



LIGHT AI INC.
(FORMERLY MOJAVE BRANDS INC.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in Canadian dollars unless otherwise stated)

Introduction

The following management discussion and analysis ("MD&A") for Light AI Inc. (formerly Mojave Brands Inc.) (the "Company", "Light AI" and "LAI") prepared as at April 14, 2025 should be read in conjunction with the audited consolidated financial statements and accompanying notes for the years ended December 31, 2024 and 2023 which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information about the Company, including the Company's Annual Information Form dated April 14, 2025 (the "AIF"), is available at <https://light.ai> and under the Company issuer profile on SEDAR+ at www.sedarplus.ca.

This MD&A was prepared by management of the Company and approved by its Board of Directors prior to its release.

NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking information" within the meaning of applicable securities laws. Forward-looking information is generally identifiable by use of the words "believes", "may", "plans", "will", "anticipates", "intends", "could", "estimates", "expects", "forecasts", "projects" and similar expressions, and the negative of such expressions. Forward-looking information in this MD&A includes statements regarding: expectations regarding industry trends and challenges; overall market growth rates and growth strategies; addressable markets for our solutions; expectations regarding the development of and demand for the Company's products; the achievement of advances in and expansion of our offerings and markets; expectations regarding the revenue generation potential of our products, services and other solutions; our business plans and strategies; the sufficiency of the Company's cash resources to support operations; continuing as a going concern; the future use of remaining proceeds from equity financing; our competitive position in our industry; and our continued investment in the research and development of our existing and new products and software applications offering.

In connection with the forward-looking information contained in this MD&A, we have made numerous assumptions, regarding, among other things: our ability to capitalize on growth opportunities and implement our growth strategy; our ability to retain key personnel; our ability to maintain existing customer relationships and to continue to expand our customers' use of our products solutions; our ability to acquire new customers; our ability to enhance our offerings to remain at the forefront of our industry; the impact of competition;; the absence of material adverse changes in our business, our industry or the global economy; and that the risks and uncertainties described under the "Risk Factors" section of this MD&A and the AIF will not materialize. While we consider these assumptions to be reasonable, these assumptions are inherently subject to significant uncertainties and contingencies.

Additionally, there are known and unknown risk factors which could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein. Known risk factors include, but are not limited to, the factors described in the "Risk Factors" section of this MD&A and the AIF.

If any of these risks or uncertainties materialize, or if the opinions, estimates, or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking information. The opinions, estimates or assumptions referred to above should be considered carefully by prospective investors.

All forward-looking information herein is qualified in its entirety by this cautionary statement, and we disclaim any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions

to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.

Company Overview

The Company was incorporated in British Columbia on November 12, 2010. The Company was a reporting issuer in British Columbia, Ontario and Alberta, and its common shares were traded on the Canadian Securities Exchange (the “CSE”) under the symbol “MOJO” and on the Frankfurt Exchange under symbol “FSE: 0HCN”. Trading in the Company common shares was halted on June 19, 2024 until January 8, 2025. On January 3, 2025, the Company received final approval by Cboe Canada Inc. (“Cboe Canada”) to list the Company’s common shares on Cboe Canada under the symbol “ALGO”. On December 13, 2024, the Company closed the Transaction (as defined below) and changed its name from Mojave Brands Inc. to Light AI Inc.

Year Ended December 31, 2023

On March 14, 2023, Former LAI was granted US Patent Number 11,602,312 entitled “Image Processing of Streptococcal Infection in Pharyngitis Subjects”.

On May 12, 2023, the Company extended the expiry date of 5,750,000 common share purchase warrants of the Company (each, a “**Warrant**”) for the purchase of up to 5,750,000 common shares in the capital of the Company (each, a “**Common Share**”), that were issued pursuant to a non-brokered private placement of 5,750,000 units at \$0.12 per unit for gross proceeds of \$690,000. Each unit was comprised of one Common Share and one Warrant (each, a “**2021 Warrant**”). The 2021 Warrants initially had an exercise price of \$0.15 exercisable for a period of 24 months from the date of closing of the private placement. The expiry date of the 2021 Warrants was extended from July 12, 2023 to July 12, 2025 and the exercise price was adjusted to \$0.60 following the completion of the consolidation of the Common Shares on October 25, 2023 (as described below).

On August 7, 2023, the Company dissolved its wholly-owned subsidiary, Coachellagro Corp.

On September 19, 2023, Shannon Anderson and Christopher Cooper were appointed as directors of the Company. In addition, Campbell Birge and Peeyush Varshney resigned from the board of directors of the Company (the “**Board**”).

On September 22, 2023, Robert Dubeau was appointed as a director and Chief Executive Officer (“**CEO**”) of the Company. Additionally, Christopher Cooper was appointed as Chief Financial Officer (“**CFO**”) of the Company. Mervyn Pinto resigned from the Board and from his position of CEO and CFO.

On October 25, 2023, the Company implemented a share consolidation of its Common Shares on the basis of four (4) pre-consolidation Common Shares for every one (1) post-consolidation Common Share.

On December 15, 2023, the Company closed a non-brokered private placement of 6,799,800 units of the Company at \$0.07 per unit, for aggregate gross proceeds of \$475,986. Each unit consisted of one Common Share and one-half of one Warrant (each, a “**2023 Warrant**”). Each 2023 Warrant entitles the holder thereof to acquire an additional Common Share at an exercise price of \$0.11 per Common Share, for a period of 24 months from the date of issuance.

Year Ended December 31, 2024

On January 31, 2024, the Company entered into a binding letter of intent (“**LOI**”) with the Former LAI and LAI SPV Corp. (“**Finco**”) under which the Company, Former LAI and Finco will combine their respective businesses.

On June 19, 2024, the parties entered into a business combination agreement (the “**Business Combination Agreement**”), as amended on September 9, 2024 and October 24, 2024, pursuant to which the Company, Former LAI and Finco proposed to combine the assets of Former LAI and Finco with those of the Company (the “**Transaction**”). The Transaction was negotiated between the principals of the Company and Former LAI through arm’s length negotiation and resulted in a reverse takeover of the Company by Former LAI. See “*Significant Acquisitions*”.

On October 29, 2024, the Company filed its preliminary prospectus in each of the provinces and territories of Canada, except Quebec, in connection with a proposed public offering of units of the Company at \$0.55 per unit to raise gross proceeds of a minimum of \$10 million and a maximum of \$15 million (the “**Offering**”).

On November 7, 2024, Former LAI was issued a Decision to Grant for European Patent Number EP3864669 that will take effect on December 4, 2024, entitled “Image Processing of Streptococcal Infection in Pharyngitis Subjects”.

On November 19, 2024, Former LAI was granted US Patent Number 12,148,150 entitled “Infection Detection Using Image Data Analysis”.

On December 6, 2024, the Company announced an upsizing to the Offering, increasing the size of the Offering to \$16,086,400.

On December 13, 2024, the Company completed the Transaction by way of a statutory amalgamation under the provisions of the BCBCA. Pursuant to the Business Combination Agreement, the Company acquired 100% of the issued and outstanding common shares of Former LAI (the “**Former LAI Shares**”) in exchange for Common Shares at the exchange ratio of 3.89 Common Shares for each Former LAI Share outstanding and 100% of the issued and outstanding of common shares of Finco (the “**Finco Shares**”) in exchange for Common Shares at the exchange ratio of one Common Share for each Finco Share outstanding. All convertible securities of Former LAI and Finco were exchanged and replaced on an equivalent basis after giving effect to the applicable exchange ratio. See “*Significant Acquisitions*” below.

On December 17, 2024, the Company filed its final prospectus in each of the provinces and territories of Canada, except Quebec, in connection with the Offering.

On December 30, 2024, the Company closed the Offering, which consisted of the sale of 30,878,200 units at \$0.55 per unit for aggregate gross proceeds of \$16,983,010, encompassing the primary offering of 29,248,000 units for gross proceeds of \$16,086,400 and the partial exercise of the Over-Allotment Option (hereinafter defined) amounting to 1,630,200 units for gross proceeds of \$896,610. Each unit is comprised of one Common Share and one-half of one Warrant. Each Warrant entitles the holder thereof to acquire one Common Share at \$0.80 per Common Share until June 30, 2026. The Offering was completed pursuant to an agency agreement dated December 17, 2024 (the “**Agency Agreement**”) between the Company and a syndicate of agents including Ventum Financial Corp., as lead agent and sole bookrunner, Haywood Securities Inc. and Beacon Securities Limited (collectively, the “**Agents**”). Pursuant to the Agency Agreement, the Company granted the Agents an over-allotment option (the “**Over-Allotment Option**”) exercisable, in whole or in part, at the sole discretion of the Agents, to sell up to an additional 4,387,200 units for up to 30 days following closing of the Offering.

Subsequent to the Year Ended December 31, 2024

On January 8, 2025, the Agents exercised the Over-Allotment Option in full to purchase an additional 2,757,000 units for gross proceeds of \$1,516,350. The Company was also granted final approval by Cboe Canada Inc. (“**Cboe Canada**”) to begin trading of the Common Shares on Cboe Canada under the symbol “ALGO”.

On January 27, 2025, the Company appointed George Reznik as CFO and Corporate Secretary.

On January 29, 2025, the Company entered into marketing service agreements with Gold Standard Media, LLC, New Era Publishing Inc., Freedom Financial Resources, LLC, Senergy Communications Capital Inc., Outside The Box Capital Inc., Capital Gains Media Inc., Entourage Group Inc., Direct To Investor Media, LLC, Emerging Markets Consulting, LLC, MIC Market Information & Content Publishing GmbH, Bergskogar Limited DBA Scandinavian Alliance, and Green Stock News LLC to provide a comprehensive marketing, market making, and investor awareness campaign. In addition, the Company engaged Independent Trading Group Inc. to provide certain market making services on behalf of the Company.

On February 7, 2025, the Company announced its partnership with Emergo by UL, a consulting firm specializing in global regulatory compliance and human factors for products in the medical industry, to shape the Company’s

comprehensive global strategy for regulatory compliance. Emergo will assist in the formation of quality management process to satisfy the health care professional requirements for Canadian, US and African markets.

On February 19, 2025, the Company announced its partnership with Eliquent Life Sciences, a regulatory, quality and safety consulting firm. Eliquent Life Sciences will help the Company navigate the complexities of the FDA regulatory pathway and to ensure the Company's products meet all necessary premarket submission requirements.

On February 27, 2025, the Company issued a Notice of Change of Auditor with SHIM & Associates LLP, Chartered Professional Accountants replacing Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the Company's auditor.

On April 1, 2025, the Company appointed Anthony Schaller as its new President and Chief Technology Officer.

Business Description

As a result of the Transaction, Light AI Technologies Inc., Amalco (as defined below), comprises the nature of the business operations going forward. The Company is currently focused on the development of healthcare solutions to combat disease and reduce the use and misuse of antibiotics. The registered office and corporate address of the Company is 1500 – 1055 West Georgia Street, Vancouver, BC, V6E 4N7.

Light AI is a technology company focused on developing AI health diagnostic solutions. Light AI is developing a technology platform which represents the next generation of patient management: it applies assistive AI algorithms to smartphone images—starting with oropharynx images - to identify Strep A in seconds. Its patented, app-based solution requires no swabs, lab tests or proprietary hardware of any kind—its platform is cloud-based utilizing digital cameras available to medical practices including smartphones. Light AI is at the forefront of developing innovative diagnostic solutions aimed at improving healthcare delivery worldwide. The Company's AI powered technology offers rapid, accurate, and cost-effective diagnostic tools designed to address critical healthcare challenges.

In pre-United States ("US") Food and Drug Administration ("FDA") validation studies, Light AI's algorithm demonstrated remarkable accuracy in differentiating between viral and bacterial pharyngitis, specifically targeting Group A Streptococcus ("Strep A" or "GAS"). The algorithm achieved a 96.57% accuracy rate and attained a negative predictive value of 100%, indicating its high reliability in confirming the absence of Streptococcus A infection. Viral and GAS pharyngitis affects over 600 million people annually worldwide. If left untreated, GAS pharyngitis can lead to serious complications such as Rheumatic Heart Disease ("RHD"), which imposes a global economic burden exceeding \$1 trillion annually. Light AI's technology offers a significant advancement in the accurate and timely diagnosis of GAS pharyngitis, potentially reducing the incidence of RHD and its associated costs. Light AI's approach to applying AI to smartphone images can be expanded to other throat conditions, as well as other areas of analysis, such as the human eye and skin. Light AI's vision is to combine the smartphone with AI in-the-Cloud to create a Digital Clinical Lab that provides quick and accessible diagnosis for countless conditions that today require expensive and time-consuming imaging or lab processes.

LAI is an emerging healthcare technology company in the development stage of the first version of a commercial software specializing in medical imaging designed to differentiate between bacterial and viral infections at point-of-care ("POC"). LAI has gathered thousands of images from its healthcare partners to use in machine learning. LAI believes this is the first time anyone has captured a big dataset of images targeting pharyngitis. LAI's artificial intelligence ("AI") uses advanced algorithms to identify key patterns in patient images to produce an effective probability score. The Company's technology utilizes smartphones with integrated cameras to capture images, which are then analyzed in order to differentiate between viral and bacterial infections using machine learning ("ML") algorithms and a proprietary database of images gathered since 2016.

The Company is currently completing the development of its technology for the differentiation between viral and bacterial infections in pharyngitis (sore throat). The Company intends to leverage the large world-wide footprint of smartphones in the first stage of deployment for its patented technology in POC facilities and through telemedicine. LAI's initiative is to develop and commercialize its technology to improve healthcare quality and outcomes by providing healthcare professionals with real time results thus reducing or eliminating the cost and delay of currently available diagnostic tests, reducing unnecessary follow-up physician visits and reducing the over- prescription of antibiotics. LAI believes that by leveraging the use of smartphones for image data capture and applying AI to analyze

the images data, the Company is developing a diagnostic/screening platform that will be provide rapid and accurate results in a cost-effective and globally scalable manner. LAI's first indication will be a tool to support the management of bacterial and viral pharyngitis.

In POC diagnosis of pharyngitis, the main challenge is distinguishing between viral and bacterial infections, such as Group A Streptococcus (“**Group Strep A**” or “**GAS**”) infections since they often present with overlapping symptoms. Rapid diagnostic tools (like antigen and molecular tests) play a crucial role in determining whether an infection is viral or bacterial, which directly impacts treatment decisions such as the use of antibiotics.¹ The inappropriate use of antibiotics can lead to antimicrobial resistance, a top global health threat (see “*LAI's First Test: Group A Strep tests – GAS As a Global Health Concern*”). By applying AI algorithms to smartphone images to identify infectious diseases in the throat and mouth, LAI has developed a patented, app-based software, non-invasive solution that requires no swabs, lab tests or proprietary hardware. Additionally, LAI's approach to applying AI to smartphone images can be expanded to other throat conditions,² as well as other diseases that present in the oropharynx, including allergies, gastroesophageal reflux disease or Epstein Barr Virus. LAI's goal is to create unique digital data signatures that enable quick and accessible diagnosis using AI. LAI's algorithms can either be cloud-based or integrated into imaging devices for POC situations, eliminating the need for internet transmission of images and medical information.

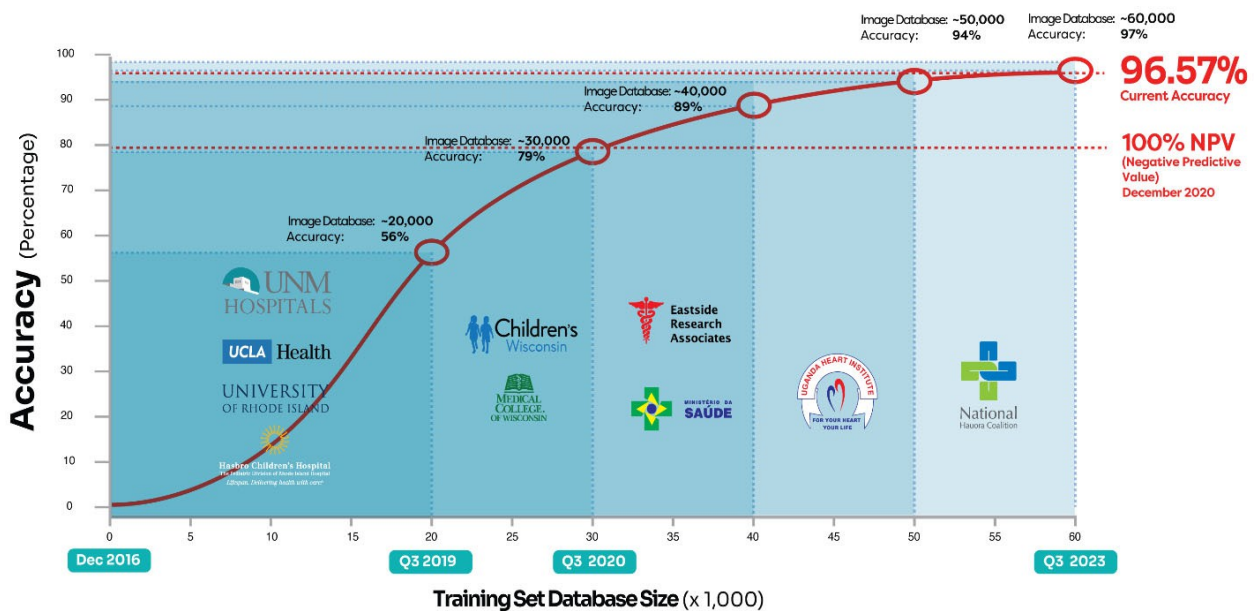
LAI has trained a convolutional neural network (“CNN”) using its proprietary oropharynx image database to discriminate between viral and bacterial infection. Live images are captured on-demand using a smartphone, and the data is segmented into distinct objects such as the tongue, uvula, and tonsils for precise evaluation. This segmentation allows the AI system to isolate and analyze specific anatomical features, leading to an accurate ability to differentiate between disease.

LAI began developing its AI algorithm applications in 2016, raising over \$10 million and working with 13 research and educational institutions, such as UCLA Health Network and University of Rhode Island. LAI, through those institutions, has collected a large inventory of images and associated clinical results data, from a high volume of 20,000 patients to train the LAI AI model. The training data is grounded on verified gold standard culture results, ensuring high accuracy and relevance for medical diagnostics. To ensure robust model development, LAI follows recognized machine learning practices, including a training-validation-test split, which divides the dataset into three parts for training, validating, and testing the model. That ensures the model is not only trained effectively but also rigorously evaluated for performance and reliability. LAI's training data was primarily collected from six facilities across the United States. Those facilities had Institutional Review Board protocols in place that provided for the enrolment of a diverse population, in age, sex and ethnicity, enhancing the model's generalizability and reducing potential biases. Model explainability is also a key focus for LAI, employing techniques that provide visual explanations of the deep learning model's predictions to build trust and adoption.

The following graph illustrates how LAI has trained its algorithm with increasing data sets resulting in increased accuracy, and timelines of various institutions collecting data and conducting studies using LAI's platforms:

1 Sinwan, Basharat, and Jennifer Horton, An Overview of Emerging Point-of-Care Tests for Differentiating Bacterial and Viral Infections. (2021). *Canadian Journal of Health Technologies*, 12(1). <https://www.ncbi.nlm.nih.gov/books/NBK594330/>.

2 Centers for Disease Control and Prevention (CDC). (2021). Group A Streptococcal (GAS) Disease. [cdc.gov.](https://www.cdc.gov/); Mayo Clinic. (2021). Sore Throat - Causes. <https://www.mayoclinic.org/diseases-conditions/sore-throat/symptoms-causes/syc-20351635>; World Health Organization (WHO). (2020). Influenza (Seasonal). [https://www.who.int/news-room/fact-sheets/detail/influenza-\(seasonal\)](https://www.who.int/news-room/fact-sheets/detail/influenza-(seasonal)); Wolford R.W., Goyal A. et al. (2023). Pharyngitis. National Library of Medicine: National Center for Biotechnology Information. <https://www.ncbi.nlm.nih.gov/books/NBK519550/#:~:text=Pharyngitis%20is%20the%20inflammation%20of,%2C%20reflux%2C%20and%20ce rtain%20toxins.>



Note:

- (1) No data was collected for LAI's training set from the Uganda Heart Institute. The Uganda Heart Institute was granted access to LAI's platform to create a manuscript to be submitted to a peer reviewed journal demonstrating the platform's efficacy in real world populations (see "LAI's First Test: Group A Strep tests – GAS as a global health concern - Clinical Test Data on GAS" below).

Principal Products and Services

Currently, LAI is exploring the incremental development of its technology to diagnose a range of conditions, in addition to GAS, which may include Nonspecific Viral Pharyngitis, Influenza, Respiratory Syncytial Virus, Mononucleosis, and Streptococcal Pneumonia.

LAI is integrating a closed or locked algorithm (rather than open AI) supporting a commercial application platform as described below.

Light AI Platform

The Company is developing a technology platform comprised of software operating as a medical device to automatically diagnose GAS. The Light AI platform allows a healthcare provider to take a short video of the throat of an individual, who is suspected of having GAS pharyngitis, using a smart device, and submit it to the cloud component for GAS diagnosis. A cloud-based CNN MLOPS ecosystem analyzes the video images and automatically generates a diagnostic output (i.e., GAS-positive or GAS- negative), for the purpose of aiding clinician's treatment decisions.

The Light AI platform is intended to rapidly diagnose GAS pharyngitis. The software as a medical device is intended to be used at POC facilities to aid in making a treatment decision for an individual who is suspected of having GAS pharyngitis, based on images of the back of the throat taken using a compatible smart device camera.

Light AI Device Components

The Light AI platform consists of two software components:

1. Light AI Assistive and Diagnostic MLOPS App

Currently, the Light AI Mobile product, Wellness or Practitioner, is installed in and run from an iOS smart device with a built-in camera. It performs data collection, video-to-image conversion, image segmentation

and good/bad image classification in concert with the cloud counterpart. An Android version of the LAI App is targeted to be ready in late 2025.

2. Cloud-based LAI Diagnostic CNN Algorithm (“**Diagnostic CNN Algorithm**”)

The Diagnostic CNN Algorithm takes images that the LAI App has validated and uploaded, and automatically detects the presence of GAS using a convolutional neural network, a machine learning technology.

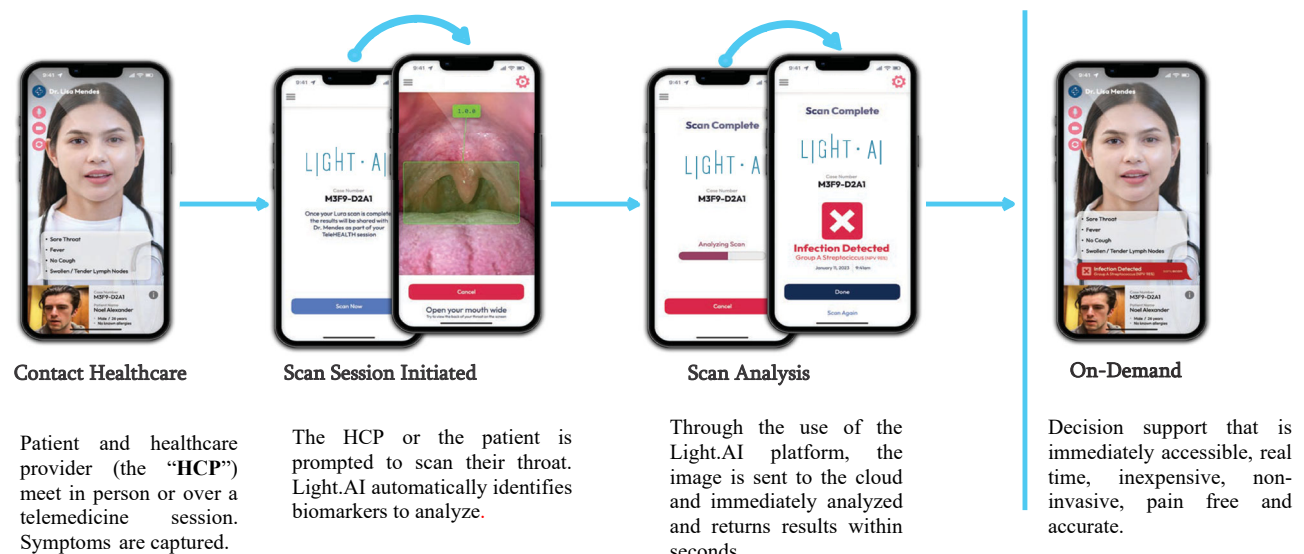
Further, the Light AI uses trained ML and object models to perform different tasks including object segmentation, good/bad image classifier and diagnostic condition detection. The Object Segmentation algorithm identifies the oropharynx section of the throat in the image which is most relevant for GAS detection. The Valid / Invalid Image Classifier is a CNN model used to screen an oropharynx image as good or bad image based on image content and quality. A valid high quality oropharynx image shows all the necessary anatomical objects present in the back of throat, necessary for making further diagnostic decisions. An invalid image does not contain all the necessary anatomical objects and/or has poor image quality. The Cloud-based CNN model is trained on positive and negative oropharynx images passed on from the Company trained Valid / Invalid Image Classifier. The data used for training the Diagnostic CNN Algorithm was collected from sites primarily in the United States.

The Company continues to accumulate images to further develop classifiers in order to train detection models across multiple health indications. LAI is investigating potential partnerships for development datasets specific to other diseases. LAI believes its technology will have application for GAS, cardiovascular, autoimmune disorders and dermatology conditions.

How It Works

(POC in person or Telemedicine Product Concept)

Either the healthcare professional or the patient during a telemedicine consultation opens the Light AI app on a smartphone and follows basic instructions which include accessing the camera. The process takes approximately 30 seconds and under 20 seconds to analyze the image. Full results are available in sixty seconds.



LAI's First Test: Group A Strep tests

GAS as a global health concern

GAS is a common cause of pharyngitis, particularly in children, and accounts for a half million deaths worldwide annually related to RHD and invasive disease.³ GAS infects more than 600 million people globally every year,⁴ while killing as many children as malaria.⁵ It has been estimated that 288.6 million episodes of GAS sore throat occur among children five (5) to 14 years of age each year globally, accounting for more than 100,000 disability-adjusted life-years.⁶ Untreated GAS pharyngitis may cause acute rheumatic fever, a systemic immune response that results in RHD. Treatment of GAS pharyngitis is key to RHD prevention. Additionally, antibiotic treatment of pharyngitis is associated with reduced duration of symptoms and infectivity, and reduced frequency of suppurative complications.^{7,8}

Globally, the prevalence of RHD was estimated to be 40.5 million in 2019, with an overall age-standardized death rate from RHD of 3.85/100,000.⁹ RHD is a critical public health problem in low- and middle-income countries and remains prevalent in indigenous minority groups in high-income countries. In developed countries, although RHD is relatively rare, evaluation and treatment of sore throat leads to substantial healthcare system resource use and inappropriate treatments. Acute pharyngitis is one of the most common complaints that a physician encounters in the ambulatory care setting, accounting for approximately 12 million visits annually or 1% to 2% of all ambulatory care visits annually.¹⁰ However, while only 5% to 15% of adult and 20% to 30% of paediatric sore throat cases are due to GAS infection, the antibiotic prescribing rate is observed to be about 60%, resulting in millions of inappropriate antibiotic prescriptions each year.^{11,12} Inappropriate antibiotic use leads to avoidable unnecessary costs and side effects, and contributes to the development of antimicrobial resistance. According to the World Health Organization, antimicrobial resistance is one of the top global public health and development threats,¹³ leading to the WHO designating it a top 10 threat to global health in 2019 and one of the biggest threats to global health, food security and development. It is estimated that bacterial antimicrobial resistance was directly responsible for 1.27 million global deaths in 2019 and contributed to 4.95 million deaths.¹⁴

Optimal treatment of sore throat requires timely and easy access to diagnostic evaluation. At present, pharyngitis assessment first requires a healthcare evaluation to clinically estimate the likelihood of GAS etiology and determine the need for diagnostic testing and subsequent antibiotic treatment. Clinical assessment has been guided by scoring

3 Brouwer S., Rivera-Hernandez T., Curren B.F., et al. (2023). Pathogenesis, epidemiology and control of Group A Streptococcus infection. *Nature Rev Microbiol*, 21, 431-447. <https://doi.org/10.1038/s41579-023-00865-7>.

4 Toroitice D., Ferranna M., Bloom D. (2023). Optimal global spending for group A Streptococcus vaccine research and development. *npj Vaccines* 8(1), 62. <https://doi.org/10.1038/s41541-023-00646-6>.

5 World Health Organization. Global messaging briefing kit: World malaria report 2022. <https://www.who.int/publications/m/item/WHO-UCN-GMP-2022.07>.

6 Miller, K. M., Carapetis, J. R., Van Beneden, C. A., Cadarette, D., Daw, J. N., Moore, H. C., Bloom, D. E., & Cannon, J. W. (2022). The global burden of sore throat and group A *Streptococcus* pharyngitis: A systematic review and meta-analysis. *EClinicalMedicine*, 48, 101458.

7 Spinks, A., Glasziou, P. P., & Del Mar, C. B. (2021). Antibiotics for treatment of sore throat in children and adults. *The Cochrane database of systematic reviews*, 12(12), CD000023. <https://doi.org/10.1002/14651858.CD000023.pub5>.

8 McGuire, E., Li, A., Collin, S. M., Decraene, V., Cook, M., Padfield, S., Sriskandan, S., Van Beneden, C., Lamagni, T., & Brown, C. S. (2023). Time to negative throat culture following initiation of antibiotics for pharyngeal group A *Streptococcus*: a systematic review and meta-analysis up to October 2021 to inform public health control measures. *Euro surveillance: bulletin Europeen sur les maladies transmissibles = European communicable disease bulletin*, 28(15), 2200573. <https://doi.org/10.2807/1560-7917.ES.2023.28.15.2200573>.

9 Ou, Z., Yu, D., Liang, Y., Wu, J., He, H., Li, Y., He, W., Gao, Y., Wu, F., & Chen, Q. (2022). Global burden of rheumatic heart disease: trends from 1990 to 2019. *Arthritis research & therapy*, 24(1), 138. <https://doi.org/10.1186/s13075-022-02829-3>.

10 Schappert, S. M., & Rechtsteiner, E. A. (2008). Ambulatory medical care utilization estimates for 2006. *National health statistics reports*, (8), 1–29.

11 Shulman, S. T., Bisno, A. L., Clegg, H. W., Gerber, M. A., Kaplan, E. L., Lee, G., Martin, J. M., & Van Beneden, C. (2012). Clinical practice guideline for the diagnosis and management of group A streptococcal pharyngitis: 2012 update by the Infectious Diseases Society of America. *Clinical infectious diseases: an official publication of the Infectious Diseases Society of America*, 55(10), 1279–1282. <https://doi.org/10.1093/cid/cis847>.

12 Barnett, M. L., & Linder, J. A. (2014). Antibiotic prescribing to adults with sore throat in the United States, 1997–2010. *JAMA internal medicine*, 174(1), 138–140. <https://doi.org/10.1001/jamainternmed.2013.11673>.

13 *Fact sheet: Antimicrobial resistance*. World Health Organization. [who.int/news-room/fact-sheets/detail/antimicrobial-resistance](https://www.who.int/news-room/fact-sheets/detail/antimicrobial-resistance).

14 Murray, Christopher J.L. et al. (2022). Antimicrobial Resistance Collaborators. Global burden of bacterial antimicrobial resistance in 2019: a systematic analysis. *The Lancet*, 399(10325), 629–655. [https://doi.org/10.1016/S0140-6736\(21\)02724-0](https://doi.org/10.1016/S0140-6736(21)02724-0).

systems, such as the modified Centor/McIsaac score (0-5; 5 being highest), to assess risk by age and presence or absence of fever, tonsillar exudate, adenopathy, and cough. The associated positive predictive values for the current assessment methods range from a few percent (score = 0) to approximately 50% (score = 5). Various guidelines then recommend diagnostic tests based on clinical risk.¹⁵

The gold standard for GAS diagnosis is either a culture or PCR by pharyngeal swab. Cultures require approximately one to two days for result, so are not helpful for the treatment decision at point of care. PCR can be used to diagnose GAS pharyngitis;¹⁶ PCR test results are also not usually available within the timeframe of an emergency room or clinic visit. For this reason, many clinicians use a rapid test for diagnosing GAS pharyngitis. These tests are known as RADT because they detect a GAS antigen rather than relying on culture of the organism. The sensitivity of RADTs ranges from approximately 70-90%, and the specificity from 90-100%.¹⁷ Therefore, if a patient has a moderate-to-high pre-test clinical likelihood of GAS infection, when an RADT is positive, there is a high post-test likelihood that GAS is present, and treatment can be initiated. However, if the RADT is negative, it is often followed up by culture testing. Performance of RADTs vary based on clinical characteristics (pre-test likelihood) of the patients and the experience of the clinician in obtaining the specimen. A new rapid diagnostic test that exhibits both high sensitivity and specificity for GAS, if available, could improve patient care and avoid complications of both unnecessary antibiotics and untreated GAS pharyngitis. It could replace current RADTs, and could even possibly replace the need for culture and/or PCR testing if sensitivity and specificity are comparable.

Thus, in both the developed and developing worlds, lack of access to rapid and accurate diagnosis of streptococcal pharyngitis exacts a substantial health burden. The situation is more dire in the developing world, where daily in-school examination and testing programs have been introduced as a strategy to reduce the high incidence of the nonsuppurative sequelae of GAS infections.¹⁸

Partly helping to relieve the burden of the health systems, empowerment is a process by which patients are given the knowledge to gain greater control over decisions and actions affecting their health, and home testing apps have been developed as a health empowerment tool.^{19,20} Machine learning is increasingly being applied to improve the speed and accuracy of health care.²¹

A new rapid diagnostic test that exhibits both high sensitivity and specificity for GAS pharyngitis could improve patient care and avoid complications of both unnecessary antibiotics and untreated GAS pharyngitis. It could replace current RADTs, and if sensitivity and specificity are comparable, could replace the need for time consuming throat swabbing for culture and/or PCR testing.

Clinical Test Data on GAS

LAI platform was utilized in a real world study conducted in Uganda, with a sample size of 82, which produced the following sensitivity and specificity results, with all results subsequently being confirmed by bacterial culture tests:

15 McIsaac, W. J., Kellner, J. D., Aufricht, P., Vanjaka, A., & Low, D. E. (2004). Empirical validation of guidelines for the management of pharyngitis in children and adults. *JAMA*, 291(13), 1587–1595. <https://doi.org/10.1001/jama.291.13.1587>.

16 Dunne, E. M., Marshall, J. L., Baker, C. A., Manning, J., Gonis, G., Danchin, M. H., Smeesters, P. R., Satzke, C., & Steer, A. C. (2013). Detection of group A streptococcal pharyngitis by quantitative PCR. *BMC infectious diseases*, 13, 312. <https://doi.org/10.1186/1471-2334-13-312>.

17 Gerber, M. A., & Shulman, S. T. (2004). Rapid diagnosis of pharyngitis caused by group A streptococci. *Clinical microbiology reviews*, 17(3), 571–580. <https://doi.org/10.1128/CMR.17.3.571-580.2004>.

18 Lin, S., Kaplan, E. L., Rao, X., Johnson, D. R., Deng, M., Zhuo, Q., Yang, P., Mai, J., Dong, T., & Liu, X. (2008). A school-based program for control of group A streptococcal upper respiratory tract infections: a controlled trial in Southern China. *The Pediatric infectious disease journal*, 27(8), 753–755. <https://doi.org/10.1097/INF.0b013e31816be02f>.

19 World Health Organization. 2009. WHO Guidelines on Hand Hygiene in Health Care: First Global Patient Safety Challenge Clean Care is Safer Care. Retrieved from <https://www.who.int/publications/i/item/9789241597906>.

20 Kapeller, A., & Loosman, I. (2023). Empowerment through health self-testing apps? Revisiting empowerment as a process. *Medicine, health care, and philosophy*, 26(1), 143–152. <https://doi.org/10.1007/s11019-022-10132-w>.

21 Javaid M., Haleem A., Singh R.P. et al. (2022). Significance of machine learning in healthcare: features, pillars and applications. *Int J Intel Networks*, 58–72.

Statistic	Value	95% Confidence Interval
Sensitivity	100.00%	73.54% to 100.00%
Specificity	95.71%	87.98% to 99.11%
NPV	100%	94.64% to 100.00%
Accuracy	96.57%	90.01% to 99.34%

Economic Impact

Timely detection of GAS at the point of care has the potential to generate material financial savings for healthcare payers.

Implementing LAI's smartphone-based tool for GAS could yield a substantial dollar saving by reducing the need for in-clinic testing and minimizing the expensive treatment costs associated with untreated cases. For example, managing complications from untreated strep throat, such as rheumatic heart disease, costs billion of dollars annually, a financial burden largely driven by hospital care, surgery, and lifelong medication.²² Early detection and treatment of GAS with antibiotics are far less costly, estimated at \$2-\$4 per treatment course,²³ in contrast to hundreds or thousands of dollars per patient to manage complications.²⁴ LAI's test could allow for POC, rapid, accessible, and early diagnosis at a fraction of traditional healthcare costs, reducing the need for lab diagnostics that typically range from \$10 to \$30 per test in clinical settings.²⁵ Additionally early intervention can prevent indirect costs related to productivity losses, estimated to be a significant economic strain on families, who often rely on income from daily work to meet essential needs. Overall LAI's technology could potentially save LMIC billions of dollars annually by decreasing the reliance on hospital care, cutting diagnostic costs, and preserving the workforce productivity.

Commercialization Plans

The Company is currently developing two product versions of its patented technology, a software application targeted at the consumer and non-regulated health and wellness market (the "Wellness App") and a software application targeted at the professional medical practitioner community market (the "Practitioner App").

I. Wellness Application ("App")

The Company is currently developing a business model to access the viability of its GAS app to be deployed in the wellness market. Designing a wellness app platform to triage pharyngitis, especially cases potentially caused by GAS, represents a significant opportunity. The Company anticipates the Wellness app market to be its largest market and it anticipates leveraging large distribution ecosystems such as major smartphone manufacturers, pharmacy chains and technology platforms.

The Company's AI driven and symptom checking algorithms may be applied to assess sore throat symptoms, providing users with better information regarding their symptoms so that they may make informed decisions regarding medical care. The Company believes that this platform would cater to an emerging consumer demand for accessible,

22 Lee J.S., Kim S. et al. (2023). Global economic burden per episode for multiple diseases caused by group A Streptococcus. *Npj Vaccines*, 69(8). <https://doi.org/10.1038/s41541-023-00659-1>.

23 Tsevat J., Kotagal U.R. (1999). Management of Sore Throats in Children, a Cost-effective Analysis. *Arch Pediatr Adolesc Med.*, 153(7), 681-688. <https://doi.org/10.1001/archpedi.153.7.681>.

24 Lee J.S., Kim S. et al. (2023). Global economic burden per episode for multiple diseases caused by group A Streptococcus. *npj Vaccines*, 69(8). <https://doi.org/10.1038/s41541-023-00659-1>.

25 Tsevat J., Kotagal U.R. (1999). Management of Sore Throats in Children, a Cost-effective Analysis. *Arch Pediatr Adolesc Med.*, 153(7), 681-688. <https://doi.org/10.1001/archpedi.153.7.681>.

on-demand digital health solutions that reduce unnecessary doctor visits and improve health management from home. Beyond consumer applications, the platform could be marketed to healthcare providers and telemedicine services enhancing their capacity to manage sore throats remotely and efficiently. Such a tool would also align well with the goals of healthcare systems and insurers to reduce the costs associated with in-office visits and diagnostics for common infections.²⁶ The Company is currently optimizing the user interface and backend cloud system and exploring the market to test a pilot study using a Wellness application accessing the the Light.AI platform.

II. Practitioner Application (“App”)

The Company is expanding its product offering to the medical practitioner and industry with its Practitioner App subject to regulatory approvals in the target markets. Providing this rapid GAS capability to the healthcare providers promises to aid the diagnostic process, provide better outcome for patients and enable the provider in his/her decision making regarding warranted testing or treatment.

North America Regulatory Initiatives

Health Canada

While the Company is headquartered and maintains some operations in Canada, LAI does not currently market or distribute products in Canada. As such, Canadian laws and regulations concerning medical devices are not currently applicable to Light AI’s operations. Should the Company seek to distribute any products in Canada, the Company will be required to comply with such laws and regulations and will be required to obtain the necessary Canadian approvals and permits.

The Company plan to pursue the regulatory approval process with Health Canada to leverage its position as a Canadian medical oriented technology company.

The Company is partnering with Emergo by UL, a leading consulting firm specializing in global regulatory compliance and human factors for products in the medical industry. Emergo by UL will support Light AI in navigating the complex landscape of regulatory submissions, with anticipated development efforts for Health Canada. Beyond this initial focus, Emergo is anticipated to play a crucial role in shaping Light AI’s comprehensive global strategy for regulatory compliance.

The Company anticipates leveraging eventual regulatory approval from Health Canada to expedite regulatory approval in other jurisdictions.

United States Food and Drug Administration

The costs associated with managing GAS infections in the United States can be substantial, impacting both the healthcare system and individual patients. Direct medical expenses include doctor visits, diagnostic tests, and treatment, often with antibiotics such as penicillin or amoxicillin. Estimates suggest that the cost of a typical pharyngitis visit ranges from \$200 to \$400, depending on factors such as insurance coverage, diagnostic methods and choice of healthcare facility. For individuals without insurance, the costs can be considerably higher, especially if the infection leads to complications like rheumatic fever or abscesses, which require additional care. Indirect costs, such as lost wages from missed work or school and childcare expenses, add to the financial burden. The CDC notes that missed school days related to GAS infections are common and place a strain on family resources, particularly in low-income households. These cumulative costs underscore the financial impact of GAS on both individuals and the broader healthcare system.³¹

In the United States, the Company’s products and operations will be subject to extensive regulation by federal governmental authorities, such as the FDA, and state and local regulatory agencies to ensure the devices are safe and effective. Similar international regulations apply overseas.

These regulations, which include the United States Federal Food Drug, and Cosmetic Act of 1938, as amended (the “FDA Act”) and regulations promulgated by the FDA, govern, among other things, the design, development, testing, manufacturing, packaging, labeling, distribution, import/export, sale and marketing and disposal of medical devices,

post market surveillance and reporting of serious injuries and death, repairs, replacements, recalls and other matters relating to medical devices. State regulations are extensive and vary from state to state. The Company's products constitute medical devices subject to these regulations.

Under the FDC Act, each medical device manufacturer must comply with quality system regulations that are strictly enforced by the FDA. Unless an exception applies, the FDA requires that the manufacturer of a new medical device or a new indication for use of, or other significant change in, existing currently marketed medical device obtain either 510(k) pre-market notification clearance or pre-market approval ("PMA") before it can market or sell those products in the United States. Modifications or enhancements to a product that could significantly affect its safety or effectiveness, or that would constitute a major change in the intended use of the device, technology, materials, labeling, packaging, or manufacturing process may also require a new 510(k) clearance. Manufacturers make the initial determination whether a change to a cleared device requires a new 510(k) clearance, but the FDA can review any such decision. If the FDA disagrees with the manufacturer's decision not to seek a new 510(k) clearance or PMA approval for a change, it may retroactively require the manufacturer to seek 510(k) clearance or PMA approval. The FDA can also require the manufacturer to cease United States and/or recall the product until 510(k) clearance or PMA approval is obtained.

If the Company cannot establish that a proposed product is substantially equivalent to a legally marketed device, the Company may seek PMA through a PMA application, or submit a *de novo* request. The *de novo* request, or evaluation of automatic class III designation, provides a pathway to Class I or Class II classification for medical devices for which general and special controls provide a reasonable assurance of safety and effectiveness, but for which there is no legally marketed predicate device.

The Company must seek PMA through a PMA application. Under the PMA process, the applicant submits extensive supporting data, including, in most cases, data from clinical studies, in the PMA application to establish reasonable evidence of the safety and effectiveness of the product. This process typically takes at least one to two years from the date the PMA is accepted for filing but can take significantly longer for the FDA to review.

The FDA and the Federal Trade Commission also regulate advertising and promotion of the Company's products to ensure that the claims the Company makes are consistent with its regulatory clearances, that there are adequate and reasonable scientific data to substantiate the claims and that its promotional labeling and advertising is neither false nor misleading.

The Company will be subject to data privacy and security regulation by both the federal government and the states in which it conducts its business.

As a participant in the healthcare industry, the Company is also subject to extensive laws and regulations protecting the privacy and integrity of patient medical information that the Company receives, including the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") which established uniform federal standards for "covered entities," which include certain healthcare providers, healthcare clearinghouses, and health plans, governing the conduct of specified electronic healthcare transactions and protecting the security and privacy of protected health information. The Company is also subject to "fraud and abuse" laws and regulations, including, physician self-referral prohibitions, and false claims laws. From time to time, these laws and regulations may be revised or interpreted in ways that could make it more difficult for the Company's customers to conduct their businesses, such as recent proposed revisions to the laws prohibiting physician self-referrals, and such revisions could have an adverse effect on the demand for its products, and therefore its business and results of operations.

The federal and state governments of the United States establish guidelines and pay reimbursements to hospitals and free-standing clinics for diagnostic examinations and therapeutic procedures under Medicare at the federal level and Medicaid at the state level. Private insurers often establish payment levels and policies based on reimbursement rates and guidelines established by the government. The federal government and the Congress review and adjust rates annually, and from time to time consider various Medicare and other healthcare reform proposals that could significantly affect both private and public reimbursement for healthcare services.

The sale of medical devices, the referral of patients for diagnostic examinations and treatments utilizing such devices, and the submission of claims to third-party payors (including Medicare and Medicaid) seeking reimbursement for such services, are subject to various federal and state laws pertaining to healthcare "fraud and abuse." These laws

include physician self-referral prohibitions, anti-kickback laws and false claims laws. The United States Anti-Kickback Statute and other similar laws make it illegal to solicit, induce, offer, receive or pay any remuneration in exchange for the referral of business, including the purchase of medical devices from a particular manufacturer or the referral of patients to a particular supplier of diagnostic services utilizing such devices. False claims laws prohibit anyone from knowingly and willfully presenting, or causing to be presented, claims for payment to third-party payors (including Medicare and Medicaid) that are false or fraudulent, for services not provided as claimed, or for medically unnecessary services. The United States Department of Health, Office of the Inspector General prosecutes violations of fraud and abuse laws and any violation may result in criminal and/or civil sanctions including, in some instances, imprisonment and exclusion from participation in federal healthcare programs such as Medicare and Medicaid.

Anti-Corruption Laws and Regulations. LAI may be subject to the United States Foreign Corrupt Practices Act and anti-corruption laws, and similar laws in foreign countries, such as the U.K. Bribery Act of 2010 and the Law “On the Fundamentals of Health Protection in the Russian Federation.” In general, there is a worldwide trend to strengthen anticorruption laws and their enforcement, and the healthcare industry and medical equipment manufacturers have been particular targets of these investigation and enforcement efforts. Any violation of these laws by us or LAI’s agents or distributors could create a substantial liability for us, subject LAI’s officers and directors to personal liability and also cause a loss of reputation in the market.

LAI filed a submission request with the FDA requesting feedback to the proposed regulatory pathway and subsequently met with the FDA in a pre-submission meeting held on June 21, 2024 to discuss the regulatory pathway and clinical validation study design for the Light AI App system. Based on this discussion, LAI expects that the likely regulatory pathway will be a de novo process to establish a new class regulation for this type of novel software as a medical device or software as a medical device. The FDA also provided feedback related to the pivotal external clinical validation study design. LAI expects that the likely steps towards the de novo classification request will involve establishing a Quality Management System (“QMS”) by completing product development, verification and validation, following QMS procedures and requirements. The pivotal external clinical validation study is considered as a part of final validation. LAI expects this will involve a non significant risk device study that requires Institutional Review Board review and approval but no investigational device exemption submission to the FDA. LAI plans to utilize the pre-submission process to get feedback from the FDA regarding the study protocol prior to conducting the pivotal study.

The Company is partnering with Elevance Health’s CRO (Carelton Health) to conduct FDA trials in the US. The Company is also partnering with ELIQUENT Life Sciences (“[ELIQUENT](#)”), a leading regulatory, quality, and safety consulting firm for the life sciences industry to provide comprehensive support in designing a robust FDA regulatory strategy, leveraging their deep industry knowledge and extensive experience to facilitate efficient interactions with the FDA. This collaboration aims to help Light AI navigate the complexities of the FDA regulatory pathway and to ensure Light AI’s innovative medical solutions meet all necessary premarket submission requirements. LAI may submit a future de novo classification request for Light AI following successful completion of product development, verification and validation activities.

Rest of World Commercialization

The Company’s operations, sales and service of products outside of Canada and the United States are subject to regulatory requirements that vary from country to country and may differ significantly from those in the United States. In general, The Company’s products are regulated outside the United States as medical devices by foreign governmental agencies similar to the FDA. In order for the Company to market its products internationally, the Company must obtain clearances or approvals for products and product modifications.

Lower and Middle Income Countries (“LMIC”)

The Company anticipates partnering with Tech Care For All (“**TC4A**”) to roll out the Company’s AI technology to the LMIC market, initially focusing on Africa. TC4A is a social impact company whose goal is to accelerate digital health in Africa and Asia to improve health outcomes in underserved communities. TC4A developed and operates a global medical learning platform targeting healthcare professionals in LMIC markets.

Timely detection of GAS at the point of care has the potential to generate material financial savings for healthcare payers. Implementing the Company's smartphone-based tool for GAS in Africa and LMIC markets could yield a substantial dollar saving by reducing the need for in-clinic testing and minimizing the expensive treatment costs associated with untreated cases. Additionally early intervention can prevent indirect costs related to productivity losses, estimated to be a significant economic strain on families, who often rely on income from daily work to meet essential needs.

Europe

The Company is required to affix the Conformité Européenne mark to its products in order to sell them in member countries of the European Economic Area (the "EEA"). The Conformité Européenne mark is an international symbol of adherence to certain essential principles of safety and effectiveness, which once affixed enables a product to be sold in member countries of the EEA.

The Conformité Européenne mark is also recognized in many countries outside the EEA, such as Switzerland and Australia, and can assist in the clearance process. In order to receive permission to affix the Conformité Européenne mark to its products, the Company must obtain quality system certification and must otherwise have a QMS that complies with the EU Medical Device Directive.

In addition to the United States laws regarding the privacy and integrity of patient medical information, the Company is subject to similar laws and regulations in foreign countries covering data privacy and other protection of health and employee information. Particularly within Europe, data protection legislation is comprehensive and complex and there has been a recent trend toward more stringent enforcement of requirements regarding protection and confidentiality of personal data, as well as enactment of stricter legislation. The Company is also subject to international "fraud and abuse" laws and regulations, as well as false claims and misleading advertisement laws.

Specialized Skill and Knowledge

The nature of LAI's business requires specialized skill and knowledge, including expertise in medicine and healthcare, finance, operations, software development and programming, application security, payment processing, mobile applications, marketing, design and content creation. LAI's management has expertise in data management, imaging, healthcare analytics, artificial intelligence, deep learning, convolutional neural network architecture, predictive modelling, global healthcare analytics and user experience design. LAI leadership specializes in healthcare innovation, as well as building complex software engineering programs within the life science industry. The required skills and knowledge to succeed in these industries are available to LAI through certain members of the company's management, directors, officers, and advisory teams.

Competitive Conditions

With its patent portfolio, Light AI is anticipated to be the first commercial device which can automatically diagnose GAS using software as a medical device.

The current gold standard for diagnosing GAS involves a throat culture. Throat cultures typically take 24 to 36 hours to be processed by a medical lab and are not as suitable for rapid testing.

Rapid Antigen Detection Tests are also available to diagnose GAS. The sensitivity of these rapid tests range from approximately 55 to 90% and the specificity of these tests range from 90% to 100%.²⁶ Rapid tests must be physically purchased or delivered, which adds to the complexity of patient care and leaves the tests vulnerable to supply chain disruption. Due to the low sensitivity of the rapid tests, symptomatic cases that test negative are usually followed by a throat culture, which adds additional costs and time to patient management.

There are other potential competitors to LAI that offer similar technology.

²⁶ *Rapid Strep Test*. MedicineNet. (2024). https://www.medicinenet.com/rapid_strep_test/article.htm.

New Products

LAI is initially focusing its technology to diagnose GAS, and it intends to expand to cardiovascular, autoimmune disorders, dermatology conditions and other infections such as urinary tract infections.

Intangible Properties

Intellectual Property

As a health care technology company, the LAI's intellectual property and proprietary information is a fundamental element of its success. LAI protects its proprietary rights through a combination of copyright, trade-mark and trade secret laws as well as contractual provisions. The source code for its software is generally protected under Canadian and United States copyright laws. LAI seeks to avoid disclosure of its intellectual property and proprietary information through its general practice of requiring employees, contractors and consultants to execute agreements mandating non-disclosure of, and assignment to, LAI of intellectual property. Such agreements require employees and consultants to assign to LAI all intellectual property developed in the course of their employment or engagement, as applicable, and to keep information relating to the LAI confidential.

LAI also utilizes non-disclosure agreements to govern interactions with business partners, prospective business partners and other relationships that may necessitate disclosure of proprietary information.

LAI's core technology has been issued three US patents, one European patent and one Australian patent and LAI has received notice of intention to grant one European Union patent as follows:

Image Processing of Streptococcal infection in Pharyngitis Subjects

United States

- 1) Patent number: 11,369,318 expiring on March 9, 2040.
- 2) Patent number: 11,602,312 expiring on September 30, 2039.
- 3) Patent number: 12,148,150 expiring on August 7, 2042.

Australia

- 1) Patent number: 2019357949 expiring on October 1, 2039.

European Union

- 1) Patent number: 3864669, Decision to Grant issued November 7, 2024, that took effect on December 4, 2024, expiring on October 1, 2039.

LAI has one European divisional patent application, one Israeli patent application, one Canadian patent application, and one Hong Kong patent application filed with respect to the Image Processing of Streptococcal Infection in Pharyngitis Subjects. LAI has one US continuation patent application, one Canadian patent application, and one European Union patent application filed in respect of the Infection Detection Using Image Date Analysis. LAI has one U.S. provisional patent application filed in respect of the Wellness Management Application with AI-Powered Infection Detection. The grant of these patents depend on the number of comments LAI receives from the patent examiner and the volume of applications the patent examiner is reviewing. At this time, it could be up to two years before the patents are granted.

LAI has a large and expanding database of images that can potentially be used to detect other diseases or to generate non-diagnostic revenues.

LAI also has what it believes to be the largest cloud-based repository of clinical images of the Oropharynx.

LAI's patents should also cover self testing, where images are processed by a central server for diagnosis, potentially on a pay-per-use basis.

Cycles

There are seasonal cycles within the healthcare market. Flu season, from late fall to early spring, can see increased patients with cold and flu symptoms, resulting in and increased need for diagnostic testing. LAI tailors its digital advertising strategy in response to the cyclicity of the demand for different healthcare services.

Environmental Protection

LAI's business does not materially impact environmental conditions. LAI does not expect that there will be any financial or operational effects as a result of environmental protection requirements on its capital expenditures, profit or loss, or its competitive position in the current fiscal year or in future years.

Employees

As of December 31, 2024, LAI had four full time employees and 12 individual contractors. LAI believes that its success is dependent on the performance of its management and key employees, many of whom have specialized skills and knowledge relating to biomedical engineering and tissue imaging. LAI believes it will have adequate personnel with the specialized skills required to successfully carry out its operations and activities.

LAI has been utilizing a mobile workforce but anticipates leasing a corporate office in the Metro Vancouver area of British Columbia.

Going Concern

The consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due.

The Company's ability to continue as a going concern is dependent upon its ability to attain profitable operations and obtain additional capital, and to continue to obtain borrowings from third parties sufficient to meet current and future obligations and/or restructure the existing debt and payables.

The Company is currently pre-revenue and therefore the Company's ability to continue as a going concern is dependent upon its ability to continue to obtain borrowings from third parties or raise capital, sufficient to meet current and future obligations and to complete development of its product. There can be no assurance that the Company will receive sufficient additional financing to complete the product, or that the product will be commercially successful. The Company has an accumulated deficit of \$27,450,992 (2023 - \$14,350,059).

As a result, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern, therefore, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business.

Business Combination Transaction

On January 31, 2024, the former Mojave Brands Inc. (the "Former Mojave") entered into a binding letter of intent ("LOI") with LAI SPV Corp. ("LAI SPV") and the former Light AI Inc. (the "Former Light AI") under which Former Mojave, LAI SPV and the Former Light AI will combine their respective businesses by way of a share exchange, merger, amalgamation, plan of arrangement or such other similar form of transaction (the "Transaction").

The parties entered into a Business Combination Agreement on June 19, 2024 and subsequently amended on September 9, 2024 and October 24, 2024, whereby the Former Mojave, LAI SPV and the Former Light AI agreed to effect the combination of their respective businesses and assets by way of a series of steps or transactions including the amalgamation (the "Amalgamation" as described below).

LAI SPV was incorporated on December 28, 2023 to primarily raise capital for funding the Former Light AI prior to the Transaction.

On December 13, 2024, the Company completed the Amalgamation and the terms and conditions of the Amalgamation were as follows: (i) 1479875 B.C. Ltd. (“Subco”), a wholly owned subsidiary of the Former Mojave incorporated for the purpose of effecting the Transaction, amalgamated with the Former Light AI and LAI SPV (together, “Opco”), which are considered as one single entity for accounting purposes, to form Light AI Technologies Inc. (“Amalco”); (ii) holders of common shares in the capital of the Former Light AI received 3.89 common shares in the capital of the Company for each Former Light AI share held, and the Former Light AI shares were cancelled; (iii) holders of common shares in the capital of LAI SPV received one common share in the capital of the Company for each LAI SPV share held, and the LAI SPV shares were cancelled; (iv) the Company’s share purchase warrants were issued to the holders of the Former Light AI share purchase warrants, and LAI SPV share purchase warrants, in exchange and replacement for, and on an equivalent basis after giving effect to the applicable exchange ratio, such Former Light AI warrants and LAI SPV warrants were cancelled; (v) the Company’s options were issued to holders of Former Light AI options and LAI SPV options in exchange and replacement for, and on an equivalent basis after giving effect to the applicable exchange ratio, such Former Light AI options and LAI SPV options were cancelled; (vi) Light AI Technologies Inc. became a wholly owned subsidiary of the Company; and (vii) the Company changed its name to Light AI Inc. The Company will continue to carry on the business of the Opco.

Upon closing of the Amalgamation, the shareholders of the Opco had control of the combined entity, and as a result, the Transaction is considered a reverse acquisition of the Former Mojave by the Opco. Based on the guidance of IFRS 3, Business Combinations, it has been determined that the Opco was the accounting acquirer, and the Former Mojave was the accounting acquiree. Accordingly, the consolidated financial statements are a continuation of the consolidated financial statements of the Opco, except with regard to authorized and issued share capital, which is that of the Former Mojave.

Offering

On September 25, 2024, the Company signed an engagement agreement to appoint Ventum Financial Corp. (“Ventum”) as the lead agent and sole bookrunner on behalf of a syndicate of agents in respect of a proposed public offering of a minimum of 18,181,818 units and a maximum of 27,272,727 units at \$0.55 per unit to raise gross proceeds of a minimum of \$10 million and a maximum of \$15 million (the “Offering”). On December 5, 2024, the Company and Ventum agreed to increase the maximum size of the Offering from 27,272,727 Units of the Company (each, a “Unit”) to 29,248,000 Units with maximum gross proceeds of \$16,086,400. Each Unit will comprise one common share in the capital of the Company (each, a “Share”) and one-half of one common share purchase warrant (each whole common share purchase warrant, a “Warrant”). Each Warrant will entitle the holder to purchase one additional Share at an exercise price of \$0.80 per Share for a period of 18 months from the closing of the Offering.

On October 29, 2024, the Company filed and obtained a receipt for a preliminary prospectus in each of the provinces and territories of Canada, other than Quebec, in connection with the Offering. On December 17, 2024, the Company filed and obtained a final receipt for its long form prospectus. On December 30, 2024, the Company closed the first of two tranches of the Offering by issuing 30,878,200 Units at \$0.55 per Unit for aggregate gross proceeds of \$16,983,010, encompassing the primary offering of 29,248,000 Units for gross proceeds of \$16,086,400 and the partial exercise of the Over-Allotment Option (as defined below) amounting to 1,630,200 Units for gross proceeds of \$896,610.

The Offering was completed pursuant to an agency agreement dated December 17, 2024 (the “Agency Agreement”) between the Company and a syndicate of agents including Ventum, as lead agent and sole bookrunner, Haywood Securities Inc. and Beacon Securities Limited (collectively, the “Agents”). Pursuant to the Agency Agreement, the Company granted the Agents an over-allotment option (the “Over-Allotment Option”) exercisable, in whole or in part, at the sole discretion of the Agents, to sell up to an additional 4,387,200 Units for up to 30 days following closing of the Offering. The Agents partially exercised the Over-Allotment Option for 1,630,200 Units. The Company paid the Agents a cash commission of \$1,006,076, a corporate finance fee of \$200,000 and Agents’ legal fees and reimbursements of \$333,592. The Company paid/accrued its corporate legal counsel fees of \$329,867 and other expenses of \$32,466 related to the Offering. Per the Agency Agreement, the Company issued 1,829,230 Agent Warrants at an exercise price of \$0.55 and expiring on June 30, 2026. On January 8, 2025, the Agents further exercised their Over-Allotment Option in full to purchase an additional 2,757,000 units for gross proceeds of \$1,516,350.

Reverse Takeover

On December 13, 2024, the Company completed a “three-cornered” amalgamation with Opco and Subco. Upon closing of the Amalgamation, the Company acquired legal control of Opco; however, as the shareholders of Opco gained voting control of the Former Mojave pursuant to the issuance of the Company’s common shares to the shareholders of Opco, representing a significant majority interest, Opco is determined to be the accounting acquirer and, consequently, the transaction has been accounted for as a reverse acquisition of the Former Mojave by Opco. As the Former Mojave does not meet the definition of a business, the Transaction is accounted for as a reverse acquisition of net assets, pursuant to IFRS 2, Share-based Payment.

The Amalgamation resulted in an issuance of 73,235,057 common shares of the Company to Opco shareholders, an issuance of 1,437,500 share purchase warrants with an exercise price of \$0.60 to Former Mojave warrant holders, and an issuance of 3,399,900 share purchase warrants with an exercise price of \$0.11 to Former Mojave warrant holders. In connection with the reverse takeover, the Company also incurred cash transaction fees of \$571,492. Cash acquired from the reverse takeover was \$9,287, net of cash transaction fees, resulting in a net cash payment of \$562,205. The acquisition date fair value of the consideration transferred by Opco for its interest in the Company of \$4,998,990 is determined based on the fair value of the equity interest Opco would have had to give the owners of the Former Mojave, before the reverse acquisition, to provide the same percentage of equity interest in the combined entity that results from the reverse acquisition.

The listing expense related to the reverse takeover was calculated as follows:

	Amount \$
Fair value of common shares issued to Opco Shareholders	3,276,146
Fair value of warrants deemed issued to Former Mojave warrant holders	1,151,352
Transaction costs	571,492
Total fair value of consideration	4,998,990
Fair value of assets acquired and liabilities assumed:	
Cash	9,287
Other assets	680,145
Accounts payable and accrued liabilities	(684,018)
Other liabilities	(158,560)
Acquisition date fair value of net liabilities assumed	(153,146)
Listing expense	5,152,136

The fair value of 1,437,500 share purchase warrants deemed issued to Former Mojave warrant holders was \$163,044 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	3.11%
Expected life	0.58 years
Expected volatility	162%
Expected dividends	0%

The fair value of 3,399,900 share purchase warrants deemed issued to Former Mojave warrant holders was \$988,308 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	3.03%
Expected life	1.01 years
Expected volatility	192%
Expected dividends	0%

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Light AI Technologies Inc. In accordance with the reverse takeover accounting, the consolidated financial statements include the historical results and figures of Opco. The Company's accounts and results are consolidated from the transaction date, being December 13, 2024. All significant intercompany accounts and transactions between the Company and its subsidiary have been eliminated upon consolidation.

Subsequent Events

- 1) On January 3, 2025, the Company received final approval by Cboe Canada to list the Company's common shares on Cboe Canada under the symbol "ALGO". The Company commenced trading on January 8, 2025.
- 2) On January 8, 2025, the Company closed the second and final tranche of the Offering and issued 2,757,000 Units at \$0.55 per Unit for aggregate gross proceeds of 1,516,350. Each Unit is comprised of one Share and one-half of one Warrant. Each Warrant entitles the holder thereof to acquire one Share at \$0.80 per Share until July 8, 2026.

Pursuant to the Agency Agreement, the Company also issued 192,990 Agent Warrants at an exercise price of \$0.55 and expire on July 8, 2026. Additionally, the Company paid \$106,145 in cash commissions and \$37,752 in agents' expenses including applicable taxes.

- 3) On January 15, 2025, the Company granted 5,573,000 stock options to directors, officers, employees and consultants having an exercise price of \$0.70 and expiring on January 15, 2035. Additionally, the Company granted 1,750,000 deferred share units to directors of the Company.
- 4) Subsequent to December 31, 2024, the Company received proceeds in the amount of \$797,283 for the exercise of 1,891,164 warrants.

Investment Tax Credits

The Company may make claims under Canada Scientific Research and Experimental Development program ("SR&ED"), which have been reviewed and approved by the Canada Revenue Agency to date. Included in income for the year ended December 31, 2024 are estimated tax incentives of \$499,382 (2023 - \$321,751). As at December 31, 2024, \$499,382 (2023 - \$321,751) remained as a tax credit receivable from the Canada Revenue Agency.

Prepaid Video Sponsorship and Legal Retainer

During the year ended December 31, 2024, the Company engaged Outside the Box Capital Inc. to manage a video sponsorship program with Beast Philanthropy Productions LLC relating to a video production on heart surgeries in Nigeria. The video production would include information about Light AI Inc., incorporating material and content provided by the Company, and the video production was disseminated online in February 2025. The cost of the video sponsorship was USD\$500,000 and was paid directly to Beast Philanthropy Productions LLC. The cost of the consulting agreement with Outside the Box Capital Inc. to manage the sponsorship program with Beast Philanthropy Productions LLC was USD\$37,500. Both were included as prepaid and deposits at December 31, 2024.

Additionally, \$551,343 was included in prepaid and deposits as a retainer for public listing legal expenses.

Short-term Debts

During the year ended December 31, 2024, the Company received \$200,131 (2023 - \$490,000) in the form of promissory notes from third parties. \$630,131 of the promissory notes earn interest at the fixed rate of interest of nil per annum applicable up to the date demand for payment is made and following demand for payment, interest shall accrue and be payable at a rate of 12% per annum calculated monthly, not in advance. \$60,000 of the promissory note earns no interest and is payable within 12 months from July 6, 2023.

During the year ended December 31, 2024, the Company recorded \$13,278 (2023 - \$4,248) in interest expense related to the promissory notes. During the year ended December 31, 2024, the Company repaid a total of \$707,657 for all promissory notes having a principal balance of \$690,131 and accrued interest of \$17,526.

	December 31, 2024	December 31, 2023
	\$	\$
Opening balance	494,248	300,000
Additions	200,131	490,000
Interest	13,278	4,248
Repayment	(707,657)	(300,000)
Ending balance	-	494,248

During the year ended December 31, 2023, the Company repaid short term financing in the amount of \$300,000 received from a third party on November 25, 2022.

Loans and Advances

Former Mojave

On February 2, 2024, pursuant to the LOI, the Former Mojave advanced \$250,000 to the Former Light AI through a promissory note dated February 2, 2024. The promissory note is payable on demand and is non-interest bearing until such time as the Transaction is terminated, and upon such event will then earn 24% per annum from date of advance until paid.

Pursuant to completing the Transaction, the \$250,000 was recorded as an intercompany balance and was eliminated on consolidation at December 31, 2024.

LAI SPV

- 1) During the year ended December 31, 2024, LAI SPV advanced funds totaling \$5,315,000 to the Former Light AI pursuant to the following loan agreements:
 - i. \$1,400,000 pursuant to a loan agreement dated February 29, 2024;
 - ii. \$1,300,000 pursuant to a loan agreement dated March 19, 2024;
 - iii. \$300,000 pursuant to a loan agreement dated June 21, 2024;
 - iv. \$285,000 pursuant to a loan agreement dated June 28, 2024;
 - v. \$410,000 pursuant to a loan agreement dated July 21, 2024;
 - vi. \$410,000 pursuant to a loan agreement dated August 29, 2024;
 - vii. \$410,000 pursuant to a loan agreement dated September 23, 2024; and
 - viii. \$800,000 pursuant to a loan agreement dated November 3, 2024.

Collectively (the "Loans")

The Loans are due on demand and are non-interest bearing, until such time as the Transaction is terminated. Upon such event, the Loans will commence accruing interest at 24% per annum, compounded annually, from their respective effective dates of February 29, 2024, March 19, 2024, June 21, 2024, June 28, 2024, July 21, 2024, August 29, 2024, September 23, 2024, and November 3, 2024 until such time as the Loans are paid in full.

Upon completing the Transaction, the \$5,315,000 was recorded as an intercompany balance and was eliminated on consolidation at December 31, 2024.

- 2) During the year ended December 31, 2024, LAI SPV advanced funds to the Former Mojave in the amount of \$156,000 pursuant to the following promissory notes:

- i. \$25,000 pursuant to a promissory note dated April 23, 2024;
- ii. \$50,000 pursuant to a promissory note dated June 26, 2024;
- iii. \$71,000 pursuant to a promissory note dated October 8, 2024; and
- iv. \$10,000 pursuant to a promissory note dated November 27, 2024.

Collectively (the “Notes”)

The Notes become effective on the date of advance and earn interest at 5% per annum and compounded monthly. Upon completing the Transaction, the principal amount of the Notes, including accrued interest, were recorded as an intercompany balance and was eliminated on consolidation at December 31, 2024.

Convertible Debentures

Former Light AI

On August 16, 2023, the Former Light AI issued unsecured convertible debentures (the “Debentures”) to third parties for a total of \$500,000. The Debentures accrue interest at 6% per annum and compound quarterly. Effective October 13, 2023, the Debenture terms were amended and the Debentures mature on the earlier of (i) the date of the closing of the Transaction; or (ii) the date of termination of the Transaction between the Former Light AI and the respective third parties. Upon the closing of the Transaction, the principal amounts and accrued and unpaid interest shall be automatically converted into common shares of the Former Light AI at a conversion rate of \$0.90 per Former Light AI share. On August 31, 2024, the Former Light AI and the Debentures holders mutually agreed to mandatorily convert the principal balance of \$500,000, plus \$32,248 in accrued interest, into 591,386 shares of Former Light AI at a conversion rate of \$0.90, immediately prior to the closing of the Transaction. As a result of the substantial modification, the financial liability was replaced by equity, and a loss on debt modification of \$272,925 has been recognized. On December 12, 2024, 591,386 Former Light AI common shares were issued to the Debentures holders.

Upon the completion of the Amalgamation, the 591,386 Former Light AI shares were exchanged for 2,300,491 common shares in the capital of the Company using a share exchange ratio of 3.89:1, valued at \$805,172. During the year ended December 31, 2024, accretion and interest expense of \$20,963 (2023 - \$11,285) relating to the Debentures was recorded.

LAI SPV

	Liability Component	Equity Component
Balance, January 1, 2024	\$ -	\$ -
Convertible debentures at issuance	3,722,222	331,780
Transaction costs	(162,514)	(14,377)
Accretion	494,292	-
Conversion	(4,054,000)	(317,403)
Balance, December 31, 2024	\$ -	\$ -

- i. On February 22, 2024, LAI SPV closed the first tranche of its non-brokered private placement of unsecured convertible debentures of LAI SPV for total gross proceeds of \$1,577,000. In connection with the closing of the first tranche, LAI SPV paid finders’ fees in the amount of \$60,000, legal costs of \$10,202 and issued 240,000 broker warrants exercisable at \$0.25 per LAI SPV share for two years from the closing date of the Transaction. The fair value of the brokers’ warrants was \$682 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	3.86%
Expected life	2.77 years
Expected volatility	100%
Expected dividends	0%

- ii. On March 15, 2024, LAI SPV closed the second tranche of its non-brokered private placement of unsecured convertible debentures of LAI SPV for total gross proceeds of \$1,502,500. In connection with the closing of the second tranche, LAI SPV paid finders' fees in the amount of \$38,700, legal costs of \$9,093 and issued 154,800 broker warrants exercisable at \$0.25 per LAI SPV share for two years from the closing date of the Transaction. The fair value of the brokers' warrants was \$5,940 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	3.86%
Expected life	2.71 years
Expected volatility	100%
Expected dividends	0%

- iii. On April 18, 2024, LAI SPV closed the third tranche of its non-brokered private placement of unsecured convertible debentures of LAI SPV for total gross proceeds of \$788,500. In connection with the closing of the third tranche, LAI SPV paid finders' fees in the amount of \$25,800, legal costs of \$10,787 and issued 103,200 broker warrants exercisable at \$0.25 per LAI SPV share for two years from the closing date of the Transaction. The fair value of the brokers' warrants was \$3,960 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	4.04%
Expected life	2.62 years
Expected volatility	100%
Expected dividends	0%

- iv. On April 30, 2024, LAI SPV closed the fourth and final tranche of its non-brokered private placement of unsecured convertible debentures of LAI SPV for total gross proceeds of \$186,000. In connection with the closing of the fourth tranche, LAI SPV paid finders' fees in the amount of \$6,660, legal costs of \$4,044 and issued 26,640 broker warrants exercisable at \$0.25 per LAI SPV share for two years from the closing date of the Transaction. The fair value of the brokers' warrants was \$1,022 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	4.13%
Expected life	2.59 years
Expected volatility	100%
Expected dividends	0%

The LAI SPV debentures mature three years from the date of issuance and bear interest at a rate of 8% per annum calculated and payable on the earlier of the maturity date or the date of any conversion of the entire principal amount of the debentures to common shares of LAI SPV, at which time any accrued and unpaid interest will be paid in cash. Upon satisfaction or waiver of the conditions to the completion of the Transaction, the principal amount of the debentures shall convert automatically into shares at a conversion price of \$0.25 per LAI SPV share.

The convertible debentures were accounted as a compound financial instrument with liability and equity components. LAI SPV determined the conversion feature of the convertible debentures meets the "fixed for fixed" criterion as the amount and the number of shares that the convertible debentures will convert to is fixed and known at the outset. The liability component was initially valued at \$3,722,222 based on the present value of principal payments using a discount rate of 12%, which is the estimated rate that would have been charged for a similar instrument without a conversion feature.

The equity component of \$331,780 was initially measured based on the residual value of the compound instrument after deducting the amount determined for the liability component. The transaction costs were allocated to the liability and the equity components in proportion to the allocation proceeds. The effective interest rate is recalculated after adjusting the carrying amount of the liability for the transaction costs. The liability component was subsequently accreted to the face value at the effective interest rate of about 20%.

During the year ended December 31, 2024, \$494,292 and \$245,514 in accretion and interest, respectively, were recorded on the LAI SPV debentures. Subsequent to December 31, 2024, accrued interest payable of \$245,514 was fully paid in cash.

Immediately prior to the completion of the Amalgamation, \$4,054,000 in principal amount for LAI SPV convertible debentures were converted at \$0.25 per LAI SPV common share, into 16,216,000 LAI SPV common shares and then subsequently, exchanged into 16,216,000 common shares in the capital of the Company using a share exchange ratio of 1:1 basis.

Selected Financial Data - Summary of Annual Results

The following selected financial information is derived from the audited financial statements of the Company prepared in accordance with IFRS for the years ended December 31:

	2024	2023	2022
	\$	\$	\$
Revenues	-	-	-
Research and development expenses	3,679,859	883,327	786,227
General and administrative expenses	4,449,666	1,583,113	525,522
Listing expense	5,152,136	-	-
Net and comprehensive loss	13,100,933	2,174,054	886,361
Basic and diluted loss per share	1.00	0.28	0.12
Working capital (deficiency)	14,644,568	(1,169,581)	(163,358)
Total assets	17,127,613	740,462	682,521
Non-current liabilities	-	-	1,675,000

Year Ended December 31, 2024 compared to Year Ended December 31, 2023

During the year ended December 31, 2024 (“Fiscal 2024”), the Company incurred a net and comprehensive loss of \$13,100,933 compared to a net and comprehensive loss of \$2,174,054 for the year ended December 31, 2023 (“Fiscal 2023”). During Fiscal 2024, the Company recorded \$3,679,859 (Fiscal 2023 - \$883,327) in total research and development expenses. Of the total amount of research and development expenses incurred during Fiscal 2024, \$2,185,988 (Fiscal 2023 - \$661,001) was for research and prototype development expenses, \$1,424,804 (Fiscal 2023 - \$221,743) was for product development and \$69,067 (Fiscal 2023 - \$583) related to clinical trials expense.

During Fiscal 2024, the Company incurred a total of \$4,449,666 (Fiscal 2023 - \$1,583,113) in general and administrative expenses. Of the \$4,449,666 (Fiscal 2023 - \$1,583,113) incurred for general and administrative expenses, \$466,505 (Fiscal 2023 - \$75,626) was for accounting and audit, \$515,255 (Fiscal 2023 - \$11,285) was for accretion and interest on convertible debentures, \$185,648 (Fiscal 2023 - \$Nil) was for consulting, \$1,671 (Fiscal 2023 - \$3,031) was for depreciation on equipment, \$245,514 (Fiscal 2023 - \$Nil) was interest on convertible debentures, \$15,508 (Fiscal 2023 - \$30,369) was for interest on short-term debts and bank charges, \$156,061 (Fiscal 2023 - \$317,835) was for investor relations and conferences, \$133,019 (Fiscal 2023 - \$33,221) was for legal fees, \$2,049,808 (Fiscal 2023 - \$36,741) was for management fees and office administration, \$Nil (Fiscal 2023 - \$2,500) was for marketing expenses, \$565,938 (Fiscal 2023 - \$1,063,869) was for share-based payments, \$30,124 (Fiscal 2023 - \$Nil) was for transfer agent and filing fees and \$84,615 (Fiscal 2023 - \$8,636) was for travel expenses. During Fiscal 2024, other items included \$59,544 (Fiscal 2023 - \$29,365) in foreign exchange losses, \$499,382 (Fiscal 2023 - \$321,751) was for investment tax credits recovered, \$5,152,136 (Fiscal 2023 - \$Nil) was for listing expense, \$272,925 (Fiscal 2023 - \$Nil) was for loss on debt modification and \$13,815 (Fiscal 2023 - \$Nil) was for other income.

Research and prototype development expenses

During Fiscal 2024, LAI SPV advanced \$5,315,000 to Former Light AI, which enabled Former Light AI to fund its operations and substantially increase its research and product development activities compared to Fiscal 2023. During Fiscal 2024, the Company incurred \$2,185,988 (Fiscal 2023 - \$661,001) for research and prototype development expenses as follows: \$125,537 (Fiscal 2023 - \$25,875) for patent related costs, \$291,748 (Fiscal 2023 - \$Nil) for

management of clinical research programs run by Healthcore Inc.'s research group Carelon Research, \$742,385 (Fiscal 2023 - \$608,427) for research department staff and \$1,026,318 (Fiscal 2023 - \$26,699) for research consulting expenses. All patent fees relate to legal fees for the preparation and submission of the Company's patents.

Product Development expense (Third-party)

During Fiscal 2024, LAI SPV advanced \$5,315,000 to Former Light AI which enabled Former Light AI to fund its operations and substantially increase its product development compared to Fiscal 2023. During Fiscal 2024, product development expenses of \$1,424,804 (Fiscal 2023 - \$221,743) included engaging the services of Pathfinder Software, LLC, dba Orthogonal and Appnovation Technologies Canada Inc. for third party product development management expenses of \$1,119,382 and \$282,500 respectively (Fiscal 2023 - \$204,714 and \$Nil respectively) and \$22,922 (Fiscal 2023 - \$17,029) in other related product development consulting.

Accretion and interest on convertible debentures

During Fiscal 2024, the Company recorded a total of \$515,255 (Fiscal 2023 - \$11,285) in accretion and interest on convertible debentures. Of this amount, the Company recorded \$20,963 (Fiscal 2023 - \$11,285) for accretion and interest related to \$500,000 in principal amounts of convertible debentures issued by the Former Light AI. Additionally, during Fiscal 2024 the Company recorded \$494,292 (Fiscal 2023 - \$Nil) in accretion expense relating to \$4,054,000 in principal amounts of LAI SPV convertible debentures issued during Fiscal 2024 (Fiscal 2023 - \$Nil). The Company also recorded \$245,514 (Fiscal 2023 - \$Nil) in interest expense on the LAI SPV convertible debentures and was recorded as a liability at December 31, 2024.

Investor relations and conferences

During Fiscal 2024, the Company incurred fees of \$156,061 (Fiscal 2023 - \$Nil) attending conferences and \$Nil (Fiscal 2023 - \$292,952) for a key advisor to the Company relating to raising capital for the Former Light AI. This primarily attributes for the significant difference in investor relations expenses between the Fiscal 2024 and 2023.

Management fees and office administration

During Fiscal 2024, the Company incurred management fees and office administration expenses of \$2,049,808 (Fiscal 2023 - \$36,741). Of this amount, \$664,350 (Fiscal 2023 - \$Nil) related to fees incurred by LAI SPV former CEO, \$677,250 (Fiscal 2023 - \$Nil) related to fees incurred by LAI SPV former President, \$69,300 (Fiscal 2023 - \$Nil) related to fees incurred by LAI SPV former CFO. LAI SPV was incorporated and managed for the sole purposes of raising funds for the Transaction and allowed the Former Light AI to continue its research and product development. During Fiscal 2024, LAI SPV raised gross proceeds of \$7,747,210. Additionally, \$450,000 (Fiscal 2023 - \$Nil) related to management fees incurred by a consultant of the former Light AI, \$53,000 (Fiscal 2023 - \$14,400) incurred for rent and \$135,908 (Fiscal 2023 - \$22,341) in office and administration.

Share-based payments

During Fiscal 2024, the Company recorded \$565,938 (Fiscal 2023 - \$1,063,869) in share-based payments expense. Of this amount, \$527,112 was comprised of \$325,639 for the grant of 157,500 fully-vested stock options of the Former Light AI, 25,000 stock options of the Former Light AI that vested during Fiscal 2024 and 5,058,945 stock options of the Former Light AI that vested during Fiscal 2024, and \$201,473 for 2,055,000 stock options of LAI SPV that vested during Fiscal 2024. Additionally, 800,000 LAI SPV share purchase warrants were issued at \$0.01 per warrant for gross proceeds of \$8,000. The fair value of the 800,000 warrants was \$46,826 and recorded as an increase to warrants reserve and \$38,826 (net of \$8,000 cash proceeds) to share-based payments. In July 2023, the Former Light AI replaced and granted 943,000 stock options which fully-vested on the July 2023 grant date. The Former Light AI recorded a fair value share-based payments expense of \$793,609 for the 943,000 replacement stock options. On the same day in July 2023, the Former Light AI granted 200,000 stock options to consultants of the Company that vest over time. The Former Light AI recorded a fair value share-based payments expense of \$299,008 for the vesting of these options during Fiscal 2023. Additionally, the Former Light AI reversed \$28,748 in share-based payments expense for stock options that were forfeited during Fiscal 2023.

Other Items:

Investment tax credits recovered

Included in income for the year ended December 31, 2024 are estimated tax incentives of \$499,382 (Fiscal 2023 - \$321,751) relating to scientific research and experimental development tax incentives with Canada Revenue Agency.

Listing expense

On December 13, 2024, the Company completed a “three-cornered” amalgamation with Opco and Subco. Upon closing of the Amalgamation, the Company acquired legal control of Opco; however, as the shareholders of Opco gained voting control of the Former Mojave pursuant to the issuance of the Company’s common shares to the shareholders of Opco, representing a significant majority interest, Opco is determined to be the accounting acquirer and, consequently, the transaction has been accounted for as a reverse acquisition of the Former Mojave by Opco. As the Former Mojave does not meet the definition of a business, the Transaction is accounted for as a reverse acquisition of net assets, pursuant to IFRS 2, Share-based Payment. The Amalgamation resulted in an issuance of 73,235,057 common shares of the Company to Opco shareholders, an issuance of 1,437,500 share purchase warrants with an exercise price of \$0.60 to Former Mojave warrant holders, and an issuance of 3,399,900 share purchase warrants with an exercise price of \$0.11 to Former Mojave warrant holders. In connection with the reverse takeover, the Company also incurred cash transaction fees of \$571,492. Cash acquired from the reverse takeover was \$9,287, net of cash transaction fees, resulting in a net cash payment of \$562,205.

The acquisition date fair value of the consideration transferred by Opco for its interest in the Company of \$4,998,990 is determined based on the fair value of the equity interest Opco would have had to give the owners of the Former Mojave, before the reverse acquisition, to provide the same percentage of equity interest in the combined entity that results from the reverse acquisition. The fair value of the Former Mojave assets acquired and liabilities assumed was a net liability of \$153,146 and the Company recorded a listing expense of \$5,152,136.

Loss on Debt modification

On August 16, 2023, the Former Light AI issued unsecured convertible debentures (the “Debentures”) to third parties for a total of \$500,000. The Debentures accrue interest at 6% per annum and compound quarterly. On August 31, 2024, the Former Light AI and the Debentures holders mutually agreed to mandatorily convert the principal balance of \$500,000, plus \$32,248 in accrued interest, into 591,386 shares of Former Light AI at a conversion rate of \$0.90, immediately prior to the closing of the Transaction. As a result of the substantial modification, the financial liability was replaced by equity, and a loss on debt modification of \$272,925 (Fiscal 2023 - \$Nil) has been recognized.

Selected Financial Data - Summary of Quarterly Results

The following selected financial information is derived from the unaudited condensed interim financial statements prepared in accordance with IFRS.

	Dec 31, 2024 \$	Sep 30, 2024 \$	Jun 30, 2024 \$	Mar 31, 2024 \$
Other income	7,731	6,060	24	-
Research and development expenses	982,312	714,363	1,081,590	901,594
General and administrative expenses	1,471,449	1,387,853	782,699	807,665
Listing expense	5,152,136	-	-	-
Net and comprehensive loss	7,387,428	2,072,383	1,880,028	1,761,094
Basic and diluted loss per share	0.68	0.09	0.08	0.15
Working capital (deficiency)	14,644,568	(3,878,766)	(3,129,308)	(1,754,207)
Total assets	17,127,613	1,573,109	2,526,528	3,195,979
Non-current liabilities	-	-	-	-
	Dec 31, 2023 \$	Sep 30, 2023 \$	Jun 30, 2023 \$	Mar 31, 2023 \$
Other income	-	-	-	-
Research and development expenses	432,440	196,497	89,519	164,871
General and administrative expenses	423,166	1,032,857	41,598	85,492
Net and comprehensive loss	526,853	1,237,340	125,378	284,483
Basic and diluted loss per share	0.07	0.16	0.02	0.04
Working capital (deficiency)	(1,169,581)	(673,833)	(425,018)	(422,477)
Total assets	740,462	409,556	131,713	144,546
Non-current liabilities	-	-	-	-

Three Months Ended December 31, 2024 compared to Three Months Ended December 31, 2023

During the three months ended December 31, 2024 (the “2024 Quarter”), the Company incurred a net and comprehensive loss of \$7,387,428 compared to a net and comprehensive loss of \$526,853 for the three months ended December 31, 2023 (the “2023 Quarter”). During the 2024 Quarter, the Company recorded \$982,312 (2023 Quarter - \$432,440) in total research and development expenses. Of the total amount of research and development expenses incurred during the 2024 Quarter, \$580,621 (2023 Quarter - \$224,726) was for research and prototype development expenses, \$332,624 (2023 Quarter - \$207,714) was for product development and \$69,067 (2023 Quarter - \$Nil) was incurred for clinical trial expenses. During the 2024 Quarter, the Company incurred \$580,621 (2023 Quarter - \$224,726) for research and prototype development expenses as follows: \$63,113 (2023 Quarter - \$105) for patent related costs, \$293,143 (2023 Quarter - \$214,195) for research department staff and \$224,365 (2023 Quarter - \$10,426) for research consulting expenses. During the 2024 Quarter, the Company engaged Appnovation Technologies Canada Inc. (“Appnovation”) for its product development and incurred \$332,624 (2023 Quarter - \$207,714) in total product development expenses. Of this amount, \$282,500 (2023 Quarter - \$Nil) related to Appnovation, \$50,124 (2023 Quarter - \$204,714) related to Pathfinder Software, LLC, dba Orthogonal, product development expenses and \$Nil (2023 Quarter - \$3,000) related to other consulting. During the 2024 Quarter, the Company determined that \$61,964 (2023 Quarter - \$Nil) for 100 iPhones that were purchased for the purposes of future clinical trials became obsolete and was classified as clinical trial expense.

During the 2024 Quarter, the Company incurred a total of \$1,471,449 (2023 Quarter - \$423,166) in general and administrative expenses. Of the \$1,471,449 (2023 Quarter - \$423,166) incurred for general and administrative expenses, \$197,425 (2023 Quarter - \$42,375) was for accounting and audit, \$119,972 (2023 Quarter - \$7,580) was for accretion and interest on convertible debentures, \$185,648 (2023 Quarter - \$Nil) was for consulting expenses, \$418 (2023 Quarter - \$527) was for depreciation on equipment, \$7,502 (2023 Quarter - \$13,377) was for interest on short-term debt and bank charges, \$68,840 (2023 Quarter - \$Nil) for interest on convertible debentures, \$47,403 (2023 Quarter - \$305,712) was for investor relations, conventions and travel expenses, \$132,304 (2023 Quarter - \$13,379 for legal fees) was for legal fees reclassification adjustment to listing expense pursuant to the Transaction, \$Nil (2023 Quarter - \$495) was a recovery on marketing fees, \$880,092 (2023 Quarter - \$9,638) was for management fees and office administration expenses, \$30,124 (2023 Quarter - \$Nil) was for transfer agent and filing fees, \$66,329 (2023 Quarter - \$30,578) was for share-based payments relating to vested stock options and share purchase warrants.

During the 2024 Quarter, other items included \$15,719 (2023 Quarter - \$7,002 foreign exchange gain) in foreign exchange loss, \$499,382 (2023 Quarter - \$321,751) for investment tax credits and interest recovered, \$272,925 (2023 Quarter - \$Nil) in loss on modification of convertible debentures, \$5,152,136 (2023 Quarter - \$Nil) in listing expense and \$7,731 (2023 Quarter - \$Nil) in other income.

Accretion and interest on convertible debentures

During the 2024 Quarter, the Company recorded a total of \$119,972 (2023 Quarter - \$7,580) for accretion and interest related to \$500,000 in principal amounts of convertible debentures issued by the Former Light AI in Fiscal 2023 and \$4,054,000 in principal amounts of convertible debentures issued by LAI SPV during Fiscal 2024. The Company also recorded \$68,840 (2023 Quarter - \$Nil) in interest expense during the 2024 Quarter on the LAI SPV convertible debentures. Total interest accrued to the date of conversion on December 13, 2024 was \$245,514 and was recorded as a liability at December 31, 2024.

Investor relations, travel and conferences

During the 2024 Quarter, the Company incurred fees of \$28,262 (Fiscal 2023 - \$Nil) attending conferences, \$19,141 for travel expenses and \$Nil (Fiscal 2023 - \$301,532) for a key advisor to the Company relating to raising capital for the Former Light AI. This primarily attributes for the significant difference in investor relations expenses between the 2024 Quarter and the 2023 Quarter.

Management fees and office administration

During the 2024 Quarter, the Company incurred management fees and office administration expenses of \$880,092 (2023 Quarter - \$9,638). Of this amount, and pursuant to the Amalgamation, \$349,350 (2023 Quarter - \$Nil) related to fees incurred by LAI SPV former CEO, \$388,500 (2023 Quarter - \$Nil) related to fees incurred by LAI SPV former President, \$12,600 (2023 Quarter - \$Nil) related to fees incurred by LAI SPV former CFO. Additionally, \$60,000

(2023 Quarter - \$Nil) related to management fees incurred by a consultant of the former Light AI, \$13,050 (2023 Quarter - \$3,600) incurred for rent and \$56,592 (Fiscal 2023 - \$6,038) in office and administration.

Share-based payments

During the 2024 Quarter, the Company recorded \$66,329 (2023 Quarter - \$30,578) for share-based payments relating to vested stock options. Of this amount, \$8,791 (2023 Quarter - \$30,578) related to stock options of the Former Light AI that vested during the 2024 Quarter and \$57,538 (2023 Quarter - \$Nil) related to 300,000 stock options of LAI SPV that vested during the 2024 Quarter.

Investment tax credits recovered

Included in income for the 2024 Quarter are estimated tax incentives of \$499,382 (2023 Quarter - \$321,751) relating to scientific research and experimental development tax incentives with Canada Revenue Agency.

Listing expense

On December 13, 2024, the Company completed a “three-cornered” amalgamation with Opco and Subco. Upon closing of the Amalgamation, the Company acquired legal control of Opco; however, as the shareholders of Opco gained voting control of the Former Mojave pursuant to the issuance of the Company’s common shares to the shareholders of Opco, representing a significant majority interest, Opco is determined to be the accounting acquirer and, consequently, the transaction has been accounted for as a reverse acquisition of the Former Mojave by Opco. As the Former Mojave does not meet the definition of a business, the Transaction is accounted for as a reverse acquisition of net assets, pursuant to IFRS 2, Share-based Payment. The Amalgamation resulted in an issuance of 73,235,057 common shares of the Company to Opco shareholders, an issuance of 1,437,500 share purchase warrants with an exercise price of \$0.60 to Former Mojave warrant holders, and an issuance of 3,399,900 share purchase warrants with an exercise price of \$0.11 to Former Mojave warrant holders. In connection with the reverse takeover, the Company also incurred cash transaction fees of \$571,492. Cash acquired from the reverse takeover was \$9,287, net of cash transaction fees, resulting in a net cash payment of \$562,205. The acquisition date fair value of the consideration transferred by Opco for its interest in the Company of \$4,998,990 is determined based on the fair value of the equity interest Opco would have had to give the owners of the Former Mojave, before the reverse acquisition, to provide the same percentage of equity interest in the combined entity that results from the reverse acquisition. The fair value of the Former Mojave assets acquired and liabilities assumed was a net liability of \$153,146 and the Company recorded a listing expense of \$5,152,136, inclusive of fair value of common shares issued to the Opco shareholders of \$3,276,146 and fair value of warrants deemed issued to former Mojave warrant holders of \$1,151,352.

Loss on Debt modification

On August 16, 2023, the Former Light AI issued unsecured convertible debentures (the “Debentures”) to third parties for a total of \$500,000. The Debentures accrue interest at 6% per annum and compound quarterly. On August 31, 2024, the Former Light AI and the Debentures holders mutually agreed to mandatorily convert the principal balance of \$500,000, plus \$32,248 in accrued interest, into 591,386 shares of Former Light AI at a conversion rate of \$0.90, immediately prior to the closing of the Transaction. As a result of the substantial modification, the financial liability was replaced by equity, and a loss on debt modification of \$272,925 (2023 Quarter - \$Nil) has been recognized.

Share Capital

Authorized:

Unlimited common voting shares, without par value.

As at December 31, 2024, there were 113,473,671 common shares issued and outstanding.

During the year ended December 31, 2024, the Company realized the following share transactions:

- 1) Pursuant to completing the Amalgamation, on December 13, 2024, the Company issued 73,235,057 common shares with a fair value of \$3,276,146 to the Opco shareholders;
- 2) Prior to completing the Amalgamation, convertible debentures of Former Light AI were converted into 591,386 Former Light AI shares valued at \$805,172;
- 3) Prior to completing the Amalgamation, convertible debentures of LAI SPV were converted into 16,216,000 LAI SPV shares (equivalent to 4,168,638 Former Light AI shares) valued at \$4,371,403;
- 4) LAI SPV completed the following financings during the period from January 1, 2024 to December 12, 2024:
 - i. Issued 3,000,000 LAI SPV shares at \$0.001 per LAI SPV share for gross proceeds of \$3,000;
 - ii. Issued 2,000,000 LAI SPV shares at \$0.02 per LAI SPV share for gross proceeds of \$40,000;
 - iii. Issued 1,429,000 units ("Unit") at \$0.07 per Unit for gross proceeds of \$100,030, with each Unit comprising one common share of LAI SPV and one-half of one LAI SPV share purchase warrant;
 - iv. Issued 10,089,800 LAI SPV shares at \$0.10 per LAI SPV share for gross proceeds of \$1,008,980 and;
 - v. Issued 7,237,712 LAI SPV shares at \$0.35 per LAI SPV share for gross proceeds of \$2,533,200.
- 5) LAI SPV incurred \$42,423 in share issue costs associated with the above financings, totalling 23,756,512 LAI SPV shares (equivalent to 6,107,072 Former Light AI shares).
- 6) On December 30, 2024, the Company closed the first of two tranches of the Offering by issuing 30,878,200 units of the Company at \$0.55 per unit for aggregate gross proceeds of \$16,983,010, of which \$6,175,600 was allocated to the warrants under the residual value method. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share at \$0.80 per common share until June 30, 2026. The Company paid the Agent a cash commission of \$1,006,076, a corporate finance fee of \$200,000 and Agent's legal fees and reimbursements of \$333,592. The Company paid/accrued its corporate legal counsel fees of \$329,867 and other expenses of \$32,466 related to the Offering. Per the Agency Agreement, the Company issued 1,829,230 Agent Warrants at an exercise price of \$0.55 and expiring on June 30, 2026.

During the year ended December 31, 2023, the Former Light AI realized the following share transactions:

- 1) Issued 31,250 common shares for gross proceeds of US\$50,000; and
- 2) Issued 16,000 common shares for gross proceeds of US\$25,600.

Shares presented as liability

Former Light AI follows the IFRS recommendations for accounting for financial instruments, therefore issued share capital which is redeemable at the request of the shareholder and has the attributes of a financial liability is presented as such. The shareholders had the ability to exercise the repurchase option at any time, following the achievement of certain milestones. At such time, Former Light AI was required to purchase the shares at a set price. As such, Former Light AI presented the shares as financial liability and accreted at 5.815% per month to bring the carrying value up to its repurchase value over the expected timeline to achieve the required milestones. This accretion was represented as financing costs on shares classified as liability on the statements of loss and comprehensive loss.

As at December 31, 2022, 335,000 common shares with repurchase options were outstanding with a deemed liability of \$1,675,000. In March 2023, these repurchase option agreements expired and the deemed liability of \$1,675,000 was reduced to \$Nil with an offsetting entry to equity. Former Light AI reversed the amount previously recorded which resulted in an increase in share capital of \$385,250 and a decrease in deficit of \$1,289,750.

Escrowed shares and contractual agreements

Escrow Agreement

In connection with the closing of the reverse takeover, the Company entered into an escrow agreement with the transfer agent (the “Escrow Agreement”), as amended on February 24, 2025. As at December 31, 2024, an aggregate of 9,453,591 (2023 – Nil) common shares were held in escrow. The common shares will be released from escrow pursuant to the following release schedule:

1. 2,363,396 common shares, representing 1/4 of escrowed shares, will be released from escrow on January 8, 2025 (released);
2. 2,363,397 common shares, representing 1/3 of remaining escrowed shares, will be released from escrow on July 8, 2025;
3. 2,363,397 common shares, representing 1/2 of remaining escrowed shares, will be released from escrow on January 8, 2026; and
4. 2,363,401 common shares, representing the remaining escrowed shares, will be released from escrow on July 8, 2026.

Contractual Agreements

Pursuant to contractual agreements with the Company, as at December 31, 2024 there were 63,696,854 common shares restricted from trading with the following release schedule:

1. 10,789,767 common shares will be released on May 8, 2025;
2. 937,347 common shares will be released on June 8, 2025;
3. 14,154,199 common shares will be released on July 8, 2025;
4. 937,347 common shares will be released on August 8, 2025;
5. 937,347 common shares will be released on September 8, 2025;
6. 10,571,951 common shares will be released on October 8, 2025;
7. 937,347 common shares will be released on November 8, 2025;
8. 937,347 common shares will be released on December 8, 2025;
9. 12,808,956 common shares will be released on January 8, 2026;
10. 937,360 common shares will be released on February 8, 2026;
11. 400,000 common shares will be released on April 8, 2026;
12. 2,636,964 common shares will be released on July 8, 2026;
13. 2,236,964 common shares will be released on January 8, 2027;
14. 2,236,964 common shares will be released on July 8, 2027; and
15. 2,236,994 common shares will be released on January 8, 2028.

Stock Options

After the completion of the Amalgamation, the Company adopted an Equity Incentive Plan (the “Plan”) under which it is authorized to grant options to its directors, officers, employees, management company employees and consultants enabling them to acquire up to 15% of the issued and outstanding shares of the Company. The term of any options granted under the Plan is fixed by the Board of Directors and may not exceed ten (10) years from the date of grant. Vesting, if any, and other terms and conditions relating to such options shall be determined by the Board of Directors of the Company. Pursuant to the Escrow Agreement, as at December 31, 2024, there were 2,168,675 stock options held in escrow. The stock options will be released from escrow with the following release schedule: 542,168 stock options released on January 8, 2025 (released), 542,168 stock options released on July 8, 2025, 542,168 stock options released on January 8, 2026 and 542,171 stock options released on July 8, 2026.

The following is a summary of the Company’s stock option activity during the year ended December 31, 2024:

	Number of options	Weighted average exercise price
Outstanding, December 31, 2023	-	-
Replaced to Opco options holders	7,113,945	\$0.33
Outstanding, December 31, 2024	7,113,945	\$0.33

Former Light AI

During the year ended December 31, 2024, Former Light AI granted 630,000 stock options to an employee of the Former Light AI with an exercise price of \$1.40 expiring on January 1, 2029. A total of 157,500 stock options vested on the grant date and the remaining 472,500 stock options vest as follows: 157,500 stock options vest one year after the grant date, 157,500 stock options vest two years after the grant date and 157,500 stock options vest three years after the grant date. On May 27, 2024, Former Light AI and the employee agreed to cancel 472,500 of the 630,000 stock options. The fair value of the 157,500 fully-vested stock options was \$280,845 and recorded as share-based payments during the year ended December 31, 2024.

On July 1, 2023, Former Light AI granted 200,000 stock options to consultants of Former Light AI with an exercise price of \$1.40 expiring on July 1, 2028. A total of 125,000 stock options vested on the grant date and the remaining 75,000 stock options vest as follows: 1/3 on the grant date, 1/3 one year after the grant date and 1/3 two years after the grant date. During the year ended December 31, 2024, Former Light AI recognized share-based payments of \$44,795 (2023 - \$299,008) related to stock options vested.

On July 1, 2023, Former Light AI granted 943,000 stock options to directors, officers, employees and consultants of Former Light AI with an exercise price of \$1.40 expiring on July 1, 2028. Former Light AI identified the new issuance of 943,000 stock options as a replacement for the cancelled options. A total of 943,000 stock options vested on the grant date.

During the year ended December 31, 2023, Former Light AI recognized share-based payments of \$793,609, including an incremental fair value of \$667,243 related to the replacement options, and also reversed \$28,748 share-based payments recognized in prior years due to the stock option forfeited.

The weighted average assumptions used in the Black-Scholes option pricing model were as follows:

	2024	2023
Risk free interest rate	3.09%	3.51%
Expected life	5 years	5 years
Expected volatility	111%	100%
Expected dividends	0%	0%

Pursuant to the Amalgamation, on December 13, 2024, the Company replaced the following:

- 1) 1,143,000 stock options held by Former Light AI stock option holders having an exercise price of \$1.40 and expiring July 1, 2028 with 4,446,270 stock options of the Company with an exercise price of \$0.36 and having an expiry date of July 1, 2028; and
- 2) 157,500 stock options held by Former Light AI stock option holders having an exercise price of \$1.40 and expiring January 1, 2029 with 612,675 stock options of the Company with an exercise price of \$0.36 and having an expiry date of January 1, 2029.

LAI SPV

On April 1, 2024, LAI SPV granted 600,000 fully-vested stock options to officers of LAI SPV with an exercise price of \$0.10 expiring two years following a change of control (i.e. the closing date of the Transaction). The fair value of the 600,000 stock options was \$36,434 and recorded as share-based payments.

The fair value of \$36,434 was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	3.90%
Expected life	2.67 years
Expected volatility	100%
Expected dividends	0%

On June 19, 2024, LAI SPV granted 755,000 fully-vested stock options to officers of LAI SPV with an exercise price of \$0.25 expiring two years following a change of control (i.e. the closing date of the Transaction). The fair value of the 755,000 stock options was \$28,889 and recorded as share-based payments.

The fair value of \$28,889 was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	3.55%
Expected life	2.45 years
Expected volatility	100%
Expected dividends	0%

On September 3, 2024, LAI SPV granted 400,000 fully-vested stock options to officers of LAI SPV with an exercise price of \$0.35 expiring two years following a change of control (i.e. the closing date of the Transaction). The fair value of the 400,000 stock options was \$78,611 and recorded as share-based payments. The fair value of \$78,611 was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	3.11%
Expected life	2.24 years
Expected volatility	100%
Expected dividends	0%

On October 17, 2024, LAI SPV granted 300,000 fully-vested stock options to officers of LAI SPV with an exercise price of \$0.35 expiring two years following a change of control (i.e. the closing date of the Transaction). The fair value of the 300,000 stock options was \$57,538 and recorded as share-based payments.

The fair value of \$57,538 was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	2.98%
Expected life	2.12 years
Expected volatility	100%
Expected dividends	0%

Pursuant to the Amalgamation, on December 13, 2024, the Company replaced the following:

- 1) 600,000 stock options held by LAI SPV option holders having an exercise price of \$0.10 and expiring two years following a change of control with 600,000 stock options of the Company with an exercise price of \$0.10 and having an expiry date of December 13, 2026;
- 2) 755,000 stock options held by LAI SPV stock option holders having an exercise price of \$0.25 and expiring two years following a change of control with 755,000 stock options of the Company with an exercise price of \$0.25 and having an expiry date of December 13, 2026; and
- 3) 700,000 stock options held by LAI SPV stock option holders having an exercise price of \$0.35 and expiring two years following a change of control with 700,000 stock options of the Company with an exercise price of \$0.25 and having an expiry date of December 13, 2026.

The Company recognized share-based payments of \$527,112 (2023 - \$1,063,869) for stock options vested and issued during the year ended December 31, 2024.

As at December 31, 2024, the Company had the following options outstanding and exercisable:

Expiry Date	Exercise Price	Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Exercisable
13-Dec-26	\$0.10	1.95	600,000	600,000
13-Dec-26	\$0.25	1.95	755,000	755,000
13-Dec-26	\$0.35	1.95	700,000	700,000
01-Jul-28	\$0.36	3.50	4,446,270	4,349,020
01-Jan-29	\$0.36	4.00	612,675	612,675
			7,113,945	7,016,695

Warrants

The following is a summary of the Company's warrant activity during the year ended December 31, 2024:

	Number of warrants	Weighted average exercise price
Outstanding, December 31, 2023	-	-
Deemed issued to Former Mojave warrants holders	4,837,400	\$0.26
Replaced to Opco warrants holders	2,955,235	\$0.23
Issued subsequent to the closing of the Transaction	17,268,330	\$0.77
Outstanding, December 31, 2024	25,060,965	\$0.61

On December 30, 2024, the Company closed the first of two tranches of the Offering by issuing 30,878,200 Units of the Company at \$0.55 per Unit for aggregate gross proceeds of \$16,983,010. The Company issued 15,439,100 common share purchase warrants at an exercise price of \$0.80 and expire on June 30, 2026. The fair value of the 15,439,100 common share purchase warrants is \$6,175,640. Per the Agency Agreement, the Company issued 1,829,230 Agent Warrants at an exercise price of \$0.55 and expire on June 30, 2026. The fair value of the 1,829,230 Agent Warrants was \$418,246 and was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	2.94%
Expected life	1.50 years
Expected volatility	174%
Expected dividends	0%

714,500 warrants are subject to contractual restrictions on transfer, of which 33% will be restricted from trading until July 8, 2025, 33% will be restricted from trading until October 8, 2025 and the remaining will be restricted from trading until January 8, 2026.

Former Light AI

On January 25, 2023, Former Light AI amended the expiry date of 235,500 warrants previously issued by Former Light AI on August 3, 2018 to expire on January 25, 2025. All other terms of the warrants remain the same and are exercisable at \$1.70.

Pursuant to the Amalgamation, on December 13, 2024, the Company replaced 235,500 warrants held by the Former Light AI warrant holders having an exercise price of \$1.70 and expiring January 25, 2025 with 916,095 warrants of the Company having an exercise price of \$0.44 and expiring on January 25, 2025.

LAI SPV

During the year ended December 31, 2024, LAI SPV issued the following warrants:

- 1) 714,500 share purchase warrants relating to a unit financing at \$0.07 per unit for gross proceeds of \$100,030, with each unit comprising one LAI SPV common share and one-half of one LAI SPV common share purchase warrant. Each whole LAI SPV common share purchase entitles the holder to purchase one LAI SPV common share at an exercise price of \$0.11 per LAI SPV share and expire March 11, 2026;
- 2) 800,000 share purchase warrants at \$0.01 per warrant for gross proceeds of \$8,000 to the consultants of LAI SPV. Each warrant entitles the holder to purchase one common share of LAI SPV at an exercise price of \$0.10 per LAI SPV share and expire on April 24, 2026. The fair value of the 800,000 warrants was \$46,826 and recorded as an increase to warrants reserve and \$38,826 (net of \$8,000 proceeds) to share-based payments.

The fair value of \$46,826 was estimated using the Black-Scholes pricing model with the following assumptions:

Risk free interest rate	4.23%
Expected life	2 years
Expected volatility	100%
Expected dividends	0%

- 3) 524,640 finders' warrants issued to brokers for the unsecured LAI SPV convertible debenture financings. Each finders' warrant entitles the holder to purchase one common share of LAI SPV at an exercise price of \$0.25 per LAI SPV share expiring two years from the closing date of the Transaction. The fair value of the 524,640 finders' warrants was \$11,604 and recorded as an increase to warrants reserve and netted against convertible debenture proceeds as transaction costs.

Pursuant to the Amalgamation, on December 13, 2024, the Company replaced the following:

- 1) 714,500 warrants held by LAI SPV warrant holders having an exercise price of \$0.11 and expiring March 11, 2026 with 714,500 warrants of the Company having an exercise price of \$0.11 and expiring on March 11, 2026;
- 2) 800,000 warrants held by LAI SPV warrant holders having an exercise price of \$0.10 and expiring April 24, 2026 with 800,000 warrants of the Company having an exercise price of \$0.10 and expiring on April 24, 2026; and
- 3) 524,640 finders' warrants held by LAI SPV finders' warrant holders having an exercise price of \$0.25 and expiring two years from the closing date of the Transaction with 524,640 finders' warrants of the Company having an exercise price of \$0.25 and expiring on December 13, 2026.

As at December 31, 2024, the Company had the following warrants outstanding and exercisable:

Expiry Date	Exercise Price	Remaining Contractual Life (years)	Number of Warrants Exercisable	Number of Warrants Exercisable
25-Jan-25	\$0.44	0.07	916,095	916,095
12-Jul-25	\$0.60	0.53	1,437,500	1,437,500
15-Dec-25	\$0.11	0.96	3,399,900	3,399,900
11-Mar-26	\$0.11	1.19	714,500	714,500
24-Apr-26	\$0.10	1.31	800,000	800,000
30-Jun-26	\$0.80	1.50	15,439,100	15,439,100
30-Jun-26	\$0.55	1.50	1,829,230*	1,829,230
13-Dec-26	\$0.25	1.95	524,640**	524,640
			25,060,965	25,060,965

* Agent Warrants

** Finders' Warrants

Liquidity and Capital Resources

The Company's historical source of funding has included short-term debt, loans and issuances of debt and equity. At December 31, 2024, the Company had a net working capital of \$14,644,568 (December 31, 2023 - \$1,169,581 working capital deficiency), cash of \$15,162,048 (December 31, 2023 - \$326,342), current liabilities of \$2,481,677 (December 31, 2023 - \$1,907,004) and had a deficit of \$27,450,992 (December 31, 2023 - \$14,350,059). The Company's ability to continue as a going concern is dependent upon its ability to attain profitable operations and obtain additional capital, and to continue to obtain borrowings from third parties sufficient to meet current and future obligations and/or restructure the existing debt and payables. The Company is currently pre-revenue and therefore the Company's ability to continue as a going concern is dependent upon its ability to continue to obtain borrowings from third parties or raise capital, sufficient to meet current and future obligations and to complete development of its product.

Cash Flows

Net cash outflows in operating activities during the year ended December 31, 2024 was \$6,809,074 (2023 - \$708,221). The cash used in operating activities during the year ended December 31, 2024 consisted primarily of net operating losses of \$13,100,933 (2023 - \$2,174,054) and changes in working capital balances.

Net cash outflows from investing activities during the year ended December 31, 2024 consisted of net cash payment of \$562,205 (2023 - \$Nil) relating to the reverse takeover and \$94,000 (2023 - \$Nil) for loans received.

Net cash inflows from financing activities during the year ended December 31, 2024 included net proceeds of \$18,723,796 (2023 - \$100,931) from the issuance of common shares, \$3,888,715 (2023 - \$500,000) in net proceeds from convertible debentures, \$8,000 (2023 - \$Nil) in net proceeds from issuance of warrants, \$507,526 (2023 - \$190,000 net proceeds) for short-term debt payments and \$Nil (2023 - \$51,353) from repayment of shareholder loans.

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Key management includes directors and key officers of the Company, including the Chief Executive Officer (“CEO”), the Chief Financial Officer (“CFO”) and the Chief Operating Officer (“COO”). As at December 31, 2024, there was \$1,200 (2023 - \$73,272) owing to the CEO, \$25,200 (2023 - \$Nil) owing to the CFO, US\$25,000 (2023 - US\$145,833) owing to the COO, \$11,124 (2023 - \$Nil) owing to the LAI SPV former CEO and \$8,044 (2023 - \$Nil) owing to the LAI SPV former President. As at December 31, 2024, there was \$1,818 (2023 - \$Nil) receivable from the CEO.

The Company had the following related party transactions during the years ended December 31, 2024 and 2023:

	31-Dec-24	31-Dec-23
	\$	\$
CEO – rent, and salaries included in research and development	493,551	410,010
CFO* – accounting and management fees	177,300	-
COO – consulting fees included in research and development	289,195	34,113
Hugh Cleland, Director – consulting fees, and research and development	440,000	10,819
LAI SPV former CEO – consulting and management fees	672,011	-
LAI SPV former President – consulting and management fees	684,911	-
Total fees	2,756,968	454,942

* Resigned subsequent to year-end

During the year ended December 31, 2024, the Company granted the following:

- i. 300,000 fully-vested stock options, at an exercise price of \$0.10, to the LAI SPV former President with a fair value of \$18,217;
- ii. 300,000 fully-vested stock options, at an exercise price of \$0.10, to the LAI SPV former CEO with a fair value of \$18,217;
- iii. 330,000 fully-vested stock options, at an exercise price of \$0.25, to the LAI SPV former President with a fair value of \$12,627;
- iv. 425,000 fully-vested stock options, at an exercise price of \$0.25, to the LAI SPV former CEO with a fair value of \$16,262;
- v. 350,000 fully-vested stock options, at an exercise price of \$0.35, to the LAI SPV former President with a fair value of \$68,075;

- vi. 350,000 fully-vested stock options, at an exercise price of \$0.35, to the LAI SPV former CEO with a fair value of \$68,075; and
- vii. 612,675 fully-vested stock options, at an exercise price of \$0.36, to Hugh Cleland, Director, with a fair value of \$280,844.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Financial Instruments

Fair Values

The following provides an analysis of financial instruments that are measured, subsequent to initial recognition, at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 – quoted prices in active markets for identical investments

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the investment, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – inputs for the investments that are not based on observable market data

The level in the fair value hierarchy within which the financial asset or financial liability is categorized is determined on the basis of the lowest level of input that is significant to the fair value measurement.

The Company's financial instruments consist of cash, accounts receivable, amounts due from shareholder, accounts payable, short-term debt and convertible debentures. In management's opinion, the Company's carrying values of cash, accounts receivable, amounts due from shareholder, accounts payable, short-term debt and convertible debentures approximate their fair values due to the immediate or short-term maturity of these instruments.

Risk Management

The Company is exposed to various risks through its financial instruments and has a comprehensive risk management framework to monitor, evaluate and manage these risks. The Company does not believe there has been any significant changes in risk from the prior period. The following analysis provides information about the Company's risk exposure and concentration as of December 31, 2024 and 2023.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company mitigates this risk by continuously monitoring cash flows and discussing potential financing options to continue the inflow of cash as needed.

All contractual financial liabilities are due within one year after the date of these financial statements. At December 31, 2024, the Company had total current assets of \$17,126,245, including cash balance of \$15,162,048, to settle current liabilities of \$2,481,677. As a result, the Company is not exposed to any liquidity risk at December 31, 2024.

Market risk

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

Currency risk

Currency risk is the risk to the Company's earnings that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company is exposed to foreign currency exchange risk on cash, and accounts payable and accrued liabilities held in U.S. dollars. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

The following balances represent the U.S. dollar cash and accounts payable and accrued liabilities held by the Company, denominated in Canadian dollars.

	2024	2023
	\$	\$
Cash	18,269	4,030
Accounts payable and accrued liabilities	501,240	660,516

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant other price risks arising from these financial instruments.

Significant Accounting Judgments, Estimates and Assumptions

Research versus development expenses

The accounting for research and development expenses differs with research expenses recognized in the consolidated statements of loss and comprehensive loss during the period incurred, whereas development expenses are recognized as an intangible asset in the consolidated statements of financial position when incurred. The Company's operations, from time to time, may include both research and development activities. Management has used judgement to determine whether activities should be recognized as research expenses or as an intangible asset for development expenses. To date, management has determined that its activities are research activities and has not incurred any expenses that would qualify as recognition as an intangible asset in the consolidated statements of financial position.

Income taxes

In assessing the probability of realizing deferred tax assets, management makes estimates related to the expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that the tax position taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Accounting for the acquisitions

The Company applies significant judgment to conclude whether an acquired set of activities and assets is a business. The acquisition of a business is accounted for as a business combination, under IFRS 3. If an acquired set of activities and assets does not meet the definition of a business, the transaction is accounted for as an asset acquisition. The Company also applied judgment in identifying the assets acquired and evaluating which IFRS standard the asset should be measured in.

Significant estimates made by management include the following:

Recognition and Valuation of Deferred Tax Assets

The recognition of deferred tax assets is based upon whether it is probable that sufficient taxable profits will be available in the future or whether taxable temporary differences will reverse such that deferred tax assets can be utilized. Recognition therefore involves a degree of estimation and judgement regarding the future financial performance or the timing of the reversed deferred tax liabilities of the particular legal entity in which the deferred tax assets have been recognized.

Going Concern

Management has applied judgments in the assessment of the Company's ability to continue as a going concern when preparing its financial statements. Management prepares the financial statements on a going concern basis unless Management either intends to liquidate the entity or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, Management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period.

Investor Relations and Marketing Activities

As at, and for the year ended December 31, 2024, the Company did not have any formal investor relations arrangements in place. Subsequent to the year ended December 31, 2024, the Company engaged the following investor relation and marketing contracts:

1) Gold Standard Media, LLC.

Pursuant to an agreement dated January 14, 2025, the Company has engaged Gold Standard Media to provide certain financial publishing and digital marketing services focused on introducing the Company to a broader audience. In exchange for providing these services, Gold Standard Media will receive an upfront payment of USD\$200,000. The agreement with Gold Standard Media is for a 90-day term commencing on approximately January 14, 2025. Gold Standard Media has an arm's length relationship with the Company. The Company will not issue any securities to Gold Standard Media as compensation for its marketing services.

2) New Era Publishing Inc.

Pursuant to an agreement dated January 14, 2025, the Company has engaged New Era to provide certain digital and video marketing services on behalf of the Company, including YouTube videos, landing page generation and sponsored advertisements. In exchange for providing these services, New Era will receive an upfront payment of USD\$375,000. The agreement with New Era is for a six week term commencing on approximately January 14, 2025. New Era has an arm's length relationship with the Company. The Company will not issue any securities to New Era as compensation for its marketing services.

3) Freedom Financial Resources, LLC

Pursuant to an agreement dated January 24, 2025, the Company has engaged Freedom Financial to provide certain email and digital marketing services on behalf of the Company, including, an email marketing campaign. In exchange for providing these services, Freedom Financial will receive an upfront payment of USD\$55,000. The agreement with Freedom Financial is for a 10-day term commencing on approximately January 24, 2025. Freedom Financial has an arm's length relationship with the Company. The Company will not issue any securities to Freedom Financial as compensation for its marketing services.

4) Senergy Communications Capital Inc.

Pursuant to an agreement dated January 14, 2025, the Company has engaged Senergy to provide certain digital marketing and advertising services for the Company, including, newsletter advertisements, landing page development, and influencer marketing. In exchange for providing these services, Senergy will receive an aggregate payment upfront of CAD \$100,000 plus taxes. The agreement with Senergy is for a two (2) month term commencing on approximately January 14, 2025. Senergy has an arm's length relationship with the Company. The Company will not issue any securities to Senergy as compensation for its marketing services. Such agreement with Senergy supersedes and replaces the Company's initial marketing agreement with Senergy dated June 13, 2024 and as announced in the Company's news release dated June 20, 2024. No services were provided nor fees paid under the original agreement with Senergy.

5) Outside The Box Capital Inc.

Pursuant to an agreement dated January 14, 2025, the Company has engaged Outside The Box Capital to provide certain financial publishing and digital marketing services, including, influencer videos, email marketing, and social media marketing. In exchange for providing these services, Outside The Box Capital

will receive a payment of CAD\$305,000 plus taxes, payable in two equal installments. The agreement with Outside The Box Capital is for a six (6) month term commencing on approximately January 14, 2025. Outside The Box Capital has an arm's length relationship with the Company. The Company will not issue any securities to Outside The Box Capital as compensation for its marketing services. Such agreement with Outside The Box Capital supersedes and replaces the Company's initial marketing agreement with Outside The Box Capital dated June 12, 2024 and as announced in the Company's news release dated June 20, 2024. No services were provided nor fees paid under the original agreement with Outside The Box Capital.

6) **Capital Gains Media Inc.**

Pursuant to an agreement dated January 14, 2025, the Company has engaged Capital Gains to provide certain digital marketing services, including, email and landing page marketing campaigns, content development, strategy and analytics review, and advertising and traffic optimization. In exchange for providing these services, Capital Gains will receive an upfront payment of USD\$50,000 plus taxes. The agreement with Capital Gains is for a 90-day term commencing on approximately January 14, 2025. Capital Gains has an arm's length relationship with the Company. The Company will not issue any securities to Capital Gains as compensation for its marketing services.

7) **Entourage Group Inc.**

Pursuant to an agreement dated January 14, 2025, the Company has engaged Entourage to provide certain digital advertising and marketing services focused on introducing the Company to a broader audience. In exchange for providing these services, Entourage will receive an upfront payment of USD\$500,000. The agreement with Entourage is for a two and a half month term commencing on approximately January 14, 2025. Entourage has an arm's length relationship with the Company. The Company will not issue any securities to Entourage as compensation for its marketing services.

8) **Direct To Investor Media, LLC**

Pursuant to an agreement dated January 14, 2025, the Company has engaged D2I to provide certain advertising and digital marketing services, including, consulting, advertising, media, email, and creative services for the purpose of advertising and promoting Client and its brand. In exchange for providing these services, D2I will receive an upfront payment of USD\$150,000 (the "Advertising Budget"), of which D2I will be entitled to retain a service fee equal to 20% of the Advertising Budget. The agreement with D2I is for a six (6) month term commencing on approximately January 14, 2025. D2I has an arm's length relationship with the Company. The Company will not issue any securities to D2I as compensation for its marketing services. Such agreement with D2I supersedes and replaces the Company's initial marketing agreement with D2I as announced in the Company's news release dated June 20, 2024. No services were provided nor fees paid under the original agreement with D2I.

9) **Emerging Markets Consulting, LLC**

Pursuant to an agreement dated January 14, 2025, the Company has engaged Emerging Markets to provide certain digital marketing services, including, dissemination of company profiles and corporate information, email marketing, and YouTube influencer videos. In exchange for providing these services, Emerging Markets will receive an upfront payment of USD\$150,000. The agreement with Emerging Markets is for a 12 month term commencing on approximately January 14, 2025. Emerging Markets has an arm's length relationship with the Company. The Company will not issue any securities to Emerging Markets as compensation for its marketing services.

10) **MIC Market Information & Content Publishing GmbH**

Pursuant to an agreement dated January 29, 2025, the Company has engaged MIC to provide certain marketing and digital marketing services, including, creation of advertorial content, advertising campaigns, keyword optimization, and creating landing pages. In exchange for providing these services, MIC will receive an advertising budget of €500,000, of which they will be entitled to retain a service fee equal to 16% of this total advertising budget. The agreement with MIC is for a six month term commencing on approximately January 29, 2025. MIC has an arm's length relationship with the Company. The Company will not issue any

securities to MIC as compensation for its marketing services. Such agreement with MIC supersedes and replaces the Company's initial marketing agreement with MMG Market Medium GmbH & Co. KG dated June 14, 2024 and as announced in the Company's news release dated June 20, 2024, which the parties have agreed to voluntarily cancel. No services were provided nor fees paid under the original agreement with MMG Market Medium GmbH & Co. KG.

11) **Bergskogar Limited DBA Scandinavian Alliance**

Pursuant to an agreement dated January 14, 2025, the Company has engaged Scandinavian Alliance to provide certain business development and marketing services. In exchange for providing these services, Scandinavian Alliance will receive an upfront payment of €85,000. The agreement with Scandinavian Alliance is for a 9.5 month term commencing on approximately January 14, 2025. Scandinavian Alliance has an arm's length relationship with the Company. The Company will not issue any securities to Scandinavian Alliance as compensation for its marketing services.

12) **Green Stock News LLC**

Pursuant to an agreement dated January 24, 2025, the Company has engaged GSN to provide certain financial publishing and digital marketing services, including featuring the Company in GSN's morning newsletter, video marketing, and custom branding services. In exchange for providing these services, GSN will receive an upfront payment of USD\$15,000. The agreement with GSN is for a one-year term commencing on approximately January 24, 2025. GSN has an arm's length relationship with the Company. The Company will not issue any securities to GSN as compensation for its marketing services.

13) **Independent Trading Group Inc.**

Pursuant to an agreement dated January 14, 2025, the Company engaged ITG to provide typical market making services, on a commercially reasonable basis (the "**ITG Agreement**"). Pursuant to the terms of the ITG Agreement, the Company will pay ITG CAD \$7,500 per month for an initial one month term, renewable automatically on a monthly basis. ITG is an arms-length party to the Company.

14) **Commodity Partners Inc.**

The Company also announced that it has engaged the investor relations services of Commodity Partners Inc. ("Commodity Partners") to provide capital markets and investor relations advisory service pursuant to an agreement dated February 14, 2025. In exchange for providing IR services to the Company, Commodity Partners will receive monthly payments up to an aggregate of CDN\$120,000. The agreement is for a one-year term commencing on approximately February 14, 2025. Commodity Partners has an arm's length relationship with the Company.

Outstanding Share Data

As at December 31, 2024, there were:

- 1) 113,473,671 common shares issued and outstanding;
- 2) 600,000 stock options outstanding at an exercise price of \$0.10 and expire on December 13, 2026;
- 3) 755,000 stock options outstanding at an exercise price of \$0.25 and expire on December 13, 2026;
- 4) 700,000 stock options outstanding at an exercise price of \$0.35 and expire on December 13, 2026;
- 5) 4,446,270 stock options outstanding at an exercise price of \$0.36 and expire on July 1, 2028;
- 6) 612,675 stock options outstanding at an exercise price of \$0.36 and expire on January 1, 2029;
- 7) 916,095 warrants outstanding at an exercise price of \$0.44 and expire on January 25, 2025;
- 8) 1,437,500 warrants outstanding at an exercise price of \$0.60 and expire on July 12, 2025;
- 9) 3,399,900 warrants outstanding at an exercise price of \$0.11 and expire on December 15, 2025;
- 10) 714,500 warrants outstanding at an exercise price of \$0.11 and expire on March 11, 2026;
- 11) 800,000 warrants outstanding at an exercise price of \$0.10 and expire on April 24, 2026;
- 12) 15,439,100 warrants outstanding at an exercise price of \$0.80 and expire on June 30, 2026;
- 13) 1,829,230 agent warrants outstanding at an exercise price of \$0.55 and expire on June 30, 2026; and
- 14) 524,640 finders' warrants outstanding at an exercise price of \$0.25 and expire on December 13, 2026.

As at the date of this report, there were:

- 1) 118,121,835 common shares issued and outstanding;
- 2) 600,000 stock options outstanding at an exercise price of \$0.10 and expire on December 13, 2026;
- 3) 755,000 stock options outstanding at an exercise price of \$0.25 and expire on December 13, 2026;
- 4) 700,000 stock options outstanding at an exercise price of \$0.35 and expire on December 13, 2026;
- 5) 4,446,270 stock options outstanding at an exercise price of \$0.36 and expire on July 1, 2028;
- 6) 612,675 stock options outstanding at an exercise price of \$0.36 and expire on January 1, 2029;
- 7) 5,573,000 stock options outstanding at an exercise price of \$0.70 and expire on January 15, 2035;
- 8) 1,343,750 warrants outstanding at an exercise price of \$0.60 and expire on July 12, 2025;
- 9) 3,374,900 warrants outstanding at an exercise price of \$0.11 and expire on December 15, 2025;
- 10) 714,500 warrants outstanding at an exercise price of \$0.11 and expire on March 11, 2026;
- 11) 370,000 warrants outstanding at an exercise price of \$0.10 and expire on April 24, 2026;
- 12) 15,196,100 warrants outstanding at an exercise price of \$0.80 and expire on June 30, 2026;
- 13) 1,378,500 warrants outstanding at an exercise price of \$0.80 and expire on July 8, 2026;
- 14) 1,655,991 agent warrants outstanding at an exercise price of \$0.55 and expire on June 30, 2026;
- 15) 192,990 agent warrants outstanding at an exercise price of \$0.55 and expire on July 8, 2026;
- 16) 514,560 finders' warrants outstanding at an exercise price of \$0.25 and expire on December 13, 2026; and
- 17) 1,750,000 deferred share units.

Directors and Officers

On December 13, 2024, pursuant to the Transaction, Robert Dubeau, Christopher Cooper and Shannon Anderson resigned as Directors and Officers of the Company.

On December 13, 2024, pursuant to the Transaction, the Company appointed Steven Semmelmayr, Mark Attanasio, Hugh Cleland and Emmanuel Blin as Directors of the Company. Mark Attanasio (Chair), Steven Semmelmayr and Hugh Cleland were appointed members of the Audit Committee. Additionally, the Company appointed Peter Whitehead as Chief Executive Officer, Darren Tindale as Chief Financial Officer and Corporate Secretary and Thomas Scarnecchia as Chief Operating Officer.

On January 27, 2025, Darren Tindale resigned as an officer of the Company and George Reznik was appointed as Chief Financial Officer and Corporate Secretary.

On April 1, 2025, the Company appointed Tony Schaller as President and Chief Technology Officer of the Company.

Risk Factors

An investment in the Company, involves a substantial degree of risk and should be regarded as highly speculative due to the nature of the business of the Company. The risks, uncertainties and other factors, many of which are beyond the control of the Company, that could influence actual results include, but are not limited to:

Loss of entire investment

An investment in the Company is speculative and may result in the loss of an investor's entire investment. Only investors who are experienced in high-risk investments and who can afford to lose their entire investment should consider an investment in the Company.

Market Price of Common shares and Volatility

Securities of small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. Factors unrelated to the Company's performance that may affect the price of the common shares include the following: the extent of analytical coverage available to investors concerning the Company's business may be limited if investment banks with research capabilities do not follow the Company; lessening in trading volume and general market interest in the common shares may affect an investor's ability to trade significant numbers of common shares; the size of the Company's public float

may limit the ability of some institutions to invest in common shares; and a substantial decline in the price of the common shares that persists for a significant period of time could cause the common shares to be delisted from the CBOE Canada Exchange, further reducing market liquidity.

As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect our long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

The market price of the common shares is affected by many other variables which are not directly related to the Company's success and are, therefore, not within its control. These include other developments that affect the breadth of the public market for the common shares, the release or expiration of lock-up, escrow or other transfer restrictions on the common shares, and the attractiveness of alternative investments. The effect of these and other factors on the market price of the common shares is expected to make the common Share price volatile in the future, which may result in losses to investors.

No Dividends

The Company has never paid any cash or stock dividends and it does not intend to pay any dividends for the foreseeable future. To the extent that the Company require additional funding currently not provided for in its financing plan, its funding sources may prohibit the payment of any dividends. Because the Company does not intend to declare dividends, any gain on your investment will need to result from an appreciation in the price of the common shares. There will therefore be fewer ways in which you are able to make a gain on your investment.

Risks Relating to the Business of the Company

Limited Operating History

The Company has a limited history of operations and is considered a start-up company. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, larger and well-capitalized competitors, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of the Company's success must be considered in light of its early stage of operations.

Investment in the Company carries a high degree of risk and should be considered as a speculative investment. The Company is a clinical stage medical device company with a limited operating history, specializing in software as a medical device.

Former Light AI was founded in 2015. As a result of its limited operating history, its ability to forecast future results of operations is limited and subject to a number of uncertainties, including inability to plan for future growth.

The Company has encountered and the Company will encounter risks and uncertainties frequently experienced by growing companies in life sciences industries, such as risks and uncertainties related to:

- FDA and CE regulatory approval;
- market acceptance of its platform and products;
- reliability and scalability of its platform and products;
- success of its artificial intelligence initiative;
- results of clinical research programs;
- obtaining reimbursement authorization from government and other healthcare payors;
- adding channel partners and customers and entering new vertical markets;
- the successful expansion of its business beyond automatic diagnosis of GAS;
- competition from incumbents and other disruptive technologies;
- its ability to control costs, particularly product development, manufacturing and sales and marketing expenses; and
- general economic and political conditions.

If the Company does not address these risks successfully, its business, results of operations, cash flows, financial condition and financing plans may be adversely affected.

The Company's actual financial position and results of operations may differ materially from the expectations of the Company's management.

The Company's actual financial position and results of operations may differ materially from management's expectations. Given the Company's early stage, the Company's net income and cash flow may differ materially from the projected revenue, net income and cash flow. The process for estimating the Company's revenue, net income and cash flow requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. In addition, the assumptions used in planning may not prove to be accurate, and other factors may affect the Company's financial condition or results of operations.

The Company has a history of losses and the Company will continue to incur significant expenses and may be unable to generate revenues

The Company recorded net losses and comprehensive losses of \$2.1 million and \$0.9 million for the fiscal years ended December 31, 2023 and December 31, 2022, respectively. As of December 31, 2024, the Company had an accumulated deficit of approximately \$27.5 million. The Company has not received 510(k) approval from the FDA for Light.AI and none of its products have been approved for commercial sale by any regulatory authority. The Company has not generated any revenue from product sales to date nor does it have any firm orders from customers. The Company will continue to incur significant research and development and other expenses related to ongoing operations, which expenses are expected to continue even after products are available for commercial sales.

The Company may be unable to generate revenues or establish a subscription-based revenue model

The Company's business plan assumes that it will successfully receive orders and generate revenues. In order for the Company to generate substantial revenues and establish its products, it must achieve the milestones under its business plan and secure orders from potential customers. The Company is currently in the early stages of developing its business, and the Company may not be able to succeed with respect to these efforts.

Many factors may adversely affect the Company's ability to establish a viable and profitable business, including, but not limited to:

- Failure to articulate or effectively educate the market of the perceived benefits of the Company's artificial intelligence solution, or failure to persuade reimbursement authorities or customers that such benefits justify the additional cost over incumbent or other solutions or technologies;
- Reluctance on the part of healthcare providers and patients to adopt AI-based diagnostic solutions, especially in regions where traditional diagnostic methods like throat swabs and RADTs are deeply entrenched;
- Failure to develop and offer solutions that satisfy customers' needs;
- Introduction of competitive offerings by other companies, including many that are larger, better financed and more well-known than the Company;
- Inability to fulfill existing agreements or enter into satisfactory agreements relating to the integration of its platform with products of other companies to pursue particular vertical markets, or the failure of such relationships to achieve their anticipated benefits;
- Failure to provide adequate channel partners and customer support;
- Long sales cycles for customers in the healthcare markets; and
- Failure to generate broad customer acceptance of or interest in its artificial intelligence solutions.

If the Company fails to generate revenues and develop a successful business, its business, results of operations and financial condition will suffer, and you may lose all or part of your investment in the Company.

The report of the Company's independent auditor on its 2024 and 2023 audited consolidated financial statements contains an explanatory paragraph regarding its ability to continue as a going concern

The Company is currently pre-revenue and therefore its ability to continue as a going concern is dependent upon its ability to continue to obtain borrowings from third parties or raise capital, sufficient to meet current and future

obligations and to complete development of its product. There can be no assurance that the Company will receive sufficient additional financing to complete the product, or that the produce will be commercial successful. The Company's auditor included an explanatory paragraph on its report on the audited consolidated financial statements for 2024 and 2023 noting that these conditions may cast significant doubt upon The Company's ability to continue as a going concern.

Substantial doubt about the Company's ability to continue as a going concern may materially and adversely affect the price per share of the Company shares and make it more difficult for the Company to obtain financing.

If the Company is unable to obtain sufficient capital, its business, financial condition, and results of operations will be materially and adversely affected, and it will need to obtain alternative financing or significantly modify its operational plans to continue as a going concern. Further, given the Company's planned expenditures for the next several years, its auditors are likely to conclude, in connection with the preparation of its financial statements for 2025 or any subsequent period that there continues to be substantial doubt regarding the Company's ability to continue as a going concern. The Company has prepared, and the Company intends to prepare, its financial statements on a going concern basis, which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. The Company's financial statements do not, and the Company does not plan to include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts of liabilities that might be necessary should the Company be unable to continue in existence.

The Company expects to require additional capital to support its business, and this capital might not be available on acceptable terms, if at all

The Company intends to continue to make investments to support its business and will likely require additional funds. In particular, the Company expects to seek additional funds to develop new products and cover the cost of the clinical trials in respect of those products, enhance its platform and expand its operations, including its sales and marketing organizations. Accordingly, the Company expects to engage in equity and/or debt financings to secure additional funds. If the Company raises additional funds through future issuances of equity or convertible debt securities, you could suffer significant dilution, and any new equity securities the Company issues could have rights, preferences and privileges superior to those of holders of the Company Shares.

Any debt financing that the Company may secure in the future could involve debt service obligations and restrictive covenants relating to its capital raising activities and other financial and operational matters, which may make it more difficult for it to obtain additional capital and to pursue business opportunities, and it may be obligated to issue equity securities to the providers of that financing. The Company may not be able to obtain additional financing on terms favorable to it, if at all. If the Company is unable to obtain adequate financing or financing on terms satisfactory to it when required, the Company's ability to continue to support its business growth, scale its infrastructure, develop product enhancements and to respond to business challenges could be significantly impaired, and its business, results of operations and financial condition may be significantly adversely affected.

The Company may never achieve profitability

Because of the numerous risks and uncertainties associated with disruptive artificial intelligence technology, the Company is unable to accurately predict the timing or amount of future revenue or expenses or when, or if, it will be able to achieve profitability. The Company has financed its operations primarily through convertible loans and the issuance and sale of equity. The size of the Company's future net losses will depend, in part, on the rate of growth or contraction of its expenses and the level and rate of growth, if any, of its revenues.

The Company expects to continue to expend substantial financial and other resources on, among other things:

- investments to expand and enhance its platform and technology infrastructure, make improvements to the scalability, availability and security of its platform, and develop new products;
- acquiring additional data to be used as training data for its platform and enriching that data through a verification process;
- sales and marketing, including expanding its indirect sales organization and marketing programs, and expanding our programs directed at increasing its brand awareness among current and new customers;

- planning and conducting clinical trials to obtain regulatory and reimbursement approval for the commercialization of its products;
- expansion of the Company's operations and infrastructure, both domestically and internationally; and
- general administration, including legal, accounting and other public company expenses.

If the Company is unable to successfully commercialize its products or if revenue from any products that receive marketing approval is insufficient, the Company will not achieve profitability. Furthermore, even if the Company successfully commercializes its products, its planned investments may not result in increased revenue or growth of its business.

The Company may not be able to generate net revenues sufficient to offset its expected cost increases and planned investments in its business and platform. As a result, the Company may incur significant losses for the foreseeable future, and may not be able to achieve and sustain profitability. If the Company fails to achieve and sustain profitability, then it may not be able to achieve its business plan, fund its business or continue as a going concern.

The Company will depend on its senior management team and other key employees, and the loss of one or more key employees could adversely affect its business

The Company's success depends largely upon the continued services of its executive officers and directors. The Company will rely on its leadership team and other mission-critical individuals in the areas of research and development, technology development and support, marketing, sales, services and general and administrative functions. From time to time, the Company may need to identify and retain additional skilled management and personnel to efficiently operate its business. The number of persons skilled in the healthcare technology sector is limited and as new entrants enter this business, competition for such persons may intensify. Recruiting and retaining qualified personnel is critical to the Company's success and there can be no assurance of such recruitment and retention. If the Company is not successful in attracting and training qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material adverse impact on its profitability, results of operations and financial condition. If the Company is not successful in attracting and training qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a material adverse impact on its profitability, results of operations and financial condition. The loss of one or more of the Company's executive officers or key employees, could have a material adverse effect on its business. Also, the Company will not have any key person life insurance policies on officers and directors.

The Company's ability to attract, train and retain qualified employees is crucial to its results of operations and any future growth

To execute the Company's growth plan, it must attract and retain highly qualified personnel. Competition for these individuals is intense, especially for scientists and engineers with high levels of experience, senior sales executives and professional services personnel with appropriate financial reporting experience. The Company expects to experience difficulty in hiring and retaining employees with appropriate qualifications. Many of the companies with which the Company competes for experienced personnel have greater resources than it has. If the Company hires employees from competitors or other companies, their former employers may attempt to assert that these employees have breached their legal obligations or that the Company has induced such breaches, resulting in a diversion of time and resources. If the Company fails to attract new personnel or fails to retain and motivate its current personnel, its business and future growth prospects could be adversely affected.

The Company's quarterly results may fluctuate significantly and period-to-period comparisons of its results may not be meaningful

The Company's quarterly results, including the levels of future revenue, if any, its operating expenses and other costs, and its operating margins, may fluctuate significantly in the future, and period-to period comparisons of its results may not be meaningful.

This may be especially true to the extent that the Company does not successfully establish a backlog of orders for its products. Accordingly, the results of any one period should not be relied upon as an indication of the Company's future performance. In addition, the Company's quarterly results may not fully reflect the underlying performance of its business. Factors that may cause fluctuations in the Company's quarterly results include, but are not limited to:

- the timing of regulatory approvals for its products;
- its ability to successfully establish its business model;
- its ability to attract and retain its channel partners, customers and to expand its business;
- enacted or pending legislation and reimbursement rates effecting the healthcare industry;
- results of its clinical research efforts and positions of key opinion leaders;
- changes in its pricing policies or those of its competitors;
- the impact of the relatively long sales cycle that is typical of customers in the Company's industry, which are large hospitals and healthcare delivery organizations;
- the timing of the Company's recognition of revenue and the mix of revenues during the period;
- the amount and timing of operating expenses and other costs related to the maintenance and expansion of its business, infrastructure and operations;
- the amount and timing of operating expenses and other costs related to the development or acquisition of businesses, services, technologies or intellectual property rights;
- the timing and impact of security breaches, service outages or other performance problems with its technology infrastructure and software solutions;
- the timing and costs associated with legal or regulatory actions;
- changes in the competitive dynamics of its industry, including consolidation among competitors, channel partners or customers;
- loss of executive officers or other key employees;
- industry conditions and trends that are specific to the vertical markets in which the Company intends to sell its solutions;
- disruptions of or interference with its channel partners' services; and
- general economic and market conditions.

Fluctuations in quarterly results may negatively impact the value of the Company shares, regardless of whether they impact or reflect the overall performance of its business.

Currency exchange rate fluctuations affect the Company's results of operations, as reported in its financial statements

Some of the Company's future revenues will be transacted in foreign currencies, such as U.S. dollars. However, substantially all of the research and development expenses of the Company's Canadian operations, as well as a portion of the cost of revenues, selling and marketing, and general and administrative expenses of its Canadian operations, are (or will be, as appropriate) incurred in Canadian dollars. As a result, the Company will be exposed to exchange rate risks that may adversely affect its financial results.

If the Canadian dollar appreciates against the U.S. dollar or if the value of the Canadian dollar declines against the U.S. dollar or other foreign currencies at a time when the rate of inflation in the cost of Canadian goods and services exceeds the rate of decline in the relative value of the Canadian dollar, then the U.S. dollar or other foreign currency costs of the Company's operations in Canada would increase and its results of operations would be adversely affected. The Company's Canadian operations also could be adversely affected if it is unable to effectively hedge against currency fluctuations in the future. The Company cannot predict any future trends in the rate of inflation in Canada or the rate of devaluation (if any) of the Canadian dollar against the U.S. dollar or other foreign currencies.

From time to time the Company may engage in currency hedging activities. Those measures, however, may not adequately protect it from material adverse effects due to the impact of inflation in Canada or from fluctuations in the relative values of the U.S. dollar and the Canadian dollar, and may result in a financial loss.

The Company may pursue the acquisition of other companies, businesses or technologies, which could be expensive, divert its management's attention and/or fail to achieve the expected benefits

As part of the Company's growth strategy, it may acquire businesses, services, technologies or intellectual property rights that it believes could complement, expand or enhance the features and functionality of its platform and its technical capabilities, broaden its service offerings or offer growth opportunities. The pursuit of potential acquisitions may divert the attention of management and cause the Company to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not such acquisitions are consummated. Acquisitions also could result in dilutive issuances of equity securities or the incurrence of debt, which could adversely affect the Company's

operating results and financial condition. In addition, the Company may experience difficulties in integrating the acquired personnel, operations and/or technologies successfully or effectively managing the combined business following the acquisition. The Company also may not achieve the anticipated benefits from the acquired business and may incur unanticipated costs and liabilities in connection with any such acquisitions. If any of these results occurs, the Company's business and financial results could be adversely affected.

Risks Related to the Company's Business and Industry

Artificial intelligence and machine learning is a relatively new and unproven technology, and it may decline or experience limited growth, which would adversely affect its ability to fully realize the potential of its platform. Evaluating the size and scope of the market is subject to a number of risks and uncertainties. Future success will depend in large part on the growth of this market. The utilization of artificial intelligence and machine learning for diagnostic and decision-making support is new, and physicians may not recognize the need for, or benefits of, the Company's platform. This may prompt them to reject or cease use of its platform or decide to adopt alternative products and services to satisfy their requirements. Even if this market does grow, the Company's ability to expand its business and extend its market position depends upon a number of factors, including the cost, performance and perceived value of its platform and the applications the Company develops for it.

The perceived value of the Company's platform and the applications it develops for it may be a function of estimated cost savings by healthcare providers using the Light.AI platform, which may be difficult to accurately predict. Physicians may resist change from the current standard of practice.

The Company's market opportunity and cost saving estimates are subject to significant uncertainty and are based on assumptions and estimates, including internal analysis and industry experience

Assessing the market for the Company's solutions in each of the vertical markets it is planning to compete in is particularly difficult due to a number of factors, including limited available information and rapid evolution of the market. The market for the Light.AI platform and the applications the Company develops for it may fail to grow significantly or be unable to meet the level of growth the Company expects. As a result of these and other factors, the Company may experience lower than expected demand for its products and services due to lack of reimbursement authority, channel partner, hospital and/or physician acceptance, technological challenges, competing products and services, decreases in spending by current and prospective customers, weakening economic conditions and other causes. If the Company's market does not experience significant growth, or if demand for its platform does not increase in line with its projections, then the Company's business, results of operations and financial condition will be adversely affected.

The Company anticipates generating a portion of its revenue from channel partners and to the extent no such revenue materializes, its business, results of operations and financial results will be materially harmed

The Company currently expects to depend on future revenues generated through a limited number of channel partners and a direct sales force. The Company does not currently have distribution contracts with any channel partners or any sales representatives deployed. If these partners are not satisfied with Light AI's products, they may not promote the Light.AI platform. Further, if these partners do not dedicate sufficient time to the commercialization of the Company's products or otherwise fail to comply with their obligations under the Company's agreements with them, then this may have an adverse effect on the Company's business and prospects.

These partners will not be obligated to deal with the Company exclusively and therefore may sell competing products or solutions. As a result, these partners may give higher priority to products or services of the Company's competitors, thereby reducing their efforts in commercialization of the Company's products. Channel partner agreements may be terminated under specified circumstances. The termination of any such agreement or the failure of one of such partners to extend its relationship with the Company after the term of an agreement with it expires, could harm the Company's brand and reputation. A significant decline in any future revenue stream from channel partners would have a material adverse effect on the Company's business, results of operations and financial condition.

If the Company is not able to develop a strong brand for its platform and increase market awareness of the Company and its platform, then the Company's business, results of operations and financial condition may be adversely affected

The success of Light.AI will depend in part on the Company's ability to develop a strong brand identity for itself as a company and its products, and to increase the market awareness of its platform and the platform's capabilities. The successful promotion of the Company's brand will depend largely on its marketing efforts and its ability to ensure that its technology provides the expected benefits to its customers. It is important for the Company to be perceived as leaders in the GAS diagnostic market. The Company's brand promotion and thought leadership activities may not be successful or produce increased revenue. In addition, independent industry analysts may provide reviews of the Company's platform and of competing products and services, which may significantly influence the perception of the Company's platform in the marketplace. If these reviews are negative or not as positive as reviews of competitors' products and services, then the Company's brand may be harmed. The promotion of the Company's brand also requires substantial expenditures, and the Company anticipates that these expenditures will increase as its industry becomes more competitive and as it seeks to expand into new markets. These higher expenditures may not result in any increased revenue or in revenue that is sufficient to offset the higher expense levels. If the Company does not successfully maintain and enhance its brand, then its business may not grow, the Company may see its pricing power reduced relative to competitors and may lose customers, all of which would adversely affect the Company's business, results of operations and financial condition.

Failure to manage growth effectively could increase the Company's expenses, decrease its revenue and prevent the Company from implementing its business strategy

The Company's ability to generate revenues and achieve profitability will require substantial growth in its business, which will put a strain on its management and financial resources. To manage this and its anticipated future growth effectively, including as the Company expands into new clinical areas and geographic regions, it must maintain and enhance its platform and information technology infrastructure, as well as its financial and accounting systems and controls.

The Company also must attract, train and retain a significant number of qualified data scientists, software developers and engineers, technical and management personnel, sales and marketing personnel and customer and channel partner support personnel.

Failure to effectively manage growth could lead the Company to over-invest or under-invest in development and operations, result in weaknesses in its platform, systems or controls, give rise to operational mistakes, losses, loss of productivity or business opportunities and result in loss of employees and reduced productivity of remaining employees.

The Company's growth could require significant capital expenditures and might divert financial resources from other projects such as the development of new products and services. If the Company's management is unable to effectively manage its growth, its expenses might increase more than expected, its revenue could decline or grow more slowly than expected, and the Company might be unable to implement its business strategy. The quality of the Company's products and services might suffer, which could negatively affect its reputation and harm its ability to retain and attract channel partners or customers.

If the Company is not able to enhance or introduce new applications for its platform or other new products that achieve market acceptance and keep pace with technological developments, its business, results of operations and financial condition could be harmed.

The Company's ability to attract new channel partners and customers and increase revenue from existing channel partners and customers depends in part on its ability to enhance and improve its applications for its Light.AI platform, increase adoption and usage of the Company's products and introduce new products and features for GAS diagnostics. The success of any enhancements or new products depends on several factors, including timely completion, adequate quality testing, actual performance quality, market-accepted pricing levels, regulatory approvals and overall market acceptance and demand. Enhancements and new products that the Company develops may not be introduced in a timely or cost-effective manner, may contain defects, may have interoperability difficulties, or may not achieve the market acceptance necessary to generate significant revenue. If the Company is unable to successfully enhance

existing platform and capabilities to meet evolving customer requirements, increase adoption and usage of its platform, develop new products, or if its efforts to increase the usage of its products are more expensive than expected, then the Company's business, results of operations and financial condition could be harmed.

The security of the Company's platform, networks or computer systems may be breached, which could have an adverse effect on its business and reputation

The Light.AI platform may be subject to computer malware, viruses and computer hacking, all of which have become more prevalent. Though it is difficult to determine what, if any, harm may directly result from any specific interruption or attack, they may include the theft or destruction of data owned by the Company or its customers, and/or damage to its platform. Any failure to maintain the performance, reliability, security and availability of the Company's products and technical infrastructure to the satisfaction of the Company's customers may harm its reputation and its ability to retain existing customers and attract new users.

Accidental or unauthorized access to or disclosure, loss, destruction or modification of data, through cybersecurity breaches, computer viruses, human error, natural or man-made disasters, or disruption of the Company's services could expose the Company to liability, protracted and costly litigation and damage to the Company's reputation. In connection with the various services the Company anticipates to provide to its clients, the Company collects, stores processes and transmits the sensitive personal and health data of its patients and customers, in some cases through providing services to the Company's clients as well as other end users of health services, including but not limited to names, addresses, identification numbers, medical histories, credit or debit card numbers and expiration dates and/or bank account numbers.

In addition, computer viruses and malware can be distributed and spread rapidly over the internet and could infiltrate the Company's systems or those of its clients and other associated participants. Infiltration of the Company's systems or those of the Company's associated participants could in the future lead to, disruptions in systems, accidental or unauthorized access to or disclosure, loss, destruction, disablement or encryption of, use or misuse of or modification of confidential or otherwise protected information (including personal and health data) and the corruption of data. Given the unpredictability of the timing, nature and scope of information technology disruptions, there can be no assurance that any security procedures and controls that the Company or its associated participants have implemented will be sufficient to prevent security incidents from occurring.

The Company's operations depend, in part, on how well it protects networks, equipment, information technology systems and software against damage from a number of threats, including, but not limited to damage to hardware, computer viruses, hacking and theft.

The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, information technology systems and software, as well as pre-emptive expenses to mitigate the risks of failures. A compromise of the Company's information technology or confidential information, or that of the Company's clients and third parties with whom the Company interacts, may result in negative consequences, including the inability to process client transactions, reputational harm affecting customer and/or investor confidence, potential liability under privacy, security, consumer protection or other applicable laws, regulatory penalties and additional regulatory scrutiny, any of which could have a material adverse effect on the Company's business, financial position, results of operations or cash flows.

Privacy and data security laws and regulations could require the Company to make changes to its business, impose additional costs and reduce the demand for its artificial intelligence software solutions

The Company's business model contemplates, among other things, that the users of its products will process and transmit patients' medical data. End users of the Company's products may transmit a significant amount of personal or identifying information through its platform, which may be transmitted inappropriately and therefore be revealed to unauthorized third parties. In addition, the health and research institutions which provide the Company with data for purposes of training its algorithms may inadvertently fail to de-identify data (when regulated) before sending it to the Company which then places on the Company the responsibility of handling that sensitive information in accordance with applicable law. In addition, there may be additional agreements for use of data in connection with the research and development of the Company's products. Privacy and data security have become significant issues in the U.S. and in other jurisdictions where the Company may offer its software solutions. The regulatory framework relating to privacy and data security issues worldwide is evolving rapidly and is likely to remain uncertain for the

foreseeable future. Federal, state, local and foreign government bodies and agencies have in the past adopted, or may in the future adopt, laws and regulations regarding the collection, use, processing, storage and disclosure of personal or identifying information obtained from customers and other individuals, and these laws may create varied and potentially conflicting requirements. In addition to government regulation, privacy advocates and industry groups may propose various self-regulatory standards that may legally or contractually apply to the Company's business.

Because the interpretation and application of many privacy and data security laws, regulations and applicable industry standards are uncertain, it is possible that these laws, regulations and standards may be interpreted and applied in a manner inconsistent with its existing privacy and data management practices. As the Company expands into new jurisdictions or verticals, it will need to understand and comply with various new requirements applicable in those jurisdictions or verticals.

To the extent applicable to the Company's business or the businesses of its end users, these laws, regulations and industry standards could have negative effects on the Company's business, including by increasing costs and operating expenses, and delaying or impeding deployment of new core functionality and products. Compliance with these laws, regulations and industry standards requires significant management time and attention, and failure to comply could result in negative publicity, subject the Company to fines or penalties or result in demands that it modify or cease existing business practices. In addition, the costs of compliance with, and other burdens imposed by, such laws, regulations and industry standards may adversely affect the Company's end users' ability or desire to collect, use and process personal information using its software solutions, which could reduce overall demand for them. Even the perception of privacy and data security concerns, whether or not valid, may inhibit market acceptance of the Company's software solutions in certain verticals. Furthermore, privacy and data security concerns may cause end users or their employees and other industry participants to resist providing the personal information necessary to allow effective use of the Company's applications. Any of these outcomes could adversely affect the Company's business and operating results.

Furthermore, the Company's business requires continued access to non-public third-party medical imaging and related electronic medical record data that are used as training data for its platform. If end-users refuse or limit the Company's access to relevant information on grounds of privacy it will inhibit the Company's ability to continue to improve its platform and thereby could adversely affect its business, operating results and competitiveness. If regulated data is used or disclosed inappropriately, the Company has an obligation to notify regulators and/or impacted individuals and may incur breach notification related costs.

If the Company is not able to compete effectively, its business and operating results will be harmed

The market for automatic GAS diagnostics is in its early stages of development, but competition in the market could grow rapidly and include various large, well-capitalized technology companies as well as early stage entrants. Although the Company's initial focus is on GAS, the Company expects to face increased competition in both this market and other markets where it may expand its platform application.

Potential competitors may have better brand name recognition, greater financial and engineering resources and larger sales teams than the Company has. In addition, some of the Company's competitors may be further along in obtaining regulatory approval for their products than Light AI.

As a result, these competitors may be able to develop and introduce competing solutions and technologies that may have greater capabilities than the Company's or that are able to achieve greater acceptance, they may be able to achieve commercialization of their products sooner than the Company does, and they may be able to respond more quickly and effectively than the Company can to new or changing opportunities, technologies, standards or requirements. The Company expects that competition will increase and intensify as it continues to expand its serviceable markets and improve its platform and services. Increased competition may result in pricing pressures and require the Company to incur additional sales and marketing expenses, which could negatively impact its sales, ability and market share.

The Company's business model depends on commercial third-party payors and government payors, and if those payors do not provide coverage or adequate reimbursement for the services in which its products are used, the Company's revenue and prospects for profitability would be harmed.

Commercial sales of the Company's products depend in part on the availability of reimbursement from third-party payors, including government health administrative authorities, managed care providers, private health insurers and

other organizations. Each third-party payor has its own policy regarding what products it will cover, the conditions under which it will cover such products, and how much it will pay for such products. Third-party payors are increasingly examining the medical necessity and cost effectiveness of medical products and services in addition to safety and efficacy and, accordingly, significant uncertainty exists as to the reimbursement status of newly approved devices.

Risks Related to Intellectual Property

If the Company is unable to protect its intellectual property rights or if its intellectual property rights are inadequate to protect its technology, competitors could develop and commercialize technology similar to the Company's, and the Company's competitive position could be harmed.

The Company will rely on a combination of patent and trademark laws, trade secret protection, confidentiality agreements and other contractual arrangements with its employees, channel partners and others to maintain its competitive position. In particular, the Company's success depends, in part, on its ability to maintain patent protection for its products, technologies and inventions, maintain the confidentiality of its trade secrets and know-how, operate without infringing upon the proprietary rights of others and prevent others from infringing upon its proprietary rights. Despite the Company's efforts to protect its proprietary rights, it is possible that competitors or other unauthorized third parties may obtain, copy, use or disclose its technologies, inventions, processes or improvements. Moreover, other parties may independently develop similar or competing technology, methods, know-how or design around any patents that may be issued to or held by the Company. Unauthorized parties may also attempt to copy or reverse engineer proprietary aspects of the Company's products. There is no assurance that the Company's patents or other intellectual property rights will not be challenged, invalidated or circumvented, or will otherwise provide meaningful protection. If the Company's patents and other intellectual property do not adequately protect its technology, competitors may be able to offer products similar to the Company's. Competitors may also be able to develop similar technology independently or design around any patents granted to the Company, and it may not be able to detect the unauthorized use of its proprietary technology or take appropriate steps to prevent such use. Any such activities by competitors that circumvent the Company's intellectual property protection could subvert its competitive advantage and have an adverse effect on its results of operations.

Furthermore, filing, prosecuting, maintaining and defending patents on the Company's solutions in all countries throughout the world would be prohibitively expensive, and its intellectual property rights in some countries outside the U.S. are less extensive than those in the U.S. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the U.S. Also, it may not be possible to effectively enforce intellectual property rights in some foreign countries at all or to the same extent as in the U.S. and other countries.

Consequently, the Company may be unable to prevent third parties from using its inventions in all countries, or from selling or importing products made using its inventions in the jurisdictions in which it does not have (or is unable to effectively enforce) patent protection. Competitors may use the Company's technologies in jurisdictions where it has not obtained patent protection to develop, market or otherwise commercialize their own products, and the Company may be unable to prevent those competitors from importing those infringing products into territories where the Company has patent protection but enforcement is not as strong as in the U.S.

The Company may be sued by third parties for alleged infringement of their proprietary rights, which could adversely affect the Company's business, results of operations and financial condition.

There is often litigation between competing companies relying on their respective technologies based on allegations of infringement or other violations of intellectual property rights. The Company's future success depends, in part, on not infringing the intellectual property rights of others. The Company may receive claims from third parties, including its competitors, alleging that its platform and its underlying technology infringe or violate such third party's intellectual property rights, and the Company may be found to be infringing upon such rights.

The Company may be unaware of the intellectual property rights of others that may cover some or all of its technology. Any such claims or litigation could cause the Company to incur significant expenses and, if successfully asserted against the Company, could require that the Company pay substantial damages or ongoing royalty payments, prevent the Company from offering some portion of its platform, or require that it comply with other unfavorable terms.

The Company may also be obligated to indemnify its customers or channel partners in connection with any such litigation and to obtain licenses or modify its platform, which could further exhaust its resources. Patent infringement, trademark infringement, trade secret misappropriation and other intellectual property claims and proceedings brought against the Company, whether successful or not, could harm its brand, business, results of operations and financial condition. Litigation is inherently expensive and uncertain, and any judgment or injunctive relief entered against the Company or any adverse settlement could negatively affect its business, results of operations and financial condition.

In addition, litigation can involve significant management time and attention and be expensive, regardless of the outcome. During the course of litigation, there may be announcements of the results of hearings and motions and other interim developments related to the litigation. If customers regard these announcements as negative, demand for the Company's products may decline.

The Company may become involved in lawsuits to protect or enforce its patents which could be expensive, time consuming and unsuccessful

If the Company attempts enforcement of its patents or other intellectual property rights, it may be subject or party to claims, negotiations or complex, protracted litigation. These claims and any resulting lawsuits, if resolved adversely to the Company, could subject it to significant liability for damages, impose temporary or permanent injunctions against the Company's solutions or business operations, or invalidate or render unenforceable its intellectual property. In addition, because patent applications can take many years until the patents issue, there may be applications now pending of which the Company is unaware, which may later result in issued patents that its solutions may infringe. If any of the Company's solutions infringe a valid and enforceable patent, or if it wishes to avoid potential intellectual property litigation on its alleged infringement, the Company could be prevented from selling its solutions unless it can obtain a license, which may be unavailable.

Alternatively, the Company could be forced to pay substantial royalties or redesign its solutions to avoid infringement. Additionally, the Company may face liability to channel partners or other third parties for indemnification or other remedies if they are sued for infringement in connection with their use of the Company solutions.

Intellectual property disputes and litigation, regardless of merit, can be costly and disruptive to the Company's business operations by diverting attention and energies of management and key technical personnel, and by increasing its costs of doing business. Such litigation, regardless of its success, could seriously harm the Company's reputation with channel partners, business partners and patients and in the industry at large. Some competitors may be able to sustain the costs of complex patent or intellectual property litigation more effectively than the Company can because they have substantially greater resources. Any of the foregoing could adversely affect the Company's operating results.

The Company may be subject to claims asserting that its employees, consultants, independent contractors and advisors have wrongfully used or disclosed confidential information and/or alleged trade secrets of their current or former employers or claims asserting ownership of what the Company regards as its own intellectual property.

Many of the Company's employees, consultants, independent contractors and advisors were previously employed at other companies, including potential competitors. The Company could in the future be subject to claims that these employees and others, or the Company, has inadvertently or otherwise used or disclosed trade secrets or other proprietary information of their former employers. Litigation may be necessary to defend against these claims.

If the Company fails in defending against such claims, a court could order it to pay substantial damages and prohibit it from using technologies or features that are essential to its solutions, if such technologies or features are found to incorporate or be derived from the trade secrets or other proprietary information of the former employers.

An inability to incorporate technologies or features that are important or essential to the Company's solutions would have a material adverse effect on its business, and may prevent it from distributing its solutions. In addition, the Company may lose valuable intellectual property rights or personnel. A loss of key research personnel or their work product could hamper or prevent the Company's ability to commercialize certain potential solutions, which could severely harm its business. Even if the Company is successful in defending against these claims, such litigation could result in substantial costs and be a distraction to management. Incurring such costs could have a material adverse effect on the Company's financial condition, results of operations and cash flows.

Under applicable employment laws, the Company may not be able to enforce covenants not to compete

The Company will generally enter into non-competition agreements with its employees. These agreements prohibit the Company's employees, if they cease working for the Company, from competing directly with it or working for its competitors or clients for a limited period. The Company may be unable to enforce these agreements under the laws of the jurisdictions in which its employees work and it may be difficult for it to restrict competitors from benefitting from the expertise its former employees or consultants developed while working for the Company. For example, Canadian labour courts have required employers seeking to enforce non-compete undertakings of a former employee to demonstrate that the competitive activities of the former employee will harm one of a limited number of material interests of the employer which have been recognized by the courts, such as the protection of a company's trade secrets or other intellectual property.

Risks Related to Regulatory Matters

The Company will be subject to costly and complex laws and governmental regulations and any adverse regulatory action may materially adversely affect its financial condition and business operations. The Company operates in a complex regulatory and legal environment and are subject to a wide variety of laws and regulations in the jurisdictions in which the Company operates. Some of the provincial and federal laws and regulations in Canada and other jurisdictions in which the Company operates that affect or may affect it include: those relating to provision of healthcare, consumer products, product liability and consumer protection; those relating to negligence; those relating to the manner in which the Company advertises, markets and sells products and services; labour and employment laws, including wage and hour laws; tax laws or interpretations thereof; data protection and privacy laws and regulations. Continuing to achieve and sustain compliance with these laws may prove costly. The laws and regulations specifically applicable to the Company may also change on the basis of a change in the nature of the Company's products or services, or a change in the jurisdictions in which those products or services are being offered, including, but not limited to, as a result of acquisitions. There can be no guarantee that the Company will have sufficient resources to comply with new laws, regulations or government action, or to successfully compete in the context of a shifting regulatory environment. Moreover, these laws and regulations may change, sometimes significantly, as a result of political, economic and social events.

The Company's products, including software solutions that contain algorithms or artificial intelligence, will be subject to regulation by numerous government agencies, including the FDA and comparable agencies outside the U.S. To varying degrees, each of these agencies requires the Company to comply with laws and regulations governing the development, testing, manufacturing, labeling, marketing, and distribution of its products. The U.S. Congress recently passed the Cures Act, which amended certain provisions of the FDA Act, related to medical devices and software. The Cures Act amended the definition of "medical device" to exclude several types of software and digital health solutions from the FDA's medical device requirements and to ease the path to market for novel devices and products. The FDA has interpreted this law to exclude from regulation certain clinical decision support tools that are intended to aid in diagnosis, treatment or health management. However, the FDA intends to regulate other categories of clinical decision support, software, algorithms and artificial intelligence tools depending on the functions and intended use of those products. Recent changes to FDA regulations and advances in artificial intelligence have also generated compliance uncertainty across a variety of industry and settings, including about which legal and regulatory frameworks should apply to current and future iterations. However, the FDA currently regulates clinical decision support and software-based devices and tools that analyze medical and diagnostic images for patient treatment or diagnosis.

Further, the FDA regulates Picture Archiving and Communications Systems, or those devices that "provide one or more capabilities relating to the acceptance, transfer, display, storage, and digital processing of medical images" and whose software components may "provide functions for performing operations related to image manipulation, enhancement, compression or quantification" under 21 C.F.R. § 892.2050(a). Picture Archiving and Communications Systems must obtain a 510(k) before commercialization in the U.S. The FDA is concerned with the accuracy of alterations, modifications, measurements, or analysis to or of images that could affect the accuracy of treatment and diagnosis decisions made using such data.

Laws and regulations relating to the healthcare industry and privacy are particularly complex and subject to change which could create significant additional costs related to monitoring and compliance, and could require changes to its operating model which could result in lower revenue. The Company expects the future technology and data-driven revenue streams of the Company will be governed by Canadian federal and provincial laws, as well as applicable foreign laws, covering data privacy and security. Although the Company maintains that its operations are in

compliance with existing laws, there can be no assurance that the Company's operations will not be challenged in the future and, if challenged, that they will not be found to violate applicable laws.

Any such ruling against the Company could subject it to potential damages, injunctions and/or civil and criminal penalties or require it to restructure the Company's arrangements in a way that would affect the control or quality of the Company's services or change the amounts that the Company receives from its operations, which could have a material adverse effect on the Company's business.

There is no guarantee that the Company will be able to obtain marketing clearance for its medical device products or enhancements or modifications to existing products

The Company may not receive required marketing clearances or approvals on a timely basis, if at all. The failure to maintain approvals or obtain approval or clearance for new products or functions could have a material adverse effect on the Company's business, results of operations, financial conditions and cash flows.

Even if the Company is able to obtain such approval or clearance, it may:

- take a significant amount of time;
- require the expenditure of substantial resources;
- involve stringent clinical and pre-clinical testing, as well as increased post-market compliance requirements and surveillance;
- involve modifications, repairs, or replacements of the Company's products; and
- result in limitations on the proposed uses and marketing of the Company's products.

Further, if the FDA or other applicable regulatory authorities approve or clear a similar product that competes with the Company's artificial intelligence applications, it could decrease its expected sales. Both before and after a product is commercially released, the Company has ongoing responsibilities under FDA regulations. Many of the Company's planned facilities and procedures and those of its suppliers are also subject to periodic inspections by the FDA to determine compliance with the FDA's requirements, including primarily the quality system regulations and medical device reporting regulations. The results of these inspections can include inspectional observations on FDA's Form-483, warning letters, or other forms of enforcement. Since 2009, the FDA has significantly increased its oversight of companies subject to its regulations, including medical device companies, by hiring new investigators and increasing inspections of manufacturing facilities. If the FDA were to conclude that the Company is not in compliance with applicable laws or regulations, or that any of its medical devices are ineffective or pose an unreasonable health risk, the FDA could prohibit us from marketing such medical devices, detain or seize adulterated or misbranded medical devices, order a recall, repair, replacement, or refund of such devices, refuse to grant pending pre-market approval applications or require certificates of non-U.S. governments for exports, or require the Company to notify health professionals and others that the devices present unreasonable risks of substantial harm to the public health. The FDA may also assess civil or criminal penalties against the Company, its officers or employees and impose operating restrictions on a company-wide basis, or enjoin or restrain certain conduct resulting in violations of applicable law. The FDA may also recommend prosecution to the U.S. Department of Justice. Any adverse regulatory action, depending on its magnitude, may restrict the Company from effectively marketing and selling its products and limit its ability to obtain future pre-market clearances or approvals, and could result in a substantial modification to its business practices and operations.

The Company is in the early stage of developing its products. FDA clearance may require significant additional discovery efforts, pre-clinical testing and studies, as well as applicable regulatory guidance for preclinical and clinical studies from the FDA and other regulatory authorities before the Company can seek regulatory clearance and begin commercial sales of any potential products.

The design and execution of clinical trials to support FDA clearance of the Company's products is subject to substantial risk and uncertainty. Clinical development is a lengthy and expensive process with an uncertain outcome, and results of earlier studies and trials may not be predictive of future trial results. Clinical failure can occur at any stage of clinical development.

The Company relies on third parties to conduct clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected deadlines, or if they terminate their agreement with the Company, it may not be able to obtain regulatory clearance for or commercialize its products. The regulatory clearance processes of the FDA

are lengthy, time consuming and inherently unpredictable, and if the Company is ultimately unable to obtain regulatory clearance for its products, the Company's business will be substantially harmed.

In addition, the marketing license for any product is limited by the FDA to those specific indications and conditions for which clinical safety and efficacy have been demonstrated. The FDA has taken the position that device manufacturers are prohibited from promoting their products other than for the uses and indications set forth in the approved product labeling.

The U.S. government has initiated a number of enforcement actions against manufacturers that promote products for "off label" uses, including actions alleging that federal health care program reimbursement of products promoted for "off-label" uses (or services in which such products are utilized) constitute false and fraudulent claims to the government. The failure to comply with "off-label" promotion restrictions can result in significant civil or criminal exposure, administrative obligations and costs, or other potential penalties from, or agreements with, the federal government. Further, clinical practice guidelines and recommendations published by various organizations could have significant influence on the Company's products.

The Company will face extensive FDA and foreign regulatory requirements and may face future regulatory difficulties

The FDA and other regulatory authorities require that the Company's devices be manufactured in compliance with QSR, and similar standards in foreign markets where it intends to sell its products. Further, as the healthcare industry increasingly adopts AI, new regulations and standards may emerge. The Company may need to adjust its technology to meet evolving FDA guidelines, as well as new standards in AI and machine learning, increasing compliance costs and development timelines. Any failure by the Company or its third-party manufacturers to comply with QSR or new regulations or failure to scale up manufacturing processes as needed, including any failure to deliver sufficient quantities of products in a timely manner, could have a material adverse effect on its business, financial condition, operating results and cash flows. In addition, such failure could be the basis for action by the FDA to withdraw clearance for products previously granted to the Company and for other regulatory action. Changes to current product standards, guidance and regulations may impact the timeline and resources required to develop the Company's products.

The Company's industry is experiencing greater scrutiny and regulation by governmental authorities, which may lead to greater regulation in the future

The Company's medical devices and technologies and its business activities are subject to a complex regime of regulations and enforcement environment, including regulations promulgated by the FDA, U.S. Department of Justice, the Office of Inspector General of the Department of Health and Human Services, and numerous other federal, state, and non-U.S. governmental authorities. In addition, certain state governments and the U.S. federal government have enacted legislation aimed at increasing transparency of the Company's interactions with health care providers. As a result, if the Company's devices and solutions (or the procedures in which they are used) are reimbursed by Federal healthcare programs such as Medicare or Medicaid, it will be required by law to disclose payments and other transfers of value to health care providers licensed by certain states and to all U.S. physicians and U.S. teaching hospitals at the federal level. Any failure to comply with these legal and regulatory requirements could impact the Company's business.

In addition, the Company will devote substantial additional time and financial resources to further develop and implement policies, systems, and processes to comply with enhanced legal and regulatory requirements, which may also impact its business. The Company anticipates that governmental authorities will continue to scrutinize its industry closely, and that additional regulation may increase compliance and legal costs, exposure to litigation, and other adverse effects to the Company's operations.

The Company's future success will be partially dependent on reimbursement rates for diagnostic services from Medicare, Medicaid and private health insurers. Any reduction or changes in these reimbursement policies could limit the adopt of the Company's products, affecting revenue growth.

Product liability lawsuits against the Company could result in substantial liabilities and to limit commercialization of its products

Because the Company's initial product family upon approval will be used, and the Company intends to initially focus its future product development efforts, in acute care settings, where real-time decisions are challenging and critical to delivering differentiated care and preventing patients, product malfunctions in this context create heightened risk of product liability lawsuits. A product liability or professional liability claim could result in substantial financial and reputational damages and be costly and time-consuming for us to defend.

Although the Company intends to maintain liability insurance, including for errors and omissions, there is no assurance that the Company's insurance would fully protect it from the financial impact of defending against these types of claims or any judgments, fines or settlement costs arising out of any such claims. Any liability claim, including an errors and omissions liability claim, brought against the Company, with or without merit, could increase its insurance rates or prevent it from securing insurance coverage in the future. Additionally, any liability lawsuit could cause injury to the Company's reputation or cause it to suspend sales of its products. The occurrence of any of these events could have an adverse effect on the Company's business, reputation, results of operations and cash flows.

In addition, although the Company's algorithm has demonstrated high accuracy, any errors in diagnosing GAS or other conditions could expose the Company to liability claims, particularly if patients receive incorrect or delayed treatment. Such incidents could lead to lawsuits, product recalls and reputational harm.

If the Company fails to comply with applicable health information privacy and security laws and other state and federal privacy and security laws, it may be subject to significant liabilities, reputational harm and other negative consequences, including decreasing the willingness of current and potential customers to work with the Company

The Company will be subject to data privacy and security regulation by both the federal government and the states in which it conducts its business. The Health Insurance Portability and Accountability Act of 1996 ("HIPAA"), established uniform federal standards for "covered entities," which include certain healthcare providers, healthcare clearinghouses, and health plans, governing the conduct of specified electronic healthcare transactions and protecting the security and privacy of PHI. The HITECH Act makes HIPAA's security standards directly applicable to "business associates," which are independent contractors or agents of covered entities that create, receive, maintain, or transmit PHI in connection with providing a service for or on behalf of a covered entity. The HITECH Act also increased the civil and criminal penalties that may be imposed against covered entities, business associates and certain other persons, and gave state attorneys general new authority to file civil actions for damages or injunctions in federal courts to enforce HIPAA's requirements and seek attorney's fees and costs associated with pursuing federal civil actions. A portion of the data that the Company will obtain and handle for or on behalf of certain of its clients is considered PHI, subject to HIPAA. The Company will also be required to maintain similar business associate agreements with its subcontractors that have access to PHI of its customers in rendering services to Light AI or on its behalf. Under HIPAA and the Company's contractual agreements with its HIPAA-covered entity health plan customers, the Company will be considered a "business associate" to those customers, and are required to maintain the privacy and security of PHI in accordance with HIPAA and the terms of the Company's business associate agreements with its clients, including by implementing HIPAA-required administrative, technical and physical safeguards. Light AI has incurred, and the Company will continue to incur, significant costs to establish and maintain these safeguards and, if additional safeguards are required to comply with HIPAA regulations or its clients' requirements, the Company's costs could increase further, which would negatively affect its operating results.

Furthermore, there is no guarantee that such safeguards have been and will continue to be adequate. If Light AI has failed, or the Company fails in the future, to maintain adequate safeguards, or the Company or its agents or subcontractors use or disclose PHI in a manner prohibited or not permitted by HIPAA, the Company's subcontractor business associate agreements, or its business associate agreements, or if the privacy or security of PHI that it obtains and handles is otherwise compromised, the Company could be subject to significant liabilities and consequences, including, without limitation:

- breach of contractual obligations to clients, which may cause clients to terminate their relationship with the Company and may result in potentially significant financial obligations to its clients;
- investigation by the federal and state regulatory authorities empowered to enforce HIPAA and other data privacy and security laws, which include the U.S. Department of Health and Human Services,

- the U.S. Trade Commission and state attorneys general, and the possible imposition of civil and criminal penalties;
- private litigation by individuals adversely affected by any misuse of their personal health information for which the Company is responsible and/or breach notification related costs; and
- negative publicity, which may decrease the willingness of potential future customers to work with us and negatively affect its sales and operating results.

Further, the Company will publish statements to end users of its services that describe how it handles and protects personal information. If federal or state regulatory authorities or private litigants consider any portion of these statements to be untrue, the Company may be subject to claims of deceptive practices, which could lead to significant liabilities and consequences, including, without limitation, damage to its reputation and costs of responding to investigations, defending against litigation, settling claims and complying with regulatory or court orders. Recent legal developments in Europe have created compliance uncertainty regarding certain transfers of personal data from Europe to the U.S.

For example, the General Data Protection Regulation, which came into application in the European Union on 25 May 2018, applies to all of the Company's activities conducted from an establishment in the EU or related to products and services that the Company offers to EU users.

The General Data Protection Regulation created a range of new compliance obligations which may cause the Company to change its business practices, and significantly increased financial penalties for noncompliance (including possible fines of up to four percent (4%) of global annual turnover for the preceding financial year or €20 million (whichever is higher) for the most serious infringements).

Federal or state governmental authorities may impose additional data security standards or additional privacy or other restrictions on the collection, use, maintenance, transmission and other disclosures of health information. Legislation has been proposed at various times at both the federal and the state level that would limit, forbid or regulate the use or transmission of medical information outside of the U.S. Such legislation, if adopted, may render the Company's use of off-shore partners for work related to such data impracticable or substantially more expensive. Alternative processing of such information within the U.S. may involve substantial delay in implementation and increased cost.

If the Company fails to comply with federal and state healthcare laws and regulations, including those governing submission of false or fraudulent claims to government healthcare programs and financial relationships among healthcare providers, it may be subject to civil and criminal penalties or loss of eligibility to participate in government healthcare programs. The Company may be subject to certain federal and state laws and regulations designed to protect patients, governmental healthcare programs, and private health plans from fraudulent and abusive activities. These laws include anti-kickback restrictions and laws prohibiting the submission of false or fraudulent claims. These laws are complex and their application to the Company's specific products, services and relationships may not be clear and may be applied to its business in ways that are not anticipated. Federal and state regulatory and law enforcement authorities have recently increased enforcement activities with respect to Medicare and Medicaid fraud and abuse regulations and other reimbursement laws and rules. From time to time in the future, the Company may receive inquiries or subpoenas to produce documents in connection with such activities. The Company could be required to expend significant time and resources to comply with these requests, and the attention of management could be diverted to these efforts. If the Company is found to be in violation of any federal or state fraud and abuse laws, it could be subject to civil and criminal penalties, and it could be excluded from participating in federal and state healthcare programs such as Medicare and Medicaid. The occurrence of any of these events could significantly harm the Company's business and financial condition.

Provisions in Title XI of the Social Security Act, commonly referred to as the federal Anti-Kickback Statute (the "Anti-Kickback Statute"), prohibit the knowing and willful offer, payment, solicitation or receipt of remuneration, directly or indirectly, in cash or in kind, in return for or to induce either the referral of an individual or arranging for the referral of an individual for items or services for which payment may be made in whole or in part by a federal health care program, or the purchasing, leasing, ordering, or arranging for or recommending the purchasing, leasing, or ordering of items, services, goods, or facilities for which payment may be made, in whole or in part, by a federal healthcare program, including but not limited to Medicare or Medicaid. The definition of "remuneration" has been broadly interpreted to include anything of value such as gifts, discounts, rebates, waiver of payments or providing anything at less than its fair market value. Many states have adopted similar prohibitions against kickbacks and other

practices that are intended to induce referrals which are applicable to all patients regardless of whether the patient is covered under a governmental health program or private health plan.

The Company will attempt to scrutinize its business relationships and activities to comply with the federal Anti-Kickback Statute and similar laws and attempt to structure its sales and group purchasing arrangements in a manner that is consistent with the requirements of applicable safe harbors to these laws. There is no assurance that the Company's arrangements will be protected by such safe harbors or that such increased enforcement activities will not directly or indirectly have an adverse effect on the Company's business, financial condition or results of operations. Any determination by a state or federal agency that any of the Company's activities or those of its vendors or customers violate any of these laws could subject the Company to civil or criminal penalties, monetary fines, disgorgement, individual imprisonment, contractual damages, reputational harm, diminished profits and future earnings and curtailment of its operations, could require the Company to change or terminate some portions of operations or business, could disqualify it from providing services to healthcare providers doing business with government programs and, thus, could have an adverse effect on the Company's business.

The Company's business is also subject to numerous federal and state laws regarding submission of false or fraudulent claims, including, without limitation, the civil False Claims Act, which forbids knowingly presenting or "causing to be presented" false or fraudulent claims for payment to a federal health care program. Analogous laws and regulations of Canada, other countries and state and local government may apply to the Company's arrangements and customers' claims involving healthcare items or services reimbursed by non-governmental third-party payors.

HIPAA also imposes criminal and civil liability for, among other things, executing a scheme to defraud any healthcare benefit program or making false statements relating to healthcare matters. These laws and regulations may change rapidly, and it is frequently unclear how they apply to the Company's business. Errors created by the Company's products that relate to entry, formatting, preparation or transmission of claim or cost report information may be determined or alleged to be in violation of these laws and regulations.

Any failure of the Company's products or services to comply with these laws and regulations could result in substantial civil or criminal liability, monetary fines, disgorgement, individual imprisonment, contractual damages, reputational harm, diminished profits and future earnings and curtailment of its operations, could adversely affect demand for the Company's product or service offerings, could invalidate all or portions of some of its customer contracts, could require it to change or terminate some portions of its business, could require it to refund certain amounts collected, could cause it to be disqualified from serving clients doing business with government payors and could have an adverse effect on its business.

The Company's activities will also be subject to state and federal self-referral laws, including the federal Physician Self-referral Law, commonly known as the Stark Law, which prohibits physicians from referring patients to an entity for Medicare-covered "designated health services" if the physician, or a member of the physician's immediate family, has a financial relationship with the entity, unless a statutory or regulatory exception applies. Many states have similar laws that may apply regardless of payor. In addition, the Company's activities may also implicate state laboratory licensure laws, as well as the corporate practice of medicine prohibition in certain states that maintain such laws or regulations. The Company's failure to abide by these state and federal laws could expose the Company to criminal, civil and administrative sanctions, reputational harm, and could harm its results of operations and financial conditions.

The Company's business model depends on commercial third-party payors or government payors, therefore legislative or regulatory reforms may impact the ability of its customer to obtain such reimbursement, and its revenue and prospects for profitability would be harmed

The Company's go-to-market strategy relies upon governmental or third-party payor reimbursement. Healthcare policy and payment reform models and medical cost containment models are being considered and/or adopted in the U.S. and other countries. Legislative and/or administrative reforms to applicable reimbursement systems may significantly reduce reimbursement for the services in which the Company's products are used or result in the denial of coverage for such services outright. As a result, third-party reimbursement adequate to enable the Company to realize an appropriate return on its investment in research and product development may not be available for its products.

Negative Operating Cash Flow

The Company's business has incurred losses since its inception. Although the Company expects to become profitable, there is no guarantee that will happen, and the Company may never become profitable. The Company currently has a negative operating cash flow and may continue to have a negative operating cash flow for the foreseeable future.

If the Company has a material weakness in its internal controls over financial reporting, investors could lose confidence in the reliability of its financial statements, which could result in a decrease in the value of its securities

One or more material weaknesses in the Company's internal controls over financial reporting could occur or be identified in the future. In addition, because of inherent limitations, the Company's internal controls over financial reporting may not prevent or detect misstatements, and any projections of any evaluation of effectiveness of internal controls to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the Company's policies or procedures may deteriorate. If the Company fails to maintain the adequacy of its internal controls, including any failure or difficulty in implementing required new or improved controls, its business and results of operations could be harmed, the Company may not be able to provide reasonable assurance as to its financial results or meet its reporting obligations and there could be a material adverse effect on the price of its securities.

Economic and Political Uncertainty

The volatility of global capital markets, over the past several years, has generally made the raising of capital by equity or debt financing more difficult. Current and future global economic, political and social conditions remain volatile and uncertain. The Company may be dependent upon capital markets to raise additional financing in the future. As such, the Company is subject to liquidity risks in meeting its operating expenditure requirements and future development cost requirements in instances where adequate cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability to raise equity or obtain loans and other credit facilities in the future and on terms favourable to the Company and its management.

It is difficult to estimate the level of growth or contraction for the global economy as a whole. It is even more difficult to estimate economic growth or contraction in various sectors and regions, including the markets in which the Company will operate.

Because all components of the Company's budgeting and forecasting are dependent upon estimates of growth or contraction in the markets it serves and the demand for its products and services, the prevailing economic uncertainties render estimates of future income and expenditures very difficult to make. Adverse changes may occur as a result of the prevalence of public health crises, wavering consumer confidence, unemployment, declines in stock markets, contraction of credit availability, declines in real estate values, stagnant economic conditions, increasing nationalism and protectionism, trade tensions and tariff uncertainty, political deadlock, social unrest or other factors affecting economic conditions generally. These changes may negatively affect the sales of the Company's products and services.

The Company expects to incur increased costs as a public company for regulatory compliance and operations. In addition, future changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

The Company's efforts to grow our business may be costlier than it expect, and it may not be able to increase our revenue enough to offset our higher operating expenses. The Company may incur significant losses in the future for a number of reasons, including unforeseen expenses, difficulties, complications and delays, and other unknown events. If the Company is unable to achieve and sustain profitability, the market price of its common shares may significantly decrease.

In addition, as the Company's operations expand and reliance on global supply chains increases, the impact of significant geopolitical risk and conflict globally may have a sizeable and unpredictable impact on the Company's business, financial condition and operations. The ongoing Russia-Ukraine and Israel-Hamas conflicts, and the global response to these conflicts as it relates to sanctions, trade embargos and military support has resulted in significant uncertainty as well as economic and supply chain disruptions. The Company could be materially adversely affected if the conflicts expand or continue for an extended period of time, or other geopolitical disputes and conflicts emerge in other regions.

Uncertainty of Revenue Growth

There can be no assurance that the Company can generate substantial revenue growth, or that any revenue growth that is achieved, can be sustained. Revenue growth that the Company may achieve may not be indicative of future operating results. In addition, the Company may increase further its operating expenses in order to fund higher levels of sales and marketing efforts and increase its administrative resources in anticipation of future growth. To the extent that increases in such expenses precede or are not subsequently followed by increased revenues, the Company's business, operating results and financial condition will be materially adversely affected.

Dilution

In order to finance future operations, the Company may raise funds through the issuance of additional common shares or the issuance of debt instruments or other securities convertible into common shares. The size of future issuances of common shares or the issuance of debt instruments or other securities convertible into common shares or the dilutive effect, if any, that future issuances and sales of the Company's securities will have on the market price of the common shares cannot be predicted.

Interest Rate Risk

The Company may obtain financing in the future by accessing the debt markets. Amounts payable in respect of interest and principal on debt to be incurred by the Company will affect its net cash flow and profitability. Any increase in such payments will result in a corresponding increase in the cash out flow of the Company that must be applied to debt service.

In the event of such an increase, there can be no assurance that net cash flow derived from the Company's operations will be sufficient to cover its future financial obligations or that additional funds will otherwise be able to be obtained. If the Company becomes unable to pay its debt service charges or otherwise commits an event of default such as bankruptcy, the lender may foreclose on or sell all or some of the Company's assets, which may have a material adverse effect on the Company's profitability, results of operations and financial condition.

Changes in the Market Price of the Common shares

Factors unrelated to the Company's performance that may have an effect on the price of the Company Shares and may adversely affect an investors' ability to liquidate an investment and consequently an investor's interest in acquiring a significant stake in the Company includes:

a reduction in analytical coverage by investment banks with research capabilities; a drop in trading volume and general market interest in the Company's securities; a failure to meet the reporting and other obligations under relevant securities laws or imposed by applicable stock exchanges could result in a delisting of the Company Shares and a substantial decline in the price of the Company Shares that persists for a significant period of time.

As a result of any of these factors, the market price of the Company Shares at any given point in time may not accurately reflect their long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities.

The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Acquisitions and Integration

From time to time, the Company may seek to grow by acquiring companies, assets, or establishing joint ventures that it believes will complement its current or future business. Any acquisition that the Company may choose to complete may be of a significant size relative to the size of the Company, may change the nature or scale of the Company's business and activities, and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities, if any, depends upon its ability to obtain additional sources of financing, identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate

any acquired operations successfully with those of the Company. Any acquisitions would be accompanied by risks. In the event that the Company chooses to raise debt capital to finance any such acquisitions, the Company's leverage will be increased. If the Company chooses to use equity as consideration for such acquisitions, existing shareholders may suffer significant dilution. The Company may not effectively select acquisitions candidates or negotiate or finance acquisitions or integrate the acquired businesses and their personnel or acquire assets for the business. The Company cannot guarantee that it can complete any acquisition it pursues on favourable terms, or that any acquisitions completed with ultimately benefit its business.

Research and Development Risks

The Company's growth and long-term success is dependent in part on its ability to successfully develop new and current products and it will likely incur significant research and development expenditures to do so. The Company cannot be certain that any investment in research and development will yield technically feasible or commercially viable products. Furthermore, its ability to discover and develop products will depend on its ability to retain key scientists as employees or partners, identify high quality therapeutic targets and unmet medical needs, successfully complete laboratory testing and clinical trials on humans, obtain and maintain necessary intellectual property rights to the Company's products, obtain and maintain necessary regulatory approvals for its products. The Company may not be successful in discovering and developing medical device products. Failure to introduce and advance new and current products could materially and adversely affect the Company's operations and financial conditions.

Clinical Research Risks

The Company must demonstrate the safety and efficacy of its products through, among other things, extensive clinical testing. The Company's research and development programs are at an early stage of development. Numerous unforeseen events during, or as a result of, the testing process could delay or prevent commercialization of any products the Company develops. The results of early clinical studies may be inconclusive, may demonstrate potentially unsafe characteristics, or may not be indicative of results that will be obtained in later human clinical trials.

Clinical studies are very expensive, can run into unexpected difficulties and the outcomes are uncertain. Clinical studies of the Company's products may not be completed on schedule or on budget.

The Company's failure to complete any of its clinical studies on schedule or on budget, or its failure to adequately demonstrate the safety and efficacy of any of the products it develops, could delay or prevent regulatory approval of such products, which could adversely affect the Company's business, financial condition, and results of operations.

Actual Performance May Vary from the Results Observed in Prior Testing

The dataset used to test the model's performance is limited, comprising of only 82 images. Consequently, the model's real-world performance may vary from the results observed in the initial testing completed by the Company. If future studies call into question the efficacy of the Company's model, the Company's business, financial condition and results of operations could be adversely affected.

Data Quality Risks

The effectiveness of the Company's diagnostic tools depends on the quality of training data and algorithm performance. In regions with limited access to high-quality healthcare data (such as lower-middle-income markets), AI models may underperform, leading to inaccurate results and undermining the Company's market acceptance. GAS may mutate regionally or globally or otherwise change its presentation. If the Company's algorithm is not adequately trained on a dataset that captures this change in GAS presentation, its performance may vary, leading to inaccurate diagnoses for some or all regions. Such disparities could undermine the clinical effectiveness and market acceptance of Light AI's products in some or all regions.

Revenue Derived from Healthcare Services

While the Company intends to broaden the scope of technology enabled products and services it offers, it may not be successful in deriving the revenue from these efforts that it expects. Failure to broaden the scope of technology enabled products and services that are attractive to the Company's existing and potential clients and corporate customers or penetrate additional verticals may inhibit the growth of repeat users and harm the Company's business. The products

and services that may be attractive to the Company's existing and potential clients and corporate customers may not always remain that way, and while the Company may research the nature and prospects of such products and services in advance of investing in them, it cannot guarantee that any revenue may be derived from such investments.

Furthermore, the Company may have limited or no experience with new offerings and these offerings may present new and difficult technology, regulatory, operational and other challenges. If the Company experiences service disruptions, failures or other issues with any such new offerings, the Company's business may be materially and adversely affected. The Company's newer activities may not recoup the Company's investments in a timely manner or at all. If any of this were to occur, it could damage the Company's reputation, limit the Company's growth and materially and adversely affect the Company's business, financial condition and results of operations.

Incorporation of AI May Present Risks

The Company has incorporated, and plans to incorporate in the future, AI, into its products. AI is a new and emerging technology that is in its early stages of commercial use, particularly within the medical device industry.

If any of our products that incorporate AI have perceived or actual negative impacts on the clinicians or patients who use them, the Company may experience brand or reputational harm, competitive harm or legal liability. The rapid evolution of AI may also require the application of significant resources to develop, test and maintain our products and services that incorporate AI in order to help ensure that it is implemented in a socially responsible manner, to minimize any real or perceived unintended harmful impacts.

In addition, AI is subject to a complex and evolving regulatory landscape, including data protection, privacy, and potentially other laws and different jurisdictions have taken and may take in the future varying approaches to regulating AI. Compliance with these laws and regulations can be complex, costly and time-consuming, and there is a risk of regulatory enforcement actions or litigation if the Company fails to comply with these requirements.

As regulations evolve, the Company may have to alter its business practices or products in order to comply with regulatory requirements.

Competition

The industry in which the Company operates is highly competitive, evolving and is characterized by technological change. A number of competitors have substantially greater capital resources, larger customer bases, larger technical, sales and marketing forces and stronger reputations with target customers than ours.

Current or future competitors may have longer operating histories, larger corporate customer bases, greater brand recognition and more extensive commercial relationships in certain jurisdictions, and greater financial, technical, marketing and other resources than the Company. As a result, the Company's competitors may be able to develop products and services better received by customers or may be able to respond more quickly and effectively than the Company can to new or changing opportunities, technologies, regulations or customer requirements. In addition, larger competitors may be able to leverage a larger client base to adopt more aggressive pricing policies, which could cause the Company to lose potential clients or corporate customers, or to sell its solutions at lower prices.

The Company's success will be dependent on its ability to market its products and services. There is no guarantee that the Company's products and services will remain competitive. Unforeseen competition, and the inability of the Company to effectively develop and expand the market for its products and services, could have a significant adverse effect on the growth potential of the Company. The Company cannot assure that it will be able to compete effectively against existing and future competitors. Further, advances in AI, medical imaging, and diagnostic technologies by competitors could render the Company's current solutions obsolete or less effective, requiring additional investments in research and development and innovation to stay competitive. In addition, competition or other competitive pressures may result in price reductions, reduced margins or loss of market share, any of which could have a material adverse effect on the Company's business, financial condition or results of operations. We expect that the rapid technological changes occurring in the health care industry could lead to the entry of new competitors, particularly as artificial intelligence driven software gains market acceptance in the field. If we do not compete successfully, our revenue and market share could decline and our business, financial condition, and results of operations could be adversely affected.

Personal Health Information Data and Privacy

As the Company will have access to sensitive and confidential information, including personal information and personal health information, and since the Company may be vulnerable to material security breaches, theft, misplaced, lost or corrupted data, programming errors, employee errors and/or malfeasance (including misappropriation by departing employees), there is a risk that sensitive and confidential information, including personal information and personal health information, may be disclosed through improper use of Company systems, software solutions or networks or that there may be unauthorized access, use, disclosure, modification or destruction of such information.

As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities. In connection with the services the Company anticipates providing, the Company may share information with its associated participants who collect, process, store and transmit sensitive data. The accidental or unauthorized access to or disclosure, loss, destruction, disablement or encryption of, use or misuse of or modification of data by the Company or through the systems the Company provides could result in significant fines, penalties, orders, sanctions and proceedings or actions against the Company by governmental bodies and other regulatory authorities, end users or third parties, which could have a material adverse effect on the Company's business, financial condition and results of operations.

Any such proceeding or action, and any related indemnification obligation, could damage the Company's reputation, force the Company to incur significant expenses in defense of these proceedings, distract the Company's management, increase the Company's costs of doing business or result in the imposition of financial liability. These risks may increase as the Company continues to grow and collect, process, store and transmit increasingly large amounts of data.

Insurance

The Company's insurance policies may not adequately cover all risks to which the Company is exposed and may not be adequate for all liabilities actually incurred or indemnification claims against the Company. A significant claim not covered by the Company's insurance, in full or in part, may result in significant expenditures by the Company. Moreover, the Company may not be able to maintain insurance policies in the future at reasonable costs, on acceptable terms or at all, which may adversely affect the Company's business and the trading price of its securities.

The successful assertion of one or more large claims against the Company that exceed available insurance coverage, or the occurrence of changes in the Company's insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could adversely affect the Company's business, financial condition and results of operations.

Conflicts of Interest

Certain directors and officers of the Company may be involved in direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and follow procedures set out in applicable corporate and securities legislation, regulation, rules and policies, including, the relevant provisions of the BCBCA.

Tax Issues

Income tax consequences in relation to the Company Shares will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers.