017**	**-**	**-**	**326,017**
Issuance of units	**-**	**-**	**-**	**6,482,758**	**949,207**	**366,517**	**-**	**1,315,724**
Issuance of shares for no consideration	**-**	**-**	**-**	**6,927,826**	**1,163,875**	**-**	**(1,163,875)**	**-**
Net loss and comprehensive loss	**-**	**-**	**-**	**-**	**-**	**-**	**(2,044,024)**	**(2,044,024)**
Balance, December 31, 2020	**-**	**-**	**-**	**47,800,702**	**6,428,929**	**366,517**	**(9,742,470)**	**(2,947,024)**

Innomed Tech Ltd. acquired Innomed Two, LLC (PureFlowCath, LLC) on April 15, 2020.

(The accompanying notes are an integral part of these consolidated financial statements)

INNOMED TECH LTD.
Consolidated statements of cash flows
For the years ended December 31, 2020 and 2019
(Expressed in US dollars)

		2020		2019
Cash provided by (used in)				
Operations				
Net loss	**$**	**(2,044,024)**	$	(1,586,937)
Items not affecting cash				
Shares issued for professional fees		**900,000**		-
Interest converted to shares		**50,000**		-
Change in fair value of derivative liabilities		**273,969**		-
Share-based payments		**-**		66,250
		(820,055)		(1,520,687)
Changes in non-cash working capital				
Prepaid expenses		**(185,706)**		-
Due from CIC Capital Ltd.		**(50,226)**		-
Due from Innovative Medicine Partners, LLC		**359,531**		(1,229,293)
Accounts payable and accrued liabilities		**(528,451)**		(233,431)
		(1,224,907)		(2,983,411)
Financing				
Loan payable to CIC Capital Ltd.		**17,200**		-
Proceeds from promissory note		**-**		500,000
Issuance of shares		**980,000**		-
Contributions		**-**		2,596,450
		997,200		3,096,450
Net change in cash		**(227,707)**		113,039
Cash, beginning of the year		**231,269**		118,230
Cash, end of the year	**$**	**3,562**	$	231,269
Non-cash financing activity				
Conversion of promissory note and related interest into equity	**$**	**550,000**	$	-

(The accompanying notes are an integral part of these consolidated financial statements)

1. NATURE OF OPERATIONS, CONTINUANCE OF BUSINESS AND GOING CONCERN

Innomed Tech Ltd. (the "Company") was incorporated and registered on November 22, 2019 under the General Corporation Law of the State of Delaware, with the name InnoMedTech, Inc. On May 27, 2020, the Company continued (change of jurisdiction of incorporation) into British Columbia ("BC") Canada under the Business Corporation Act (British Columbia) as InnoMed Tech Ltd. The Company is in the business of developing medical devices, medical digital or science inventions. The address of the registered office of the Company is Suite 1000 – 409 Granville Street, Vancouver, BC Canada V6C 1T2.

The Company was subject to a transaction on April 15, 2020, which involved inserting a new parent company at the top of PureFlowCath, LLC [formerly Innomed Two, LLC] ("PureFlowCath"). The parent company (the Company), a 'shell' company, issued shares to the existing controlling shareholders of PureFlowCath. Control remained the same before and after April 15, 2020. The Company has determined this transaction to be a common control business acquisition and has been accounted for using the pooling of interest method, whereby the combined assets and liabilities of the Company and PureFlowCath are recorded at their existing carrying value and no goodwill is recognized. All comparative figures reflect those of PureFlowCath only.

The consolidated financial statements were prepared on a going concern basis, which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company is subject to several risks associated with the successful development of new products and their marketing and the conduct of its clinical studies and their results, in addition to the uncertainties presented by the COVID-19 pandemic. It is likely that the product developed by the Company will require approval from the U.S. Food and Drug Administration and equivalent organizations in other countries before sales can be authorized. For the year ended December 31, 2020, the Company incurred a loss of $2,044,024 (2019 - $1,586,937) and cash-flow deficit from operations of $1,224,907 (2019 - $2,983,411). The Company's future operations are dependent upon its ability to secure additional funds to finance patent applications to approval, its research and development activities and in the longer-term clinical studies. It is not possible to predict whether the Company will be successful, securing new financing, patent application approvals and obtain approval from the U.S. Food and Drug Administration and equivalent organization in other countries.

There can be no assurance that management will be successful in its efforts to generate sufficient cash-flow or that it will ever develop a self-supporting business. These factors may cast significant doubt on the Company`s ability to continue as a going concern. These consolidated financial statements do not reflect any adjustments to the carrying amounts which would be necessary should the Company be unable to continue as a going concern and thus be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these consolidated financial statements.

1. NATURE OF OPERATIONS, CONTINUANCE OF BUSINESS AND GOING CONCERN (continued)

The Company has been closely monitoring developments related to the novel strain of coronavirus, specifically identified as "COVID-19", including the existing and potential impact on global and local economies. The Company has implemented its business continuity plan ensuring minimal interruption to the business. Governments worldwide have since put in place various measures to contain the spread of the virus, which have directly and indirectly impacted many businesses. The COVID-19 pandemic presented some challenges in delays in raising financing but otherwise did not have any other significant impact on the Company's consolidated financial statements. The longer term impacts of the COVID-19 situation will depend on future developments which are highly uncertain, rapidly evolving and difficult to predict. These impacts may differ in magnitude depending on a number of scenarios, which the Company continues to monitor and take into consideration.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These consolidated financial statements were approved for issue by the Board of Directors on March 3, 2022.

(b) Basis of Measurement

These consolidated financial statements have been prepared on the historical cost basis.

(c) Amended Accounting Standards Adopted

The Company has adopted all the new or amended Accounting Standards and Interpretations issued by the IASB that are mandatory for the current reporting period.

The following amendments are most relevant to the Company:

- Amendments to IFRS 3 *Business Combinations* improve the definition of a business. The amendments help entities determine whether an acquisition made is of a business or a group of assets. The amended definition emphasizes that the output of a business is to provide goods and services to customers, whereas the previous definition focused on returns in the form of dividends, lower costs or other economic benefits to investors and others.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Amended Accounting Standards Adopted (continued)

- *Definition of Material (Amendments to IAS 1 Presentation of Financial Statements ["IAS 1"] and to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors ["IAS 8"])* is intended to make the definition of material in IAS 1 easier to understand and is not intended to alter the underlying concept of materiality in IFRS Standards. The concept of "obscuring" material information with immaterial information has been included as part of the new definition. The threshold for materiality influencing users has been changed from "could influence" to "could reasonably be expected to influence". The definition of material in IAS 8 has been replaced by a reference to the definition of material in IAS 1.

The adoption by the Company of the amendments listed above did not have any impact on the Company's consolidated financial statements.

(d) Standards issued but not yet effective

The following amendment to an existing standard has been issued and is applicable to the Company beginning on June 1, 2020 and thereafter, with an earlier application permitted:

- *COVID-19 Related Rent Concessions* (Amendment to IFRS 16*, Leases*): i) provide lessees with a practical expedient that relieves a lessee from assessing whether a COVID-19-related rent concession is a lease modification; ii) require lessees that apply the practical expedient to account for COVID-19-related rent concessions as if they were not lease modifications.

The following amendments to existing standards have been issued and are applicable to the Company for its annual period beginning on January 1, 2022 and thereafter, with an earlier application permitted:

- Reference to the Conceptual Reference to the Conceptual Framework – Amendments to IFRS 3 *Business Combinations*
- Onerous Contracts – Cost of Fulfilling a Contract – Amendments to IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and
- Annual Improvements to IFRS Standards 2018–2020.

The following amendments to existing standards have been issued and are applicable to the Company for its annual period beginning on January 1, 2023 and thereafter, with an earlier application permitted:

- Classification of Liabilities as Current or Non-current – Amendments to IAS 1;
- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2;
- Definition of Accounting Estimates – Amendments to IAS 8; and
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12 *Income Taxes*.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Standards issued but not yet effective (continued)

The Company is currently evaluating the impacts of adopting these amendments on its consolidated financial statements.

(e) Functional and Presentation Currency

These consolidated financial statements are presented in United States dollars, which is the Company's functional currency.

(f) Significant Estimates and Assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Determining the fair value of services received in exchange for share-based payments
From time to time the Company issues common shares for services or non-cash assets. The Company's Board of Directors determines the fair market value of the services or non-cash assets received in exchange for common shares. These transactions are typically valued using the fair value of common shares issued.

Valuation of the "down-round" provision in debt and equity agreements
Certain debt and equity financing agreements contain a "down-round" provision that allows for the issuance of incremental common shares and warrants if the provision in the agreements is triggered. Management judgment is required to determine the probability of the triggering event to occur and the number of incremental common shares and warrants that could be issued, which is dependent on the Company's share price in the future. The valuation method and assumptions used in valuing the derivative liabilities are disclosed in Note 7.

Valuation of warrants
The Company uses the Black-Scholes option pricing model to determine the fair value of stock options in order to calculate stock-based compensation expense. The Black-Scholes model involves six key inputs to determine fair value of a stock option: risk-free interest rate, exercise price, market price at the date of issue, expected dividend yield, expected life and expected volatility. Certain of the inputs are estimates that involved considerable judgment and could be affected by significant factors that are out of the Company's control.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Research and Development

Expenditures on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are recognized in profit or loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes.

Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to complete development and has sufficient resources to complete development and to use or sell the asset. Other development expenditures are expensed as incurred. No internal development costs have been capitalized to date.

Research and development expenses include all direct and indirect operating expenses supporting the products in development.

The costs incurred in establishing and maintaining patents are expensed as incurred.

(h) Share-based Payments

The Company issues share-based payments to employees or consultants. The fair value of the shares issued is recognized over the applicable vesting period as compensation expense unless there are no vesting requirements in which case the entire amount is recognized immediately.

(i) Unit Share Issuances

For unit share issuances consisting of common shares and warrants, the Company uses the Black-Scholes option pricing model in determining the fair value of warrants. The proceeds from the issuance of units are first allocated to the warrants and the residual amount, being the difference between the proceeds from issuance and the fair value of the warrants, is allocated to common shares.

(j) Derivative Liabilities

Certain debt and equity financing agreements contain a “down-round” provision that allows for the issuance of incremental common shares and warrants if the provision in the agreements is triggered.

The Company accounts for warrants as either equity instruments or derivative liabilities, depending on the specific terms of the warrant agreement. Warrants are accounted for as a financial liability if the warrants contain a “down-round” provision and, therefore, do not meet the ‘fixed-for-fixed’ condition under IAS 32 Financial Instruments: Presentation (“IAS 32”). The Company will continue to classify the fair value of the warrants that contain “down-round” provision as a liability until the warrants are exercised, expire or are amended in a way that would no longer require these warrants to be classified as a liability.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Derivative Liabilities (continued)

On initial recognition, (1) the fair value of the derivative on outstanding warrants with "down-round" provision is determined using an option pricing model, (2) the fair value of the derivative on incremental common shares is determined based on the estimated incremental common shares that could be issued and estimated share price in the future, which is then applied with a probability and discount rate to arrive at the present value of the liability, and (3) the fair value of the derivative on incremental warrants is based on an option pricing model, which is then applied with a probability and discount rate to arrive at the present value of liability. These amounts are measured at fair value to profit or loss. Changes in the fair value of the derivative liabilities are charged to operations.

The remainder of the proceeds is allocated to the share capital.

(k) Financial Instruments

Classification and measurement of financial instruments
Financial assets are required to be initially measured at fair value and subsequently classified at amortized cost or fair value on the basis of the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. The Company's financial assets includes cash, due from CIC Capital Ltd. and due from Innovative Medicine Partners LLC, which are classified at amortized cost because the Company's business model is to hold these financial instruments to maturity to collect contractual cash flows consisting solely of payments of principal and interest on the principal amount outstanding.

Financial liabilities include accounts payable and accrued liabilities, loan payable to CIC Capital Ltd. and promissory note which were initially measured at fair value and subsequent classified as amortized cost.

Impairment of financial assets
For the impairment of financial assets under IFRS 9, the Company is required to apply an expected credit loss ("ECL") model to all debt financial assets not held at FVTPL, where credit losses that are expected to transpire in future years are provided for, irrespective of whether a loss event has occurred or not as at the date of the statement of financial position. The Company recognizes a loss allowance for expected credit losses on loan receivables which are measured at amortized cost. The measurement of the loss allowance depends upon the Company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(k) Financial Instruments (continued)

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognized is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets, with the exception of loan receivable, where the carrying amount is reduced through the use of an allowance account. When an account receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in the consolidated statement of operations and comprehensive loss.

If, in a subsequent period, the amount of the impairment loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through the consolidated statement of operations and comprehensive loss for the period to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

(l) Income Taxes

Deferred tax is recognized using the liability method on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. However, the deferred tax is not recognized if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred taxation asset is realized or the deferred tax liability is settled.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, associates and jointly controlled entities, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

3. DUE FROM CIC CAPITAL LTD.

Due from CIC Capital Ltd. comprises of cash held with CIC Capital Ltd., a shareholder and advisor to the Company, that is due on demand and non-interest bearing.

4. DUE FROM INNOVATIVE MEDICINE PARTNERS LLC

As at December 31, 2020, amount due of nil (2019: $359,531) from Innovative Medicine Partners, LLC ("IMP"), a shareholder, was non-interest bearing, had no fixed terms of repayment and was secured against common shares held in the Company.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Included in the accounts payable and accrued liabilities are amounts owed to the previous key members of management of PureFlowCath, including certain company and consultants related to them, in the amount of $203,020 (2019: $751,596) arising from provision of research and development, professional and marketing services.

Subsequent to year-end, the outstanding balance was settled as part of the settlement agreement disclosed in Note 15.

6. LOAN PAYABLE TO CIC CAPITAL LTD.

Loan payable to CIC Capital Ltd., a shareholder and advisor to the Company, is unsecured, non-interest bearing and has no fixed terms of repayment.

7. DERIVATIVE LIABILITIES

Certain debt and equity financing agreements contain a "down-round" provision that allows for the issuance of incremental common shares and warrants if after a 30-day continuous trading on a designated stock exchange, the Company's average share price is lower than the then-subscription price of $0.29 per unit. The "down-round" feature was determined by the Company to be a financial liability since it creates an obligation to issue a variable number of shares. Thus, it does not meet the 'fixed-for-fixed' condition in IAS 32.

As a result of down-round provision, the Company has identified derivative liabilities on outstanding warrants with "down-round" provision and on incremental common shares and warrants that could be issued if the "down-round" provision is triggered.

Derivative liabilities are remeasured at year-end, with changes in fair value recognized in profit or loss.

(Expressed in US dollars)

7. DERIVATIVE LIABILITIES (continued)

Changes in fair value of derivative liabilities during the year are as follows:

	Outstanding warrants with "down-round" feature	"Down-round" feature on warrants	"Down-round" feature on common shares	Total
Balance, January 1, 2020	$ -	$ -	$ -	$ -
Issuance during the year (Note 8)	2,192,002	167,261	295,616	2,654,879
Change in fair value	206,363	24,413	43,193	273,969
Balance, December 31, 2020	$ 2,398,365	$ 191,674	$ 338,809	$ 2,928,848

The change in fair value of the derivative liabilities is presented as a separate line on the consolidated statement of operations and other comprehensive income.

Valuation of derivative on incremental common shares

On initial recognition, the Company assumed that the probability of the share price to go down by 20% is 25% and the probability of the share price to remain at the then-subscription price of $0.29 or to go higher is 75%. Accordingly, the Company recognized $295,616 in liability for incremental common shares on initial recognition. The fair value of the liability for incremental common shares as of December 31, 2020 is $338,809.

Valuation of derivative on outstanding warrants and incremental warrants

The valuation method and inputs used in the valuation of the derivative on outstanding warrants on the date of grant are disclosed in Note 8.

As of December 31, 2020, the fair value of the derivative on outstanding warrants and incremental warrants was determined using the Black-Scholes pricing model with the following assumptions:

	Outstanding warrants	Incremental warrants
Number of warrants	18,448,965	10,628,208
Exercise price	$0.29	$0.29
Share price	$0.16	$0.23
Risk-free rate	0.39%	1.05%
Expected volatility	146%	129%
Expected dividend yield	0%	0%
Expected life (in years)	4.00	1.75

(Expressed in US dollars)

7. DERIVATIVE LIABILITIES (continued)

On initial recognition, the Company assumed that the probability of the share price to go down by 20% is 25% and the probability of the share price to remain at the then-subscription price of $0.29 or to go higher is 75%. Accordingly, the Company recognized $167,261 in liability for the incremental warrants on initial recognition. The fair value of the liability for incremental warrants as of December 31, 2020 is $191,674.

Fair value hierarchy

The fair value of outstanding warrants with "down-round" provision is classified under Level 2 fair value hierarchy.

The fair value of both incremental shares and warrants is classified under Level 3 fair value hierarchy.

The following table summarizes the quantitative information about the significant unobservable inputs used in the fair value measurements of incremental shares and warrants as of December 31, 2020.

Key unobservable inputs	Relationship of unobservable inputs to fair value
Probability that the "down-round" provision will be triggered - 25%	The lower the probability, the lower the fair value
Magnitude of share price reduction - 20%	The lower the share price below the then-subscription price of $0.29, the higher the incremental common shares and warrants that could be issued. The higher the incremental shares and warrants, the higher the fair value
Discount rate - 30%	The higher the discount rate, the lower the fair value

There were no transfers between any levels during the year.

(Expressed in US dollars)

8. SHARE CAPITAL AND RESERVES

Subsequent to conversion to shares in the Company

Authorized
Unlimited common shares without par value.

Common shares

47,800,702 common shares were issued during year ended December 31, 2020.

PureFlowCath Member unit's conversion to shares in the Company

On April 15, 2020, the Company acquired all Class I and III Member Units of PureFlowCath by way of issuing 228,777 shares in the Company for every member unit in PureFlowCath. This transaction involved inserting a new parent company at the top of PureFlowCath. The parent company (the Company), a 'shell' company, issued shares to the existing controlling shareholders and is a common control acquisition. The Company acquired Class II Member Units in PureFlowCath by way of issuing shares at $0.29 per share with a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2026. The conversion agreements entered into with Class II unitholders contain a "down-round" feature, which is fully disclosed in Note 7.

Member Units PureFlowCath			Conversion to Common Shares of the Company			Total Common Shares of the Company
Class I	**Class II**	**Class III**	**Class I**	**Class II**	**Class III**	
71.66	11.00	17.34	16,490,247	13,173,103	2,830,216	**32,493,566**

The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions:

Warrants issued	13,173,103
Exercise price	$0.29
Share price	$0.17
Risk-free interest rate	0.41%
Expected volatility	106%
Expected life of warrants	4.8 years
Expected dividend yield	0%
Fair value	$1,555,743
Fair value per warrant	$0.12

All warrants granted are classified as a financial liability because they do not meet the 'fixed-for-fixed' criteria in IAS 32 (see Note 7).

(Expressed in US dollars)

8. SHARE CAPITAL AND RESERVES (continued)

Shares Issued for Subscription and Services

The Company issued 3,379,310 units under various subscription agreements entered between April 2020 and August 2020 for $0.29 per unit for net proceeds totalling $980,000. Each unit consists of one share and a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2026. The subscription agreements in respect of this financing contain a “down-round” feature, which is fully disclosed in Note 7.

On April 15, 2020, the Company issued 3,103,448 common shares plus a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2025 as consideration for professional services of $900,000 received from CIC Capital Ltd.

The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions:

Warrants issued	6,482,758
Exercise price	$0.29
Share price	$0.15 - $0.17
Risk-free interest rate	0.23 - 0.41%
Expected volatility	106 - 196%
Expected life of warrants	4.3 - 4.8 years
Expected dividend yield	0%
Fair value	$778,793
Fair value per warrant	$0.12 - $0.14

As presented:		
Warrant liability	$	412,276
Warrant reserve		366,517
Total	$	778,793

Loan Conversion (Promissory Note)

On December 28, 2019, PureFlowCath issued an unsecured promissory note for $500,000, bearing interest of 10% per annum, with principal and interest due on April 1, 2021. On April 4, 2020, the principal amount of $500,000 plus $50,000 interest was converted into equity in the Company at $0.29 per unit or 1,896,552 units. Each unit consists of one common share and one warrant. Each warrant is exercisable for one common share at $0.29 per common share on or before December 31, 2025. The amended agreement in respect of this financing contains a “down-round” feature, which is fully disclosed in Note 7.

(Expressed in US dollars)

8. SHARE CAPITAL AND RESERVES (continued)

The fair value of the warrants was calculated using the Black-Scholes option pricing model with the following assumptions:

Warrants issued	1,896,552
Exercise price	$0.29
Share price	$0.17
Risk-free interest rate	0.41%
Expected volatility	106%
Expected life of warrants	4.8 years
Expected dividend yield	0%
Fair value	$223,983
Fair value per warrant	$0.12

All warrants granted are classified as a financial liability because they do not meet the 'fixed-for-fixed' criteria in IAS 32 (see Note 7).

Shares Issued for No Consideration

During the year ended December 31, 2020, the Company issued 6,927,826 common shares to certain individual and institutional investors for no consideration, but these investors are required to purchase 5 common shares on the market for each common share issued to them when the Company is listed on a designated exchange. The shares issued were recorded at fair value, with corresponding increase in deficit. The fair value of the shares was based on most recent arm's length financing transactions.

Warrants

As of December 31, 2020, there were 21,552,413 warrants issued and outstanding with an exercise price of $0.29 and all expire on December 31, 2026. Of these warrants, 18,448,965 warrants were presented as part of the derivative liabilities.

Prior to conversion to shares in the Company

Authorized

The authorized unit capital of the Company consists of 3 units of ownership: Class I Units (100 units), Class II Units (33.5 units) and Class III Units (15 units).

Member Units Issued

As of December 31, 2019 and conversion, the Company had issued 100 units of Class I Units[(a)], 16.38 units of Class II Units [(ii)] and 9.75 Class III Units [(iii)].

(i) Class I Units are voting
(ii) Class II Units are non voting
(iii) Class III Units are for the purpose of compensating certain consultants and professionals and are non voting

(Expressed in US dollars)

9. LEGAL AND PROFESSIONAL FEES

Components of legal and professional fees for the year are as follows:

		2020		2019
Patent and trademark legal fees	**$**	**101,664**	$	173,451
Legal and professional fees		**1,396,998**		170,114
Accounting and audit		**61,606**		61,975
	$	**1,560,268**	$	405,540

10. RELATED PARTY TRANSACTIONS

The following transactions occurred with related parties:

		2020		2019
Purchase of professional services from CIC Capital Ltd., a shareholder in 2020 (i)	**$**	**1,000,700**	$	-
Purchase of management services from IMP, a shareholder		**-**		360,000
Purchase of research and development services from a consultant related to the President and Chief Operating Officer of PureFlowCath		**-**		480,000
Purchase of research and development services from consultants that are part of the management team of IMP		**-**		180,000
Purchase of professional services from two minority shareholders		**47,125**		129,559
Purchase of marketing services from a company with common ownership as the Company		**-**		6,950

(i) Of the professional services, $900,000 was paid through the issuance of common shares and warrants. See Note 8.

11. INCOME TAXES

The following table reconciles income tax recovery calculated at the basic Canadian corporate tax rate with the income taxes recorded in these consolidated financial statements:

		2020
Loss before income taxes	$	(2,044,024)
Combined federal and provincial income tax rate		26.5%
Income tax recovery at statutory rate		541,666
Tax effect of:		
Temporary differences for which no deferred tax income asset has been recognized		(559,166)
Net income not taxable as an Alabama corporation prior to move to Canada (PureFlowCath)		17,500
Income tax expense	$	-

(Expressed in US dollars)

11. INCOME TAXES (continued)

The Company has not recognized a deferred tax asset of $559,166 (2019 - $nil) with respect of the loss carryforward as it is not probable that sufficient future taxable profit will be available against which the Company may use the benefits.

The Company has non-capital tax losses of $2,110,061 in Canada that may be applied to reduce future years' taxable income. The losses expire in 2040.

12. LOSS PER SHARE

Loss per share is calculated by dividing the loss for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year. Loss per share is calculated by dividing the loss attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table reflects the loss and share data used in the basic and diluted EPS calculations for the years ended December 31, 2020 and 2019:

		2020		2019
Loss attributable to ordinary equity shares	**$**	**2,044,024**	$	1,586,937
Basic and diluted weighted average shares outstanding		**39,341,315**		30,224,809
Basic and diluted loss per share	**$**	**(0.05)**	$	(0.05)

For purposes of calculating the weighted average shares outstanding for 2019, the unitholders' membership units were multiplied by the conversion ratios established in the conversion agreements.

13. MANAGEMENT OF CAPITAL

The Company defines its capital as share capital and deficit. The Company's objectives when managing capital are to ensure there are sufficient funds available to carry out its research and development programs. To date, these programs have been funded through the sale of equity securities.

The Company also intends to source non-dilutive funding by accessing grants, government assistance and tax incentives, and through partnerships with corporations and research institutions. The Company uses budgets and purchasing controls to manage its costs. The Company is not exposed to any externally imposed capital requirements.

14. FINANCIAL INSTRUMENTS

Fair Value
Cash and accounts payable and accrued liabilities and loan payable to CIC Capital Ltd. are all short-term in nature and, as such, their carrying values approximate fair values.

Risks
The Company has exposure to credit risk, liquidity risk and interest rate risk.

(a) Credit risk
Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations and arises from the Company's cash and amounts due from related parties. The carrying amount of these financial assets represents the maximum credit exposure. The Company follows an investment policy to mitigate against the deterioration of principal and to enhance the Company's ability to meet its liquidity needs. Cash are on deposit with a major American bank.

(b) Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is a development stage company and is reliant on external fundraising to support its operations. Once funds have been raised, the Company manages its liquidity risk by investing in cash and short-term instruments to provide regular cash flow for current operations. It also manages liquidity risk by continuously monitoring actual and projected cash flows.

(c) Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company was exposed to interest rate price risk to the extent that the promissory note was at a fixed interest rate.

15. SECURITIZATION AGREEMENT

PureFlowCath entered into an agreement dated October 26, 2019 with CIC Fund Securitisation Fund S.A., a public limited liability company (*société anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg, acting as an unregulated securitization company (*société de titrisation*) within the meaning of, and governed by, the Luxembourg Securitization Law. Pursuant to the agreement, CIC Fund Securitisation Fund S.A. agrees to provide services in relation to the securitization of PureFlowCath's intellectual property in Luxembourg. Such services include the establishment of a dedicated PureFlowCath compartment to facilitate debt financing of €90,000,000, with the first note raising €10,000,000. As consideration, PureFlowCath agreed to pay CIC Fund Securitisation S.A. CAD$12,726 (€8,700) in cash, administration fee of 4.2% of value of a note issued for the life of the securitization entity and €93,000 on completion of the securitization transaction. At year-end, the securitization transaction is still in progress.

16. SUBSEQUENT EVENTS

On February 5, 2021, IMP and previous key members of management, including certain company and consultants related to them, reached a settlement with the Company regarding dispute over past operation and management of PureFlowCath by IMP and regarding the number of shares issued on April 15, 2020 to IMP in exchange for its membership units in PureFlowCath. As part of the settlement, IMP was required to return 4,869,441 common shares valued at $0.29 per common share. On February 18, 2021, IMP returned 4,869,441 common shares to the Company. In addition, amounts owed to previous key members of management, including certain company and consultants related to them, were discharged.

On October 19, 2021, the board of directors approved the issuance of 500,000 warrants to each of the five directors of the Company, and to the director of PureFlowCath as founder's warrants.

17. AMENDMENTS TO THE PREVIOUSLY ISSUED CONSOLIDATED FINANCIAL STATEMENTS

In connection with the Company's filing of a non-offering prospectus, these consolidated financial statements were amended for the items set out below.

- The amount and expiry date of unused tax losses for which no deferred tax asset was recognized in the consolidated statement of financial position have been disclosed in Note 11; and

- Loss per share information has been disclosed in Note 12.

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MANAGEMENT DISCUSSION & ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2020

This Management's Discussion and Analysis ("MD&A") of Innomed Tech Ltd. (the "Company"), prepared as of **March** 1**7**, 2022, should be read in conjunction with the audited financial statements and the notes thereto for the for the year ended December 31, 2020 which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of financial statements. The currency the amounts are expressed US $.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

The Board of Directors of Innomed Tech Ltd. has approved the disclosure contained in this MD&A. Additional information related to the Company can be found on the Company's website at www.InnomedTec.com.

The effective date of this report is March 17, 2022.

FORWARD LOOKING STATEMENTS

This report includes certain statements that may be deemed "forward looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts that address such matters as future events or developments that the Company expects, are forward looking statements and, as such, are subject to risks, uncertainties and other factors of which are beyond the reasonable control of the Company. Such statements are not guarantees of future performance and actual results or developments may differ materially from those expressed in, or implied by, this forward-looking information. With respect to forward looking statements and information contained herein, we have made numerous assumptions including among other things, assumptions about economics and competition surrounding the services provided by the Company, anticipated costs and expenditures and the Company's ability to achieve its goals. Although management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward-looking statement or information herein will prove to be accurate.

Readers can identify many of these statements by looking for words such as "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof. Examples of forward looking statements in this Management Discussion & Analysis include that:

- the performance characteristics of the Company's medical devices
- projections of costs;
- future medical devices and divestment;
- securitisation of assets;
- patent approvals

- FDA approvals;
- capital programs;
- debt levels;
- treatment under governmental regulatory regimes and tax laws; and
- capital expenditures.

Forward looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or information. Factors that could cause actual results to differ materially from those in forward looking statements include such matters as continued availability of capital and financing and general economic, market or business conditions.

Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward looking statements or information.

Any forward-looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date and the Company does not undertake any obligation to update publicly or to revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

HISTORY OF THE COMPANY

The Company was incorporated and registered on November 22, 2019 under the General Corporation Law of the State of Delaware, with the name InnoMed Tech, Inc. and with registered file number 7721120. On May 27, 2020, the Company continued (change of jurisdiction of incorporation) into British Columbia ("BC") Canada under the Business Corporation Act (British Columbia) with registered number C1251506 as InnoMed Tech Ltd. (the "Company").

The Company was subject to transaction on April 15, 2020, which involved inserting a new parent company, Innomed Tech Ltd as 100% equity owner of PureFlowCath LLC. (formally Innomed Two LLC). The parent company (Innomed Tech Ltd) a 'shell' company issued shares to the existing controlling shareholders. Control remained the same before and after April 15, 2020 and is a common control acquisition. The New Management description being after April 15, 2020 refers to a new board being instituted representing the same control bloc namely member unit holders.

The Company has determined this transaction to be a common control business acquisition and has been accounted for using the pooling of interest method, whereby the combined assets and liabilities of the Company and PureFlowCath are recorded at their existing carrying value and no goodwill is recognized.

The address of the registered office of the Company is Suite 1000 – 409 Granville Street, Vancouver, BC Canada V6C 1T2.

Year to date Highlights

- Office Freylinger Luxembourg was appointed as Patent Counsel and regulated Patent valuer;
- Shareholders restructured the Board with specific expertise to affect a regulated public listing and gain approval for patent applications;
- Transferred majority Patent Applications to CIC Fund Securitisation S.A. (Luxembourg) as part of the process of debt finance of initial Euro €10,000,000;
- Completed Share Purchase Agreement to acquire 100% ownership pf PureFlowCath LLC; and
- Secured US$980,000 by subscription and equity finance at US$ 29 cents per share to fund working capital and regulated public listing.

BUSINESS OF THE COMPANY

The Company is in the business of medical devices and sciences working with medical practitioner innovators within the global medical community.

The Company's first medical device development subsidiary, PureFlowCath, is delivering the first medical device, the PureFlowCath Catheter System for Continuous Irrigation ("CSCI"). CSCI addresses a significant market opportunity in reducing or eliminating urinary tract infections commonly associated with the use of a urinary catheter.

OVERALL PERFORMANCE

For the year ended December 31, 2020, the Company (including PureFlowCath - consolidated) had a net loss of ($2,044,024) compared to a net loss of $1,586,937 for year ending December 31, 2019 (PureFlowCath).

In year ending December 31, 2020, operating loss OF ($2,044,024) was due to:

I. patent application filings and associated documentation preparation;
II. legal and professional fees associated with application for regulated listing; and
III. securitisation of patent applications.

SELECTED ANNUAL INFORMATION

The following table sets forth summary financial information for the Company for the years ended December 31, 2020 and 2019. This information has been summarized from the Company's audited financial statements and should only be read in conjunction with the financial statements, and accompanying notes:

	Dec. 31, 2020 $	**Dec. 31, 2019 $**
Total revenue	–	–
Net Loss for the year	(2,044,024)	(1,586,937)
Loss per share, basic and diluted	(0.05)	(0.05)
Total assets	239,494	590,800
Total long-term liabilities	2,928,518	500,000

RESULTS OF OPERATIONS

During the year ended December 31, 2020, the Company had net income loss of ($2,044,024) compared to a net loss of ($1,586,937) for the year ended December 31, 2019.

During the year ended December 31, 2020, the Company recorded:

	US $
General administration	2,193
Salaries and wages	93,705
Legal and professional fees	1,560,268
Interest expense	50,000
Patent/research and development	23,831
Change in fair value of derivative liabilities	273,969
Foreign exchange loss	40,058

The Company incurred US$40,058 in foreign exchanges loss due to cash subscriptions coming from US investors being transferred to Canadian bank account. This loss is likely to continue but is being monitored by management. Legal and professional fees include US$900,000 recorded for transaction advisory. On April 15, 2020, the Company issued 3,103,448 common shares plus a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2026 as consideration for professional services of $900,000 received from the transaction advisor. Other significant costs are the maintenance and application of patent applications and legal advisors.

The Company recorded a fair value loss of US$273,969 representing change in the fair value of derivative liabilities. Certain debt and equity financing agreements contain a "down-round" provision that allows for the issuance of incremental common shares and warrants if the provision in the agreements is triggered.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes unaudited financial data from incorporation date November 22, 2019 to December 31, 2020.

	Revenues	Net income (loss) $	Basic and diluted earnings (loss) per share $
March 31, 2020	–	(24,541)	(0.00)
June 30, 2020	–	(1,757,640)	(0.05)
September 30, 2020	–	(307,798)	(0.01)
December 31, 2020	–	45,955	0.00

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

As at December 31, 2020, the Company had cash (including cash held in trust) of $53,788.

As at December 31, 2020, the Company has no assets other than cash and prepaid expenses US$185,706, a working capital deficit of $(18,176), and an accumulated deficit of $(9,742,470).

For the year ended December 31, 2020, the Company issued 3,103,448 common shares plus a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2025 as consideration for professional services of $900,000 received from the Transaction Advisor.

Financing Activities

For the year ended December 31, 2020, the Company raised $980,000 in equity financing at $0.29 cents per share with a full warrant exercisable on or before December 31, 2026. A total of 3,379,310 common voting shares and warrants were issued.

For the year ended December 31, 2020, the promissory note of $500,000 plus $50,000 interest was converted into equity in the Company at $0.29 per unit or 1,896,552 units. Each unit consists of one common share and one warrant.

The Company transferred the majority of its Patent Applications to CIC Fund Securitisation S.A. (Luxembourg) as part of the process of securing debt finance of initial Euro €10,000,000. The patent applications and approved patents intangible asset value is not recorded in the financial statement as they are held separately by Securitisation in Luxembourg.

The Company ability to continue as a going-concern is dependent upon its ability to fund any additional losses it may incur.

Capital Management

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances. The Company is not subject to externally imposed capital requirements.

Derivative Liabilities

Certain debt and equity financing agreements contain a “down-round” provision that allows for the issuance of incremental common shares and warrants if the provision in the agreements is triggered.

The Company accounts for warrants as either equity instruments or derivative liabilities, depending on the specific terms of the warrant agreement. Warrants are accounted for as a financial liability if the warrants contain a “down-round” provision and, therefore, do not meet the ‘fixed-for-fixed’ condition under IAS 32 Financial Instruments: Presentation (“IAS 32”). The Company will continue to classify the fair value of the warrants that contain “down-round” provision as a liability until the warrants are exercised, expire or are amended in a way that would no longer require these warrants to be classified as a liability.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The following transactions occurred with related parties during the year ending December 31, 2020.:

	2020	2019
Purchase of professional services from CIC Capital Ltd., a shareholder in 2020 (i)	$ 1,000,700	$ -
Purchase of management services from IMP, a shareholder	-	360,000
Purchase of research and development services from a consultant related to the President and Chief Operating Officer of PureFlowCath	-	480,000
Purchase of research and development services from consultants that are part of the management team of IMP	-	180,000
Purchase of professional services from two minority shareholders	47,125	129,559
Purchase of marketing services from a company with common ownership as the Company	-	6,950

(i) Of the professional services, $900,000 was paid through the issuance of common shares and warrants.

FOURTH QUARTER

During the fourth quarter of 2020, the Company:

I. completed the majority transfer of majority Patent Applications to CIC Fund Securitisation S.A. (Luxembourg) as part of the process of debt finance of initial Euro €10,000,000.

PROPOSED TRANSACTIONS

There are no proposed transactions.

FINANCIAL INSTRUMENTS AND RISKS

The Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, due from CIC Capital Ltd., accounts payable and accrued liabilities, loan payable to CIC Capital Ltd. and due from Innovative Medicine Partners LLC, approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit risk, liquidity risk and interest rate risk

The Company has exposure to credit risk, liquidity risk and interest rate risk.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises from the Company's cash and amounts due from parent. The carrying amount of these financial assets represents the maximum credit exposure. The Company follows an investment policy to mitigate against the deterioration of principal and to enhance the Company's ability to meet its liquidity needs. Cash are on deposit with a major American bank.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is a development stage company and is reliant on external fundraising to support its operations. Once funds have been raised, the Company manages its liquidity risk by investing in cash and short-term instruments to provide regular cash flow for current operations. It also manages liquidity risk by continuously monitoring actual and projected cash flows.

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate price risk to the extent that the promissory note is at a fixed interest rate.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

An analysis of material components of the Company's general and administrative expenses is disclosed in the financial statements for the year ended December 31, 2020 to which this MD&A relates.

DISCLOSURE OF OUTSTANDING SHARE DATA

Share Capital during the from period January 1, 2020 to April 15, 2020

During the period from January 1, 2020 to April 15, 2020, the authorized unit capital of the Company consists of 3 units of ownership: Class I Units, Class II Units and Class III Units. There were no common shares warrants, options, or any other securities.

	January 1, 2020	Issuance of Units	April 15, 2020
Class I	71.66	0	71.66
Class II (ii)	11.00	0	11.00
Class III (iii)	17.34	0	17.34

PureFlowCath Member unit's conversion to shares in the Company

On April 15, 2020, the Company acquired all Class I and III Member Units of PureFlowCath by way of issuing 228,777 shares in the Company for every member unit in PureFlowCath. This transaction involved inserting a new parent company at the top of PureFlowCath. The parent company (the Company), a 'shell' company, issued shares to the existing controlling shareholders and is a common control acquisition. The Company acquired Class II Member Units in PureFlowCath by way of issuing shares at $0.29 per share with a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2026.

Member Units PureFlowCath			Conversion to Common Shares of the Company			Total Common Shares of the Company
Class I	Class II	Class III	Class I	Class II	Class III	
71.66	11.00	17.34	16,490,247	13,173,103	2,830,216	**32,493,566**

Share Capital during the period from April 15, 2020 to December 31, 2020

The authorized share capital of the Company at December 31, 2020:

	Dec 31, 2020
Common Shares	47,800,702
Warrants	21,552,413
Options	-

Common shares at the date of this MD&A March 8, 2022 is 47,523,337, no options and 26,114,487 warrants.

Shares Issued for Subscription and Services

The Company issued 3,379,310 units under various subscription agreements entered between April 2020 and August 2020 for $0.29 per unit for net proceeds totalling $980,000. Each unit consists of one share and a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2026. The subscription agreements in respect of this financing contain a "down-round" feature.

On April 15, 2020, the Company issued 3,103,448 common shares plus a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2026 as consideration for professional services of $900,000 received from CIC Capital Ltd.

Shares Issued for No Consideration

During the year ended December 31, 2020, the Company issued 6,927,826 common shares to certain individual and institutional investors for no consideration, but these investors are required to purchase 5 common shares on the market for each common share issued to them when the Company is listed on a designated exchange. The shares issued were recorded at fair value, with corresponding increase in deficit. The fair value of the shares was based on most recent arm's length financing transactions.

Loan Conversion (Promissory Note)

On December 28, 2019, PureFlowCath issued an unsecured promissory note for $500,000, bearing interest of 10% per annum, with principal and interest due on April 1, 2021. On April 4, 2020, the principal amount of $500,000 plus $50,000 interest was converted into equity in the Company at $0.29 per unit or 1,896,552 units. Each unit consists of one common share and one warrant. Each warrant is exercisable for one common share at $0.29 per common share on or before December 31, 2026.

OTHER

Additional disclosures pertaining to the Company's reports, press releases and other information are available on the SEDAR website at www.sedar.com or on the Company's web site www.InnomedTec.com

APPENDIX B

APPENDIX B

InnoMed Two, LLC. (PureFlowCath, LLC)

2020	InnoMed Two, LLC. Unaudited Financial Statements for the interim period from January 1, 2020 to April 15, 2020
	InnoMed Two, LLC. Management Discussion and Analysis for the interim period from January 1, 2020 to April 15, 2020
2019	InnoMed Two, LLC. Audited Financial Statements for the years ended December 31, 2019 and December 31, 2020
	InnoMed Two, LLC. Management Discussion and Analysis for the year ended December 31, 2020

INNOMED TWO, LLC.

Interim Financial Statements

Period from January 1, 2020 to April 15, 2020

(Expressed in US dollars)
(unaudited)

INNOMED TWO, LLC
Consolidated interim statement of financial position
As at April 15, 2020
(Expressed in US dollars)
(Unaudited)

		As at April 15, 2020		As at December 31, 2019
Assets				
Current				
Cash	$	**3,904**	$	231,269
Due from Innovative Medicine Partners, LLC (Note 5)		**441,031**		359,351
Due from Synergy Management (Note 5)		**101,345**		**-**
		546,280		590,800
Patents and copyrights		**37,155**		**-**
Total Assets	**$**	**583,435**	$	590,800
Liabilities				
Current Liabilities				
Accounts payable and accrued liabilities (Note 6)	**$**	**791,097**	$	768,921
		791,097		768,921
Promissory note (Note 7)		**500,000**		500,000
		1,291,097		1,268,921
Members' Deficiency		**(707,662)**		(678121)
Total Liabilities and Members' Deficiency	**$**	**583,435**	$	590,800

(The accompanying notes are an integral part of these interim financial statements)

INNOMED TWO, LLC.
Consolidated interim statement of operations and comprehensive income
For the period from January 1, 2020 to April 15, 2020
(Expressed in US dollars)
(Unaudited)

		Period from January 1, 2020 to April 15, 2020 (4.5 months)		Year ended December 31, 2019 (12 months)
Expenses				
General administration	**$**	**1,615**	$	10,011
Professional fees		**9,496**		405,540
Management fees		**-**		360,000
Research and development		**18,430**		725,230
Automobile expense		**-**		81
Marketing and multimedia		**-**		19,825
Share-based payments		**-**		66,250
		29,541		1,586,937
Net loss and comprehensive loss	**$**	**(29,541)**	$	(1,586,937)

(The accompanying notes are an integral part of these interim financial statements)

INNOMED TWO, LLC
Consolidated interim statement of changes in members' deficiency
For the period from January 1, 2020 to April 15, 2020
(Expressed in US dollars)
(Unaudited)

	Class I Units	Class II Units	Class III Units	Total Members' Deficiency
Balance, January 1, 2018	$ (1,646,666)	$ (16,627)	$ 356,721	$ (1,306,572)
Issuance of units	-	833,750	1,600,000	2,433,750
Net loss	(1,822,669)	(933,451)	(124,942)	(2,881,062)
Balance, December 31, 2018	(3,469,335)	(116,328)	1,831,779	(1,753,884)
Issuance of units	-	2,596,450	66,250	2,662,700
Net loss	-	(1,586,937)	-	(1,586,937)
Balance, December 31, 2019	(3,469,335)	893,185	1,898,029	(678,121)
Net loss	-	(29,541)	-	(29,541)
Balance, April 15, 2020	**$ (3,469,335)**	**$ 863,644**	**$ 1,898,029**	**$ (707,662)**

(The accompanying notes are an integral part of these interim financial statements)

INNOMED TWO, LLC
Consolidated interim statements of cash flows
For the period from January 1, 2020 to April 15, 2020
(Expressed in US dollars)
(Unaudited)

		Period from January 1, 2020 to April 15, 2020 (4.5 months)		Year ended December 31, 2019 (12 months)
Cash provided by (used in) operations				
Net loss	**$**	**(29,541)**	$	(1,586,937)
Items not affecting cash				
Share-based payments		-		66,250
		(29,541)		(1,520,687)
Net changes in non-cash working capital				
Due to/from Innovative Medicine Partners, LLC		**(81,680)**		(1,229,293)
Due from Synergy Management		**(101,345)**		-
Accounts payable and accrued liabilities		**22,176**		(233,431)
		(190,390)		(2,983,411)
Investing				
Acquisition of patent and copyrights		**(37,155)**		-
Financing				
Capital contributions		-		2,596,450
Proceeds from promissory note		-		500,000
		-		3,096,450
Net change in cash		**(227,365)**		113,039
Cash, beginning of period		**231,269**		118,230
Cash, end of period	**$**	**3,904**	$	231,269

(The accompanying notes are an integral part of these interim financial statements)

1. NATURE OF OPERATIONS AND GOING CONCERN

InnoMed Two, LLC (the "Company") was organized under the laws of the State of Alabama, USA on January 3, 2017.

The Company's head office, principal address and address of its registered and records office is 1100 Dauphin Street, Suite B, Mobile, AL, 36604, USA.

The Company is developing, patenting and clinically testing a new technology in the area of Urology.

The financial statements were prepared on a going concern basis, which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company is subject to several risks associated with the successful development of new products and their marketing and the conduct of its clinical studies and their results, in addition to the uncertainties presented by the COVID-19 pandemic (note 10). It is likely that the product developed by the Company will require approval from the U.S. Food and Drug Administration and equivalent organizations in other countries before sales can be authorized. For the period from January 1, 2020 to April 15, 2020, the Company incurred a loss of $29,541 and cash-flow deficit from operations of $190,390. The Company's future operations are dependent upon its ability to secure additional funds to finance its research and development activities and its clinical studies. If the Company is unsuccessful in obtaining adequate financing in the future the Company will have to consider postponing research activities until market conditions improve. It is not possible to predict whether the Company will be successful in securing new financing or acquire approval from the U.S. Food and Drug Administration and equivalent organization in other countries. These circumstances and conditions may cast significant doubt about the Company's ability to continue as a going concern.

These interim financial statements do not reflect the adjustments to carrying amounts of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the going concern assumption was deemed inappropriate. Such adjustments could be material.

2. BASIS OF PRESENTATION

Statement of Compliance

The interim financial statements for the period from January 1, 2020 to April 15, 2020 have been prepared in accordance with the International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. The interim financial statements do not include all disclosures required in the annual financial statements and should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2019.

These interim financial statements were approved for issue by the Board of Directors on July 7, 2020.

Basis of Measurement

These financial statements have been prepared on the historical cost basis, except for certain financial assets and liabilities measured at fair value.

2. BASIS OF PRESENTATION (continued)

Functional and Presentation Currency

These financial statements are presented in United States dollars, which is the Company's functional currency.

Use of Significant Estimates and Assumptions

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenue and expenses, related disclosures of contingent assets and liabilities. Significant estimates and judgements include going concern assumption and the valuation of share-based payments. Actual results could differ materially from these estimates and assumptions. The Company reviews its estimates and underlying assumptions on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and may impact future periods.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently in these financial statements.

Research and Development

Expenditures on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are recognized in profit or loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes.

Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to complete development and has sufficient resources to complete development and to use or sell the asset. Other development expenditures are expensed as incurred. No internal development costs have been capitalized to date.

Research and development expenses include all direct and indirect operating expenses supporting the products in development.

The costs incurred in establishing and maintaining patents are expensed as incurred.

Share-Based Payments

The Company issues share-based payments to employees or consultants. The fair value of the shares issued is recognized over the applicable vesting period as compensation expense unless there is no vesting requirements in which case the entire amount is recognized immediately. The fair value of the shares is calculated using the value of similar Class II units that were recently issued less the value of the preferred return.

3. SIGNIFICANT ACCOUNTING POLIIES (continued)

Financial Instruments

Classification and measurement of financial instruments

Financial assets are required to be initially measured at fair value and subsequently classified at amortized cost or fair value on the basis of the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. The Company's financial assets includes cash and due from parent which are classified at amortized cost because the Company's business model is to hold these financial instruments to maturity to collect contractual cash flows consisting solely of payments of principal and interest on the principal amount outstanding.

Financial liabilities include accounts payable and accrued liabilities, due to parent and due to unitholder which were initially measured at fair value and subsequent classified as amortized cost.

Impairment of financial assets

For the impairment of financial assets under IFRS 9, the Company is required to apply an expected credit loss ("ECL") model to all debt financial assets not held at FVTPL, where credit losses that are expected to transpire in future years are provided for, irrespective of whether a loss event has occurred or not as at the date of the statement of financial position. The Company recognizes a loss allowance for expected credit losses on loan receivables which are measured at amortized cost. The measurement of the loss allowance depends upon the Company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognized is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of loan receivable, where the carrying amount is reduced through the use of an allowance account. When an account receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in the consolidated statement of operations and comprehensive loss.

If, in a subsequent period, the amount of the impairment loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through the consolidated statement of operations and comprehensive loss for the period to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

(Expressed in US dollars)

4. MEMBERS' DEFICIENCY

Authorized
The authorized unit capital of the Company consists of 3 units of ownership: Class I Units (100 units), Class II Units (33.5 units) and Class III Units (15 units).

Member Units Issued
For the period from January 1, 2020 to April 15, 2020

	Beginning of Period	Issuance of Units	End of Period
Class I (i)	71.66	-	71.66
Class II (ii)	11.00	-	11.00
Class III (iii)	17.34	-	17.34

(i) Class I Units are voting and fully dilutable.

(ii) Class II Units are non-voting and are entitled to a preferred return which upon a sale, license or royalty agreement of the Company's intellectual property. The Class II units would receive an additional distribution of 10-35% depending on the proceeds in accordance with the LLC agreement.

(iii) Class III Units are for the purpose of compensating certain consultants and professionals and are non-voting.

5. RELATED PARTY TRANSACTIONS

The Company had a $441,031 receivable from Innovative Medicine Partners LLC (December 31, 2019 - $359,531). The receivable is unsecured, non-interest bearing with no set terms of repayment.

The Company had a $101,345 receivable from Synergy Management, a company owned by the President and Chief Operating Officer of the Company (December 31, 2019 - $nil). The receivable is unsecured, non-interest bearing with no set of terms of repayment.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Included in the accounts payable and accrued liabilities are amounts owed to the key members of management of the Company, including certain company and consultants related to them, in the amount of $$736,000 as at April 15, 2020 (December 31, 2019 - $745,396) arising from provision of research and development, professional and marketing services

7. PROMISSORY NOTE

On April 15, 2020, the Company issued an unsecured promissory note for $500,000, bearing interest 10% per annum, with principal and interest due on April 1, 2021. As at April 15, 2020, current portion of the promissory note was $500,000 (December 31, 2019 - $nil).

8. MANAGEMENT OF CAPITAL

The Company defines its capital as member units and deficit. The Company's objectives when managing capital are to ensure there are sufficient funds available to carry out its research and development programs. To date, these programs have been funded through the sale of equity securities.

The Company also intends to source non-dilutive funding by accessing grants, government assistance and tax incentives, and through partnerships with corporations and research institutions. The Company uses budgets and purchasing controls to manage its costs. The Company is not exposed to any externally imposed capital requirements.

9. FINANCIAL INSTRUMENTS

Fair Value
Fair Value Measurement provides a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs are those that reflect market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions with respect to how market participants would price an asset or liability. These two inputs used to measure fair value fall into the following three different levels of the fair value hierarchy:

Level 1 Quoted prices in active markets for identical instruments that are observable.

Level 2 Quoted prices in active markets for similar instruments; inputs other than quoted prices that are observable and derived from or corroborated by observable market data.

Level 3 Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

The hierarchy requires the use of observable market data when available.

Cash, due from Innovative Medicine Partners LLC, due from Synergy Management, accounts payable and accrued liabilities and promissory note are all short-term in nature and, as such, their carrying values approximate fair values.

Risks
The Company has exposure to credit risk, liquidity risk and interest rate risk.

(a) Credit risk
Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises from the Company's cash and amounts due from parent. The carrying amount of these financial assets represents the maximum credit exposure. The Company follows an investment policy to mitigate against the deterioration of principal and to enhance the Company's ability to meet its liquidity needs. Cash are on deposit with a major American bank.

(b) Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is a development stage company and is reliant on external fundraising to support its operations. Once funds have been raised, the Company manages its liquidity risk by investing in cash and short-term instruments to provide regular cash flow for current operations. It also manages liquidity risk by continuously monitoring actual and projected cash flows.

9. FINANCIAL INSTRUMENTS (continued)

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate price risk to the extent that the promissory note is at a fixed interest rate.

10. SUBSEQUENT EVENTS

a) The Company is subject to transaction on April 15, 2020, which involved inserting a new parent company at the top of Innomed Two, LLC. The parent company (Innomed Tech Ltd) a 'shell' company issued shares to the existing controlling shareholders. Control remained the same before and after April 15, 2020 and is a common control acquisition. The New Management description being after April 15, 2020 refers to a new board being instituted representing the same control bloc namely member unit holders.

   The Company has determined this transaction to be a common control business acquisition and has been accounted for using the pooling of interest method, whereby the combined assets and liabilities of the Company and PureFlowCath are recorded at their existing carrying value and no goodwill is recognized.

b) Promissory note of $500,000 plus $50,000 interest (fixed interest) entered into on December 31, 2019 has been amended whereby $550,000 can be converted into common shares in InnoMed Tech Ltd. at 20% less trading price plus a full warrant exercisable at same price.

c) The Company changed its name from Innomed Two, LLC to PureFlowCath, LLC (Alabama US) on May 27, 2020 and is a subsidiary of InnoMed Tech Ltd.

d) On various dates between April 15, 2020 and July 7, 2020 (inclusive), the Company issued 1,741,379 units under various subscription agreements entered into for $0.29 per unit for net proceeds of $505,000. Each unit consists of one share and a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2026.

e) On April 15, 2020, the Company issued 3,103,448 common shares plus a full warrant exercisable for one common share at $0.29 per common share on or before December 31, 2026 as consideration for professional services of $900,000 received from CIC Capital Ltd.

f) 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 in future periods. However, depending on the length and severity of the pandemic, COVID-19 could impact operations, could cause delays relating to approval from U.S. Food and Drug Administration and equivalent organizations in other countries, could postpone research activities, and could impair the Company's ability to raise funds depending on COVID-19's effect on capital markets.

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MANAGEMENT DISCUSSION & ANALYSIS

FOR THE INTERIM PERIOD JANUARY 1, 2020 TO APRIL 15, 2020

This Management's Discussion and Analysis ("MD&A") of Innomed Two, LLC." (the ("Company" or "Innomed Two, LLC."), prepared as of March **17**, 2022, should be read in conjunction with the financial statements and the notes thereto for the for the period January 1, 2020 to April 15, 2020 which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of financial statements, including IAS 34, "Interim Financial Reporting".

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

The Board of Directors of Innomed Two has approved the disclosure contained in this MD&A.

The effective date of this report is March 17, 2022.

FORWARD LOOKING STATEMENTS

This report includes certain statements that may be deemed "forward looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts that address such matters as future events or developments that the Company expects, are forward looking statements and, as such, are subject to risks, uncertainties and other factors of which are beyond the reasonable control of the Company. Such statements are not guarantees of future performance and actual results or developments may differ materially from those expressed in, or implied by, this forward-looking information. With respect to forward looking statements and information contained herein, we have made numerous assumptions including among other things, assumptions about economics and competition surrounding the services provided by the Innomed Two, anticipated costs and expenditures and the Innomed Two's ability to achieve its goals. Although management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward-looking statement or information herein will prove to be accurate.

Readers can identify many of these statements by looking for words such as "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof. Examples of forward-looking statements in this Management Discussion & Analysis include that:

- the performance characteristics of the Company's medical devices
- projections of costs;
- future medical devices and divestment;
- securitisation of assets;
- patent approvals
- FDA approvals;
- capital programs;
- debt levels;
- treatment under governmental regulatory regimes and tax laws; and
- capital expenditures.

Forward looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or information. Factors that could cause actual results to differ materially from those in forward looking statements include such matters as continued availability of capital and financing and general economic, market or business conditions.

Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward looking statements or information.

Any forward-looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date and the Company does not undertake any obligation to update publicly or to revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

HISTORY OF THE COMPANY

Innomed Two was incorporated and registered on January 3, 2017 under Alabama Business and Non Profit Entities Code of the State of Alabama, with the name Innomed Two, LLC. and with registered file number 380-038. On July 6, 2020, Innomed Two, LLC. changed its name to PureFlowCath LLC. ("PureFlowCath").

The Company was subject to transaction on April 15, 2020, which involved inserting a new parent company, Innomed Tech Ltd as 100% equity owner of PureFlowCath LLC. (formally Innomed Two LLC). The parent company (Innomed Tech Ltd) a 'shell' company issued shares to the existing controlling shareholders. Control remained the same before and after April 15, 2020 and is a common control acquisition. The New Management description being after April 15, 2020 refers to a new board being instituted representing the same control bloc namely member unit holders.

The Company has determined this transaction to be a common control business acquisition and has been accounted for using the pooling of interest method, whereby the combined assets and liabilities of the Company and PureFlowCath are recorded at their existing carrying value and no goodwill is recognized.

The address of the registered office of the Company is Suite 1000 – 409 Granville Street, Vancouver, BC Canada V6C 1T2.

BUSINESS OF THE INNOMED TWO

The Company is in the business of medical devices and sciences working with medical practitioner innovators within the global medical community.

The Company's first medical device development subsidiary, PureFlowCath, is delivering the first medical device, the PureFlowCath Catheter System for Continuous Irrigation ("CSCI"). CSCI addresses a significant market opportunity in reducing or eliminating urinary tract infections commonly associated with the use of a urinary catheter.

RESULTS OF OPERATIONS

During the year period ended April 15, 2020, the Company had a net loss of US$29,541, compared to a net loss of US$1,586,937 for the year ended December 31, 2019. This loss related to research and development costs US$18,430 relating to patent application compliance, professional advisor fees US$9,496 and administration

costs US$1,615.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected unaudited quarterly financial data for prepared in accordance with IFRS:

	Revenues	Net loss	Net loss per share (basic and diluted)
March 31, 2020	–	(24,541)	0.00
April 15, 2020*	–	(5,000)	0.00

* The Company was acquired by Innomed Tech Ltd. on April 15, 2020

The Company was not a reporting issuer and was not required to prepare interim financial statements therefore, quarterly results are not available. The Company conducted in prior years, annual financial statements with no quarterly reporting (not required in US).

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

As at April 15, 2020, the Company had cash US$3,904.

Financing Activities

For the period ended April 15, 2020, the Company did not raise any capital.

Capital Management

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances. The Company is not subject to externally imposed capital requirements.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

The Company had a $441,031 receivable from its parent (2019 - $359,531). The receivable is unsecured, non-interest bearing with no set terms of repayment.

The Company had a $101,345 receivable from Synergy Management, a company owned by the President and COO of the Company. The receivable is unsecured, non-interest bearing with no set of terms of repayment.

PROPOSED TRANSACTIONS

The Company was subject to transaction on April 15, 2020, which involved inserting a new parent company, Innomed Tech Ltd as 100% equity owner of PureFlowCath LLC. (formally Innomed Two LLC). The parent company (Innomed Tech Ltd.) a 'shell' company issued shares to the existing controlling shareholders. Control remained the same before and after April 15, 2020 and is a common control acquisition. The New Management description being after April 15, 2020 refers to a new board being instituted representing the same control bloc namely member unit holders.

The Company has determined this transaction to be a common control business acquisition and has been accounted for using the pooling of interest method, whereby the combined assets and liabilities of the Company and Innomed Tech Ltd are recorded at their existing carrying value and no goodwill is recognized.

The address of the registered office of the Company is Suite 1000 – 409 Granville Street, Vancouver, BC Canada V6C 1T2.

FINANCIAL INSTRUMENTS AND RISKS

The Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).
- The fair values of financial instruments, which include cash, due from Innovative Medical Partners LLC, due from Synergy Management, accounts payable and accrued liabilities and promissory note, approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit risk, liquidity risk and interest rate risk

The Company has exposure to credit risk, liquidity risk and interest rate risk.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations and arises from the Company's cash and amounts due from parent. The carrying amount of these financial assets represents the maximum credit exposure. The Company follows an investment policy to mitigate against the deterioration of principal and to enhance the Company's ability to meet its liquidity needs. Cash are on deposit with a major American bank.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is a development stage company and is reliant on external fundraising to support its operations. Once funds have been raised, the Company manages its liquidity risk by investing in cash and short-term instruments to provide regular cash flow for current operations. It also manages liquidity risk by continuously monitoring actual and projected cash flows.

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate price risk to the extent that the promissory note is at a fixed interest rate.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

An analysis of material components of the Company's general and administrative expenses is disclosed in the financial statements for the year ended December 31, 2019 to which this MD&A relates.

DISCLOSURE OF OUTSTANDING SHARE DATA

Share Capital

The authorized unit capital of the Company consists of 3 units of ownership: Class I Units, Class II Units and Class III Units. There are no common shares warrants, options, or any other securities.

For the period ended April 15, 2020:

	Beginning of Year	Issuance of Units	End of Period 15 Apr 2020
Class I	71.66	0	71.66
Class II (ii)	11.00	0	11.00
Class III (iii)	17.34	0	17.34

OTHER

Additional disclosures pertaining to the Company's reports, press releases and other information are available on the Company's web site www.InnomedTec.com.

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InnoMed T wo , LLC

Financial Statements

For the Years Ended **December 31, 2019 and 2018**

INDEPENDENT AUDITOR'S REPORT

To the Unitholders of InnoMed Two, LLC

Opinion

We have audited the financial statements of InnoMed Two, LLC, (the "Company"), which comprise the statements of financial position as at December 31, 2019 and 2018 and the statements of loss and comprehensive loss, changes in members' deficiency and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of $1,586,937 during the year ended December 31, 2019 and cash-flow deficit from operations of $2,983,411. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

THE POWER OF BEING UNDERSTOOD
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Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. owever,` future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Chartered Professional Accountants
Licensed Public Accountants
uly 7, 2020
Toronto, Ontario

InnoMed Two, LLC
Statements of Financial Position
As at December 31, 2019 and 2018

	2019	2018
Assets		
Current		
Cash	**$ 231,269**	$ 118,230
Due from parent (Note 6)	**359,531**	-
	$ 590,800	$ 118,230
Liabilities		
Current		
Accounts payable and accrued liabilities	**$ 768,921**	$ 1,002,352
Due to parent (Note 6)	**-**	869,762
	768,921	1,872,114
Promissory note (Note 7)	**500,000**	-
	1,268,921	1,872,114
Members' Deficiency (Note 4)	**(678,121)**	(1,753,884)
	$ 590,800	$ 118,230

***Subsequent events** (Note 10)*

Approved by the Board

Director

See accompanying notes

InnoMed Tw o, LLC
Statement of Loss and Comprehensive Loss
Year Ended December 31, 2019 and 2018

	2019	2018
Expenses		
General administration	$ 10,011	$ 425
Professional advisor (Note 5)	405,540	226,478
Management fees	360,000	360,000
Research & development	725,230	683,671
Automobile expense	81	-
Marketing & multimedia	19,825	10,488
Share-based payments	66,250	1,600,000
	1,586,937	2,881,062
Net loss	$ (1,586,937)	$ (2,881,062)

InnoMed Tw o, LLC
Statement of Changes in Members' Deficiency
Year Ended December 31, 2019 and 2018

	Class I Units	Class II Units	Class III Units	Total
Balance, January 1, 2018	(1,646,666)	$ (16,627)	$ 356,721	$ (1,306,572)
Issuance of units	-	833,750	1,600,000	2,433,750
Net loss	(1,822,669)	(933,451)	(124,942)	(2,881,062)
Balance, December 31, 2018	(3,469,335)	(116,328)	1,831,779	(1,753,884)
Issuance of units	-	2,596,450	66,250	2,662,700
Net loss	-	(1,586,937)	-	(1,586,937)
Balance, December 31, 2019	(3,469,335)	$ 893,185	$ 1,898,029	$ (678,121)

InnoMed Tw o, LLC
Statement of Cash Flows
Years Ended December 31, 2019 and 2018

	2019	2018
Cash provided by (used in)		
Operations		
Net loss	$ (1,586,937)	$ (2,881,062)
Items not affecting cash		
Share-based payments	66,250	1,600,000
	(1,520,687)	(1,281,062)
Net changes in non-cash working capital		
Accounts payable and accrued liabilities	(233,431)	429,596
Due to/from parent	(1,229,293)	35,586
	(2,983,411)	(815,880)
Financing		
Contributions	2,596,450	833,750
Proceeds from promissory note	500,000	-
	3,096,450	833,750
Net change in cash	113,039	17,870
Cash, beginning of year	118,230	100,360
Cash, end of year	$ 231,269	$ 118,230

See accompanying notes

1. NATURE OF OPERATIONS AND GOING CONCERN

InnoMed Two, LLC (the "Company") was organized under the laws of the State of Alabama, USA on January 3, 2017.

The Company's head office, principal address and address of its registered and records office is 1100 Dauphin Street, Suite B, Mobile, AL, 36604, USA.

The Company is developing, patenting and clinically testing a new technology in the area of Urology.

The financial statements were prepared on a going concern basis, which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company is subject to several risks associated with the successful development of new products and their marketing and the conduct of its clinical studies and their results, in addition to the uncertainties presented by the COVID-19 pandemic (note 10). It is likely that the product developed by the Company will require approval from the U.S. Food and Drug Administration and equivalent organizations in other countries before sales can be authorized. For the year ended December 31, 2019, the Company incurred a loss of $1,586,937 (2018 - $2,881,163) and cash-flow deficit from operations of $2,983,411 ($815,880). The Company's future operations are dependent upon its ability to secure additional funds to finance its research and development activities and its clinical studies. If the Company is unsuccessful in obtaining adequate financing in the future the Company will have to consider postponing research activities until market conditions improve. It is not possible to predict whether the Company will be successful in securing new financing or acquire approval from the U.S. Food and Drug Administration and equivalent organization in other countries. These circumstances and conditions may cast significant doubt about the Company's ability to continue as a going concern.

These financial statements do not reflect the adjustments to carrying amounts of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the going concern assumption was deemed inappropriate. Such adjustments could be material.

2. BASIS OF PRESENTATION

Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and the interpretations of the IFRS Interpretations Committee "IFRIC".

These financial statements were approved for issue by the Board of Directors on July 7, 2020.

Basis of Measurement

These financial statements have been prepared on the historical cost basis, except for certain financial assets and liabilities measured at fair value.

2. BASIS OF PRESENTATION (Cont'd)

Functional and Presentation Currency

These financial statements are presented in nited` States dollars, which is the Company's functional currency.

Use of Significant Estimates and A ssumptions

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenue and expenses, related disclosures of contingent assets and liabilities. Significant estimates and judgements include going concern assumption and the valuation of share-based payments. Actual results could differ materially from these estimates and assumptions. The Company reviews its estimates and underlying assumptions on an ongoing basis. Revisions are recognied` in the period in which the estimates are revised and may impact future periods.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently in these financial statements.

Research and Development

Expenditures on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are recognized in profit or loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes.

Development expenditures are capitalied` only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to complete development and has sufficient resources to complete development and to use or sell the asset. Other development expenditures are expensed as incurred. No internal development costs have been capitalized to date.

Research and development expenses include all direct and indirect operating expenses supporting the products in development.

The costs incurred in establishing and maintaining patents are expensed as incurred.

Share-Based Payments

The Company issues share-based payments to employees or consultants. The fair value of the shares issued is recognied` over the applicable vesting period as compensation expense unless there is no vesting requirements in which case the entire amount is recognied` immediately. The fair value of the shares is calculated using the value of similar Class II units that were recently issued less the value of the preferred return.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments

Classification and measurement of financial instruments

Financial assets are required to be initially measured at fair value and subsequently classified at amortied` cost or fair value on the basis of the Companys` business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. The Companys` financial assets includes cash and due from parent which are classified at amortized cost because the Companys` business model is to hold these financial instruments to maturity to collect contractual cash flows consisting solely of payments of principal and interest on the principal amount outstanding.

Financial liabilities include accounts payable and accrued liabilities, due to parent and due to unitholder which were initially measured at fair value and subsequent classified as amortized cost.

Impairment of financial assets

For the impairment of financial assets under IFRS 9, the Company is required to apply an expected credit loss ("ECL") model to all debt financial assets not held at FVTPL, where credit losses that are expected to transpire in future years are provided for, irrespective of whether a loss event has occurred or not as at the date of the statement of financial position. The Company recognies` a loss allowance for expected credit losses on loan receivables which are measured at amortized cost. The measurement of the loss allowance depends upon the Company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognied` is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of loan receivable, where the carrying amount is reduced through the use of an allowance account. When an account receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in the consolidated statement of operations and comprehensive loss.

If, in a subsequent period, the amount of the impairment loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognied,` the previously recognied` impairment loss is reversed through the consolidated statement of operations and comprehensive loss for the period to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortied` cost would have been had the impairment not been recognized.

4. MEMBERS' DEFICIENCY

Authorized

The authoried` unit capital of the Company consists of 3 units of ownership: Class I nits` (100 units), Class II Units (33.5 units) and Class III Units (15 units).

Member Units Issued

For the year ended December 31, 2019

	Beginning of Year	Issuance of Units	End of Year
Class I (i)	100.00	-	100.00
Class II (ii)	7.38	9.00	16.38
Class III (iii)	9.50	0.25	9.75

For the year ended December 31, 2018

	eginning` of Year	Issuance of Units	End of Year
Class I	100.00	-	100.00
Class II	3.00	4.38	7.38
Class III	2.50	7.00	9.50

(i) Class I nits` are voting and as of December 31, 2019 represents 73.87` (2018 - 83.125) interest of the Company.

(ii) Class II nits` are non voting and as of December 31, 2019 represents 16.38` (2018 - 7.375)` interest of the Company. The Class II units are entitled to a preferred return which upon a sale, license or royalty agreement of the Company's intellectual property, the Class II units would receive an additional distribution of 10-35` depending on the proceeds in accordance with the LLC agreement. During the year, the Company issued 9.005 units of Class II units (2018 - 4.375 units) for proceeds of $2,596,450 (2018 - $833,750).

(iii) Class III nits` are for the purpose of compensating certain consultants and professionals and are non voting and as of December 31, 2019 represents 9.75` (2018 - 9.50)` interest of the Company. During the year, the Company granted 0.25 units of Class III units (2018 - 7 units) to various consultants and professionals for services provided to the Company. The fair value of these units issued in 2019 was determined to be $66,250 (2018 - $1,600,000) based on the value of Class II units less the value of the preferred return that were recently issued.

5. PROFESSIONAL ADVISOR FEES

Components of professional advisor expenses for the period ended December 31, 2019 and 2018 were as follows:

	2019	2018
Patent and Trademark Legal Fees	$ 173,451	$ 12,929
Other Legal Fees	88,776	131,533
Accounting Audit`	61,975	27,710
Other Professional Advisors	81,338	54,406
	$ 405,540	$ 226,578

6. RELATED PARTY TRANSACTIONS

In 2019, the Company paid $360,000 (2018 - $360,000) to the Company's parent for management fees. As at December 31, 2019, the Company had a $359,531 receivable from its parent (2018 - payable of $869,762). The receivable is unsecured, non-interest bearing with no set terms of repayment.

As at December 31, 2019, the Company had $51,500 (2018 - $299,000) outstanding payable to a company related to the President and COO of the Company.

The Company incurred research & development consulting fees of $480,000 (2018 - $480,000) to a consultant related to the President and COO of the Company. As of December 31, 2019, the Company had $380,000 (2018 - $260,000) of payables outstanding to this consultant.

The Company incurred research ` development consulting fees of $180,000 (2018 - $180,000) to consultants that are part of the management team of the parent of the Company. As of December 31, 2019, the Company had $304,500 (2018 - $319,500) of payables outstanding to these consultants.

The Company incurred professional fees of $129,559 (2018 - $170,845) to two minority unitholders of the Company. As of December 31, 2019, the Company had $9,396 (2018 - 105,688) of payables outstanding to these unitholders.

The Company incurred marketing expenses of $6,950 (2018 - $9,600) to a company with common ownership of the Company. As of December 31, 2019, the Company had $nil (2018 - $175) of payables outstanding to this company.

7. PROMISSORY NOTE

On December 31, 2019, the Company issued an unsecured promissory note for $500,000, bearing interest 10% per annum, with principal and interest due on April 1, 2021.

8. MANAGEMENT OF CAPITAL

The Company defines its capital as member units and deficit. The Companys` objectives when managing capital are to ensure there are sufficient funds available to carry out its research and development programs. To date, these programs have been funded through the sale of equity securities.

The Company also intends to source non-dilutive funding by accessing grants, government assistance and tax incentives, and through partnerships with corporations and research institutions. The Company uses budgets and purchasing controls to manage its costs. The Company is not exposed to any externally imposed capital requirements.

9. FINANCIAL INSTRUMENTS

Fair Value

Fair alue` Measurement provides a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs are those that reflect market data obtained from independent sources, while unobservable inputs reflect the Companys` assumptions with respect to how market participants would price an asset or liability. These two inputs used to measure fair value fall into the following three different levels of the fair value hierarchy:

Level 1 uoted prices in active markets for identical instruments that are observable. `

Level 2 Quoted prices in active markets for similar instruments; inputs other than quoted prices that are observable and derived from or corroborated by observable market data.

Level 3 aluations` derived from valuation techniques in which one or more significant inputs are unobservable.

The hierarchy requires the use of observable market data when available.

Cash and accounts payable are all short-term in nature and, as such, their carrying values approximate fair values.

Risks

The Company has exposure to credit risk, liquidity risk and interest rate risk.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises from the Companys cash and amounts due from parent. The carrying amount of these financial assets represents the maximum credit exposure. The Company follows an investment policy to mitigate against the deterioration of principal and to enhance the Companys ability to meet its liquidity needs. Cash are on deposit with a major American bank.

9. FINANCIAL INSTRUMENTS (Cont'd)

Risks (Cont'd)

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is a development stage company and is reliant on external fundraising to support its operations. Once funds have been raised, the Company manages its liquidity risk by investing in cash and short-term instruments to provide regular cash flow for current operations. It also manages liquidity risk by continuously monitoring actual and projected cash flows.

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate price risk to the extent that the promissory note is at a fixed interest rate.

10. SUBSEUENT EVENTS`

a) The member units of InnoMed Two, LLC were converted by way of conversion agreements, effective April 15, 2020, between the unitholders and InnoMed Tech Ltd. whereby their units were exchanged into common shares of Innomed Tech Ltd. Subsequent to the conversion, InnoMed Tech Ltd. owns a majority interest of the Company.

b) Promissory note of $500,000 plus $50,000 interest (fixed interest) entered into on December 31, 2019 has been amended whereby $550,000 can be converted into common shares in InnoMed Tech Ltd. at 20% less trading price plus a full warrant exercisable at same price.

c) InnoMed Two, LLC changed its name to PureFlowCath, LLC (Alberta) and is a subsidiary of InnoMed Tech Ltd.

d) 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 stabilied economic conditions. The duration and impact of the COID-19` outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods. However, depending on the length and severity of the pandemic, COID-19` could impact operations, could cause delays relating to approval from .S.` Food and Drug Administration and equivalent organiations` in other countries, could postpone research activities, and could impair the Company's ability to raise funds depending on COVID-19’s effect on capital markets.

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MANAGEMENT DISCUSSION & ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2019

This Management's Discussion and Analysis ("MD&A") of Innomed Two LLC. (the "Company" or "Innomed Two"), prepared as of March **17**, 2022, should be read in conjunction with the audited financial statements and the notes thereto for the for the year ended December 31, 2019 which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of financial statements, including IAS 34, "Interim Financial Reporting". The currency the amounts are expressed US$.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. The Innomed Two undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

The Board of Directors of Innomed Tech Ltd. has approved the disclosure contained in this MD&A.

The effective date of this report is March 17, 2022.

FORWARD LOOKING STATEMENTS

This report includes certain statements that may be deemed "forward looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts that address such matters as future events or developments that the Innomed Two expects, are forward looking statements and, as such, are subject to risks, uncertainties and other factors of which are beyond the reasonable control of the Innomed Two. Such statements are not guarantees of future performance and actual results or developments may differ materially from those expressed in, or implied by, this forward-looking information. With respect to forward looking statements and information contained herein, we have made numerous assumptions including among other things, assumptions about economics and competition surrounding the services provided by the Innomed Two, anticipated costs and expenditures and the Innomed Two's ability to achieve its goals. Although management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward-looking statement or information herein will prove to be accurate.

Readers can identify many of these statements by looking for words such as "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof. Examples of forward-looking statements in this Management Discussion & Analysis include that:

- the performance characteristics of the Innomed Two's medical devices
- projections of costs;
- future medical devices and divestment;
- securitisation of assets;
- patent approvals
- FDA approvals;
- capital programs;
- debt levels;

- treatment under governmental regulatory regimes and tax laws; and
- capital expenditures.

Forward looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or information. Factors that could cause actual results to differ materially from those in forward looking statements include such matters as continued availability of capital and financing and general economic, market or business conditions.

Although the Innomed Two has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward looking statements or information.

Any forward-looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date and the Innomed Two does not undertake any obligation to update publicly or to revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

HISTORY OF THE INNOMED TWO

The Innomed Two was incorporated and registered on January 3, 2017 under Alabama Business and Non Profit Entities Code of the State of Alabama, with the name Innomed Two, LLC. and with registered file number 380-038. On July 6, 2020, Innomed Two, LLC. changed its name to Innomed Two LLC. (“Innomed Two”).

Management and majority owner of Innomed Two was Medicine Partners LLC. (“IMP”).

The address of the registered office of the Innomed Two is Suite 1000 – 409 Granville Street, Vancouver, BC Canada V6C 1T2.

BUSINESS OF THE INNOMED TWO

The Company is in the business of medical devices and sciences working with medical practitioner innovators within the global medical community.

The Company’s first medical device development subsidiary, PureFlowCath, is delivering the first medical device, the PureFlowCath Catheter System for Continuous Irrigation (“CSCI”). CSCI addresses a significant market opportunity in reducing or eliminating urinary tract infections commonly associated with the use of a urinary catheter.

OVERALL PERFORMANCE

In year ending December 31, 2018 operating loss ($2,881,062) was due to patent application filing and associated documentation preparation. In year ending December 31, 2019 the operating loss ($1,586,937) was mainly due to development costs of on-going patent applications by the parent company Innovative Medicine Partners LLC. (“IMP”).

SELECTED ANNUAL INFORMATION

The following table sets forth summary financial information for the Innomed Two for the year then ended December 31, 2019. This information has been summarized from the Innomed Two's audited financial statements for the years ended December 31, 2018 and 2019, and un audited financial statements for the year ending December 31, 2017, and should only be read in conjunction with the financial statements and notes:

	Dec. 31, 2019 $	Dec. 31, 2018 $	Dec. 31, 2017 $
Total revenue	–	–	–
Net income (Loss) for the year	(1,586,937)	(2,881,062)	(342,000)
Earnings per share, basic and diluted	–	–	–
Total assets	–	–	–
Total long-term liabilities	–	–	–

RESULTS OF OPERATIONS

During the year ended December 31, 2019, Innomed Two had net loss of ($1,586,937) compared to a net loss of ($2,881,062) for the year ended December 31, 2018.

During the year ended December 31, 2019 Innomed Two recorded:

- General administration $10,011
- Professional advisors $405,540
- IMP Management fees $360,000
- Research & development $725,230
- Marketing & multimedia $19,825
- Share-based payments $66,250

SUMMARY OF QUARTERLY RESULTS

The Company was not a reporting issuer and was not required to prepare interim financial statements therefore, quarterly results are not available. The Company conducted in prior years, annual financial statements with no quarterly reporting (not required in US).

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

As at December 31, 2019, the Innomed Two had cash $231,269.

Financing Activities

For the year ended December 31, 2019, Innomed Two raised $2,596,450 in cash financing by issuing Class II membership units. Innomed Two also issued promissory note for $500,000.

Capital Management

The Innomed Two manages its capital structure and makes adjustments to it in light of economic conditions. The Innomed Two, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances. The Innomed Two is not subject to externally imposed capital requirements.

OFF-BALANCE SHEET ARRANGEMENTS

The Innomed Two does not utilize off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

There were no related party transactions during the year ending December 31, 2019.

FOURTH QUARTER

During the fourth quarter of 2019, the Company:

I. Entered into Transaction Advisory agreements to list the Company on a designed stock exchange through a new parent company;

II. Secured US$500,000 for further working capital; and

III. Progress patent applications for approval.

PROPOSED TRANSACTIONS

Innomed Tech Ltd. was established to acquire Innomed Two byway of Share Purchase Agreement (SPA). Whereby, the owners or member unit holders would convert their member units in Innomed Two pro rata for common shares in Innomed Tech (the "Conversion").

The Innomed Two member unit holders individually would have to agree to the conversion. The Old Management board was of the belief at this time from direct solicitation to member unit holders that they would convert as there was a future public listing of Innomed Tech.

FINANCIAL INSTRUMENTS AND RISKS

The Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include accounts payable and accrued liabilities, and convertible debt, approximate their carrying values due to the relatively short-term maturity of these instruments.

Foreign Exchange Rate and Interest Rate Risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

Credit risk, liquidity risk and interest rate risk

The Company has exposure to credit risk, liquidity risk and interest rate risk.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations and arises from the Company's cash and amounts due from parent. The carrying amount of these financial assets represents the maximum credit exposure. The Company follows an investment policy to mitigate against the deterioration of principal and to enhance the Company's ability to meet its liquidity needs. Cash are on deposit with a major American bank.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is a development stage company and is reliant on external fundraising to support its operations. Once funds have been raised, the Company manages its liquidity risk by investing in cash and short-term instruments to provide regular cash flow for current operations. It also manages liquidity risk by continuously monitoring actual and projected cash flows.

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate price risk to the extent that the promissory note is at a fixed interest rate.

DISCLOSURE OF OUTSTANDING SHARE DATA

Share Capital

The authorized unit capital of the Company consists of 3 units of ownership: Class I Units, Class II Units and Class III Units. There are no common shares warrants, options, or any other securities.

For the year ended December 31, 2019:

	Beginning of Year	Issuance of Units	End of Year
Class I (i)	100.00	-	100.00
Class II (ii)	7.38	9.00	16.38
Class III (iii)	9.50	0.25	9.75

OTHER

Additional disclosures pertaining to the Innomed Two's reports, press releases and other information are available on the web site www.InnomedTec.com

APPENDIX C

Audit Committee Charter

Audit Committee Charter

I. Audit Committee Purpose

The Audit Committee (the "**Committee**") is a committee selected from the board of directors (the "**Board**") of InnoMed Tech Ltd. (the "**Corporation**") whose primary function is to manage and maintain the effectiveness of the financial aspects of the governance structure of the Corporation.

The Objectives of the Committee include:

1.1 To increase shareholder confidence and to ensure the credibility and objectivity of published financial information.

1.2 To assist the Board in meeting its financial reporting responsibilities.

1.3 To assist the Board in ensuring the effectiveness of the Company's internal accounting and financial controls.

1.4 To strengthen the independent position of the Company's external auditors by providing channels of communication between them and the non-executive directors.

1.5 To review the performance of the Company's internal and external auditing functions.

II. Committee Composition, Appointment and Procedures

1. Structure and Composition of Committee

The Committee is a sub-committee of the Board and as such exercises such powers of the Board as have been delegated to it, is answerable to the Board.

The Committee shall be comprised of not less than three directors, at least two of whom must be independent non-executive directors in accordance with applicable regulatory and stock exchange requirements. In the event securities of the Company are traded on the Toronto Stock Exchange, a majority of the members of the audit committee must be independent within the meaning of "National Instrument 52-110 – Audit Committees".

The membership of this Committee is to be set out in the annual report and accounts of the Company.

2. Financial Literacy

All members of the Committee shall have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the financial statements of the Corporation.

3. Appointment of Committee Members

Members of the Committee shall be appointed from time to time and shall hold office at the pleasure of the Board, upon the recommendation of the Corporate Governance and Nominating Committee.

4. Vacancies

(a) Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

(b) The Board shall fill any vacancy if the membership of the Committee is less than three Directors.

5. Committee Chairman

The Board shall appoint a Chairman for the Committee. The Chairman of the Committee shall be available at the Annual General Meeting to answer questions.

6. Absence of Committee Chairman

If the Chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

7. Secretary of Committee

The Secretary of the Corporation shall serve as the secretary of the Committee.

8. Meetings

(a) The Chairman of the Committee or the Chairman of the Board, or any two members of the Committee may call a meeting of the Committee.

(b) The Audit Committee shall meet not less than four times a year and at such other times as circumstances require. The external auditors may request a meeting if they consider it necessary.

(c) The Committee will ordinarily meet in camera at the end of each of its formal meetings and may meet in camera at any other time as required.

(d) There shall be three senior management personnel available for meetings of the Committee at the invitation of the Chairman of the Committee. These three persons will be those holding the positions of Chief Executive Officer, Chief Financial Officer and Corporate Secretary.

(e) Representatives of the external auditors shall be available for Committee meetings at the invitation of the Chairman of the Committee.

9. Quorum

A Majority of the members of the Committee shall constitute a quorum.

10. Notice of Meetings

(a) Notice of the time and place of every meeting shall be given in writing (including by way of written facsimile communication) to each member of the Committee at least 72 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting.

(b) Attendance of a member at a meeting constitutes a waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11. Review

The Committee shall review its performance and this Charter annually or otherwise as it deems appropriate and propose recommended changes to the Board.

III. Responsibilities of the Committee

12. The Committee shall:

(a) Review all quarterly un-audited and annual audited financial statements and accompanying reports to the shareholders, MD&A, related annual and interim earnings press releases, earnings guidance disclosure or any other disclosure based on the Corporation's financial statements prior to the release of those statements.

(b) Make recommendations to the Board for approval with respect to the annual audited financial statements and, in each case, review:

(i) The appropriateness of the Corporation's significant accounting principles and practices, including acceptable alternatives, and the appropriateness of any significant changes in accounting principles and practices.

(ii) The existence and substance of significant accruals, estimates, or accounting judgments, and the level of conservatism.

(iii) Unusual or extraordinary items, transaction with related parties and adequacy of disclosures.

(iv) Asset and liability carrying values.

(v) Income tax status and related reserves.

(vi) Qualifications contained in letters of representation.

(vii) Assurances of compliance with covenants in trust deeds or loan agreements.

(viii) Business risks, uncertainties, commitment, and contingent liabilities.

(ix) The adequacy of explanations for significant financial variances between years.

(c) Review the Corporation's Annual Information Form and management proxy circular and make a recommendation for approval thereof to the Board.

(d) to assist in the preparation of Form 52-110F2 (or, if the Company ceases to be a "Venture Issuer" for Canadian securities law purposes, Form 52-110F1) which requires the Company to disclose certain matters in respect of the audit committee.

(e) Oversee the external audit process, including:

(i) The selection and appointment of an auditing firm to conduct the annual audit of the Corporation's annual financial statements and review of the Corporation's quarterly financial statements (and related notes and management's discussion and analysis in each case).

(ii) Assessing the independence of appointed auditing firm.

(iii) Reviewing of the external audit plan comprising a fee estimate, objectives scope, materiality, timing, locations to be visited, areas of audit risk, and co-ordination with Internal Audit.

(iv) Reviewing of audit reports and reviews and findings, including corresponding management responses.

(v) Approving the audit fee.

(vi) Establishing, from time to time, pre-approval arrangements for specific categories of permitted audit related services.

(vii) Private discussions regarding the quality of financial personnel, the level of co-operation received unresolved material differences of opinion or disputes, and the effectiveness of the work of Internal Audit.

(viii) Co-ordinate the audit where more than one firm is involved.

(ix) Monitoring and review any problems or reservations arising from the audit and to discuss any matters which the external auditor wishes to discuss, without executive Board members present.

(x) Considering communications from the external auditors on audit planning and findings and on material weaknesses in accounting and internal control systems that have come to the auditors' attention.

(xi) To review and discuss with management and auditors the preliminary results, interim information and annual financial statements before submission to the Board, focusing particularly on:

(a) the quality and acceptability of the accounting policies and practices and financial reporting disclosures and changes thereto;

(b) areas involving significant judgement, estimation or uncertainty;

(c) material misstatements detected by the auditors that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted;

(d) the basis for the going concern assumption;

(e) compliance with financial reporting standards and relevant financial and governance reporting requirements;

(f) Oversee the external non-audit process, including:

(i) Approving the nature of any non-audit services provided and any material mandates by the auditing firm to the Corporation or its subsidiary entities, the fees charged by the firm for such services and the impact on the independence of the auditor provided that the auditing firm is prohibited from providing appraisal or valuation services, fairness opinions, actuarial services, internal audit outsourcing services, management functions or human resources, bookkeeping or other services relating to the accounting records or financial statements of the Corporation or financial information systems designed in implementation.

(ii) Information as to the non-audit services provided by the auditing firm, the fees charged by the firm for such services and the impact on the independence of the auditor.

(g) Oversee the internal audit function including:

(i) Reviewing the annual audit plan including risk assessment, the location and activities selected to ensure appropriate involvement in the control systems and financial reporting, time and cost budgets, resources (both personnel and technological), and organizational reporting structure.

(ii) Reviewing audit progress, findings, recommendations, responses and follow up actions.

(iii) Private discussions as to internal audit independence, cooperation received from management, interaction with external audit, and any unresolved material disagreements with management.

(iv) Annual approval of audit mandate.

(v) Monitoring of compliance with the Corporation's financial code of conduct.

(vi) Considering the appointment, resignation or dismissal of the head of internal audit.

(vii) Reviewing and discuss with the head of internal audit the scope of work of the internal audit function, its plans, the issues identified as a result of its work and how management is addressing these issues;

(viii) Ensuring that the function is adequately resourced, and has appropriate authority and standing within the Company; and

(ix) Reviewing co-ordination between the internal and external auditors.

(h) Review the effectiveness of control and control systems utilized by the Corporation in connection with financial reporting and other identified business risks.

(i) Review with senior management and the external auditors the audits of subsidiaries performed by different external auditors, including significant issues and recommendations.

(j) Review incidents of fraud, illegal acts and conflicts of interest. Ensure that arrangements are in place for investigation of possible impropriety in financial reporting or other matters.

(k) Review documents filed with securities commissions, including the Corporation's annual information form and annual report.

(l) Review material valuation issues.

(m) Review the quality and accuracy of computerized accounting systems, the adequacy of the protection against damage and disruption, and security of confidential information through information systems reporting.

(n) Review with senior management, the external auditors and legal counsel any litigation claim or other contingency that could have a material effect upon the financial position or operating results of the company with a view to appropriate disclosure.

(o) Review the expenses and perquisites, including the use of company assets, by senior officers

(p) Review material matters that come before audit committees of subsidiaries.

(q) Review cases where management has sought accounting advice on a specific issue from an accounting firm other than the one appointed as Auditor.

(r) Review policies and practices concerning officers' expenses and perquisites and, where appropriate, refer any issue to the Compensation Committee or to the Board of Directors.

(s) Establish financial procedures for:

(i) The receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters.

(ii) The confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

(t) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

13. The Committee may, at the request of the Board, investigate such other matters as the Board considers appropriate in the circumstances.

IV. Resources Meetings and Reports

14. The Committee shall have adequate resources to discharge its responsibilities. The Committee may, for and on behalf of the Corporation and at the Corporation's sole expense, engage such consultants as it considers in its sole discretion necessary to assist it in fulfilling its duties and responsibilities.

16. The meetings of the Committee shall ordinarily include the auditors and the Chairman of the Board shall be an ex officio member of the Committee if not otherwise appointed as a member of the Committee. The Committee may request the attendance of other officers at its meetings from time to time.

17. The Board shall be kept informed of the Committee's activities by a report presented at the Board meeting following each Committee meeting.

18. The Committee shall keep minutes of its meetings in which shall be recorded all actions taken by the Committee which minutes shall be made available to the Board.

19. The members of the Committee shall have the right, for the purposes of discharging the powers and responsibilities of the Committee, to inspect any relevant records of the Corporation and its subsidiaries.

SCHEDULE INDEX

SCHUDULE 1

PureFlowCath, LLC. Valuation Report - Office Freylinger S.A. (Luxembourg)

OFFICE FREYLINGER

Patent Valuation
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Référence: RA 3573
Version: 3.0
Date: 6-14 August 2020

1. Patent valuation

Intellectual property assets such as patents are the core of many organizations and transactions related to technology. As in other business transactions, organizations negotiating agreements to sell or license intellectual property and patent rights commonly have to agree on a price. Knowing the value of the intellectual property rights is essential to reach such an agreement, but also to make sure the parties are engaging in a good deal.

In assessing whether an asset has a financial value, a primary inquiry is whether the asset positively impacts other products or services with which the asset is associated. If the answer is "yes," then a second inquiry is whether the asset has value to an outside party. If the answer is "yes," then clearly the asset has a value. In such cases, the next inquiry is whether an outside party would pay to license or buy the asset. If the answer was "yes" to the first two questions, then "yes" will generally be the answer to the third inquiry as well.

Once it is determined that an asset has a financial value, a method must be chosen to quantify the value.

Different approaches of patent valuation are used by companies and organizations. Generally, these approaches are divided in two categories:

- the quantitative approach relies on numerical and measurable data with the purpose to calculate the economic value of the intellectual property,
- the qualitative approach is focused on the analysis of the characteristics and potential uses of the intellectual property, such as the legal, technological, marketing or strategic aspects of the patented technologies. Qualitative valuation deals also with assessing the risks and opportunities associated to the intellectual property of the company.

a. Quantitative approach

Several methodologies can be used to determine a quantitative value for a patent, but generally they can be grouped in three methods: Cost-based methods, Market-based methods and Income-based methods are the leading approaches for patent valuation.

- the **cost-based method** is based on the principle that there is a direct relation between the costs expended in the development of the intellectual property and its economic value.
    - A cost-based method assesses the amount of money that would be required to replace the future service capability of the subject property (also referred to as "cost of replacement"). The "brand new" value is calculated and then deprecated by an analysis of physical, functional and economic obsolescence.
    - Two different techniques are mainly used to measure costs. While the reproduction cost method estimates the value by gathering all costs associated with the purchase or development of a replica of the patent under valuation, the replacement cost method is based on the costs that would be spent to obtain an equivalent patent asset with similar use or function.
        - The replacement costs method involves quantifying the extent of economic obsolescence, using information about the amount of future economic benefit that is associated with the property, information about the trend of

the economic benefits, the duration over which the economic benefits will be enjoyed and the risks associated with receiving the expected economic benefits.

- The **market-based valuation method** is based on economic principles, and relies on the estimation of value based on similar market transactions (e.g. similar license or transfer agreements) of comparable patent rights. These principles are competition in the marketplace and the point of equilibrium of an investment as determined by supply and demand. The market approach method is premised on the idea that transactions for similar assets in the market will have similar prices. Under this method, the consideration that is paid (license fees, royalties, equity, cross-licenses, etc.) in an arm's length transaction equals the value of the property. This method is useful because it relies on market forces as its basis, which is the best indicator of value. The transactions relied upon may be either a sale of the asset or license transactions.
    - Given that often the asset under valuation is unique, the comparison is performed in terms of utility, technological specificity and property, having also in consideration the perception of the asset by the market.
    - In applying the market approach, there are several steps that should be followed. The starting point is to analyse the appropriate market to gather data on similar sales and licensing transactions. This can be difficult because it is often hard to find comparable substitutes and there is little data disclosed in these transactions. After gathering the data the information should be analysed to confirm that the transactions accurately reflect an arm's length negotiation. Then, the data of each transaction should be compared with the subject property and restrictions on its use, noting specifically the similarities and differences for each. Next, the various value characteristics should be compiled to determine al single value or range of values. A discount rate should be established to account for the risk involved in buying or licensing the property.
- The **income-based method** is based on the principle that the value of an asset is intrinsic to the expected income flows it generates. This approach is based on the economic principle of anticipation. Under this approach the investor tries to determine the amount of income that will be derived from the property in the future. This determined amount of income is then converted to a present worth his approach is theoretically most correct. It accounts for the economic life of the property, the economic benefits conveyed, and the risk related to deriving income in the future. Overall, the three most important factors under the income method are the future benefits derived from the property, its remaining economic life, and a discount rate that reflects the amount of risk involved in deriving the future income. Because there are numerous measures of economic income, including gross income or revenue, operating Income, and net cash flow, there are also numerous income approach methods. A basic approach under this method includes identifying and quantifying the future benefits to be derived from the asset. Then, an analysis of the potential cost savings, pricing opportunities, and increased sales should be developed.
    - After the income is estimated, the result is discounted by an appropriate discount factor with the objective to adjust it to the present circumstances and therefore to determine the net present value of the intellectual property.

b. Qualitative approach

The qualitative approach does not rely on purely financial analytical data, but is also performed through the analysis of different indicators with the purpose of rating the patent right, i.e. of determining its importance quality in terms of aspects that can impact the value of an intellectual property asset, covering mainly legal aspects, the technology level of the innovation (e.g. comparison of the patented technology innovation to the actual state of the art) and market details (e.g. the level of its life cycle that the patent has reached, geographic coverage of the reference market).

In addition, after a pure financial value has been determined, the appraisal will include an assessment of the legal protection afforded to the patent (application), identifying:

- the legal rights obtained through the valuated patent(s);
- the legal owner of those legal rights;
- the legal parameters influencing negatively or positively the value of the patent, including scope of the claims / scope of protected, risk of cancellation, priority, and the ability and/or willingness of the owner to enforce legal rights.

2. Identification of the Intellectual Property assets to be valued

InnoMed Two, LLC, having changed its name to PureFlowCath, LLC (Alberta), a subsidiary of InnoMed Tech Ltd, requesting this valuation, is developing, patenting and clinically testing a new technology in the area of urology.

This company applied for a patent on technology called Puro-FlowCath. This technology mimics the body's natural ability to flush and prevent bacterial growth within the urethra during the time that a urinary catheter has been placed in a patient.

InnoMed Tech Ltd, the mother company of PureFlowCath, LLC (Alberta), is interested in obtaining a valuation for the patent rights concerning the following inventions, based on the list we have been provided with:

- **CATHETER SYSTEM FOR CONTINUOUS IRRIGATION**
    - This patent applications has been filed in Australia , Brazil , Canada , China , "China - Hong, Kong ", China - Macau, EAPO , Egypt , EPO , India , Indonesia , Israel , Japan , Malaysia , Mexico , Morocco , New Zealand , Nigeria , Panama , Philippines , Saudi Arabia , South Africa , South Korea , Thailand , United States , Vietnam
    - Examination has been requested in almost all cited countries and is under progress
- **IMPROVED CONTINUOUS FLUSHING CATHETER**
    - This patent application has been filed in the USA (as a provisional application on 17 March 2020 and as an expedited patent application on 12 May 2020), and shall be filed as a PCT application on or before ***17 March 2021,*** and entry in national/regional phases shall take place on or before ***17 September 2021***
- **CATHETER TUBING SYSTEM**
    - This patent application has been filed in the USA on 22 February 2018, a PCT application has been filed on 22 February 2019, and entry in national/regional phases shall take place on or before ***22 August 2020***

- **INTRALUMINAL FLUSH CATHETER**
    - A provisional US patent application has been filed in the USA on 17 March 2020; it can be extended abroad through a PCT application on or before ***17 March 2021,*** and entry in national/regional phases shall take place on or before ***17 September 2021***
- **ABSORBENT DEVICE FOR USE WITH CATHETER**
    - This patent application has been filed in the USA on 17 April 2019, a PCT application has been filed on 17 April 2020, and entry in national/regional phases shall take place on or before ***17 October 2021***
- **FLUID CATCH DEVICE FOR USE WITH CATHETER**
    - A patent application is currently being drafted for this invention

A more detailed list of the patent (applications) and their status is enclosed as appendix 1.

Except for the first family, the patent applications for the other families have been filed very recently, and have not been fully examined at this stage. There are therefore some uncertainties as regards the validity and extent of the patent coverage.

The last family, concerning the "FLUID CATCH DEVICE FOR USE WITH CATHETER", has not been filed to date, according to our information. As no privative right can be derived from this family, and as in absence of intellectual property rights we cannot evaluate the value of said rights, our valuation will **not be conducted** as regard said family.

According to our information, the products covered by the various patent families are not commercialised to date, waiting for administrative prior approval. There are therefore no actual revenues generated by products using or incorporating the inventions protected by the patents.

Based on these elements, the various methods to be used can be assessed as follows:

- the **cost-based method** based on **historical costs** is potentially the most effective approach for conducting this valuation, as being a calculation of the costs to be incurred by a competitor to develop a similar, competing product.
- It can however not be considered that a new phase of research and/or development shall result in the same invention, as *per definition* an invention is unique. We therefore do not recommend using the **cost-based method** based on **replacement costs**.
- The **income-based method** cannot be used, as there are no revenues directly generated to date by the patent: there are neither licenses nor products being actively marketed by using the patented innovation to date.
- The **market-based valuation method** will imply a benchmark of the royalty rates to be expectedly obtained by licensing the patent, and applying said royalty rate to the expected turnover to be realized by the product(s) integrating the patented innovation. This is the approach that would probably give the most accurate (range of) value(s) for the present situation. A discount on the pure financial value calculated with said approach will have to take into account the legal and market uncertainties linked to this specific project, and therefore integrate elements issued from the qualitative approach.

3. Cost approach - calculation

Nobody will pay more than the costs necessary to build a mark of desirability and utility identical: it is the principle of substitution. The principle of supply and demand, the variations of which modify prices, and lead to a change in the requirements of industrial property, especially in the form of marks, is also concerned. Finally, gains or losses from external factors can be driven by the brand.

There are two main types of costs. On the one hand, the historical or reproduction costs, which aim to evaluate the costs necessary to create an exact replica. On the other hand, the replacement costs, which are intended to evaluate the costs of recreating a function or utility identical to the patent as transferred, but the shape or appearance may be different. In this approach, functionality is the ability of the patented invention to perform the task assigned to it, while utility is the ability for that right to achieve an equivalent amount of satisfaction.

This is an accounting method, intended to provide financial information. But the contribution to the future results of the purchaser of the patent rights is not measured.

According to information we have been provided for, we have been able to obtain the following financial values:

(US Dollars)	Research & development	Patent and Trademark Legal Fees
2018	683,671	12,929
2019	725,230	173,451
2020 (to 15 August 2020)	355,927	449,369
Total	*1,764,828*	*635,749*

According to the 2019' financial statement:

- Expenditures on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, are recognized in profit or loss as incurred. Development activities involve a plan or design for the production of new or substantially improved products and processes.
- Research and development expenses include all direct and indirect operating expenses supporting the products in development.
- The costs incurred in establishing and maintaining patents are expensed as incurred.

It is however impossible to segregate the costs linked to each project and to each patent family.

At this stage and based on the information at hand, the value of the patent rights will therefore be calculated for the whole portfolio, and not for each single patent family.

Said total costs amount to **USD 1,764,828**

Said value represents the patent portfolio value from a pure accounting point of view.

4. Income-based method

As mentioned here-above, no revenues are currently generated to date by the patent or the patented invention:

- The urinary catheter has not been placed in the market to date
- To date, no license has been granted on one or several of the patent families to be valued

There is therefore no possibility to calculate a valuation for the above-listed patent rights, in absence of revenues, and this method cannot realistically be adopted in the present case.

5. Market-based valuation

This method is actually based on a Discounted Cash Flow- Relief from Royalty Method, and is an income-oriented approach that uses a discounting model in which the value of a patent right is computed based on the present value of its expected future royalty stream. This method requires an explicit projection of the future royalty streams over a reasonably foreseeable period. An appropriate discount rate allows distinct present values to be calculated and summed for all the benefit streams to determine the patent value.

Several elements have therefore to be determined:

- A theoretical royalty rate -
- Theoretical revenues
- Additional technical elements

a. Royalty rates benchmarking

Determining “arm's length” royalty rates requires, according to OECD, a search for comparable royalty rates.

OECD's Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations also touch upon a question of transfer of intangible goods between related parties recognizing, at the same time, serious difficulties with determining arm's length pricing of such properties.

i. Licensing Royalty Rates Characteristics

A commonly used way of transferring intangibles between related parties is through the use of exclusive or non-exclusive license agreement. When license rights are granted to the licensee (license is being sold), tax laws in most countries require that the owner receives a fair market price of the intangible. Such price is usually established as one-off fee, annual fee or royalty rate. There are, probably, as many ways to structure such payments as there are licensing agreements. Some of the more common forms are:

- A one-off lump sum payment to the licensor.
- A fixed annual fee with no royalty.
- An ongoing royalty based only on a percentage of licensee's sales of the licensed products with no advanced or guaranteed minimum royalty payments.

- An ongoing royalty in a fixed amount based on each licensed product sold with no advanced or guaranteed minimum royalty payments.
- An ongoing royalty based only on a percentage of licensee's sales of the licensed products with either or both an advance against royalties and an annual minimum royalty.
- An ongoing royalty based on the number of 'hits' that occur on a Website featuring the licensed property.
- A combination of the above.

Despite the multiplicity of different possibilities the royalty based on a percentage of licensee's sales is, by far, the most popular charge. The level of such royalty payment, to satisfy the arm's length principal, should broadly mirror the actual conditions and scope of the license. The most important factors determining royalty payments level are:

- Type of industry (innovative or traditional).
- Competition (competitive environment or monopoly).
- Geographical scope of the license.
- The length of time when the licensee may use the property.
- Scope of uses to which the licensee may put the property.
- The exclusivity of the license.
- Amount and type of technical assistance received from the licensor.
- Sub-licensing rights.

Taking into consideration the above-mentioned factors we can easily indicate the relationship between the level of royalty payments. For example, an exclusive license usually carries a royalty rate significantly higher than a non-exclusive one and a license that grants the licensee monopoly or near-monopoly should result in a higher royalty rate.

ii. Defining an Arm's Length Royalty Rate

The most appropriate method for evaluation of arm's length royalty rate of intangibles is the Market Approach. In defining the arm's length royalty rate it is crucial to identify, as precisely as possible, what property is to be licensed. Then the rights granted to the licensee and their relative value should be determined. When the property owner is involved in existing licensing programs with unrelated parties, or the licensee uses similar license granted by third party, the evaluation of a proper royalty rate is evident.

Significant difficulties occur when such comparable does not exist. As the optimal way to define an arm's length royalty rate is to refer to licenses granted or received between unrelated parties, the Market Approach is also required. Thus related companies should consult an appropriate industry survey to review the state of the industry and commonly established royalty rates. Moreover special consideration should be given to the particular products being licensed to insure that the royalty rate will be properly adjusted to the product.

Additional problems with defining an arm's length royalty rates can occur when the property is licensed between related parties. While this may not be an exact science, the Market Approach could govern the royalty rate as well. There are, however, a number of factors that must be taken into consideration. Besides the factors mentioned above that determine the level of royalty rates, related parties should consider such elements as: investment risk, net profits, market size, growth potential, etc.

iii. Factors to be taken into account

Considering the fact that royalty licensing as a result of the transfer of intangibles between related parties is a common occurrence, OECD urges companies and tax authorities to give careful attention to the valuation of intangibles. Companies may have difficulty in demonstrating evidence that they took as much effort as possible to settle royalty rates at an arm's length level. But on the other hand tax authorities should not use hindsight. However both related companies and tax authorities share the same dilemma, however, tax authorities have to consider whether or not agreements between related parties are arm's length.

This transactional approach determines royalties with reference to licenses for comparable IP in comparable markets and circumstances. This approach is widely used for transfer pricing where it is referred to as the Comparable Uncontrolled Price Method (CUP).

The best comparable royalties are from arm's length licenses for the same IP in the same, or similar, markets [1]. If this is not possible, analysis of specific licenses for comparable IP, or industry norms, can provide guidance.[2]

When analyzing arm's length royalty rates for comparable IP, it is necessary to take account of the following factors.

- The similarities and differences between the subject IP and the benchmarked transactions. This covers the nature and application of the IP; its phase of development and commercial success; its strength relative to alternative property, and its expected useful economic life.
- The range of markets covered by the license.
- The comparability of the markets in which the IP was licensed. The earnings potential of a similar asset can vary significantly between jurisdictions due to different economic circumstances and competitive forces.
- The method of calculating the royalty.[3] A headline royalty in a benchmark study might conceal adjustments to the royalty base that differ to the license of the subject IP.
- The impact of the terms and conditions of the comparable licenses. For instance, an exclusive license will typically have a higher royalty than a non-exclusive one, the

[1] *See Rude v. Wescott*, 180 U.S. 152 (1889) (referring to an established royalty rate based on the prior licensor practices). *See also Tektronix, Inc. v. United States*, 552 F.2d 343 (Ct. Cl. 1977) (preferring an established royalty rate when a pattern of prior licensing practices is evident.); and *T.J. Smith & Nephew Ltd. V. Parke, Davis & Co.*, 9 F.3d 979 (Fed. Cir. 1993) (stating that evidence of an established royalty for a patent in suit is one of the strongest measures of a reasonable royalty); *Trell v. Marlee Elecs. Corp.*,912 F.2d 1443 (Fed. Cir. 1990)(discussing the standards for determining when an established royalty exists).

[2] In the U.S., the Courts have recently emphasized and reiterated that the IP in other license agreements must be "comparable" in order to rely on such agreements in a damages analysis. *See ResQnet.com v. Lansa*, 594 F.3d 860 (Fed. Cir. 2010).

[3] U.S. Courts recently have criticized analyses that are "little more than a recitation of royalty numbers" requiring instead evidence as to how lump sum payments in other, comparable license agreements for example, were calculated. *See WordTech v. Integrated Network*, 609 F.3d 1308 (Fed. Cir. 2010).

duration of the license can influence the royalty as can other terms of the agreement which influence the rights and responsibilities of the licensee.

- Special circumstances that may have influenced the benchmarked royalties. For instance, if sales of the product incorporating the IP increase sales of other products, the licensee might agree to a low royalty.
- The extent of publicly available royalty rates varies by industry and category of IP, depending on the prevalence of licensing and need for disclosure. In situations where there are a large number of licensing agreements, an analysis can be made of the range of royalties within the industry.

iv. Royalty rates across industries

A study of 2,279 licenses in fifteen industries [4] suggests that the median royalty in most industries is close to 5%. The grouping around 5% of average royalties in a wide range of industries is interesting, but not very informative. Median and average royalty rates have to be treated with caution as they can mask wide ranges within an industry.

As such, it must be taken into consideration that the minimum and maximum royalty rates may vary within on industry branch from 0,5 % to 25% (for Machine/ Tools) or even from 0,0% to 70 % (for Software), as it can be seen from the below comparative overview:

Royalty Rates Separated by Industry

Licensed Royalty Rates (Late 1980's - 2000)

Industry	No. of Licenses	Minimum Royalty Rate	Maximum Royalty Rate	Median Royalty Rate
Automotive	35	1.0%	15.0%	4.0%
Chemicals	72	0.5%	25.0%	3.6%
Computers	68	0.2%	15.0%	4.0%
Consumer Goods	90	0.0%	17.0%	5.0%
Electronics	132	0.5%	15.0%	4.0%
Energy & Environment	86	0.5%	20.0%	5.0%
Food	32	0.3%	7.0%	2.8%
Healthcare Products	280	0.1%	77.0%	4.8%
Internet	47	0.3%	40.0%	7.5%
Machine/Tools	84	0.5%	25.0%	4.5%
Media & Entertainment	19	2.0%	50.0%	8.0%
Pharma & Biotech	328	0.1%	40.0%	5.1%
Semiconductors	78	0.0%	30.0%	3.2%
Software	119	0.0%	70.0%	6.8%
Telecom	63	0.4%	25.0%	4.7%
Total	1,533	0.0%	77.0%	

It has further been carried out[5] that technology-intensive sectors, that produce differentiated products generally register high gross margins and hence can afford higher royalty rates.

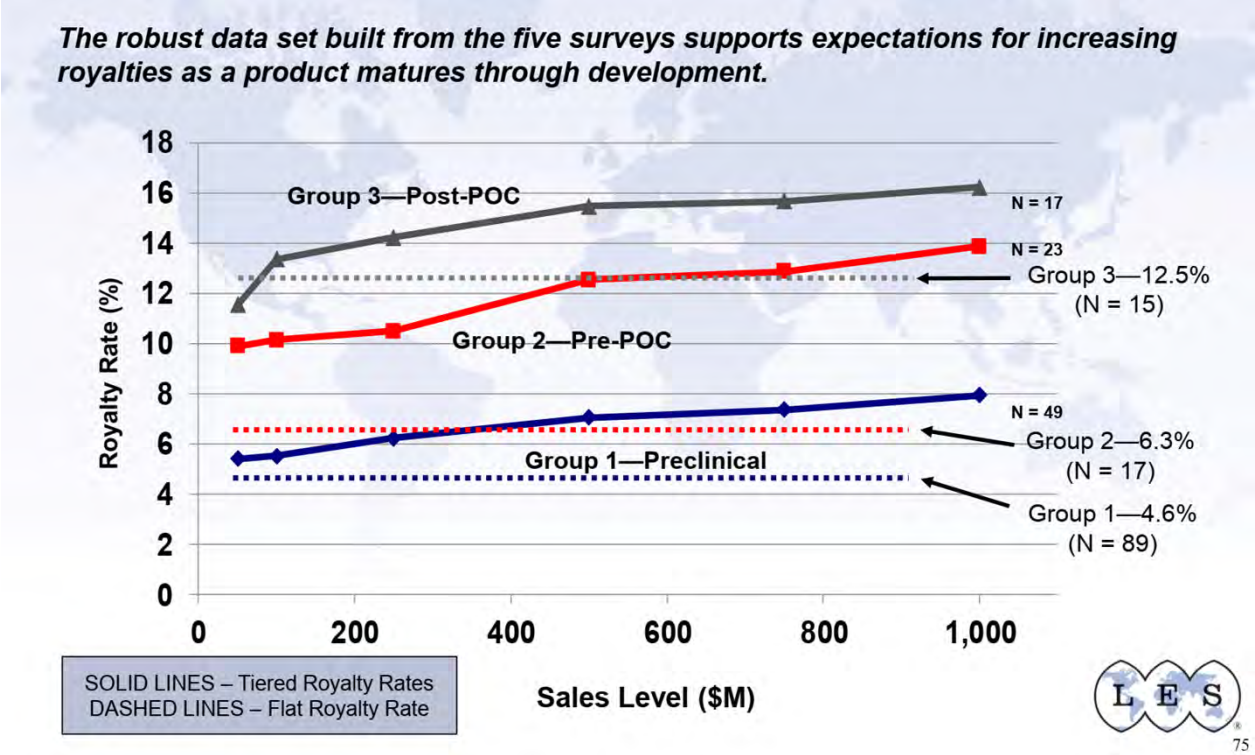
[4] Carried out by Analysis Group, using data from RoyaltySource®, as quoted by Russell Parr, 'Royalty Rates for Licensing IP'

[5] carried our by J. E. Kemmerer, CPA, J. Lu, Applied Economica Consulting Group Inc., USA in "Profitability and royalty rates across industries: some preliminary evidence"

Traditional sectors (like foodstuff), on the other hand, which produce general purpose goods can only obtain modest or low gross margins, and hence result in lower royalty rates.

An approach coupling industry-wide references and specific transaction is therefore the best solution to approach an arm's length royalty rate.

In the present case. according to a global study conducted by the Licensing Executive Society regarding "Life Sciences" Royalty Rates & Deal Terms Survey [6] in 2018, showing a high level of consistency between 2018's and earlier surveys, the average flat royalty rate for the earliest stage product was approximately 5%.



We have conducted no additional search regarding applicable royalty rates.

For practical reasons, it seems therefore that, while a need for additional analysis is clear, a first approach of the patent rights value in the present case could be based on a 5% royalty rate thesis.

b. Theoretical revenues

As no corresponding market has been identified, we rely here on the business plan and market anticipations we have been provided for by the promoters of this project in the valuation conducted in 2018 by . The value as calculated using this method is therefore based on uncertain elements, and could be subject to high uncertainty, depending on the variations and actual realisation of the objectives contained in the business plan.

We have been able to calculate the following, theoretical revenues.

[6] https://www.lesi.org/docs/default-source/life-sciences-committee/lesi-life-sciences-royalty-rate-survey-2018.pdf

	Global Market	Market Penetration	Market share value	Royalty percentage	Royalty value
2020	$1 875 000 000	0%	$0	5%	
2021	$1 875 000 000	10%	$187 500 000	5%	$9 375 000
2022	$1 875 000 000	20%	$375 000 000	5%	$18 750 000
2023	$1 875 000 000	30%	$562 500 000	5%	$28 125 000
2024	$1 875 000 000	40%	$750 000 000	5%	$37 500 000
2025	$1 875 000 000	45%	$843 750 000	5%	$42 187 500
2026	$1 875 000 000	50%	$937 500 000	5%	$46 875 000

Therefore leading to a total projected royalties amounting to $182 812 500.

We however consider the values of the global market and the market penetration as being rather optimistic, leading to a potential (if not probable) over-estimated revenue flows.

c. Net Present Value

i. Discount rate

Said theoretical revenues have to be corrected by a discount rate.

Purely financial assessment only is not sufficient to assess the real value of a patent. This value should incorporate any impairment related to an absence or lack of protection in terms of patent rights, i.e. any price reduction due to partial or improper legal protection.

Knowing that this patent is at a very early stage of this procedure, we are not able to determine its legal validity or chances of success to obtain grant decisions in its regard.

A deduction of 25% to 35% of the patent value should therefore be applied to the pure financial value, in order to integrate this risk.

In addition, some market-related risks cannot be minimised, thereby leading to an additional 10 to 15% of the patent value.

ii. Value calculation

Taking into account the elements we mentioned before, we calculated several Net Present Values, varying on the basis of the discount rate.

Said NPVs are as follows:

Discount rate	35%	40%	45%	50%
NPV of royalties	$57 105 660	$50 343 540	$44 717 435	$39 994 856

Given the uncertainty concerning the financial, initial values (including global market, market penetration and royalty rate), we however consider that the value calculated by using this method cannot be considered as accurate for the need of an expert, neutral determination.

6. Conclusion

After having conducted an assessment using various methods, and based on the financial and practical elements we have been provided with, we come to the conclusion that:

- An income-based method (see point 4. above) is not applicable to the present valuation
- The Market-based valuation (see point 5. above) should provide us with the most accurate, economic value of the IP rights to be valuated, but that the values we have been provided with appears too uncertain to establish an accurate value according to the applicable standards
- The cost approach is therefore the only remaining method we can rely upon.
    - The value calculated on this basis is about USD 1,765,000
    - This approach is not taking into account the future benefits expected from the patents

An additional analysis including more accurate data regarding market and royalty rates might in the future lead to a calculation of the estimated value of the future flows to be generated by the patent families we have assessed.

Olivier LAIDEBEUR
OFFICE FREYLINGER
Strassen, 14 August 2020

OFFICE FREYLINGER

Terms and conditions

The present General Terms and Conditions (the "General Terms and Conditions") shall be applicable to all the legal relationships between Office Freylinger SA (hereinafter to be referred to as "OF") and any third party ("the Client") that commissions OF to carry out any work.

1. The Contract between OF and the Client shall be formed at the time when the Client places an order with OF, either orally or in writing, for the provision of any services and this order is accepted by OF.
   As to work in respect of which no order confirmation is dispatched due to the nature and scope of the work in question, the invoice shall also be considered to be the order confirmation, which shall be deemed to be a correct and complete representation of the Contract.
2. OF reserves the right to refuse an order without stating the reason for doing so.
3. If OF considers this to be necessary or desirable in the interest of a proper execution of any order it has received, it shall be entitled to call in the assistance of third parties, the costs of which shall be passed on to the Client. OF cannot be held liable for failures of that third party only if the Client shows that the choice of the third party has clearly been made by OF without due care.
4. By placing the order, the Client grants OF the right to collect personal information according to the OF Privacy Policy, mainly in order to provide OF services. Objections to the processing of personal information could lead to loss of rights.
5. The fees for the work to be carried out by OF shall be as follows:
   - in respect of the costs of arranging for registrations and other entries in patent, utility patent, trademark, design and model, domain name registers, including the preparation of the levies and charges payable for same and the fees, if any, of foreign third parties: in accordance with the fixed rates (excluding V.A.T.) or in accordance with the amounts specifically stated by OF in its offer;
   - in respect of other work than that mentioned under 4.a.: on the basis of the number of hours spent on the agreed work and in accordance with the hourly rate (excluding V.A.T.) fixed by OF.
6. The applicable fees shall either be the fees stated in the most recent lists of fees or the fees which OF has confirmed to the Client.
7. The fees shall not include the costs, which vary in each individual case, of printing blocks, extra categories, drawings, document date, extracts from registers, legalisations, translations, classifications, etc. Nor shall the fees include the costs that may arise after submission of the application/registration forms due to publication, granting of rights, negotiations with third parties or other work, such as the costs resulting from ex officio objections or from the opposition by third parties against the applicant. These costs shall be passed on to the Client separately. Any estimate of costs provided to the Client by OF shall only be in the nature of an indication and shall be without engagement.
8. If any prices and/or rates of price-determining factors, such as duties, wages and insurance rates are increased for any reason, OF shall be entitled to increase its fees accordingly and to charge these fees to the Client.
9. OF shall have the option to charge the Client for the work to be performed and the costs to be incurred by OF by means of advance, interim or final invoices to the Client. Any amounts paid in excess shall be refunded to the Client after completion of the work.The invoices shall be paid to OF within 30 days from the invoice date. Payments shall be made without any withholding, deduction or set-off, unless otherwise agreed upon.
10. The Client shall at all times remain liable for the payment of any unpaid invoices in his name, even if the Client has indicated that he has placed the order on behalf of a third party. If the Client places an order on behalf of a third party and does not wish to undertake any obligations on this account, this shall be stated expressly and in writing at the time of placing the order.
11. If the Client fails to pay within the periods stated under 10., he shall be in default by the mere expiry of the period concerned, without further notice of default being required. The Client shall in that case owe OF interest in respect of its unpaid invoices at a rate of 1,5 % per month or part thereof on the amounts due, without prejudice to OF's entitlement to compensation based on the law.
    By placing the order the Client grants OF a pledge (first lien), as additional security for the payment of all that the Client owes or will owe to OF, on the patents, utility patents, trademarks, designs or models, domain names to be registered by OF for or on behalf of the Client; the Client's acceptance of the present General Terms and Conditions shall constitute proof of the existence of such a pledge. In the event of the Client's failure to pay, OF shall be entitled to enter this pledge in the relevant registers at the Client's expenses. The pledge shall terminate as a result of the Client's payment of all the amounts he owes to OF. OF shall subsequently withdraw any registration of the pledge at the Client's expenses.
12. The Client is entitled to an indemnification of damage resulting from an event or a series of related events, which OF is liable for by law, in total to a maximum amount of one hundred thousand (100.000, -) EUR.
13. The right to claim indemnification becomes forfeited, if damage, after its discovery, is not reported to OF in writing with all due dispatch and anyhow as soon as twelve months have elapsed since the event which the damage is resulting from and which OF can be held liable for. The forgoing also applies in case the Client claims indemnification on the basis of a claim taken over or obtained from another party.
14. OF shall exercise the care of a reasonably qualified Intellectual Property counsel. He does not guarantee the envisaged result. Works realised by OF are carefully handled but remain subject to the risks of any service. OF only undertakes to engage all means requested to handle these works. Any responsibility incurring to OF regarding these works is limited to twice the amount of the professional charges regarding these services.
15. If the Client's order only consists of translating, certifying and/or validating a European patent that order does not constitute a conflict of interest that would OF prevent to render services to another client against the Client.
16. These General Terms and Conditions shall exclusively be governed by the law of Luxembourg. The Courts of Luxembourg shall have exclusive jurisdiction over all disputes.

OFFICE FREYLINGER

Privacy Policy

We value your privacy and cares about the way in which your personal information is treated.

Personal information collected by us is protected by the Law of 2 August 2002 on the Protection of Persons with regard to the Processing of Personal Data.

1. What personal information do we collect about you?

We may collect personal information from you in the course of our business, including through your use of our website, when you contact us or request information from us, when you engage our IP-related, legal or other services or as a result of your relationship with one or more of our staff.

The personal information that we collect and process includes:

- Basic information, such as your name (including name prefix or title), the company you work for, your title or position and your relationship to a person
- Contact information, such as your postal address, email address and phone number(s)
- Information about your existing intellectual property ("IP") rights, your technical background or invention(s), your brand name(s) or your design(s)
- Financial information, such as payment-related information, VAT number, bank account number
- Technical information, such as information from your visits to our website or applications or in relation to materials and communications we send to you electronically
- Information you provide to us for the purposes of attending meetings and events
- Identification and background information provided by you or collected as part of our business acceptance processes
- Personal information provided to us by or on behalf of our clients or generated by us in the course or providing services to them, which may include special categories of data
- Any other information relating to you which you may provide to us.

In Luxembourg, the processing of 'sensitive personal data' is prohibited. Sensitive personal data is information about or which reveals your racial or ethnic origin, political opinions, religious, philosophical or similar beliefs, trade union membership, physical or mental health, sexual life, commission of criminal offences and/or involvement in criminal proceedings.

We ask that you do not send us any sensitive personal data.

2. How we obtain your personal information

- We collect your personal information while establishing first and further business contacts and while preparing our analyses, legal and IP-related advice and other core activities which you are entrusting to us.
- We collect information from you as part of our business acceptance processes and about you and others as necessary in the course of providing IP-related services.
- We collect your personal information while monitoring our technology tools and services, including our websites and email communications sent to and from us.
- We gather information about you when you provide it to us, or interact with us directly, for instance engaging with our staff or registering on one of our digital platforms or applications.
- We may collect or receive information about you from other sources, such as keeping the contact details we already hold for you accurate and up to date using publically available sources.

3. How we use your personal information

We collect and process personal information about you in a number of ways, including in the provision of our services and through your use of our website. We use that information:

- to provide you with a service and/or goods you might be interested in
- to provide you with information about Intellectual Property
- to communicate with you about our services, courses, events, and products, which we believe may be of interest to you
- to respond to your feedback or complaints, and to answer your enquiries and/or in relation to any other purpose for which it was requested and which was advised to you or directly related purposes, such as our activities directly related to our core functions (i.e. personal information collected during any counselling session)
- to provide and improve this website, including auditing and monitoring its use
- to provide and improve our services to you and to our clients, including handling the personal information of others on behalf of our clients
- to provide information requested by you
- to promote our services, including sending IP-related updates, publications and details of events
- to manage and administer our relationship with you and our clients
- to fulfil our legal, regulatory and risk management obligations, including establishing, exercising or defending legal claims
- for the purposes of recruitment

4. Use of Office Freylinger website

A number of facilities on our website invite you to provide us with personal information, such as the 'Careers' section of our website and our email queries facilities. The purpose of these facilities is apparent at the point that you provide your personal information and we only use that information for those purposes.

Our website uses Google Analytics, a web-based analytics tool that tracks and reports on the manner in which the website is used to help us to improve it. Google Analytics does this by placing small text files called 'cookies' on your device. The information that the cookies collect, such as the number of visitors to the site, the pages visited and the length of time spent on the site, is aggregated and therefore anonymous. Please also see 'Marketing and other emails' below.

You may refuse the use of cookies or withdraw your consent at any time by selecting the appropriate settings on your browser but please note that this may affect your use and experience of our website. By continuing to use our website without changing your privacy settings, you are agreeing to our use of cookies. To find out more about cookies, including how to manage and delete them, visit www.allaboutcookies.org.

5. Marketing and other emails

We might use personal information to understand whether you read the emails and other materials, such as IP-related publications, that we send to you, click on the links to the information that we include in them and whether and how you visit our website after you click on that link (immediately and on future visits). We do this by using software that places a cookie on your device which tracks this activity and records it against your email address.

If you receive marketing communications from us and no longer wish to do so, you may unsubscribe at any time by contacting us at office(at)freylinger.com.

6. Meetings, events and seminars

We will collect and process personal information about you in relation to your attendance at our offices or at an event or seminar organised by us or our business partners. We will only process and use special categories of personal information about your dietary or access requirements in order to cater for your needs and to meet any other IP-related, legal or regulatory obligations we may have. We may share your information with IT and other service providers or business partners involved in organising or hosting the relevant event.

7. IP-related, legal and other services

We collect, create, hold and use personal information in the course of and in connection with the services we provide to our clients. We will process identification and background information as part of our business acceptance, finance, administration and marketing processes, including anti-money laundering, conflict, reputational and financial checks. We will also process personal information provided to us by or on behalf of our clients for the purposes of the work we do for them. The information may be disclosed to third parties to the extent reasonably necessary in connection with that work.

8. On what basis we use your personal information

We use your personal information on the following bases:

- To perform a contract, such as engaging with an individual to provide IP-related or other services
- For the establishment, exercise or defence of IP-related claims or proceedings
- To comply with IP-related, legal and regulatory obligations
- For legitimate business purposes.

9. How long we keep your personal information

Your personal information will be retained in accordance with our global data retention policy which categorises all of the information held and specifies the appropriate retention period for each category of data. Those periods are based on the requirements of applicable data protection laws and the purpose for which the information is collected and used, taking into account IP-related, legal and regulatory requirements to retain the information for a minimum period, limitation periods for taking action, good practice and our business purposes.

10. Who do we share your personal information with

We are an international IP law firm and any information that you provide to us may be shared with and processed by any entity in our worldwide network and our associated firms.

We may also share your personal information with certain trusted third parties in accordance with contractual arrangements in place with them, including:

- Administrative bodies and offices dealing with intellectual property rights and IP rights prosecution and registration
- Our professional advisers and auditors
- Suppliers to whom we outsource certain support services such as annuities, word processing, translation, photocopying and document review
- Our IT service providers
- Third parties engaged in the course of the services we provide to clients and with their prior consent, such as local counsel and technology service providers
- Third parties involved in hosting or organising events or seminars.

Where necessary, or for the reasons set out in this policy, personal information may also be shared with regulatory authorities, courts, tribunals, government agencies and law enforcement agencies. Although unlikely, we may be required to disclose your information to comply with IP-related, legal or regulatory requirements. We will use reasonable endeavours to notify you before we do this, unless we are restricted from doing so.

If in the future we re-organise or transfer all or part of our business, we may need to transfer your information to new entities or to third parties through which our business will be carried out.

We may use social media sites such as Facebook, LinkedIn and Twitter.

If you use these services, you should review their privacy policy for more information on how they deal with your personal information.

We do not sell, rent or otherwise make personal information commercially available to any third party, except with your prior permission.

11. How we protect your personal information

We use a variety of technical and organisational measures to help protect your personal information from unauthorised access, use, disclosure, alteration or destruction consistent with applicable data protection laws.

Whenever it is possible, we use information in a de-identified form.

12. Which countries we transfer your personal information to

In order to provide our services we may need to transfer your personal information to locations outside the jurisdiction in which you provide it or where you are viewing this website for the purposes set out in this privacy policy. This may entail a transfer of your information from a location within the European Economic Area (the "EEA") to outside the EEA, or from outside the EEA to a location within the EEA.

The level of information protection in countries outside the EEA may be less than that offered within the EEA. Where this is the case, we will implement appropriate measures to ensure that your personal information remains protected and secure in accordance with applicable data protection laws. EU standard contractual clauses are in place between all our entities that share and process personal data. Where our third party service providers process personal data outside the EEA in the course of providing services to us, our written agreement with them will include appropriate measures, usually standard contractual clauses.

13. Your rights regarding your personal information

The General Data Protection Regulation of the European Union and other applicable data protection laws provide certain rights for data subjects.

You are entitled to request details of the information we hold about you and how we process it. You may also have a right, in accordance with applicable data protection law, to have it rectified or deleted, to restrict our processing of that information, to stop unauthorised transfers of your personal information to a third party and, in some circumstances, to have personal information relating to you transferred to another organisation. You may also have the right to lodge a complaint in relation our processing of your personal information with a local supervisory authority.

If you object to the processing of your personal information or if you have provided your consent to processing and you later choose to withdraw it, we will respect that choice in accordance with our legal obligations.

Your objection (or withdrawal of any previously given consent) could mean that we are unable to perform the actions necessary to achieve the purposes set out above (see 'How we use your personal information'), that you may not be able to make use of the services and products offered by us, or that you may lose rights due to the absence of required information. Please note that even after you have chosen to withdraw your consent we may be able to continue to process your personal information to the extent required or otherwise permitted by law.

We must ensure that your personal information is accurate and up to date. Therefore, please advise us of any changes to your information by contacting us at office(at)freylinger.com.

14. Data controllers

If you have any questions or need further information about our privacy practices, please contact:

Data Protection Officer
OFFICE FREYLINGER S.A.
234, route d'Arlon, B.P. 48,
L-8001 Strassen, Luxembourg
Tel.: +352 313830-1, Fax.: +352 313833
email: dataprotection@freylinger.com

1. About Office Freylinger

Location

Office Freylinger is strategically located in Luxembourg, recognized as one of the top international business-friendly countries in Europe. In order to centralize and develop IP assets from Luxembourg, Office Freylinger has built a multilingual, multicultural team with legal, creative and technical competencies. Since 2008, Intellectual Property (IP) revenues in Luxembourg companies can benefit from an 80% tax exemption.

Mission

Office Freylinger's mission is to centralize and develop company's IP capital within a global context.

Services

Office Freylinger provides a broad range of services related to patents, trademarks, designs, domain names, IP conflicts and valuation.

Office Freylinger assists its clients in developing adequate Intellectual Property strategies to help them in acquiring and expanding strong market positions based on strong Intellectual Property Rights. We therefore lead our clients through every stage of the innovation process, from research to commercialisation.

We advise SMEs and multinational companies, public-funded or private research organizations as well as business entrepreneurs.

Operating in a multilingual environment, all team members are able to work in at least three working languages, namely French, German and English.

We protect our client's interests worldwide through our network of IP professionals. In Europe, we are able to act on behalf of our clients directly before the European Patent Office, the European Union Trademark Office and the WIPO as well as before the national intellectual property Offices of the French, German and English speaking-countries.

Corporate information

Office Freylinger SA is a Luxembourg Société Anonyme and has been active as Intellectual Property law firm since 1966. The company is registered before the Companies Register under No. B 65 192 and its VAT number is LU 17560609.

Appendix 1. List of patent applications and status

As provided by InnoMed LLC to Office Freylinger on 30 June 2020

Title	Country	Filing Date	Application No.	Status
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Australia	08.01.2019	2017397418	Expedited examination requested
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Brazil	08.05.2019	BR1120190161724	Technical examination requested
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Canada	08.01.2019	3052434	Examination request on hold pending results of Australian examination
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	China	9/30/2019	2,0178E+11	Substantive examination in progress
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	China - Hong Kong	3/31/2020	62020005088	Corresponding Chinese application recorded
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	China - Macau	Protection granted after corresponding registration in China		
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	EAPO	09.04.2019	201991844	Substantive examination in progress
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Egypt	08.01.2019	1224/2019	Maintenance phase
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	EPO	8/22/2019	17718690,5	Response to first Office Action submitted
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	India	08.06.2019	201917031888 A	Application has been published
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Indonesia	09.03.2019	P00201907684	Examination requested
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Israel	7/29/2019	268317	Examination is automatic; official notification within 1-2 years from filing

Title	Country	Filing Date	Application No.	Status
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Japan	08.02.2019	2019-564004	Examination requested with amended claims.
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Malaysia	08.05.2019	PI2019004473	Maintenance phase
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Mexico	08.01.2019	MX/a/2019/009192	Maintenance phase
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Morocco	08.08.2019	46674	Maintenance phase
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	New Zealand	08.01.2019	755964	Await outcome of Australian examination
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Nigeria	08.01.2019	NG/PT/C/2019/3911	Reviewing agent's notes on application
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Panama	7/29/2019	92758-01	Pending Office Action
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Philippines	08.05.2019	1-2019-501805	Examination requested
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Saudi Arabia	08.03.2019	519402382	Maintenance phase
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	South Africa	10/15/2019	2019/06801	Reviewing agent's notes on application
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	South Korea	8/20/2019	2019-7024321	Examination in progress
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Thailand	08.05.2019	1901004807	Maintenance phase
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	United States	7/31/2019	16/482374	Examination waiting
CATHETER SYSTEM FOR CONTINUOUS IRRIGATION	Vietnam	09.04.2019	1-2019-04861	Next step: request examination
IMPROVED CONTINUOUS FLUSHING CATHETER	United States	05.12.2020	15/930252	Expedited exam through Track 1 system requested
IMPROVED CONTINUOUS FLUSHING CATHETER	US Provisional	3/17/2020	62/991036	Pending
CATHETER TUBING SYSTEM	PCT	2/22/2019	PCT/US19/19157	30-month National Phase deadline is 08/22/2020
CATHETER TUBING SYSTEM	US Provisional	2/22/2018	62/633951	Matured into PCT application

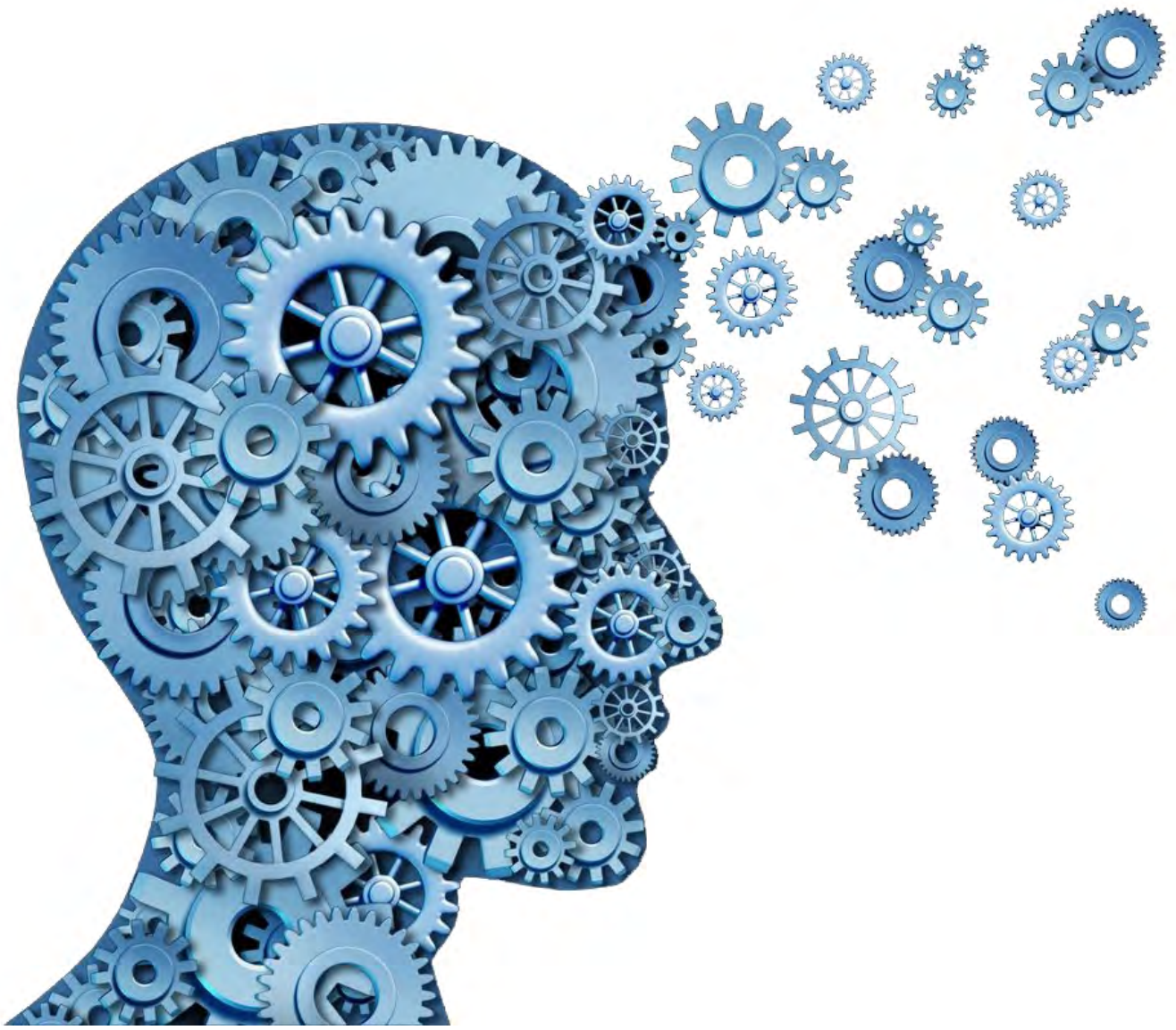
Title	Country	Filing Date	Application No.	Status
INTRALUMINAL FLUSH CATHETER	US Provisional	3/17/2020	62/991033	Pending
ABSORBENT DEVICE FOR USE WITH CATHETER	PCT	4/17/2020	PCT/US20/28753	30-month National Phase deadline is 10/17/2021
ABSORBENT DEVICE FOR USE WITH CATHETER	US Provisional	4/17/2019	62/835025	Matured into PCT application
FLUID CATCH DEVICE FOR USE WITH CATHETER	US Provisional	TBD	TBD	Patent application being drafted; awaiting additional research and development information from InnoMed Two and engineer firm

SCHUDULE 2

Luxembourg Taxation on IP - Office Freylinger S.A. (Luxembourg)

OFFICE FREYLINGER

PATENT AND TRADEMARK ATTORNEYS



ARTICLE 50ter L.I.R.

TAX EXEMPTION ON INTELLECTUAL PROPERTY RIGHTS REVENUES

S024

KNOWLEDGE CENTRE

ARTICLE 50ter L.I.R.

Under this IP tax scheme, eligible net income from qualifying IP assets benefits from an 80% exemption from income taxes.

Eligible assets

Two main groups of IP assets are eligible to benefit from the new regime:

- Inventions protected under patents, utility models, and other similar IP rights, including supplementary protection certificates, plant variety certificates.
- Software protected by copyright under national or international norms.

Trademarks, designs and domain names are not eligible.

To be eligible, the IP asset needs to have been constituted, developed or improved after 31 December 2007, as part of the R&D activities of the IP rights owner. Such activities may be conducted in Luxembourg, or through a foreign permanent establishment as long as this is located within the EEA and does not benefit from a similar IP regime in its country of location.

Eligible expenditure

Eligible expenditure is solely that which is necessary for R&D activity directly connected to the eligible IP asset. Expenditure must be incurred within the framework of an R&D activity undertaken either by the IP owner itself or outsourced to an unrelated, third party.

Some expenditure is not eligible:

- Acquisition costs of existing IP assets
- Financing costs
- Real property-related costs
- Other costs not directly linked to a specific eligible IP asset.

Eligible income

In determining gross eligible income, the IP owner can take into consideration the IP revenues earned for its own use (based on a part of the sale price of its own products or services), the license to use granted to third parties of the eligible IP asset, or damages awarded on the basis of the eligible IP asset. Capital gains realised upon disposal of the eligible IP asset are eligible income as well.

Total expenditure linked to the IP asset must also be computed. This comprises

- Eligible expenditure, as specified above;
- Acquisition costs
- Necessary R&D expenditure directly linked to the IP asset being created or developed, payable to any related party

The net eligible income must then be determined. This is defined as gross eligible income, less total expenditure, less any other expenditure indirectly linked to the eligible IP asset, multiplied by the nexus ratio.

"nexus ratio"

The "nexus ratio" multiplier is defined as

$$\text{Nexus} = \frac{\text{Eligible expenditure x 130\% (capped at 1.00) relating to all previous periods}}{\text{Total expenditure relating to all previous periods}}$$

Implementation

In order to obtain the benefit of the regime, we can help you in establishing an appropriate IP strategy and structuration. We can also help you in creating or acquiring the corresponding IP rights.

- Contracts are required with your (internal or external) developers, as well as license agreements, but also confidentiality agreements with your partners or investors, etc. We can help you draft all of these.
- Patents are granted for technical inventions. Patent searches are recommended for analyzing the patentability of your invention and identifying third party rights that could prevent you from adopting a technology solution.
- Source codes should be filed to obtain a certified date of its content

Other rights, such as trademarks for names and logos, or registered design rights, may also be of interest to protect your project to avoid the name and look and feel of your products being available to your competitors.

You can contact us in English, French or German

Cost estimates for the protection of IP rights in any country of the world upon simple request at office@freylinger.com

02/2020

© OFFICE FREYLINGER
This brief introduction is simplified and must not be taken as a definitive statement of the law or practice. Every effort has been made to ensure that the information contained in these pages is correct. However, not every detail of the law is covered.

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SCHUDULE 3

Approved Patent Certificates

Patent application in Australia based on PCT/US2017/026450

Designated state: Australia

Certificate attached for example of award

Patent application in Saudi Arabia based on PCT/US2017/026450

Designated state: Saudi Arabia

Patent application in Eurasia based on PCT/US2017/026450

Designated states: Armenia, Azerbaijan, Belarus, Kyrgyzstan, Kazakhstan, Russian Federation, Tajikistan, and Turkmenistan

Patent application in Morocco based on PCT/US2017/026450

Designated state: Morocco

Australian Government
IP Australia

CERTIFICATE OF GRANT
STANDARD PATENT

Patent number: 2017397418

The Commissioner of Patents has granted the above patent on 26 August 2021, and certifies that the below particulars have been registered in the Register of Patents.

Name and address of patentee(s):

CIC Fund Securitisation S.A. of 22-24, Boulevard Royal L-2449 Luxembourg Luxembourg

Title of invention:

Catheter system for continuous irrigation

Name of inventor(s):

McIntyre, Matthew G.

Term of Patent:

Twenty years from 6 April 2017

Priority details:

Number	*Date*	*Filed with*
62/454,829	5 February 2017	US

COMMONWEALTH OF AUSTRALIA
AUSTRALIA
PATENT OFFICE

Dated this 26th day of August 2021

Commissioner of Patents

PATENTS ACT 1990

The Australian Patents Register is the official record and should be referred to for the full details pertaining to this IP Right.

S027

(12) STANDARD PATENT (11) Application No. **AU 2017397418 B2**
(19) AUSTRALIAN PATENT OFFICE

(54) Title
Catheter system for continuous irrigation

(51) International Patent Classification(s)
A61M 25/00 (2006.01) *A61M 25/04* (2006.01)

(21) Application No: **2017397418** (22) Date of Filing: **2017.04.06**

(87) WIPO No: **WO18/144045**

(30) Priority Data

(31) Number	(32) Date	(33) Country
62/454,829	**2017.02.05**	**US**

(43) Publication Date: **2018.08.09**
(44) Accepted Journal Date: **2021.05.13**

(71) Applicant(s)
CIC Fund Securitisation S.A.

(72) Inventor(s)
McIntyre, Matthew G.

(74) Agent / Attorney
Spruson & Ferguson, GPO Box 3898, Sydney, NSW, 2001, AU

(56) Related Art
FR 1280481 A
US 3981299 A
US 5269755 A
US 5417657 A
US 2016/0367747 A1

(12) INTERNATIONAL APPLICATION PUBLISHED UNDER THE PATENT COOPERATION TREATY (PCT)

(19) World Intellectual Property Organization
International Bureau

(43) International Publication Date
09 August 2018 (09.08.2018)

WIPO | PCT

(10) International Publication Number
WO 2018/144045 A1

(51) International Patent Classification:
A61M 25/00 (2006.01) *A61M 25/04* (2006.01)

(21) International Application Number:
PCT/US2017/026450

(22) International Filing Date:
06 April 2017 (06.04.2017)

(25) Filing Language: English

(26) Publication Language: English

(30) Priority Data:
62/454,829 05 February 2017 (05.02.2017) US

(71) Applicant: **INNOMEDTWO, LLC** [US/US]; 3939 Airport Boulevard, #1, Mobile, AL 36608 (US).

(72) Inventor: **MCINTYRE, Matthew, G.**; 5720 Riverview Plantaiton Dr., Theodore, AL 36592 (US).

(74) Agent: **CHAMBERLAIN, Christina**; Intellectual Property Consulting, L.L.C., 334 Carondelet Street, Suite B, New Orleans, LA 70130 (US).

(81) Designated States *(unless otherwise indicated, for every kind of national protection available)*: AE, AG, AL, AM, AO, AT, AU, AZ, BA, BB, BG, BH, BN, BR, BW, BY, BZ, CA, CH, CL, CN, CO, CR, CU, CZ, DE, DJ, DK, DM, DO, DZ, EC, EE, EG, ES, FI, GB, GD, GE, GH, GM, GT, HN, HR, HU, ID, IL, IN, IR, IS, JP, KE, KG, KH, KN, KP, KR, KW, KZ, LA, LC, LK, LR, LS, LU, LY, MA, MD, ME, MG, MK, MN, MW, MX, MY, MZ, NA, NG, NI, NO, NZ, OM, PA, PE, PG, PH, PL, PT, QA, RO, RS, RU, RW, SA, SC, SD, SE, SG, SK, SL, SM, ST, SV, SY, TH, TJ, TM, TN, TR, TT, TZ, UA, UG, US, UZ, VC, VN, ZA, ZM, ZW.

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(54) Title: CATHETER SYSTEM FOR CONTINUOUS IRRIGATION

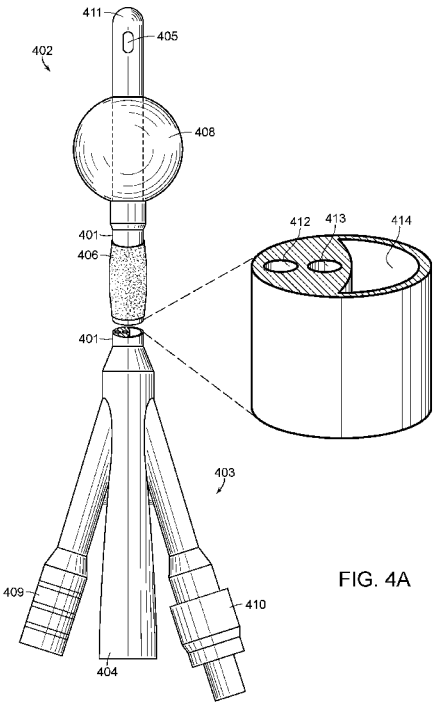

FIG. 4A

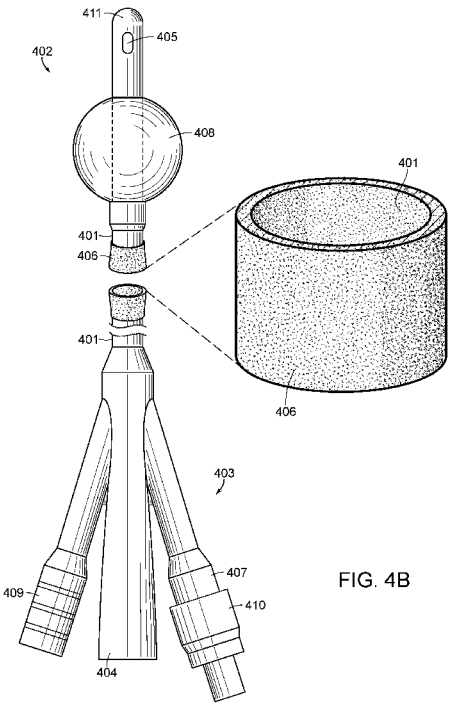

FIG. 4B

(57) Abstract: An indwelling urinary catheter system having an elongated tubular catheter body 401 having a distal end and a proximal end; at least one sleeve portion 406 constructed out of a semi-permeable membranes surrounding at least one portion of the catheter body; at least one lumen to instill fluid into the catheter body; and a means to continuously efflux the instilled fluid through the semi-permeable membrane for circumferential egress of fluid out of the membrane around the catheter body. The catheter may further include a drainage lumen 414 extending through the catheter body from just short of the distal end to the proximal end and an opening or eyelet 405 in the catheter body just short of the distal end of the catheter body to permit urine to drain from a patient's bladder into the drainage lumen. A retaining mechanism may also be comprised.

WO 2018/144045 A1

[Continued on next page]

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Patent Cooperation Treaty Patent Application

TITLE: CATHETER SYSTEM FOR CONTINUOUS IRRIGATION

INVENTOR(S): MATTHEW G. MCINTYRE

[0001] RELATED APPLICATIONS

[0002] This application claims priority to U.S. Provisional Application No. 62/454,829 filed February 5, 2017. The entire contents of the above application are hereby incorporated by reference as though fully set forth herein.

[0003] FIELD

[0004] The present invention pertains to a catheter, and more particularly, to intra-urethral or indwelling catheters capable of effluxing fluids.

[0005] BACKGROUND

[0006] The traditional Foley-type catheter is well known in the art and comprises an inflatable balloon disposed within the patient's bladder and a discharge tube extending through the urethra to the exterior. The Foley-type catheter provides passive urinary drainage, and the ability to clamp the catheter closed at a location exterior of the patient.

[0007] Urethral catheters, such as Foley-catheters, are used to drain urine from the bladder. A urinary tract infection (also called "UTI") is an infection in the urinary system, which includes the bladder and kidneys. When a urinary catheter is inserted into the bladder, germs can migrate along the catheter and cause an infection in the bladder or kidney; resulting in a catheter-associated urinary tract infection (or "CAUTI"). CAUTIs are the most common of hospital-acquired infections. In fact, 40% of all nosocomial

infections and over 100,000 admissions to hospital within the USA annually are attributable to CAUTIs. [1] Outcomes associated with CAUTIs include bacteremia and sepsis. While morbidity that is attributable to a single episode of catheterization is limited, the high frequency of catheter use (around 25% of hospitalized patients) means that the cumulative burden of CAUTIs on patients and hospitals is substantial.[2]

[0008] When sterile urinary catheters are inserted into the bladder, components in urine, blood, or surrounding tissue, such as polysaccharides, ions, and glycoproteins, are deposited on the surface of the device allowing the formation of biofilms. Biofilms are highly structured and actively growing bacterial communities that consist of multiple bacterial layers protected by a thick exopolysaccharide layer[3]. Biofilms are resistant to antibiotics/antimicrobials due to the fact that these agents cannot penetrate sufficiently through the exopolysaccharide layer.

[0009] According to Centers for Disease Control and Prevention (CDC), there was no change in overall catheter-associated urinary tract infections (CAUTI) rates between 2009 and 2014. (see https://www.cdc.gov/hai/surveillance/). This is not surprising, as while a variety of approaches for prevention of biofilm formation include the use of biocoatings, impregnating materials with antibiotics, antimicrobials or other

[1] D. Cardo et al. National Nosocomial Infections Surveillance (NNIS) System Report, data summary from January 1992 through June 2004, issued October 2004. Am. J. Infect. Control, 32 (2004), pp. 470–485.

[2] Lo, E. et al. (2008). Strategies to Prevent Catheter- Associated Urinary Tract Infections in Acute Care Hospitals. *Infection Control and Hospital Epidemiology, 29*(S1), S41-S50. doi:10.1086/591066

[3] Tenke, P.; Koves, B.; Nagy, K.; Hultgren, S.J.; Mendling, W.; Wullt, B.; Grabe, M.; Wagenlehner, F.M.; Cek, M.; Pickard, R.; et al. Update on biofilm infections in the urinary tract. World J. Urol. 2012, 30, 51–57.

materials as well as catheters capable of eluting antibiotics and/or antimicrobials have been used, none have been fully effective. Further, one of the major complications associated with antibiotic based coatings is the development of resistance. For example, one approach has been to attach active biocides such as antibiotics to biomaterial surfaces, or to impregnate them into the biomaterial itself by coating device surfaces or impregnating device surfaces with antibiotics such as ciprofloxacin, gentamicin, norfloxacin, and nitrofurazone. When used in clinical studies, the uncontrolled release profiles of the drugs resulted in the elution of initial high local concentrations that may initially damage the cells followed by concentrations that are not inhibitory.[4] By not killing all of the bacteria effectively, any subsequent infection will be more difficult to eradicate due to the development of resistance.

[00010] Looking at the physiology of the urethra, UTIs are generally avoided because the act of urination (voiding) flushes everything, including bacteria. Further, there are glands in urethra that secretes protecting mucus. Several drug eluting urinary catheters are known in the prior art. Drug-eluting urinary catheters generally consist of three parts - the catheter tube, a polymer coating that binds the drug to the tube and releases the drug. The drug is slowly and continuously released into the bladder or along urethra; however, there is no continual washing of the periurethral space, where bacteria adhere, form biofilms and result in bacterial infections.

[4] Walder, B.; Pittet, D.; Tramer, M.R. Prevention of bloodstream infections with central venous catheters treated with anti-infective agents depends on catheter type and insertion time: Evidence from a meta-analysis. Infect. Control Hosp. Epidemiol. 2002, 23, 748–756.

[00011] It would therefore be useful to magnify the effect of the glands in the urethra that protect from infection in the context of catheters.

[00012] **BRIEF SUMMARY OF THE INVENTION**

[00013] It is therefore one object of the present invention to provide an indwelling urinary catheter system having (1) an elongated tubular catheter body having a distal end and a proximal end; (2) at least one sleeve portion constructed substantially out of a semipermeable membranes surrounding at least one portion of the catheter body; (3) at least one lumen to instill fluid into the catheter body; and (4) a means to continuously efflux the instilled fluid through the semipermeable membrane of at least one sleeve resulting in the circumferential egress of fluid out of the semipermeable membrane around the catheter body. The catheter may further include a drainage lumen extending through the catheter body from just short of the distal end to the proximal end and an opening or eyelet in the catheter body just short of the distal end of the catheter body to permit urine to drain from a patient's bladder into the drainage lumen. The catheter body is disposed within the urethra of the patient and a retaining mechanism, such as an inflatable balloon, is disposed within the patient's bladder to retain the catheter in position. The fluid instilled into the catheter body and effluxed from the sleeve portion(s) may include, but is not limited to, antiseptics, antibiotics or antimicrobials, and/or combinations thereof to prevent biofilm formation on the exterior surface of the catheter body. The fluid may also include certain therapeutic agents used in intravesical therapy, such as immunotherapy agents or chemotherapeutic agents. The fluid may also include agents for patient comfort, such as antispasmodics and pain medicines. All such agents

can be effluxed directly into the bladder through the semipermeable sleeve portion around the catheter tip placed within the bladder.

[00014] It is another object of the present invention to provide different embodiments of the urinary catheter system that match the particular anatomical characteristics of a patient with respect to male or female anatomy. For example, a retention collar may be positioned on the catheter body for female patients or a space may be provided for the prostate for male patients.

[00015] **BRIEF DESCRIPTION OF THE DRAWINGS**

[00016] **Figure 1.** Figure 1 is cross section view of a traditional catheter for insertion into the bladder.

[00017] **Figure 2.** Figure 2 is a front perspective view of a traditional 2-way urinary catheter.

[00018] **Figure 3.** Figure 3 is a front perspective view of a traditional 3-way urinary catheter with a cutaway cross section of the catheter body.

[00019] **Figure 4A.** Figure 4A is a front perspective view of one embodiment of the urinary catheter of the present invention with a cutaway cross section of the catheter body.

[00020] **Figure 4B.** Figure 4B is a front perspective view of one embodiment of the urinary catheter of the present invention with a cutaway cross section of the sleeve section.

[00021] **Figure 5A.** Figure 5A is a front perspective view of an alternative embodiment of the urinary catheter of the present invention with a cutaway cross section of the catheter body.

[00022] **Figure 5B.** Figure 5B is a front perspective view of an alternative embodiment of the urinary catheter of the present invention with a cutaway cross section of the sleeve.

[00023] **Figure 6A.** Figure 6A is a front perspective view of an alternative embodiment of the urinary catheter of the present invention with a cutaway cross section of the catheter body.

[00024] **Figure 6B.** Figure 6B is a front perspective view of an alternative embodiment of the urinary catheter of the present invention with a cutaway cross section of the sleeve.

[00025] **Figure 7A.** Figure 7A is a cross section view of the placement of a catheter in a male.

[00026] **Figure 7B.** Figure 7B is a cross section view of the placement of a catheter in a female.

[00027] **Figure 8A.** Figure 8A is a front perspective view of one embodiment of the present invention for use in female patients.

[00028] **Figure 8B.** Figure 8B is a front perspective view of one embodiment of the present invention for use in female patients with a cutaway cross section of the sleeve.

[00029] **Figure 9A.** Figure 9A is a front perspective view of one embodiment of the present invention for use in male patients.

[00030] **Figure 9B.** Figure 9B is a front perspective view of one embodiment of the present invention for use in male patients with a cutaway cross section of the sleeve.

[00031] **Figure 10A.** Figure 10A is a front perspective view of one embodiment of the present invention with a couvelaire tip.

[00032] **Figure 10B.** Figure 10B is a front perspective view of one embodiment of the present invention with a dufour tip.

[00033] **Figure 10C.** Figure 10C is a front perspective view of one embodiment of the present invention with a coude tip.

[00034] **Figure 11A.** Figure 11A is a front perspective view of an alternative embodiment of the present invention with a couvelaire tip.

[00035] **Figure 11B.** Figure 11B is a front perspective view of an alternative embodiment of the present invention with a dufour tip.

[00036] **Figure 11C.** Figure 11C is a front perspective view of an alternative embodiment of the present invention with a coude tip.

[00037] **Figure 12A.** Figure 12A is a front perspective view of an alternative embodiment of the present invention with a couvelaire tip.

[00038] **Figure 12B.** Figure 12B is a front perspective view of an alternative embodiment of the present invention with a dufour tip.

[00039] **Figure 12C.** Figure 12C is a front perspective view of an alternative embodiment of the present invention with a coude tip.

[00040] **DETAILED DESCRIPTION**

[00041] For the purposes of the present invention, the term "semipermeable" is intended to encompass not only those materials that are semipermeable by their nature (i.e. those that allow certain substances to pass through it while not allowing other materials to pass through it) but materials that may be made semipermeable by creating

pores of a predetermined size that would allow certain substances to pass through it while not allowing other materials to pass through it.

[00042] Turning to the drawings, there shown in Fig. 1 is a traditional catheter for insertion into a cavity, duct, or a vessel to permit injection or withdrawal of fluids into or from the cavity, duct, or vessel, or to establish patency of a passageway. For example, the catheter body **16** may be inserted through a patient's urethra and into the patient's bladder **10** for draining urine from the bladder and/or instilling fluid into the bladder through slots in the tip **12** of the catheter. A retaining device, such as the balloon **14**, is used to maintain placement of the catheter in the bladder.

[00043] Turning to Fig. 2, a traditional 2-way urinary catheter is represented with a catheter body **201** having a distal end **202** and a proximal end **203** with the catheter body **201** connecting an opening or eyelet **204** at the distal end **202** to a drainage lumen **205** at the proximal end **203** of the catheter body **201** through which fluid may flow into the drainage lumen **205** when the catheter is used to drain fluid from the bladder. An inflatable tube section **206** with an inflation lumen **207** extends along the length of the catheter body **201** and communicates with the inflatable tube section **206**. Inflation fluid, such as distilled water, is passed through inflation lumen **207** into the tube section **206** to inflate the tube section **206**, and the inflation fluid is withdrawn from the tube section **206** into and through the inflation lumen **207** when it is desired to deflate the tube section **206**.

[00044] Turning to Fig. 3, a traditional 3-way urinary catheter is represented that is essentially the same as the catheter shown in Fig. 2, except it includes an instillation lumen **309** that extends from the catheter body **301** at the proximal end **303.** The fluid

instilled into the catheter body **301** is passed through tube **311** in the catheter body **301** and into the bladder through the opening or eyelet **304** and then the fluid is subsequently drained through the opening or eyelet **308** through tube **312** in the catheter body **301** and out the drainage lumen **305**. As shown in the cross section, the fluid instilled into the catheter body **301** passes through tube **311** in the catheter body. Inflation fluid is passed through inflation lumen **307** and through tube **310** to inflate the tube section **306**. Fluid that is drained through eyelet **308** at the distal end **302** passes through tube **312** and out the drainage lumen **305.**

[00045] Referring to Fig. 4A, the catheter of the present invention includes an elongated tubular catheter body **401** having a distal end **402** and a proximal end **403**. A drainage lumen **404** extends through tube **414** in the catheter body **401** from the distal end **402** to the proximal end **403**. The drainage lumen **404** communicates with an opening or eyelet **405** in the catheter body **401** at the distal end **402** of the catheter body **401** through which the fluid may flow into the drainage lumen **404** when the catheter is used to drain a fluid from a cavity, duct, or vessel (e.g., draining urine from a person's bladder). A sleeve portion **406** constructed from a semipermeable membrane is formed over the catheter body **401.** An instillation lumen **410** extends from the catheter body **401** at the proximal end **403.** The instillation lumen **410** connects with the sleeve portion **406** using tube **413** that runs through the length of the catheter body **401**. The fluid instilled into the catheter body **401** through the tube **413** is continuously effluxed from the sleeve portion **406** through the semipermeable membrane in a circumferential controlled delivery to continuously irrigate the periurethral space and the catheter body **401** to prevent formation of biofilm and further ensuing bacterial infection. The fluid may include, but is

not limited to, antiseptics, antibiotics or antimicrobials and/or combinations thereof to prevent biofilm formation on the exterior surface of the catheter body. Inflation fluid is passed through inflation lumen **409** and through tube **412** in the catheter body **401** to inflate the tube section **408**.

[00046] Turning to Fig. 4B, a cross section cutaway of the sleeve portion **406** illustrates that the sleeve circumferentially surrounds the catheter body **401**. In the preferred embodiment, the sleeve **406** is manufactured as a continuous part over the catheter body **401**. It may be secured to the catheter body **401** using methods known in the art such as adhesive attachment or heat press melting. Additionally, the sleeve **406** is preferably constructed from a non-elastic material to allow the effluxed fluid to irrigate the periurethral space without putting pressure on the urethra. In the preferred embodiment, the fluid effluxed from the sleeve **406** exits through the urethral opening and may be collected by a sponge or padded surface. Ideally around 300-500mL of fluid a day would be effluxed resulting in a collection rate in the sponge or padded surface of about 20ccs per hour. This is manageable in a hospital care setting with intermittent replacement of the sponge or padded surface.

[00047] Referring to Fig.4A, the preferred embodiment a retaining mechanism near the distal end **402** of the catheter body **401** is generally an inflatable tube section **408** with an inflation lumen **409** that extends the length of the catheter body **401** through tube **412** and communicates with the inflatable tube section **408**. Inflation fluid, such as distilled water, is passed through inflation lumen **409** into the tube section **408** to inflate the tube section **408**, and the inflation fluid is withdrawn from the tube section **408** into and through the inflation lumen **409** when it is desired to deflate the tube section **408**.

When the inflatable tube section **408** is not inflated, it lies substantially parallel along the central axis of the catheter body **401**, forming a cylinder having a diameter that substantially matches the outer diameter of the catheter body **401**.

[00048] The fluid instilled into the catheter body **401** and effluxed out of the semipermeable membrane sleeve **406** of the catheter body may be pushed through the device using various mechanisms, including but not limited to, a pressure and flow regulating valve to control rate of flow for a specific fluid at a specific pressure that is installed at the effluxing instillation lumen **410** or using a pump tension device, such as a plastic ball that is blown up and then pushes fluid out at a constant rate. It is also contemplated that an intravenous (IV) pump operating at a continuous rate may also be used to move fluid through the instillation lumen **410** and out of the semipermeable membrane of the sleeve portion **406**. Again, the rate would be predetermined based on the semipermeable membrane material as well as the molecular weight cut off (MWCO) of the agent instilled into the catheter and effluxed through the semipermeable membrane to ensure that the agent is being pushed with sufficient pressure and at a sufficient rate to effectively continuously wash the periurethral space around the catheter body **401**.

[00049] It is further contemplated that a drug eluting portion could be located within the tip **411** of catheter body **401** that goes into the bladder that could be used to deliver drugs to the bladder itself, such as an antispasmodic, pain medicines, antibiotics, antiseptics, antimicrobials and combinations thereof.

[00050] Turning to Fig. 5A, an alternative embodiment of the present invention is represented with an elongated tubular catheter body **501** having a distal end **502** and a proximal end **503**. A drainage lumen **504** extends through tube **513** in the catheter body

501 from the distal end **502** to the proximal end **503**, and the drainage lumen **503** communicates with an opening or eyelet **505** in the catheter body **501** at the distal end **502** of the catheter body **501** through which the fluid may flow into the drainage lumen **504** when the catheter is used to drain a fluid from a cavity, duct, or vessel (e.g., draining urine from a person's bladder). The retaining mechanism in this example is an inflatable tube section **507** with an inflation lumen **508** that extends though the length of the catheter body **501** though tube **511** and communicates with the inflatable tube section **507**. Inflation fluid, such as distilled water, is passed through inflation lumen **508** into the tube section **507** to inflate the tube section **507**, and the inflation fluid is withdrawn from the tube section **507** into and through the inflation lumen **508** when it is desired to deflate the tube section **507**. When the inflatable tube section **507** is not inflated, it lies substantially parallel along the central axis of the catheter body **501**, forming a cylinder having a diameter that substantially matches the outer diameter of the catheter body **501**.

[00051] A sleeve portion **506** constructed from a semipermeable membrane is formed over the catheter body **501** above the tube section **507**. An instillation lumen **509** extends from the catheter body **501** at the proximal end **504.** The instillation lumen **509** connects with the sleeve portion **506** using tube **512** that runs through the length of the catheter body **501.** The fluid instilled into the catheter body **501** through the tube is continuously effluxed from the sleeve portion **506** through the semipermeable membrane and into the bladder.

[00052] Turning to Fig. 5B, a cross section cutaway of the sleeve portion **506** illustrates that the sleeve circumferentially surrounds the catheter body **501**. In the preferred embodiment, the sleeve **506** is manufactured as a continuous part over the

catheter body **501**. It may be secured to the catheter body **501** using methods known in the art such as adhesive attachment or heat press melting. The fluid effluxed through the sleeve **506** includes, but is not limited to, certain therapeutic agents used in intravesical therapy, such as immunotherapy agents or chemotherapeutic agents, as well as antispasmodic agents and numbing agents such as lidocaine. The semipermeable membrane of the sleeve **506** allows certain substances to pass through it but not others, such as allowing fluids to efflux out of the sleeve **506** but not allowing bacteria or other contaminants into the sleeve **506**. The semipermeable membrane also allows the use of a small amount of fluid everywhere circumfrentially along the length of the catheter body portion in the bladder as well as into the bladder space. The pore size of the semipermeable membrane is predetermined based on the agent instilled into the catheter and effluxed from the semipermeable membrane to ensure that the agent may pass through the semipermeable membrane of the sleeve **506** and may be effluxed with sufficient pressure and at a sufficient rate to effectively continuously wash the bladder with the fluid. This method is a superior mechanism to deliver therapies such as antispasmodic agents and numbing agents than an instillation performed using a traditional catheter. With a traditional catheter, instillations are performed on an intermittent basis wherein the medicine is delivered through a single lumen catheter and then removed. The patient then voids the bladder to remove the medicine. The present invention allows the medicine to be slowly effluxed into the bladder at a continuous rate. This is especially useful after transurethral surgery on a patient. The catheter of the present invention can be placed shortly after surgery so that a drug, such as an

antispasmodic or pain medication, may be effluxed from the sleeve **506** for the next four to six hours, resulting in steady patient pain and discomfort management.

[00053] The fluid instilled into the catheter body and effluxed out of the semipermeable membrane of the sleeve portion **506** over the catheter body **501** and into the bladder may be pushed through the device using various mechanisms, including but not limited to, a pressure and flow regulating valve to control rate of flow for a specific fluid at a specific pressure that is installed at the effluxing instillation lumen port **510** or using a pump tension device, such as a plastic ball that is blown up and it then pushes fluid out at a constant rate. It is also contemplated that an intravenous (IV) pump operating at a continuous rate may also be used to move fluid through the instillation lumen and out of the semipermeable membrane of the sleeve portion **506**. Again, the rate would be predetermined based on the agent instilled into the catheter and effluxed from the semipermeable membrane to ensure that the agent is being pushed with sufficient pressure and at a sufficient rate to effectively continuously wash the bladder space.

[00054] Turning to Figs. 6A-B, another embodiment of the present invention uses both sleeve portions of Figs. 4-5. This results in a 4 way catheter capable of both effluxing fluid to continuously irrigate the periurethral space as well as effluxing fluid to continuously wash the bladder space.

[00055] As shown in Fig. 6A an elongated tubular catheter body **601** having a distal end **602** and a proximal end **603**. A drainage lumen **604** extends through tube **617** in the catheter body **601** from the distal end **602** to the proximal end **603**, and the drainage lumen **604** communicates with an opening or eyelet **605** in the catheter body **601** at the distal end **602** of the catheter body **601** through which the fluid may flow into

the drainage lumen **604** when the catheter is used to drain a fluid from a cavity, duct, or vessel (e.g., draining urine from a person's bladder). A first sleeve portion **606** constructed from a semipermeable membrane is formed over the catheter body **601.** An instillation lumen **607** extends from the catheter body **601** at the distal end **602.** The instillation lumen **607** connects with the first sleeve portion **606** using tube **616** that runs through the length of the catheter body **601.** The fluid instilled into the catheter body **601** through the tube is continuously effluxed from the sleeve portion **606** through the semipermeable membrane in a circumferential controlled delivery to continuously irrigate the periurethral space and the catheter body **601** to prevent formation of biofilm and further ensuring bacterial infection. The fluid may include, but is not limited to, antiseptics, antibiotics or antimicrobials and/or combinations thereof to prevent biofilm formation on the exterior surface of the catheter body.

[00056] A second sleeve portion **609** constructed from a semipermeable membrane is formed over the catheter body **601** above the tube section **610**. An instillation lumen **611** extends from the catheter body **601** at the distal end **602.** The instillation lumen **611** connects with the sleeve portion **609** using tube **618** that runs through the length of the catheter body **601** The fluid instilled into the catheter body **601** through the tube **618** is continuously effluxed from the sleeve portion **609** through the semipermeable membrane and into the bladder itself.

[00057] The fluid effluxed through the sleeve **609** includes, but is not limited to, certain therapeutic agents used in intravesical therapy such as immunotherapy agents or chemotherapeutic agents, antispasmodic agents and numbing agents, such as lidocaine.

[00058] The fluid instilled into the catheter body and effluxed out of the semipermeable membrane of the sleeve portions **606** and **609** may be pushed through the device using various mechanisms, including but not limited to, pressure and flow regulating valves to control rate of flow for a specific fluid at a specific pressure that is installed at the effluxing instillation lumen ports **607** and **611,** or using a pump tension device, such as a plastic ball that you blow up and it then pushes fluid out at a constant rate. It is also contemplated that an intravenous (IV) pump operating at a continuous rate may also be used to move fluid through the instillation lumens **607** and **611** and out of the semipermeable membrane of the sleeve portions **606** and **609**, respectively. Again, the rate would be predetermined based on the agent instilled into the catheter and effluxed from the semipermeable membrane to ensure that the agent is being pushed with sufficient pressure and at a sufficient rate to effectively continuously wash the periuretheral and bladder spaces.

[00059] Turning to Fig. 6B, a cross section cutaway of the sleeve portions **606** and **609** illustrates that the sleeve circumferentially surrounds the catheter body **601**. In the preferred embodiment, the sleeve portions **606** and **609** are manufactured as continuous parts over the catheter body **601**. They may be secured to the catheter body **601** using methods known in the art such as adhesive attachment or heat press melting.

[00060] Turning to Fig. 7A-B, the differences in anatomy for the placement of a urinary catheter are shown. The male anatomy of Fig. 7A results in a larger portion of the catheter body in the periurethral space than the female counterpart. Fig. 7A shows the bladder **701**, rectum **702**, pubic bone **703**, prostate **704**, urethra **705** and the catheter **706.**

The catheter **706** must also be fed past the prostate **704** in males before it can be retained in the bladder **701**. The female anatomy of Fig. 7B results in a shorter portion of the catheter body needed to fill the periurethral space. Fig. 7B shows the bladder **707**, rectum **708**, pubic bone **709**, vagina **710**, urethra **711** and catheter **712**.

[00061] Taking these anatomical differences into consideration, Fig. 8A-B shows the distal end of the catheter of Fig. 4 as used for female anatomy whereas Fig. 9A-B shows the distal end of the catheter of Fig. 5 as used for male anatomy. The sleeve portion **801** of Fig. 8A-B is shorter than the sleeve portion **901** of Fig. 9A-B. Additionally, there is a larger space **903** between the sleeve portion **901** and the inflatable portion **902** than the space **803** between the sleeve portion **801** and the inflatable portion **802**, which accommodates placement of the catheter in the presence of the prostate.

[00062] As shown in Figs. 10A-C, one embodiment of the invention shown in Figs. 4A-B with sleeve portion **1001**, catheter body **1002**, retaining device **1003**, drainage eyelet **1004** and alternative instillation eyelet **1005** may have various shapes to the end that is inserted into the bladder. For example, Fig. 10 A shows a couvelaire tip, Fig. 10B shows a dufour tip and Fig. 10C shows a coude tip.

[00063] As shown in Figs. 11A-C, one embodiment of the invention shown in Figs. 5A-B with sleeve portion **1006**, catheter body **1002**, retaining device **1003**, drainage eyelet **1004** and alternative instillation eyelet **1005** may have various shapes to the end that is inserted into the bladder. For example, Fig. 11 A shows a couvelaire tip, Fig. 11B shows a dufour tip and Fig. 11C shows a coude tip.

[00064] As shown in Figs. 12A-C, one embodiment of the invention shown in Figs. 6A-B with sleeve portions **1001** and **1006**, catheter body **1002**, retaining device

1003, drainage eyelet **1004** and alternative instillation eyelet **1005** may have various shapes to the end that is inserted into the bladder. For example, Fig. 12 A shows a couvelaire tip, Fig. 12B shows a dufour tip and Fig. 12C shows a coude tip.

[00065] It is necessary for the fluid to be effluxed continuously at a basal rate to effect the continual washing of the periurethral space, where bacteria adhere, to prevent formation of biofilms and resulting bacterial infections. However, it is also contemplated that the fluid may be continuously effluxed from the semipermeable membrane(s) in a peristaltic wave action along the length of the catheter body in addition to the basal rate.

[00066] For the purposes of promoting an understanding of the principles of the invention, reference has been made to the preferred embodiments illustrated in the drawings, and specific language has been used to describe these embodiments. However, this specific language intends no limitation of the scope of the invention, and the invention should be construed to encompass all embodiments that would normally occur to one of ordinary skill in the art. The particular implementations shown and described herein are illustrative examples of the invention and are not intended to otherwise limit the scope of the invention in any way. For the sake of brevity, conventional aspects of the method (and components of the individual operating components of the method) may not be described in detail. Furthermore, the connecting lines, or connectors shown in the various figures presented are intended to represent exemplary functional relationships and/or physical or logical couplings between the various elements. It should be noted that many alternative or additional functional relationships, physical connections or logical connections might be present in a practical device. Moreover, no item or component is essential to the practice of the invention unless the element is specifically described as

"essential" or "critical". Numerous modifications and adaptations will be readily apparent to those skilled in this art without departing from the spirit and scope of the present invention.

2017397418 20 Jan 2021

CLAIMS

1. A urinary catheter assembly comprising:

an elongate catheter body having a proximal end and a distal end,

a first sleeve portion comprising a semipermeable membrane, wherein the first sleeve portion is disposed on an outer surface of at least one portion of the catheter body; and;

an inflation lumen at the proximal end of the catheter body, wherein the inflation lumen is in fluid communication with an inflatable tube section; wherein an inflation fluid is passed through an inflation lumen, and a through tube in the catheter body to inflate the tube section,

wherein the urinary catheter assembly further comprises:

a first instillation lumen at the proximal end of the catheter body, wherein the first instillation lumen is in fluid communication with the first sleeve portion;

a pump in fluid communication with said first instillation lumen

wherein the pump is operable to continuously move a first fluid through the first instillation lumen to the first sleeve portion and to continuously and circumferentially efflux the first fluid out of the semipermeable membrane of the first sleeve.

2. The urinary catheter assembly according to claim 1, wherein the first sleeve portion is at the tip of the distal end of the catheter body

3. The urinary catheter assembly according to claim 1 or 2, further comprising a pressure and flow regulating valve operable to regulate a flow rate and a pressure of the first fluid effluxing through the first sleeve portion.

4. The urinary catheter assembly according to claim 3, wherein the pump comprises a pump tension device operable to regulate a flow rate and a pressure of the first fluid effluxing through the first sleeve portion.

2017397418 20 Jan 2021

5. The urinary catheter assembly according to claim 3, wherein the pump comprises an intravenous (IV) pump operable to operate at a continuous rate and operable to regulate a flow rate and a pressure of the first fluid effluxing through the first sleeve portion.

6. The urinary catheter assembly according to any one of claims 3 to 5, wherein the flow rate and the pressure of the first fluid effluxing through the first sleeve portion is predetermined based on the material used for the semipermeable membrane of the first sleeve portion and calculated based on a molecular weight cut off (MWCO) of the first fluid.

7. The urinary catheter assembly according to any one of the preceding claims, wherein the pore size of the semipermeable membrane of the first sleeve portion is predetermined and calculated based on a molecular weight cut off (MWCO) of the first fluid.

8. The urinary catheter assembly according to any one of the preceding claims, further comprising:

a second sleeve portion comprising a semipermeable membrane, wherein the second sleeve portion is disposed on the outer surface of at least one portion of the catheter body;

a second instillation lumen at the proximal end end of the catheter body in fluid communication with the second sleeve portion; and

a second pump in fluid communication with said second instillation lumen; wherein the second pump is operable to continuously move a second fluid through the second instillation lumen to the second sleeve portion and to continuously and circumferentially efflux the second fluid out of the semipermeable membrane of the second sleeve portion.

9. The urinary catheter assembly according to claim 8, further comprising a second pressure and flow regulating valve operable to regulate a flow rate and a pressure of the second fluid effluxing through the second sleeve portion.

10. The urinary catheter assembly according to claim 8 or 9, wherein the second pump comprises a pump tension device operable to regulate a flow rate and a pressure of the second fluid effluxing through the second sleeve portion.

2017397418 20 Jan 2021

11. The urinary catheter assembly according to any one of claims 8 to 10, wherein the second pump is an intravenous (IV) pump operable to operate at a continuous rate and operable to regulate a flow rate and a pressure of the second fluid effluxing through the second sleeve portion.

12. The urinary catheter assembly according to any one of claims 8 to 11, wherein the flow rate and the pressure of the second fluid effluxing through the second sleeve portion (609) is predetermined based on the material used for the semipermeable membrane of the second sleeve portion (609) and calculated based on a molecular weight cut off (MWCO) of the second fluid.

13. The urinary catheter assembly according to any one of claims 8 to 12, wherein the pore size of the semipermeable membrane of the second sleeve portion is predetermined and calculated based on the molecular weight cut off (MWCO) of the second fluid.

14. The urinary catheter assembly according to any one of claims 8 to 13, further comprising a retaining mechanism towards the distal end of the catheter body.

15. The urinary catheter assembly according to claim 14, wherein the first sleeve portion is between the proximal end of the catheter body and the retaining mechanism.

16. The urinary catheter assembly according to claim 14 or 15, wherein the second sleeve portion is between the distal end of the catheter body and the retaining mechanism.

17. The urinary catheter assembly according to any one of claims 14 to 16, wherein the first sleeve portion is at the tip of the distal end of the catheter body and the second sleeve portion is located between the proximal end of the catheter body and the retaining mechanism.

18. The urinary catheter assembly according to any one of the preceding claims, further comprising a drainage lumen and at least one drainage opening at the distal end of the catheter body, wherein the drainage lumen extends through the catheter body and is in fluid communication with the at least one drainage opening.

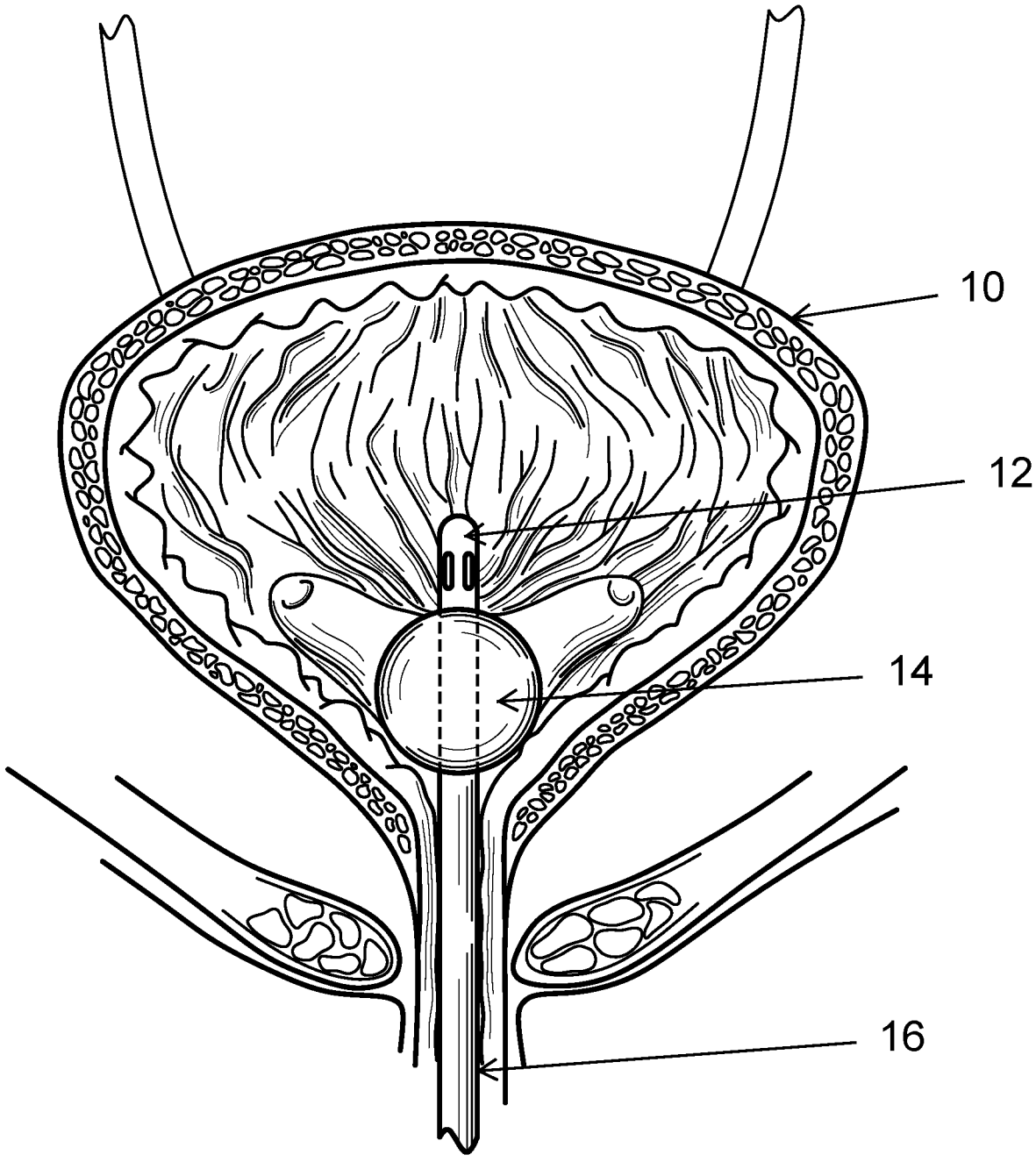

FIG. 1

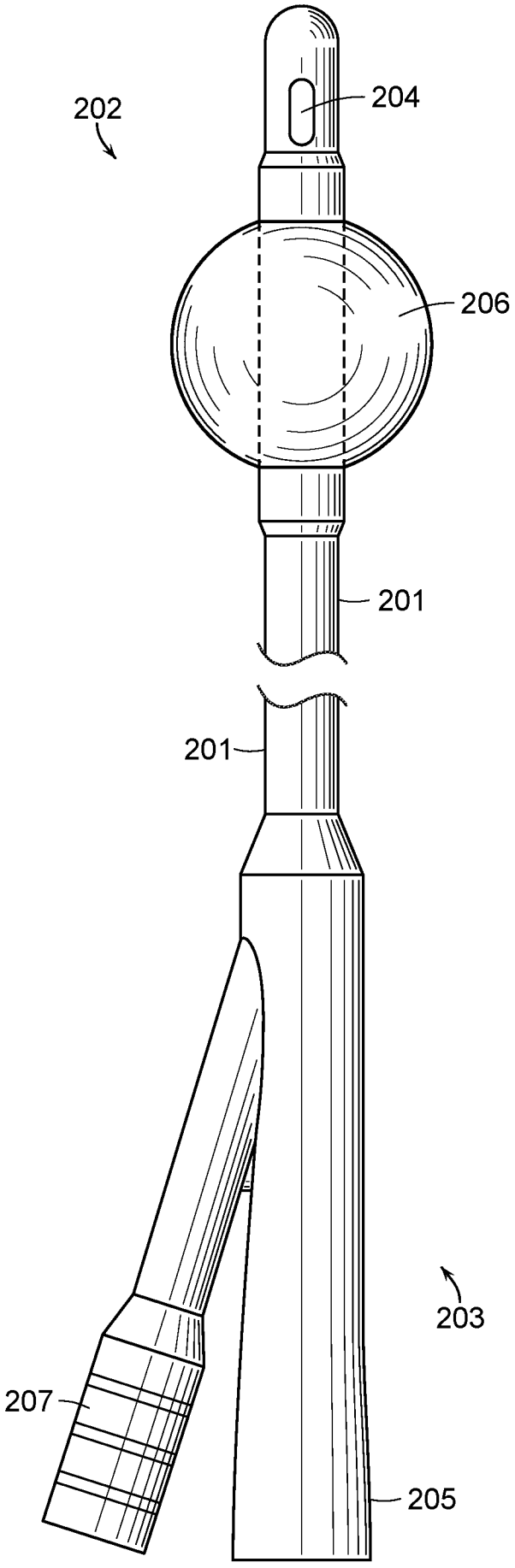

FIG. 2

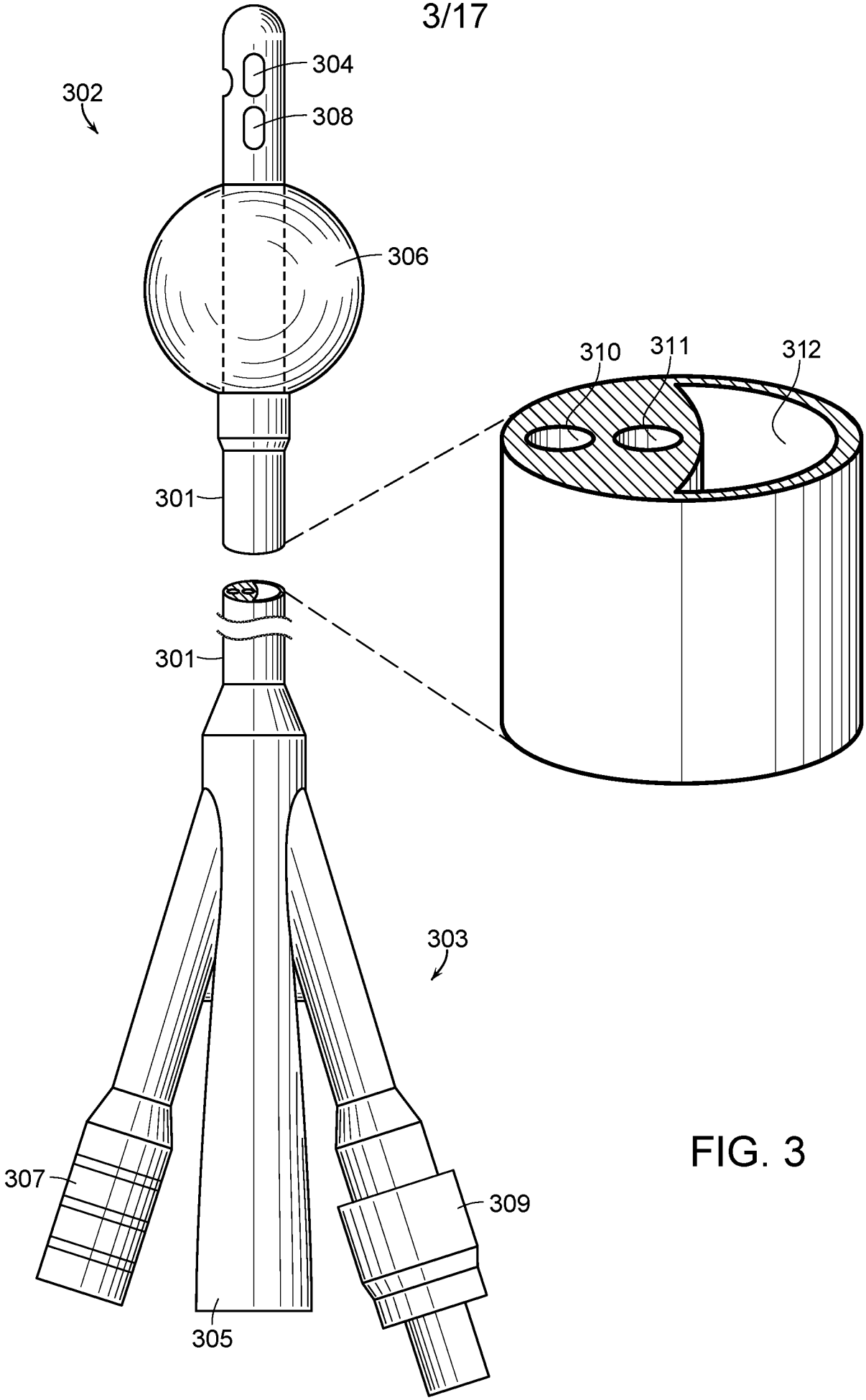

FIG. 3

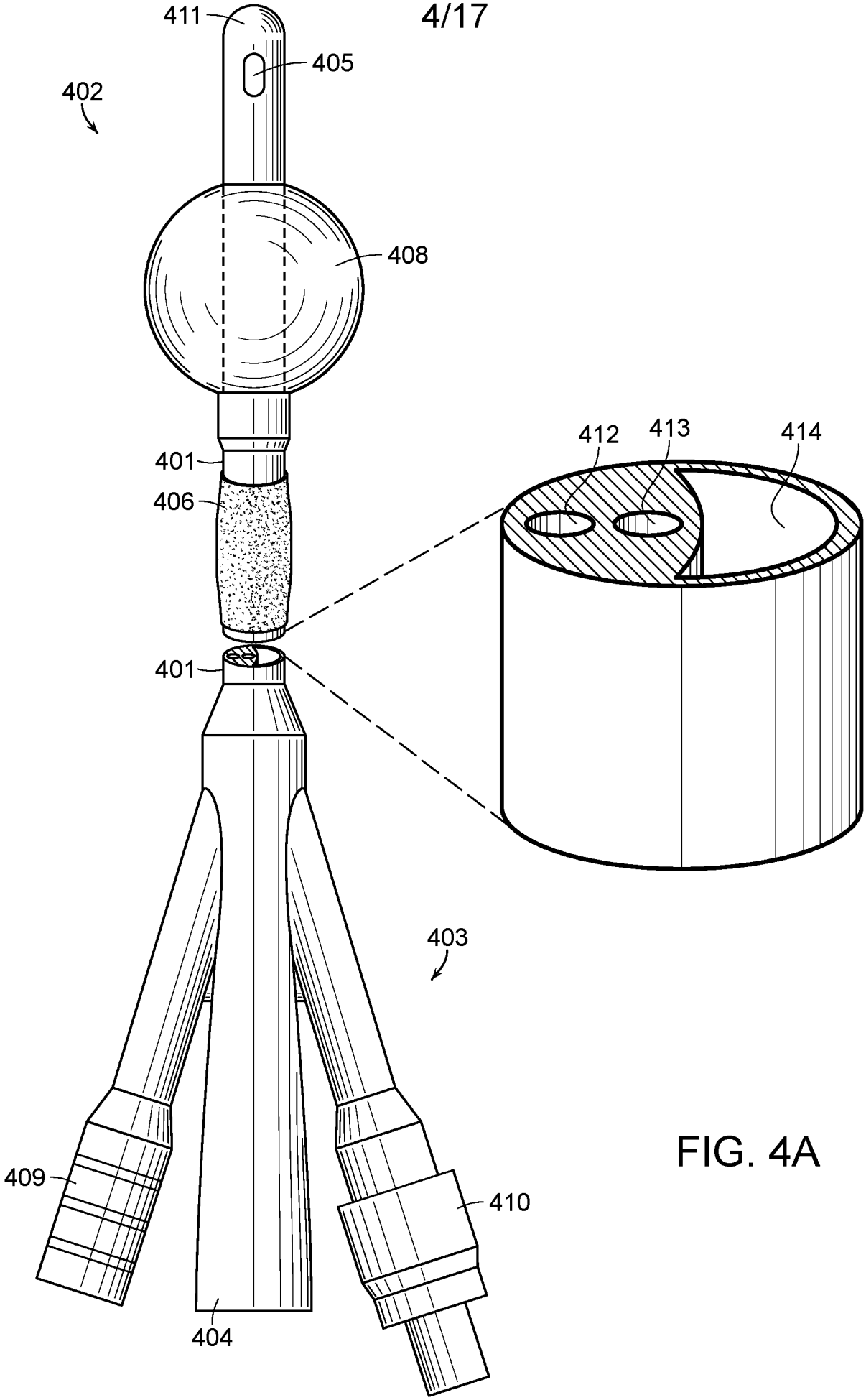

FIG. 4A

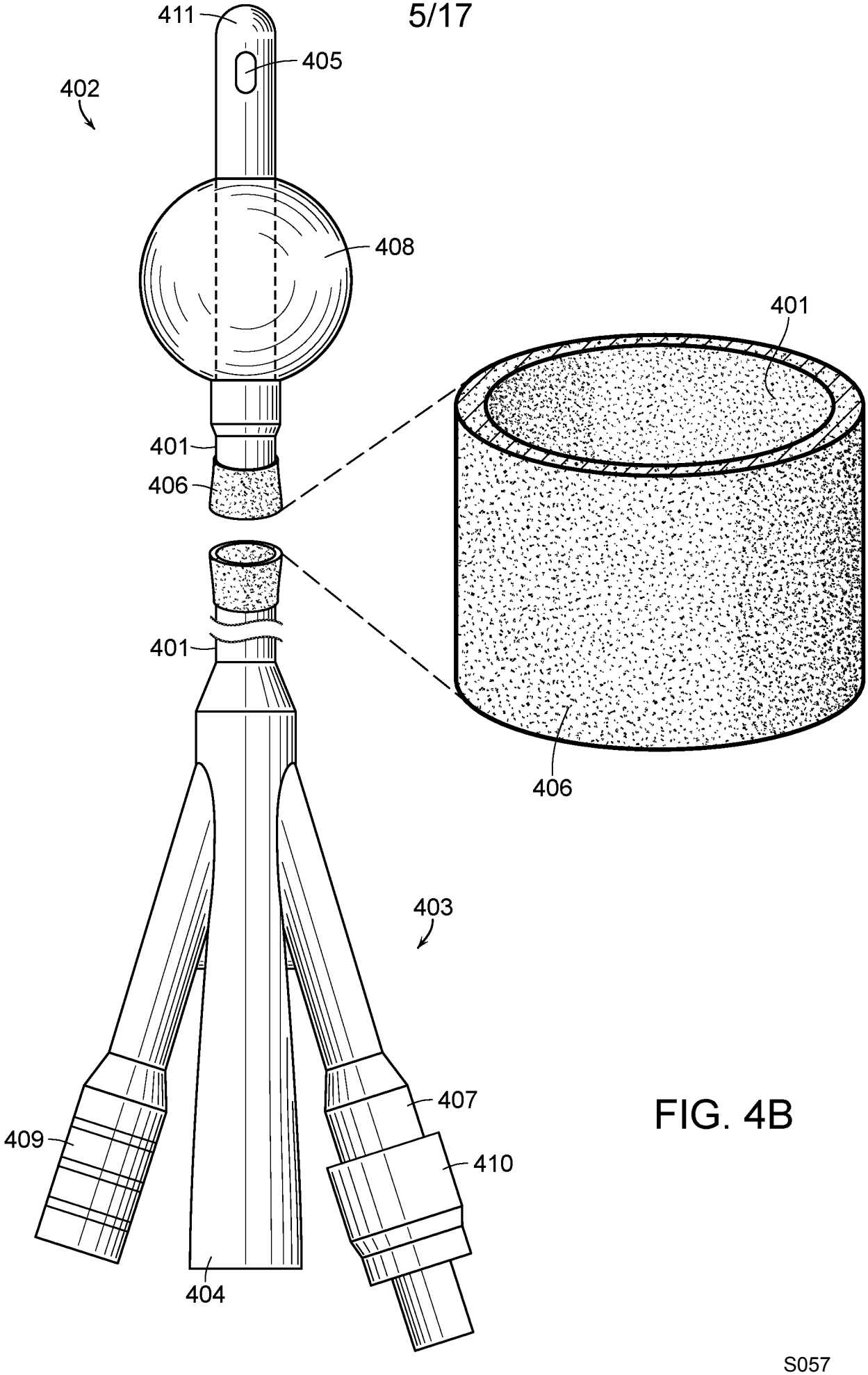

FIG. 4B

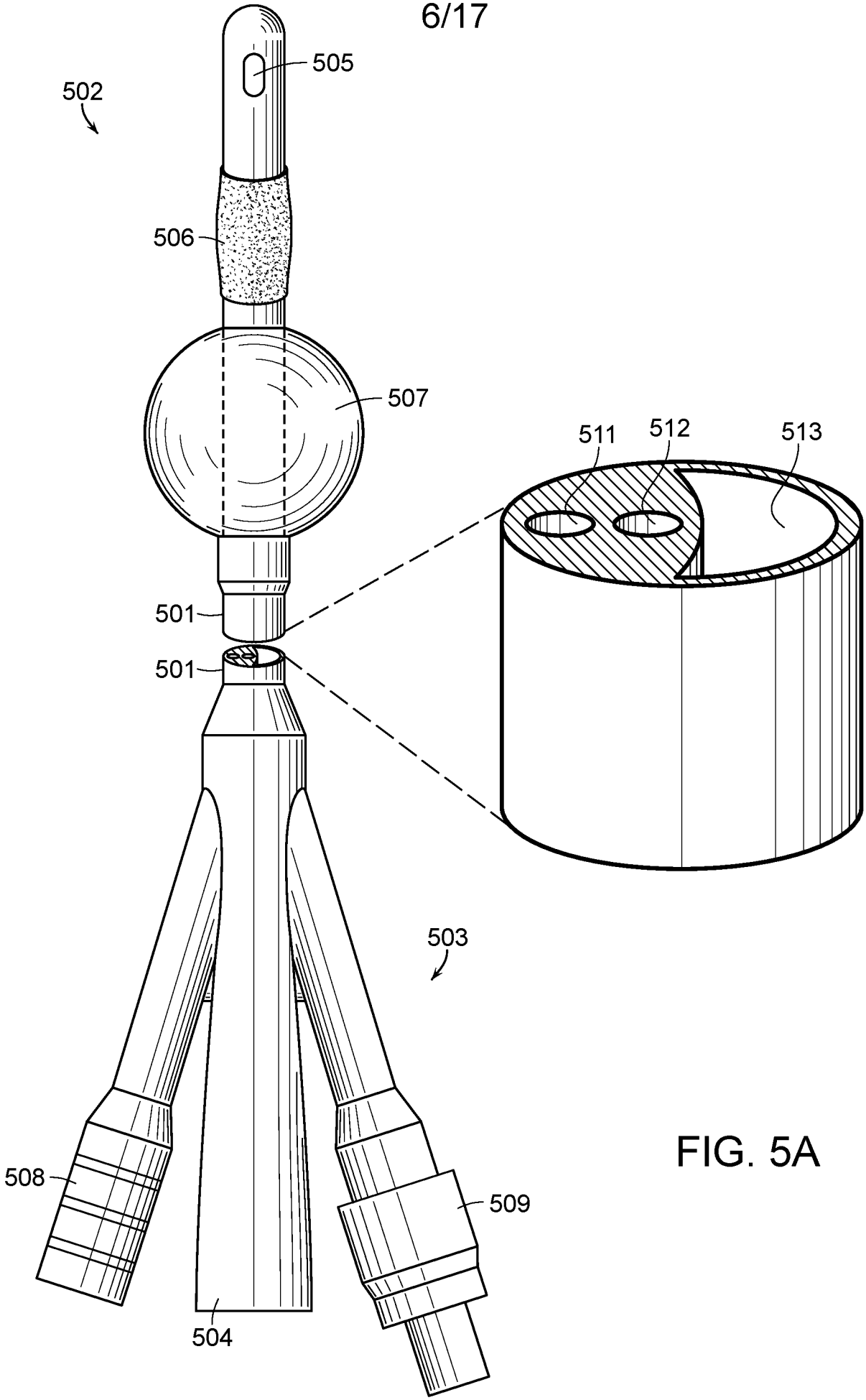

FIG. 5A

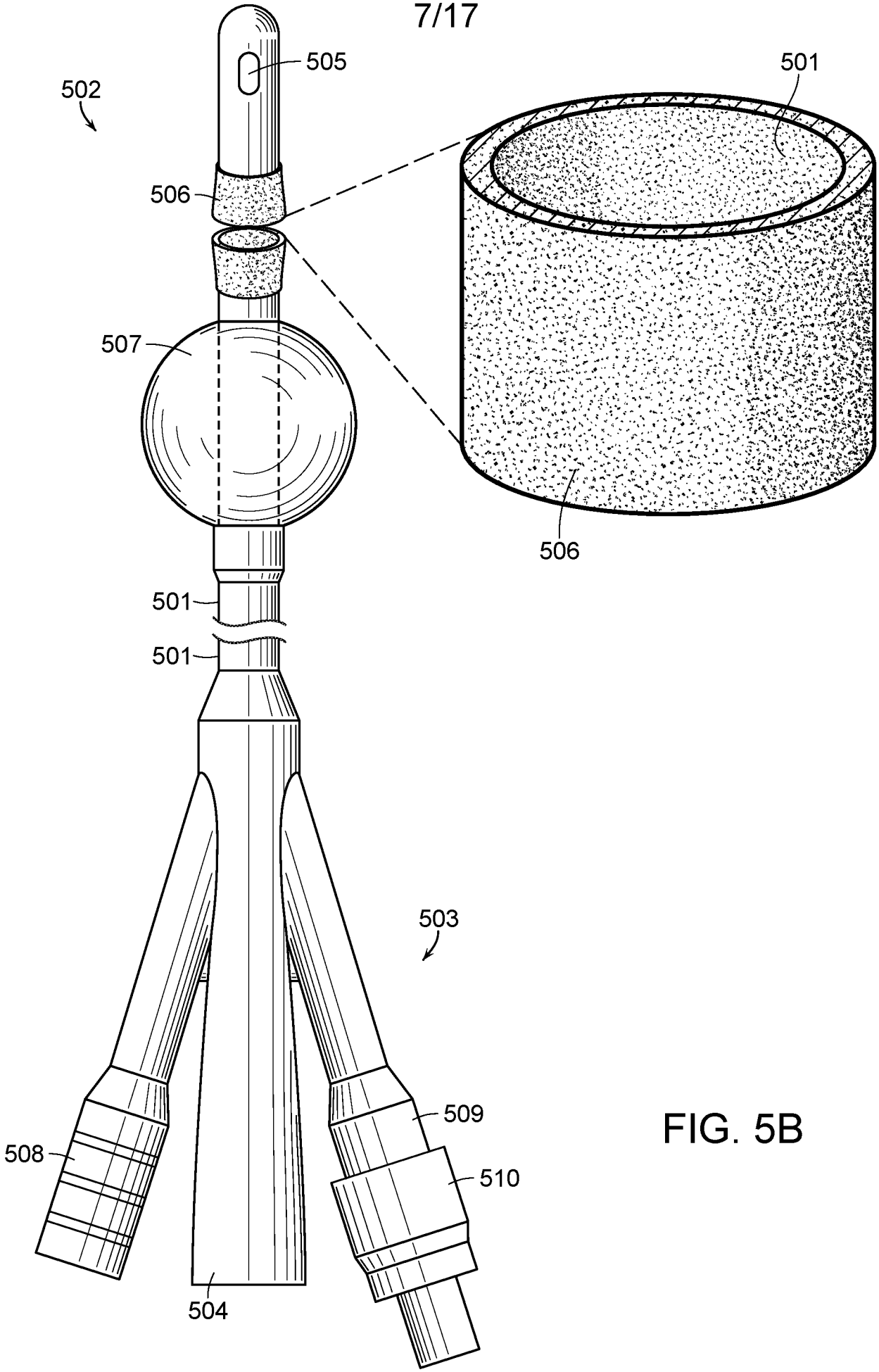

FIG. 5B

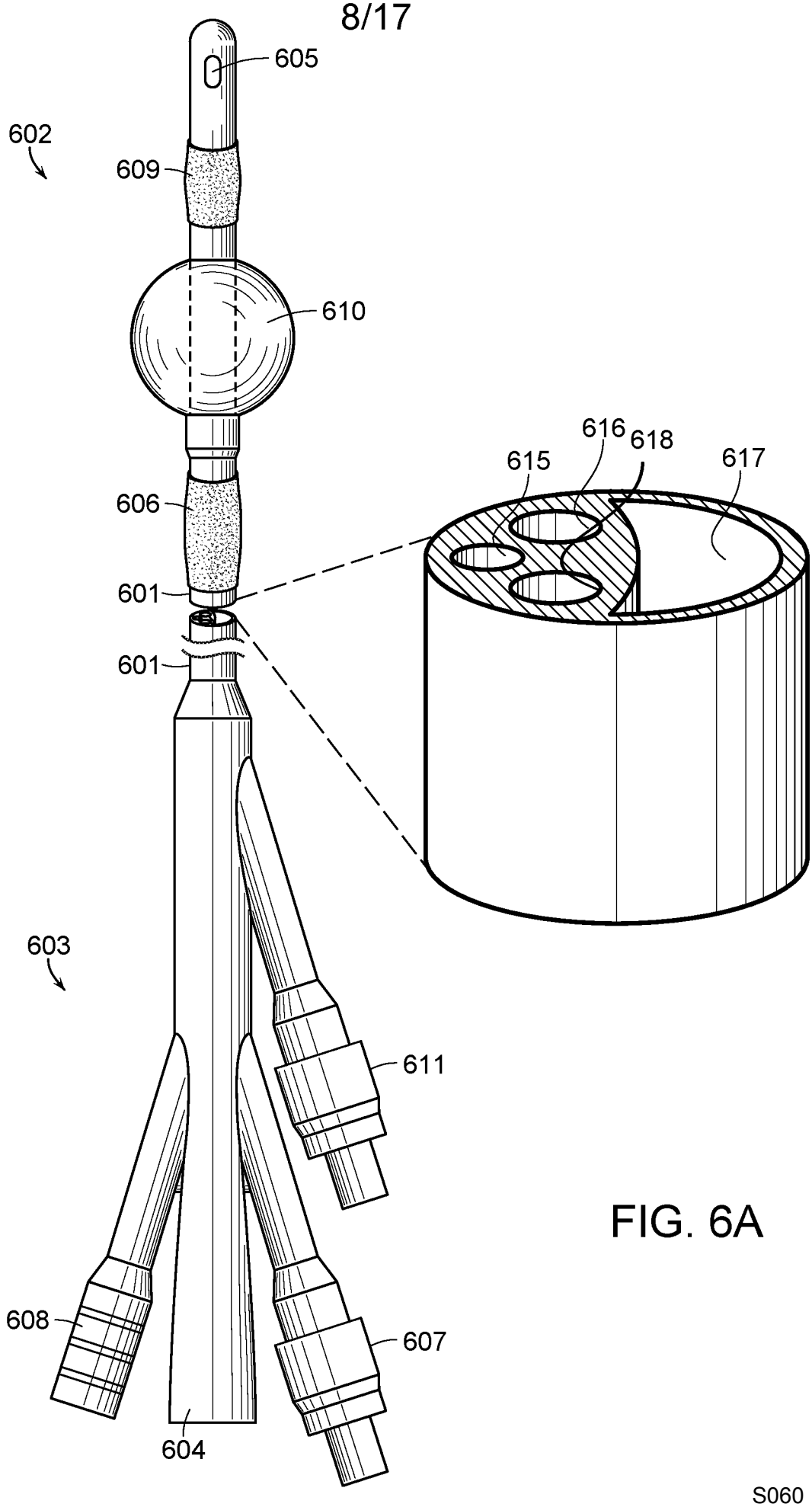

FIG. 6A

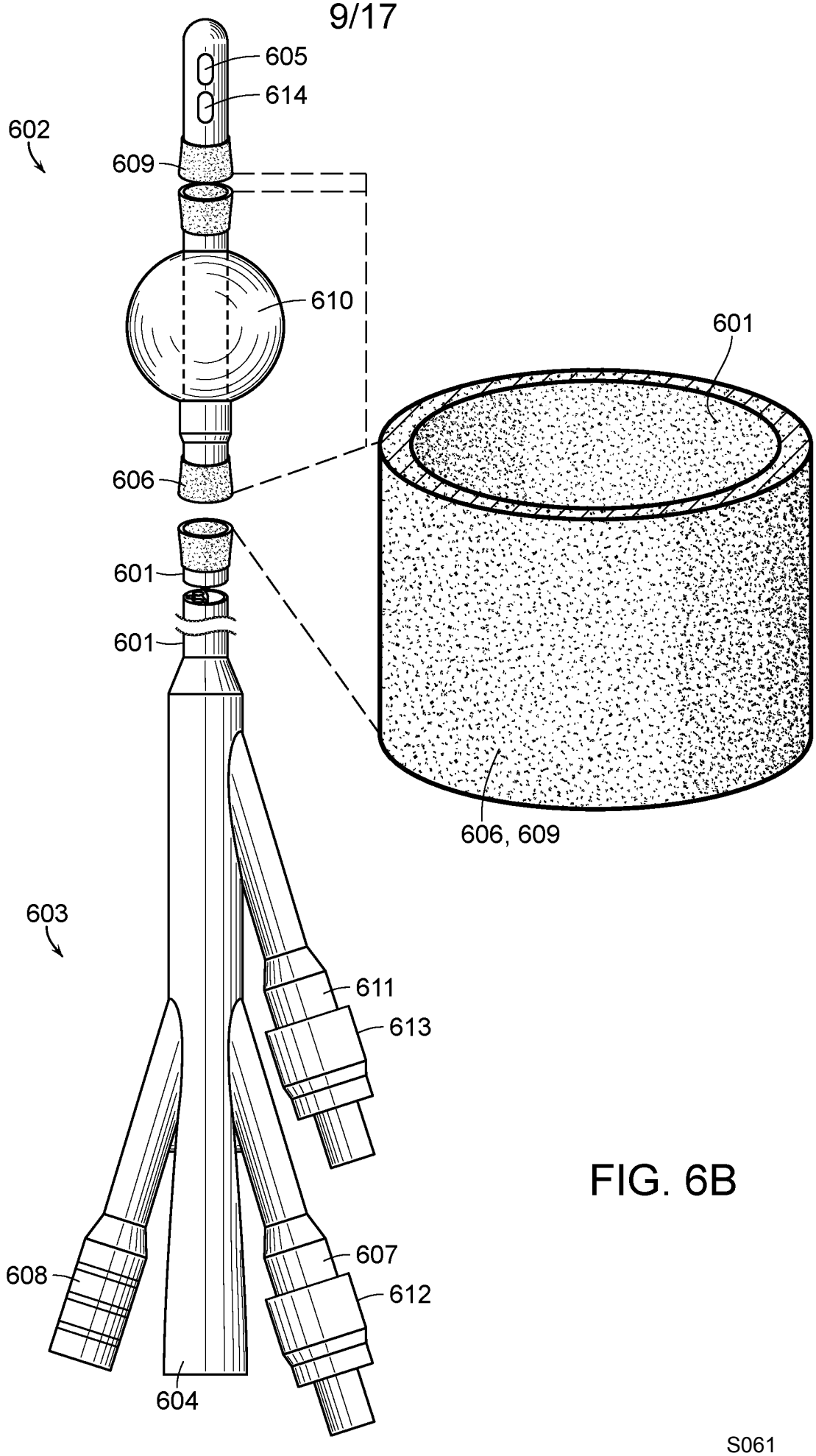
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FIG. 6B

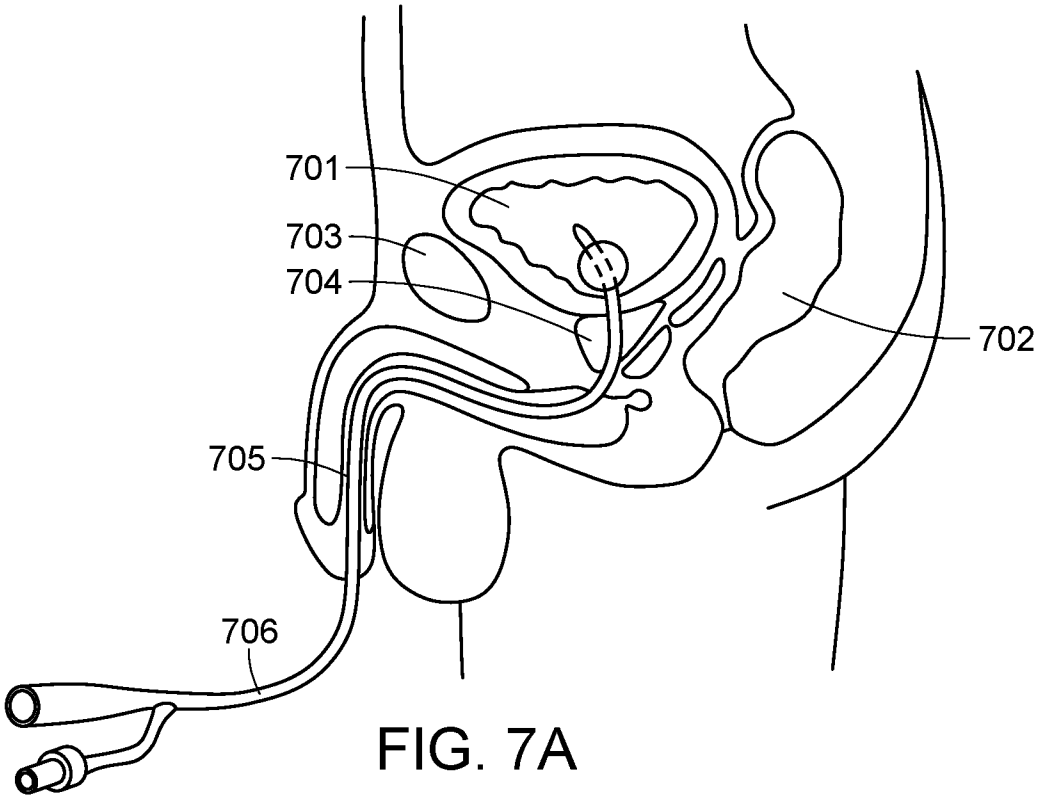

FIG. 7A

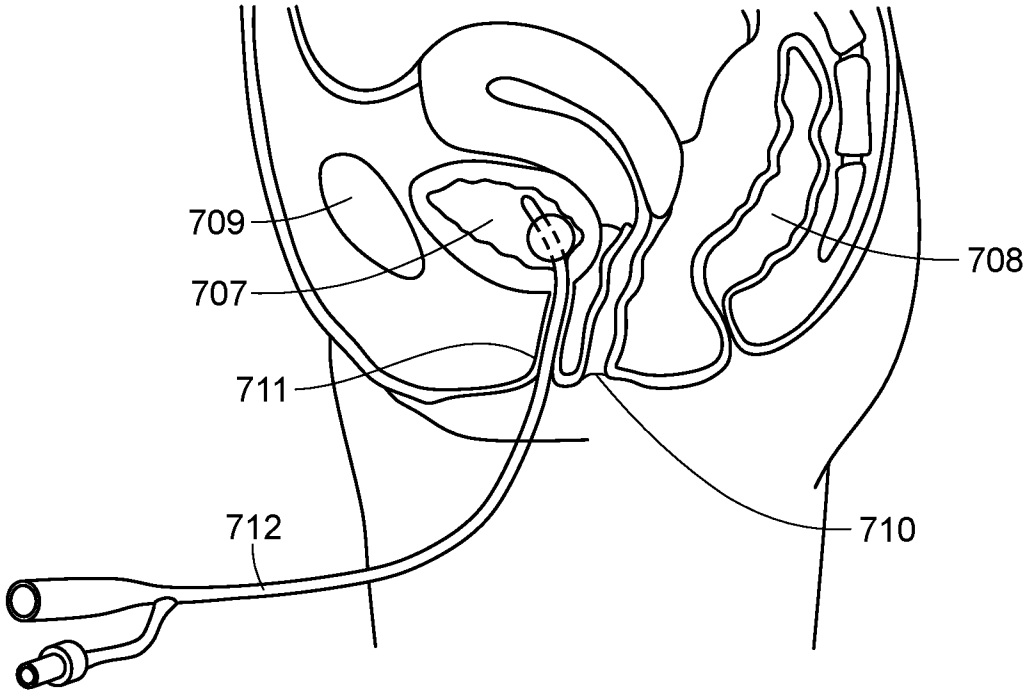

FIG. 7B

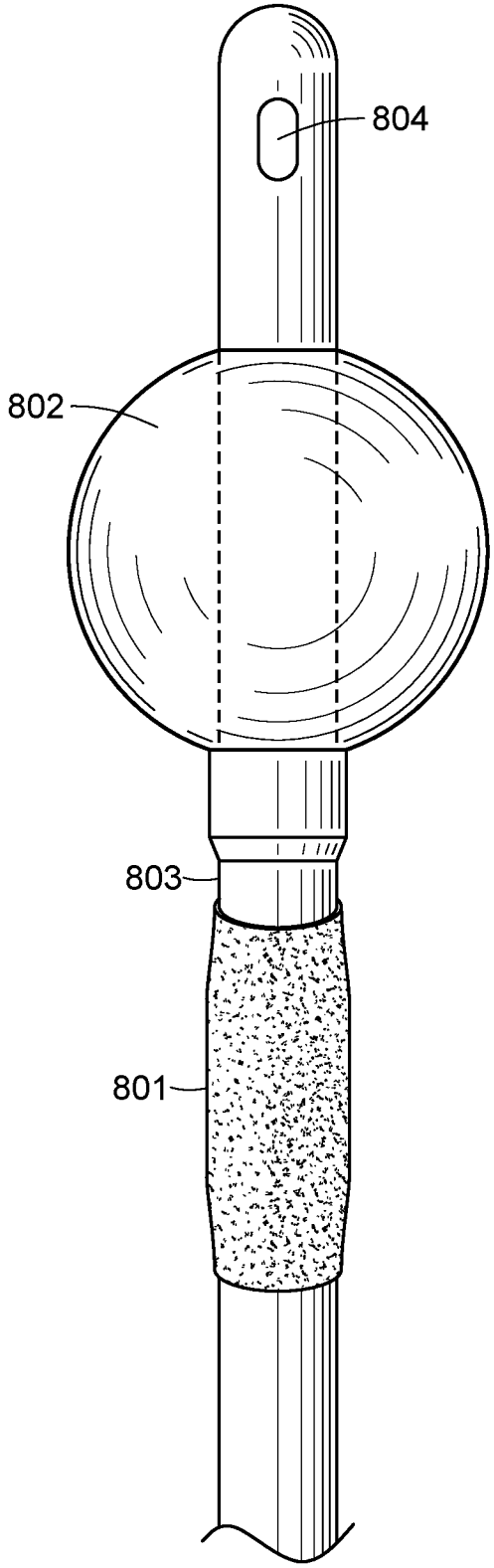

FIG. 8A

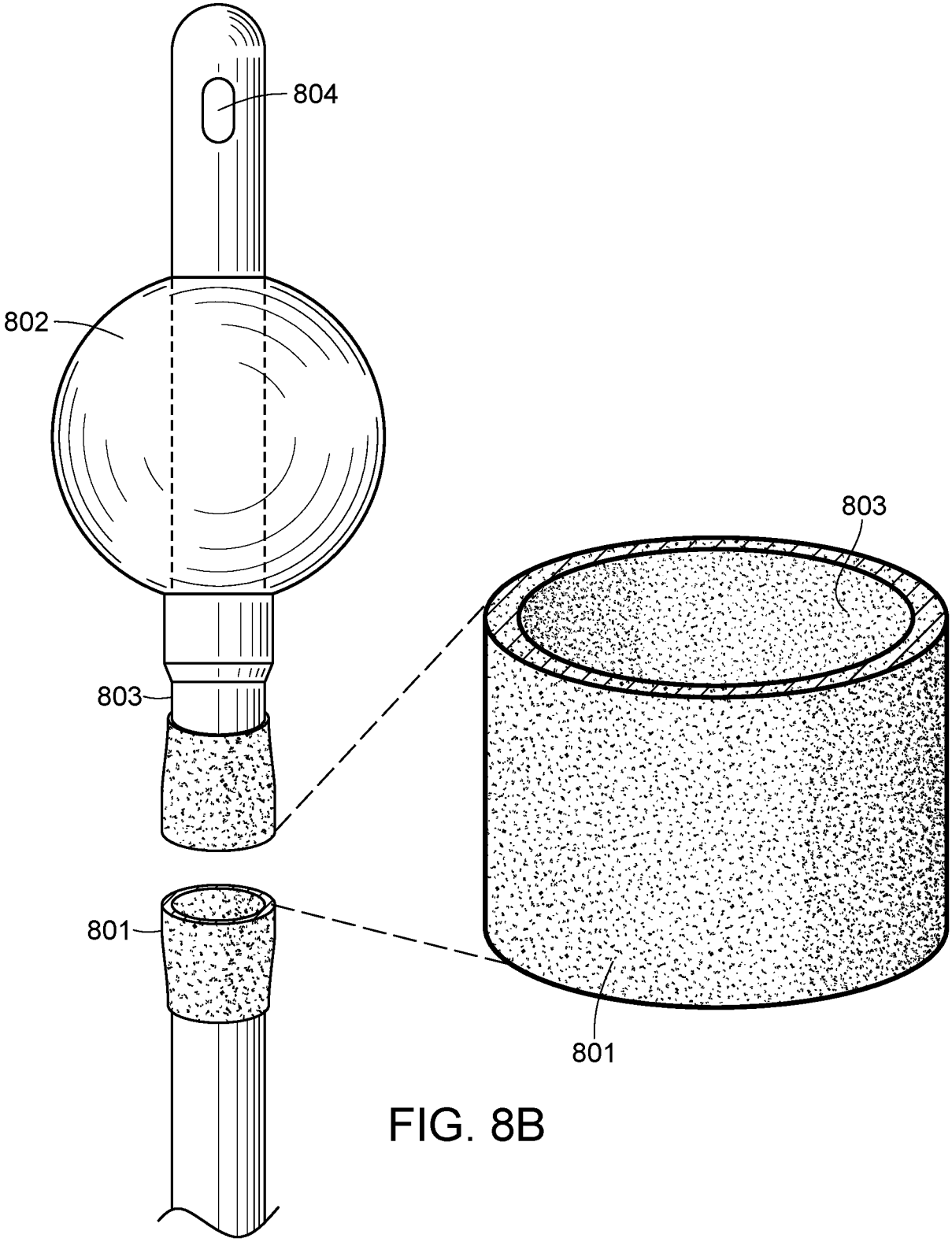

FIG. 8B

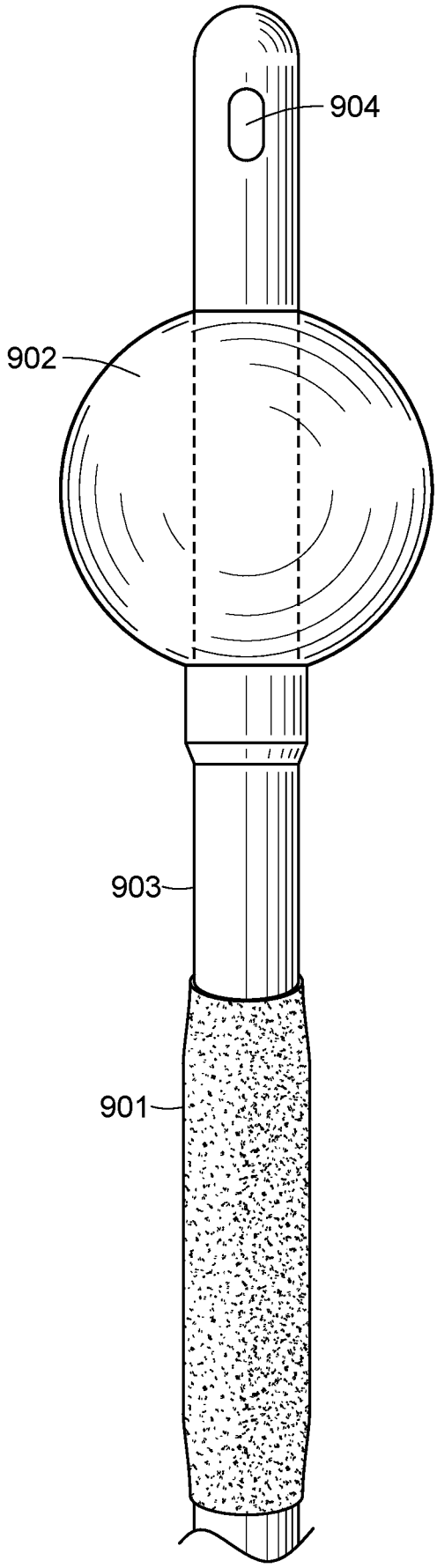

FIG. 9A

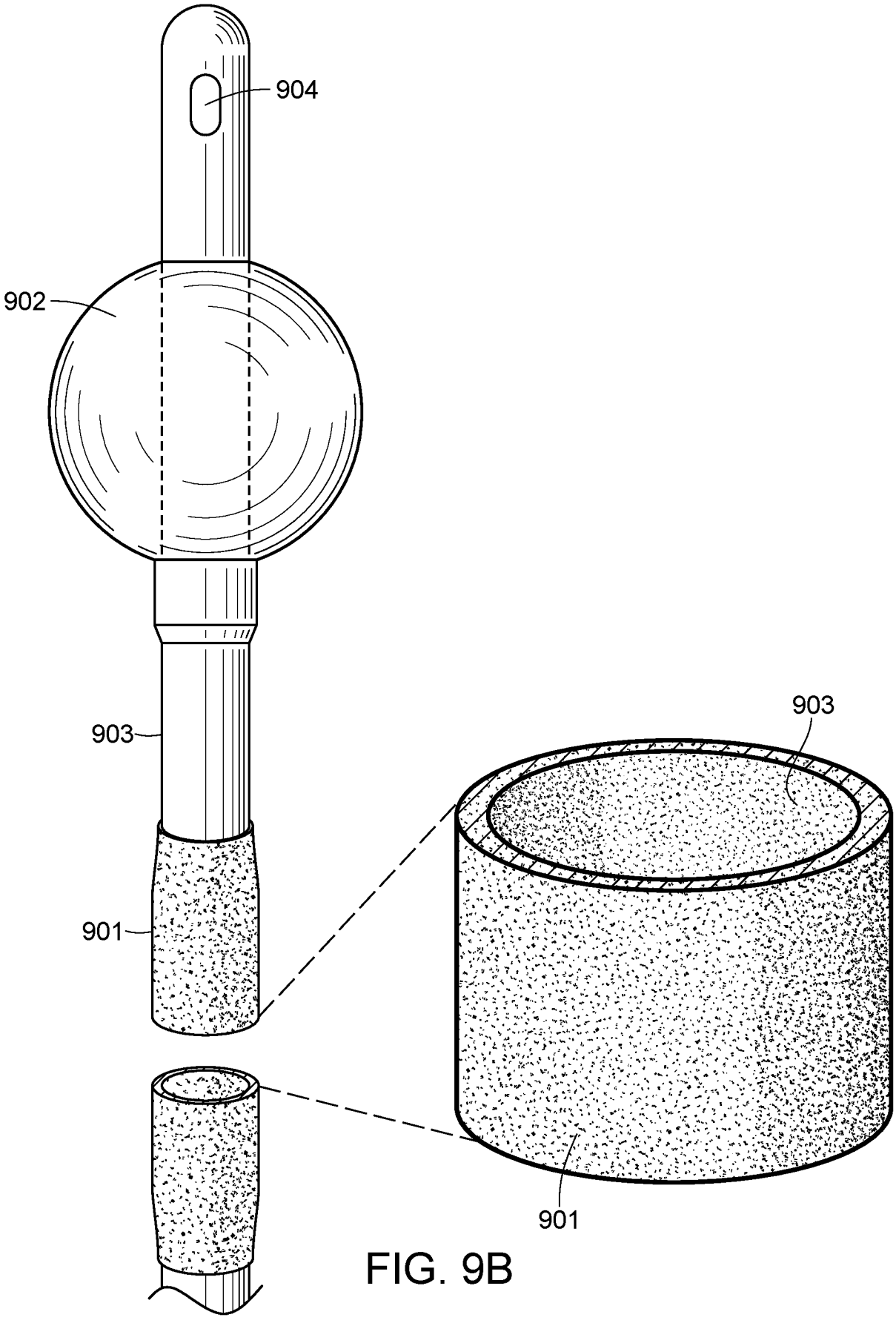

FIG. 9B

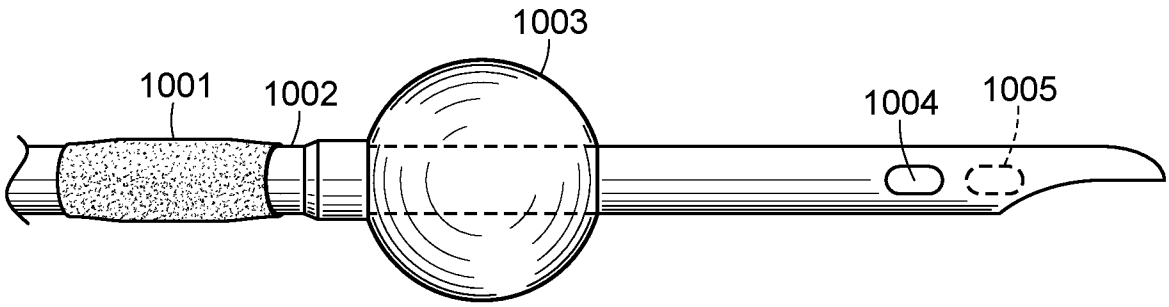

FIG. 10A

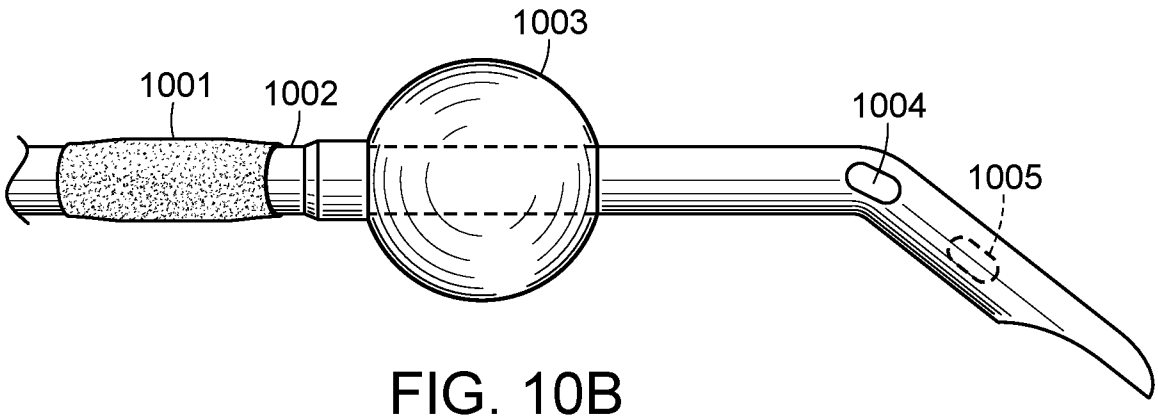

FIG. 10B

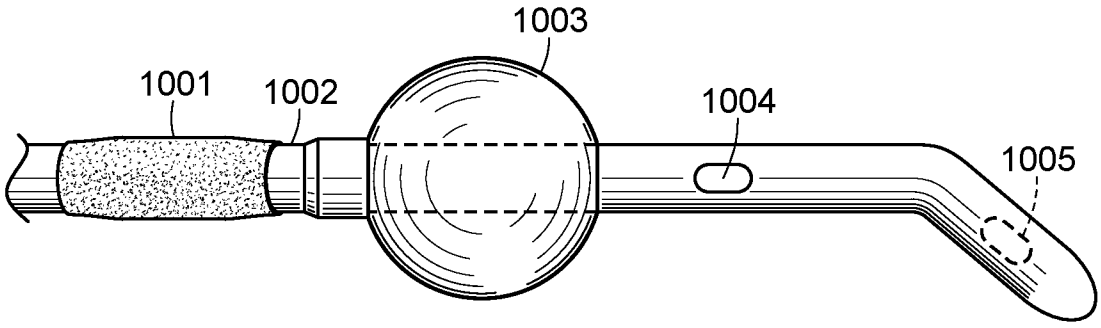

FIG. 10C

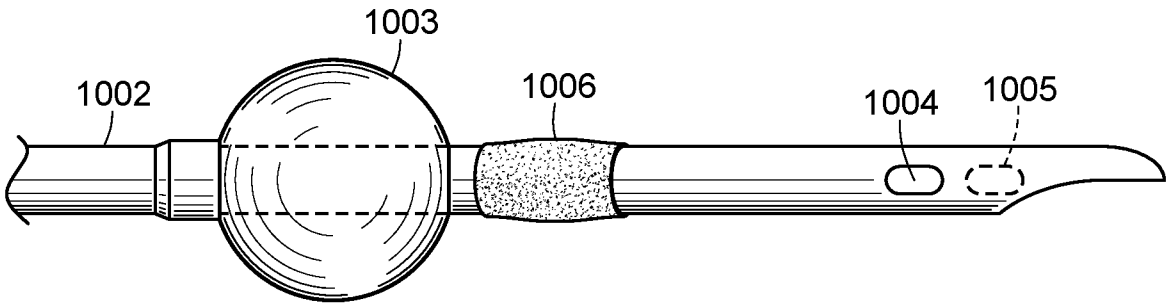

FIG. 11A

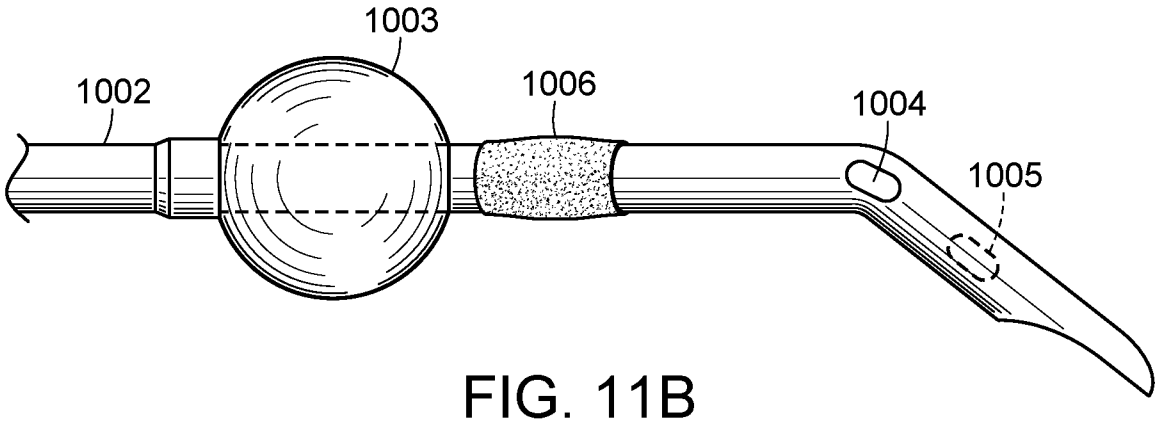

FIG. 11B

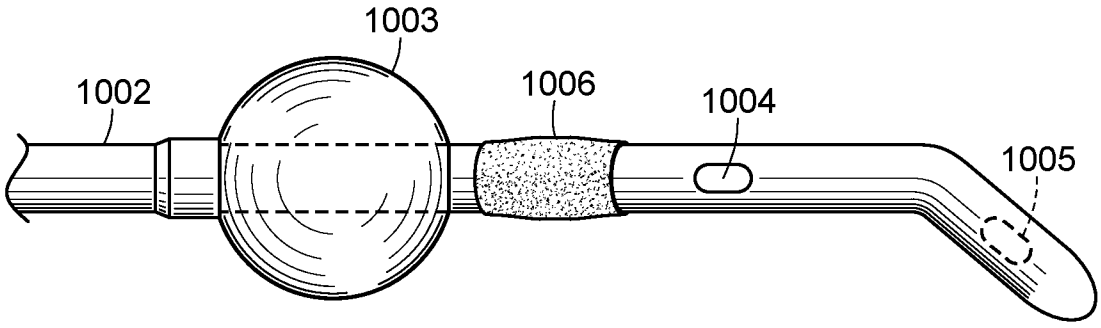

FIG. 11C

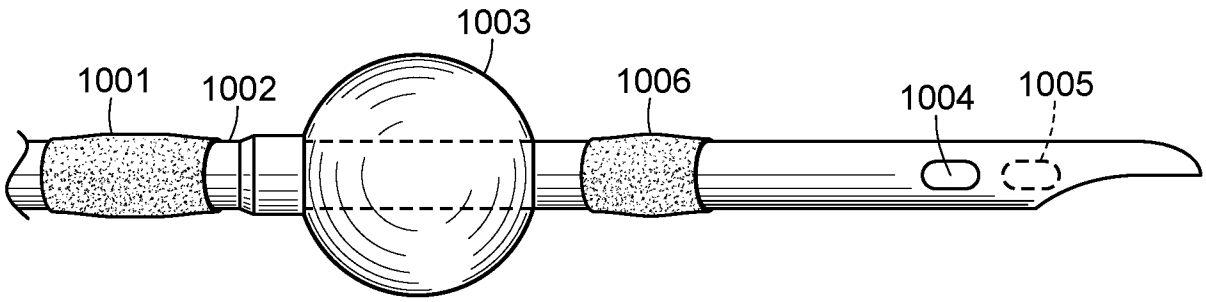

FIG. 12A

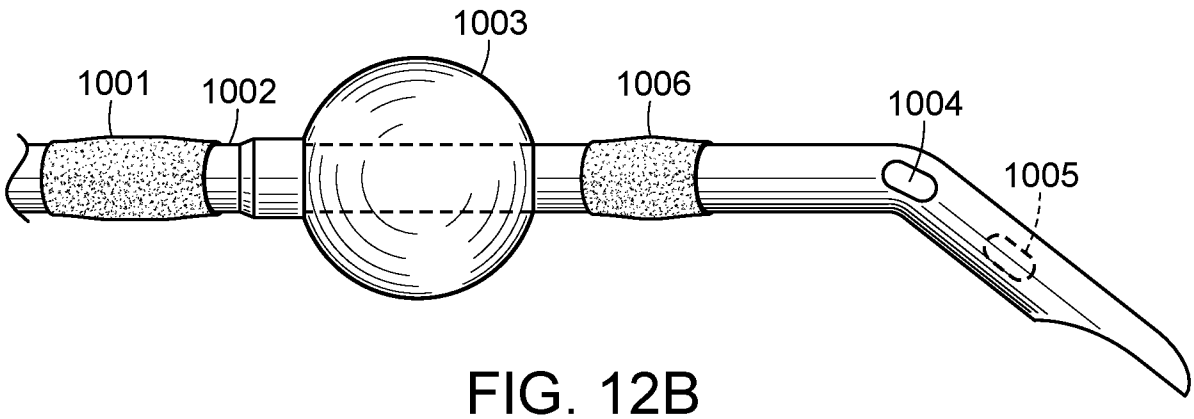

FIG. 12B

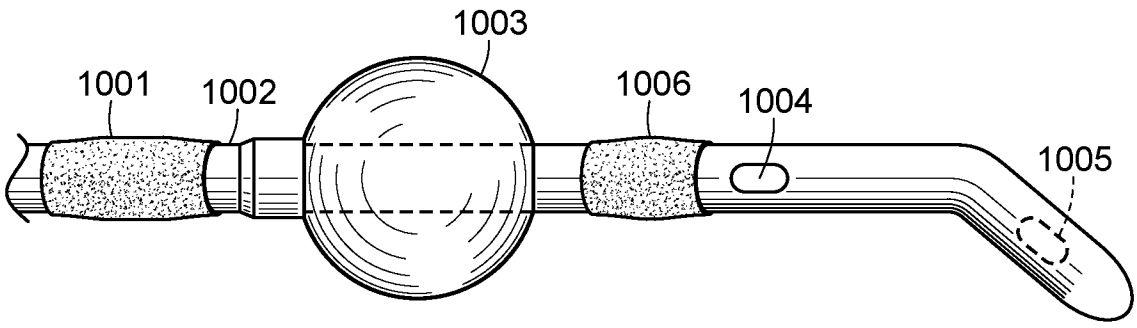

FIG. 12C

SCHUDULE 4

Patent Applications

OFFICE FREYLINGER
PATENT AND TRADEMARK ATTORNEYS

Date: 30.08.2021

	Our reference Client's reference Status	Kind of file	Country	Title	Application	Grant / Registration	Annuity / Renewal	Proprietor
1	**P-INNOME-001/WOAU** GRANTED	Patent	Australia	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 2017397418	26.08.2021 2017397418	06.04.2022 (6th annuity)	CIC Fund Securitisation S.A.
2	**P-INNOME-001/WOBR** APPL. PENDING	Patent	Brazil	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 BR1120190161 72-4		06.04.2022 (6th annuity)	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.
3	**P-INNOME-001/WOCA** APPL. PENDING	Patent	Canada	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 3 052 434		06.04.2022 (6th annuity)	CIC Fund Securitisation S.A.
4	**P-INNOME-001/WOCN** APPL. PENDING	Patent	China	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 201780089343.1		()	CIC Fund Securitisation S.A.
5	**P-INNOME-001/WOEA** APPL. PENDING	Patent	Eurasia	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 201991844		()	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.
6	**P-INNOME-001/WOEP** APPL. PENDING	Patent	Europe	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 17 718 690.5		30.04.2022 (6th annuity)	CIC Fund Securitisation S.A.
7	**P-INNOME-001/WOHK** APPL. PENDING	Patent	Hong Kong	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 62020005088		()	CIC Fund Securitisation S.A.
8	**P-INNOME-001/WOID** APPL. PENDING	Patent	Indonesia	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 P00201907684		()	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.
9	**P-INNOME-001/WOIL** APPL. PENDING	Patent	Israel	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 268317		()	CIC Fund Securitisation S.A.
10	**P-INNOME-001/WOIN** APPL. PENDING	Patent	India	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 201917031888		()	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.
11	**P-INNOME-001/WOJP** APPL. PENDING	Patent	Japan	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 2019-564004		()	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.
12	**P-INNOME-001/WOKR** APPL. PENDING	Patent	Republic of Korea	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 2019-7024321		()	CIC Fund Securitisation S.A.
13	**P-INNOME-001/WOMA** APPL. PENDING	Patent	Morocco	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 46674		()	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.

OFFICE FREYLINGER
PATENT AND TRADEMARK ATTORNEYS

Date: 30.08.2021

	Our reference Client's reference Status	Kind of file	Country	Title	Application	Grant / Registration	Annuity / Renewal	Proprietor
14	**P-INNOME-001/WOMO** APPL. PENDING	Patent	Macao	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017		()	CIC Fund Securitisation S.A.
15	**P-INNOME-001/WOMX** APPL. PENDING	Patent	Mexico	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 MX/a/2019/009 192		()	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.
16	**P-INNOME-001/WOMY** APPL. PENDING	Patent	Malaysia	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 PI2019004473		()	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.
17	**P-INNOME-001/WONZ** APPL. PENDING	Patent	New Zealand	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 755964		06.04.2022 (6th annuity)	CIC Fund Securitisation S.A.
18	**P-INNOME-001/WOPA** APPL. PENDING	Patent	Panama	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 92758-01		()	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.
19	**P-INNOME-001/WOPH** APPL. PENDING	Patent	Philippines	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 1-2019-501805		()	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.
20	**P-INNOME-001/WOSA** APPL. PENDING	Patent	Saudi Arabia	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 519402382		31.03.2021 (5th annuity)	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.
21	**P-INNOME-001/WOTH** APPL. PENDING	Patent	Thailand	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 1901004807		()	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.
22	**P-INNOME-001/WOUS** APPL. PENDING	Patent	United States of America	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 16/482,374		()	CIC Fund Securitisation S.A.
23	**P-INNOME-001/WOVN** APPL. PENDING	Patent	Viet Nam	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 1-2019-04861		()	INNOMED TWO, LLC Assignment to: CIC Fund Securitisation S.A.
24	**P-INNOME-001/WOZA** APPL. PENDING	Patent	South Africa	CATHETER SYSTEM FOR CONTIN-UOUS IRRIGATION	06.04.2017 2019/06801		06.04.2022 (6th annuity)	CIC Fund Securitisation S.A.
25	**P-INNOME-002/WO** APPL. PENDING	Patent	International	IMPROVED CONTINUOUS FLUSH-ING CATHETER	17.03.2021 PCT/EP2021/05 6872		()	CIC Fund Securitisation S.A.
26	**P-INNOME-003/WOAE** APPL. PENDING	Patent	United Arab Emirates	CATHETER TUBING SYSTEM	22.02.2019 P6001185/2020		22.02.2022 (4th annuity)	CIC Fund Securitisation S.A.
27	**P-INNOME-003/WOAU** APPL. PENDING	Patent	Australia	CATHETER TUBING SYSTEM	22.02.2019 2019224087		22.02.2023 (5th annuity)	CIC Fund Securitisation S.A.

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PATENT AND TRADEMARK ATTORNEYS

Date: 30.08.2021

	Our reference Client's reference Status	Kind of file	Country	Title	Application	Grant / Registration	Annuity / Renewal	Proprietor
28	**P-INNOME-003/WOBR** APPL. PENDING	Patent	Brazil	CATHETER TUBING SYSTEM	22.02.2019 1120200169218		22.02.2022 (4th annuity)	CIC Fund Securitisation S.A.
29	**P-INNOME-003/WOCA** APPL. PENDING	Patent	Canada	CATHETER TUBING SYSTEM	22.02.2019 3,091,779		22.02.2022 (4th annuity)	CIC Fund Securitisation S.A.
30	**P-INNOME-003/WOCL** APPL. PENDING	Patent	Chile	CATHETER TUBING SYSTEM	22.02.2019 2164-2020		()	CIC Fund Securitisation S.A.
31	**P-INNOME-003/WOCN** APPL. PENDING	Patent	China	CATHETER TUBING SYSTEM	22.02.2019 201980014863.5		()	CIC Fund Securitisation S.A.
32	**P-INNOME-003/WOEA** APPL. PENDING	Patent	Eurasia	CATHETER TUBING SYSTEM	22.02.2019 202091959		()	CIC Fund Securitisation S.A.
33	**P-INNOME-003/WOEP** APPL. PENDING	Patent	Europe	CATHETER TUBING SYSTEM	22.02.2019 19 710 213.0		28.02.2022 (4th annuity)	CIC Fund Securitisation S.A.
34	**P-INNOME-003/WOIL** APPL. PENDING	Patent	Israel	CATHETER TUBING SYSTEM	22.02.2019 276,800		()	CIC Fund Securitisation S.A.
35	**P-INNOME-003/WOIN** APPL. PENDING	Patent	India	CATHETER TUBING SYSTEM	22.02.2019 202017039300		()	CIC Fund Securitisation S.A.
36	**P-INNOME-003/WOJP** APPL. PENDING	Patent	Japan	CATHETER TUBING SYSTEM	22.02.2019 2020-567443		()	CIC Fund Securitisation S.A.
37	**P-INNOME-003/WOSG** APPL. PENDING	Patent	Singapore	CATHETER TUBING SYSTEM	22.02.2019 11202007999V		()	CIC Fund Securitisation S.A.
38	**P-INNOME-003/WOUS** APPL. PENDING	Patent	United States of America	CATHETER TUBING SYSTEM	22.02.2019 16/971,812		()	CIC Fund Securitisation S.A.
39	**P-INNOME-005/WO** APPL. PENDING	Patent	International	ABSORBENT DEVICE FOR USE WITH CATHETER	17.04.2020 PCT/US20/28753		()	CIC Fund Securitisation S.A.

P-1

CERTIFICATE OF PROMOTER THE COMPANY

Dated: March 18, 2022

This amended & restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of British Columbia.

"Robert L. Rhodes"

"Stuart J. Bromley"
For and Behalf of CIC Capital Ltd."

CERTIFICATE OF THE COMPANY

Dated: March 18, 2022

This amended & restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of British Columbia.

"Robert L. Rhodes"
CEO / Executive Director

"Terrence A. Larkan"
CFO / Executive Chairman

ON BEHALF OF THE BOARD OF DIRECTORS

"Dr Marshall K. Walker, MD"
Director

"David Toyoda"
Director

"Billy R. Williams"
Director