OVID CAPITAL VENTURES INC.
MANAGEMENT'S DISCUSSION & ANALYSIS
For the fiscal year ended June 30, 2015

This Management's Discussion and Analysis ("**MD&A**") for Bioflex Technologies Inc. (formerly, Ovid Capital Ventures Inc., the "**Company**") should be read in conjunction with the audited annual financial statements for the fiscal year ended June 30, 2015 and the notes thereto.

The financial information in this MD&A is derived from the Company's audited annual financial statements for the fiscal year ended June 30, 2015 prepared in accordance with IFRS (International Financial Reporting Standards). The effective date of this MD&A is October 28, 2015.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Certain of the information contained in this document may contain "forward-looking statements". Forward-looking statements may include, among others, statements regarding the Company's future plans, costs, objectives or economic performance, or the assumptions underlying any of the foregoing, including those concerning the Qualifying Transaction. In this document, words such as "may", "would", "could", "will", "likely", "believe", "expect", "anticipate", "intend", "plan", "estimate" and similar words and the negative form thereof are used to identify forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether such future performance will be achieved. Forward-looking statements are based on information available at the time and/or management's good faith belief with respect to future events and are subject to known or unknown risks, uncertainties and other unpredictable factors, many of which are beyond the Company's control. These risks and uncertainties include, but are not limited to, those described under the headings "Financial Instruments and Risk Management" and "Inherent Risk Factors" in this MD&A and could cause actual events or results to differ materially from those projected in any forward-looking statements. The Company does not intend, nor does it undertake any obligation, to update or revise any forward-looking statements contained in this MD&A to reflect subsequent information, events or circumstances or otherwise, except if required by applicable law.

BUSINESS OVERVIEW

The Company was incorporated on July 19, 2012 pursuant to the *Canada Business Corporations Act*, and is a capital pool company as defined by Policy 2.4 (the "**CPC Policy**") of the TSX Venture Exchange (the "**Exchange**"). The Company's registered address is located at 1000 Sherbrooke Street West, Suite 2700, Montreal, Québec.

The Company's principal business is to identify and evaluate business opportunities with the objective of completing the acquisition of an interest in properties, assets or a business (the "**Qualifying Transaction**") under Exchange rules. Under these rules, a Qualifying Transaction must be entered into within 24 months of listing.

The Company's ability to continue as a going concern is dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such an acquisition will be subject to regulatory approval and may be subject to shareholder approval. In order to continue as a going concern and meet its corporate objectives, the Company will require additional financing through debt or equity issuances or other available means. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These financial statements do not reflect the adjustments to the carrying value of assets and liabilities, or the impact on the statement of operations and comprehensive loss and financial position classifications that would be necessary were the going concern assumption not appropriate.

At June 30, 2015, the Company had no source of operating revenues. As at June 30, 2015, the Company incurred a net loss of $193,448 with an accumulated a deficit of $650,087 ($456,639 at June 30, 2014) since inception, had a negative cash flow from operations of $95,536 and expects to incur further losses in the development of its business. There is no assurance that it will be able to identify or complete a Qualifying Transaction, all of which cast significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to continue raising equity financing, to identify, evaluate and negotiate an acquisition of, a participation in, or an investment of an interest in a Qualifying Transaction. The Company completed its Qualifying Transaction on August 7, 2015 - please refer to the information under the heading "Subsequent Events" below.

INITIAL PUBLIC OFFERING

On December 21, 2012, the Company announced that it successfully completed its initial public offering (the "**IPO**") of 5,738,000 common shares in the capital of the Company at a price of $0.10 per common share for gross proceeds of $573,800 (the "**Proceeds**").

Mackie Research Capital Corporation acted as agent (the "**Agent**") for the IPO. The Company paid the Agent a cash commission of $57,380 (equal to 10% of the Proceeds), a corporate finance fee of $12,000 and granted the Agent and its sub-agents non-transferable agents' options (the "**Agents' Options**") to purchase an aggregate of 573,800 common shares of the Company at a price of $0.10 per share. The Agent's Options were exercisable for a period of 24 months from December 31, 2012 (the date the Company's common shares were listed on the Exchange) and expired on December 31, 2014. The Company also incurred a total of $65,775 for legal, filing and other fees. All of the compensation and other costs described above are included as share issue costs.

The Company also granted to its directors and officers incentive stock options to acquire an aggregate of 1,037,800 common shares at a price of $0.10 per share, exercisable for a period of ten years from the date the Company's shares are listed on the Exchange.

The Company intends to use the net proceeds of its IPO to identify and evaluate potential Qualifying Transactions in accordance with the policies of the Exchange.

The Company's common shares were listed for trading as a Tier 2 issuer on the Exchange under the symbol "OCA.P" on December 31, 2012.

On April 3, 2013, 160,000 Agents' options were exercised. As a result, the Company issued 160,000 common shares at the exercise price of $0.10 per share for total proceeds of $16,000. Accordingly, as at the date of this report, the Company has 10,898,000 common shares issued and outstanding for a total of $660,607.

TERMINATION OF PROPOSED QUALIFYING TRANSACTION WITH ITECH

On November 8, 2013, the Company signed a definitive merger agreement (the "**Definitive Agreement**") with iTech Medical, Inc., a corporation existing under the laws of Delaware ("**iTech**"), which outlined the general terms and conditions pursuant to which the Company and iTech would be willing to complete a transaction that will result in a reverse take-over of the Company by the shareholders of iTech (the "**iTech Transaction**"). The iTech Transaction was subject to requisite regulatory approval, including the approval of the Exchange, standard closing conditions, the approval of the directors of each of the Company and iTech of the Definitive Agreement, completion of due diligence investigations to the satisfaction of each of the Company and iTech, as well as the completion of a concurrent equity financing for minimum gross proceeds to the Company of $2,550,000 (the "**Minimum Financing Condition**"). Unfortunately, and despite obtaining requisite regulatory and corporate approvals, the iTech Transaction has been terminated due to the Minimum Financing Condition not being met.

NEW QUALIFYING TRANSACTION WITH BIOFLEX MEDICAL MAGNETICS, INC.

On November 30, 2014, the Company signed a letter of intent with BIOflex Medical Magnetics, Inc. ("**BIOflex**") and iTech, as the sole shareholder of BIOflex, with respect to an acquisition by the Company of all of the assets of BIOflex (the "**BIOflex Transaction**").

The BIOflex Transaction is subject to requisite regulatory approval, including the approval of the Exchange and standard closing conditions, the approval of the directors of each of the Company, BIOflex and iTech of the Asset Purchase Agreement and completion of due diligence investigations to the satisfaction of each of the Company and BIOflex, as well as the conditions described below. The legal structure for the Transaction will be confirmed after the parties have considered all applicable tax, securities law and accounting efficiencies, however, it is currently contemplated that the transaction will be structured as an asset acquisition.

Conditions to BIOflex Transaction

Prior to completion of the BIOflex Transaction (and as conditions of closing):

- The parties will prepare a filing statement in accordance with the rules of the Exchange, outlining the terms of the Transaction.
- BIOflex, iTech and the Company will enter into an Asset Purchase Agreement in respect to the BIOflex Transaction on or before March 31, 2015 (the "**Closing Date**").
- BIOfelx will obtain the requisite shareholder approvals for the BIOflex Transaction and any ancillary matters contemplated in the Asset Purchase Agreement.
- All requisite regulatory approvals relating to the BIOflex Transaction, including, without limitation, Exchange approval, will have been obtained.
- The Company will close a concurrent financing (described below) for minimum gross proceeds of $1,000,000.

The Proposed BIOflex Transaction

As at June 30, 2015, the Company had 10,898,000 common shares ("**Ovid Shares**") issued and outstanding, and securities exercisable or exchangeable for, or convertible into, or other rights to acquire, an aggregate of 1,037,800 Ovid Shares at an exercise price of $0.10 per Ovid Share.

As more fully described in Note 16 of the audited annual financial statements for the fiscal year ended June 30, 2015, and the heading "Subsequent Events" below, on August 7, 2015, the Company completed its Qualifying Transaction involving the acquisition of all of the assets of BIOflex and a concurrent private placement of 10,265,466 units in the capital of the Company (the "**Units**") at a price of $0.1125 per Unit, for aggregate gross proceeds of $1,154,864.93 (the "**Offering**"). Each Unit consisted of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire one additional common share at an exercise price of $0.25 per share for a period of two years from the completion of the BIOflex Transaction.

It is management's opinion, as a result of the subsequent completion of the Qualifying Transaction and the Offering, given the level of funding and projected levels of expenditures, the Company has sufficient cash resources to continue for the next twelve months.

OVERALL PERFORMANCE

The following discussion of the Company's financial performance is based on the audited annual financial statements for the fiscal year ended June 30, 2015.

As of June 30, 2015, the Company had cash and cash equivalents of $52,245 ($134,462 as at June 30, 2014), a short-term investment of $5,000 ($5,000 as at June 30, 2014) and total assets of $384,203 ($453,526 as at June 30, 2014).

Shareholders' equity is comprised of share capital of $660,607, reserves of $136,825 and the deficit of $650,087 ($456,639 at June 30, 2014) for a total of $147,345 ($340,793 at June 30, 2014).

During the fiscal year ended June 30, 2015, the Company reported a net loss of $193,448 ($218,957 for the fiscal year ended June 30, 2014).

As at June 30, 2015, 10,898,000 common shares of the Company were issued and outstanding. As a result of the closing of the Qualifying Transaction, as described under the heading "Subsequent Events", the Company has 38,388,466 common shares issued and outstanding as at the date hereof.

SELECTED ANNUAL INFORMATION

The Company was incorporated on July 19, 2012 and has a June 30 fiscal year end. The following is selected annual information for the fiscal years ended June 30, 2014 and June 30, 2015.

	Fiscal year ended June 30, 2015	**Fiscal year ended June 30, 2014**
Total revenue (interest income)	$13,319	$12,413
Net Loss and comprehensive loss..	$193,448	$218,957
Total assets..	$384,203	$453,526
Basic and fully diluted loss per common share......................	$0.0328	$0.0371
Long term liabilities..	$ —	$ —
Cash dividends..	$ —	$ —

Additional information relating to the Company, including the most recent Company filings, is available under the Company's profile on SEDAR at www.sedar.com.

RESULTS OF OPERATIONS

For the fiscal year ended June 30, 2015, the Company reported a net loss of $193,448 with expenses consisting of office expenses of $658, insurance premiums of $6,944, professional fees of $150,356, public company expenses of $30,932, travel and promotion expenses related to completing a Qualifying Transaction (see "Subsequent Events" below) of $17,666 and interest and bank charges of $211, and interest income of $13,319.

SELECTED QUARTERLY RESULTS

	Three months ended June 30, 2015 ($)	Three months ended March 31, 2015 ($)	Three months ended December 31, 2014 ($)	Three months ended September 30, 2014 ($)
Revenue	3,338	3,302	4,413	2,266
Expenses	71,349	26,131	43,732	65,555
Net Loss and comprehensive loss for the period	68,011	22,829	39,319	63,289
Basic and diluted loss per common share	0.0115	0.0039	0.0067	0.0107

	Three months ended June 30, 2014 ($)	Three months ended March 31, 2014 ($)	Three months ended December 31, 2013 ($)	Three months ended September 30, 2013 ($)
Revenue	3,375	8,077	292	669
Expenses	67,513	37,868	79,044	46,945
Net Loss and comprehensive loss for the period	64,138	29,791	78,752	46,276
Basic and diluted loss per common share	0.0108	$0.0051	0.0134	0.0078

LIQUIDITY AND CAPITAL RESOURCES

The Company currently has no operating revenues and relies primarily on equity financing. As at June 30, 2015, the Company had assets of $384,203 ($453,526 at June 30, 2014) and working capital deficiency of $102,655 (working capital $90,793 at June 30, 2014). The working capital deficiency results from the re-classification of the Loans from short-term to long-term assets. As a result of the subsequent completion of the Qualifying Transaction and Offering, given the level of funding and projected levels of expenditures, management believes that the Company has sufficient cash resources to continue for the next twelve months - please refer to the information under the heading "Subsequent Events" below.

The Company's audited annual financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

As at June 30, 2015, the Company did not have any commitments for capital expenditures, and it does not anticipate any such commitments until the Company consummates a Qualifying Transaction.

The Company's only source of funding has been the issuance of equity securities for cash. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond its control. The Company has no outstanding debt facility upon which to draw.

The proceeds raised from the issue of shares may only be used to identify and evaluate assets or businesses for future investments with the exception that up to $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

The Company is not exposed to any other externally imposed capital requirements.

OFF BALANCE SHEET TRANSACTIONS

The Company did not have any off-balance sheet transactions as at March 31, 2015.

RELATED PARTY TRANSACTIONS

Upon inception, the Company issued 2,300,000 common shares at a price of $0.05 per share for gross proceeds of $115,000 to the following parties:

- 2,000,000 common shares to a company controlled by a director and officer of the Company; and
- 100,000 common shares to each of the two other directors and the chief financial officer of the Company.

During the fiscal year ended June 30, 2015, the Company incurred approximately $86,000 in legal fees and disbursements for services provided by a law firm in which a director of the Company is a partner.

These transactions were entered into in the normal course of operations and were recorded at the exchange amount established and agreed to between the related parties.

OUTSTANDING SHARE DATA

The following information sets out the outstanding share data of the Company as of June 30, 2015:

	Number of shares	Amount
Common shares issued		
Shares issued for cash	10,898,000	660,607
Balance as at June 30, 2015	10,898,000	660,607

As of June 30, 2015, the Company had 10,898,000 common shares issued and outstanding of which 5,115,000 are held in escrow to be released as follows: 10% on the issuance of the Final Exchange bulletin approving the Qualifying Transaction (the "**Initial Release**") and in six equal tranches of 15% every six months beginning on the Initial Release. These escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities. If the resulting issuer from the Qualifying Transaction meets the Exchange's Tier 1 initial listing requirements either at the time the Final Exchange Bulletin approving the Qualifying Transaction is issued or subsequently, the release of the escrowed common shares will be accelerated. An accelerated escrow release will not commence until the resulting issuer has made an application to the Exchange for listing as a Tier 1 issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the resulting issuer on Tier 1 of the Exchange.

Other than as disclosed under the heading "Subsequent Events" below, there has been no change in the outstanding shares from June 30, 2015 to October 28, 2015.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value

The carrying values of cash and cash equivalents, short-term investments, sundry receivables, and accrued liabilities approximate their fair values due to the immediate or short-term maturity of these financial instruments.

The determination of the fair value of cash and cash equivalents was calculated using level 1 of the fair value hierarchy.

Credit risk

The Company is exposed to credit risk through its cash and its cash equivalents and short-term investments. Credit risk results from the possibility that a loss may occur from the failure of another party to perform according to the terms of a contract. Cash and cash equivalents and short-term investments are maintained with a high quality financial institution. As the Company's cash and short-term investments is held by a single Canadian bank, there is a concentration of credit risk. The carrying amount of cash and cash equivalents and short-term investments represents the Company's maximum credit exposure.

Loans receivable from iTech of $250,000 were advanced in anticipation of a definitive merger agreement. The previously proposed qualifying transaction has been terminated and the Company has entered into a letter of intent for a new Qualifying Transaction with iTech and its wholly owned subsidiary, BIOflex. Management has determined that while the original conditions of the loan have not been met, the new proposed Qualifying Transaction would provide iTech with the ability to meet its obligations to repay these loans and, accordingly, no impairment of the loan is necessary. The carrying amount of the loans receivable and accrued interest represents the Company's maximum credit exposure.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. Changes in market interest rates may have an effect on the cash flows associated with some financial assets and liabilities, known as cash flow risk, and on the fair value of other financial assets or liabilities, known as price risk. In seeking to minimize the risks from interest rate fluctuations, the Company manages its short-term investments based on its cash flow needs. A change in the interest rates of 1% will not have a significant impact on the operations and cash flows of the Company.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by continuously forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

CHANGE IN ACCOUNTING POLICIES

There are no changes in accounting policies adopted by the Company during the fiscal year ended June 30, 2015.

Future accounting changes

A number of new standards and amendments to standards and interpretations are not yet effective for the fiscal year ended June 30, 2015 and have not been applied in preparing the financial statements for the fiscal year ended June 30, 2015, nor this MD&A. This include IFRS 9, *Financial Instruments* and he Company is currently evaluating the effect, if any, the new standards and amendments will have on its financial results.

INHERENT RISK FACTORS

An investment in the Company involves a number of risks. You should carefully consider the following risks and uncertainties in addition to other information in this MD&A in evaluating the Company and its business before making any investment decision in regards to the common shares of the Company. The Company's operating and financial condition could be harmed due to any of the following risks. The risks described below are not the only ones facing the Company. Additional risks not presently known to us may also impair our business operations. The Company's financial performance is likely to be subject to the following risks:

(a) the Company was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after completion of the Qualifying Transaction;

(b) investment in the common shares is highly speculative given the proposed nature of the Company's business and its present stage of development;

(c) the directors and officers of the Company will devote only a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;

(d) there can be no assurance that an active and liquid market for the Company's common shares will develop and an investor may find it difficult to resell its common shares;

(e) until completion of a Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;

(f) the Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction;

(g) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to successfully complete the transaction;

(h) completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval ("**Majority of the Minority Approval**" means the approval of a Non Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than: (i) Non Arm's Length Parties to the Company; (ii) Non Arm's Length Parties to the Qualifying Transaction; and (iii) in the case of a Related Party Transaction: (a) if the Company holds its own shares, the Company, and (b) a person acting jointly or in concert with a person referred to in paragraph (i) or (ii) in respect of the transaction, at a properly constituted meeting of the common shareholders of the Company);

(i) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's

Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Company of the fair value for the shareholder's common shares;

(j) upon public announcement of a proposed Qualifying Transaction, trading in the common shares will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The common shares will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Company completing the proposed Qualifying Transaction;

(k) trading in the Common Shares may be halted at other times for other reasons, including for failure by the Company to submit documents to the Exchange in the time periods required;

(l) there can be no assurance that an active trading market in our securities will be established and sustained. The market price for our securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of our peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of the Company. The stock market has from time to time experienced extreme price and volume fluctuations which have often been unrelated to the operating performance of particular companies;

(m) the Exchange will generally suspend trading in the Company's Common Shares or delist the Company in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing;

(n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

(o) in the event that management of the Company resides outside of Canada or the Company identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

(p) the Company may acquire a business, properties or assets in other jurisdictions or countries. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business;

(q) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Company;

(r) the Company has advanced an aggregate of $250,000 to iTech as a secured loan and while management of the Company believes that said loan is recoverable, there can be no assurance that the Company will be able to recover that loan;

(s) the Company will compete with many capital pool companies that have substantially greater financial and technical resources than the Company as well as for the recruitment and retention of qualified personnel; and

(t) the Company's success depends to a certain degree upon certain key members of the management. It is expected that these individuals will be a significant factor in our growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company, including the most recent Company filings, is available under the Company's profile on SEDAR at www.sedar.com.

SUBSEQUENT EVENTS

The following material developments occurred after June 30, 2015.

BIOflex Transaction

Subsequent to the period ended March 31, 2015, and as a result of comments received from the Exchange, the Company, iTech and BIOflex agreed to certain amendments to the BIOflex Transaction. On August 18, 2015, the Company announced the closing, effective as of August 7, 2015, of its Qualifying Transaction, as defined under Policy 2.4 - Capital Pool Companies of the Exchange, involving the acquisition of all of the assets of BIOflex and a concurrent private placement of 10,265,466 units in the capital of the Company (the "**Units**") at a price of $0.1125 per Unit, for aggregate gross proceeds of $1,154,864.93 (the "**Offering**").

The Exchange issued its final approval bulletin in respect of the Qualifying Transaction and the Offering (collectively, the "**Transactions**") on August 17, 2015 and the Transactions are now completed.

The Qualifying Transaction was carried out by means of an asset purchase agreement, dated April 29, 2015 (the "**Purchase Agreement**") entered into between the Company, its wholly owned subsidiary, Ovid Acquisition Corp. ("**Acquireco**"), BIOflex, and BIOflex's sole shareholder, iTech. Pursuant to the Purchase Agreement, Acquireco acquired all of the assets of BIOflex in exchange for cash consideration in the amount of $60,000 and the issuance of 17,225,000 Common Shares of the Company at a deemed price of $0.1125 per share.

In connection with the Qualifying Transaction, the Company completed the Offering of Units, which consisted of a brokered private placement of 1,837,111 Units and a non-brokered private placement of an additional 8,428,355 Units at a price of $0.1125 per Unit. Each Unit was comprised of one Common Share and one common share purchase warrant (each, a "**Warrant**"), with each Warrant entitling the holder thereof to acquire one additional Common Share at an exercise price of $0.15 for a period of twelve months from the Closing Date.

The Exchange granted the Company an exemption from the sponsorship requirements under the policies of the Exchange in respect of the Qualifying Transaction on August 13, 2015.

Jones, Gable & Company Limited (the "**Agent**") acted as agent for the brokered portion of the Offering. As consideration for its services in connection with the Transactions, the Agent (and its sub-agents) received:

(i) a cash commission in the amount $18,687.50; (ii) 183,711 non-transferable agent compensation options, each entitling the holder thereof, for a period of twelve months from the Closing Date, to acquire one Common Share at a price of $0.1125 per share; and (iii) reimbursement of the fees and expenses incurred in connection with the Transactions.

Certain senior officers and directors of the Company (each, a "**Related Party**") participated in the Offering by subscribing for an aggregate of 1,710,000 Units at an aggregate subscription price of $192,375. The participation of each Related Party in the Offering is considered a "related party transaction" under *Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions* (Québec) ("**Regulation 61- 101**") and the corresponding Policy 5.9 of the Exchange. The Company relied on Sections 5.5(a) and 5.7(1)(a) of Regulation 61-101, respectively, for exemptions from the formal valuation and minority approval requirements under Regulation 61-101, as neither the fair market value of the Units issued to the Related Parties, nor the amount of consideration paid therefor, exceeds 25% of the Company's market capitalization.

All securities issued pursuant to the Transactions or which may be issued upon the exercise thereof (collectively, the "**Securities**") are subject to a four-month plus one-day hold period from the Closing Date, expiring December 8, 2015, pursuant to securities legislation and the policies of the Exchange. The Securities have not been nor will they be registered under the United States Securities Act of 1933, as amended, or state securities laws, and may not be offered or sold in the United States or to an account for the benefit of U.S. persons, absent such registration or an exemption from registration.

Stock option plan and options granted

Upon closing of the Transactions, the board of directors of the Company approved an increase to the number of Common Shares reserved for issuance under the Company's incentive stock option plan to 3,838,847, which represents 10% of the total number of issued and outstanding Common Shares as of the date hereof.

On September 1, 2015, the Company granted an aggregate of 1,550,000 incentive stock options (the "**Options**") to certain senior officers and directors of the Company pursuant to the terms of the Company's incentive stock option plan.

In addition, on September 1, 2015, the Company granted an aggregate of 190,000 stock options to consultants of the Company.

All of the stock options indicated above are exercisable to acquire common shares of the Company) at a price of $0.15 per share. The options granted to consultants, are exercisable for a term of two years from the date of the grant while the incentive stock options granted to senior officers and directors of the Company are exercisable for a period of 10 years from the date of grant. The Options vest in equal tranches over a period of 18 months.

Contractual obligations

As a result of the closing of the Transactions, the Company entered into several arm's length consulting agreements for a total value of $377,000 and granted stock options to acquire an aggregate of 190,000 common shares as indicated above.

Loan to iTech

On August 7, 2015, the maturity date of the Loans to iTech, described in Note 6 to the annual audited financial statements for the fiscal year ended June 30, 2015, were revised to extend them to eighteen months after the date of the final bulletin of the Exchange evidencing its approval of the Qualifying Transaction. This final bulletin was issued on August 17, 2015, and as a result, the maturity date of these loans have been extended to February 17, 2017.

Change of corporate name

On August 13, 2015, the Company changed its name to "BIOflex Technologies Inc." As of the opening of markets on August 19, 2015, the Company's common shares have traded on the Exchange under the symbol "BFT".