FORM 5A

ANNUAL LISTING SUMMARY

Introduction

The requirement to file this Form 5A does not apply to NV Issuers. NV Issuers must file a Form 51-102F2 Annual Information Form.

This Annual Listing Summary must be posted on or before the day on which the Issuer's annual financial statements are to be filed under the Securities Act. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies.

General Instructions

(a) Prepare this Annual Listing Summary using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Listed Issuer Name: SureNano Science Ltd. **Website: www.surenano.com** **Listing Statement Date: July 31, 2026** **Description(s) of listed securities(symbol/type): SURE/Common**
Brief Description of the Issuer's Business: The principal business of the Company through its wholly-owned subsidiary, GlucaPharm Inc., is developing novel therapeutic multi-receptor GLP-1 agonist peptide for the treatment of type II diabetes and obesity candidates. The Company also developed SureNano™ surfactant, which is a ready-to-mix food grade compound that provides the base for high performance nano-emulsions to create homogeneous and stable products.

Description of additional (unlisted) securities outstanding: None
Jurisdiction of Incorporation: British Columbia
Fiscal Year End: March 31
Date of Last Shareholders' Meeting and Date of Next Shareholders' Meeting (if scheduled): August 8, 2025
Financial Information as at: March 31, 2026 and March 31, 2025

	Mar 31, 2026	Mar 31, 2025
Cash	**894,612**	**23,493**
Current Assets	**941,290**	**51,141**
Non-current Assets	**4,380,527**	**3,125**
Current Liabilities	**17,696**	**134,039**
Non-current Liabilities	**-**	**-**
Shareholders' equity (deficit)	**5,304,121**	**(79,773)**
Revenue	**-**	**-**
Net Income (loss)	**(551,995)**	**(59,593)**
Net Cash Flow from Operations	**(488,088)**	**(161,309)**

SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in the Schedules. If the required details are included in Schedule A or B, provide specific reference to the page or note.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

(b) A description of the transaction(s), including those for which no amount has been recorded.

(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that its key management personnel are the members of the Company's current and former Board of Directors and its executive officers.

During the year ended March 31, 2026, the Company incurred management fees of $7,500 (2025 – $67,500) to the Chief Executive Officer ("CEO") of the Company. As at March 31, 2026, the Company owed $Nil (2025 – $50,000) to the CEO of the Company. The amount is non-interest bearing, unsecured and due on demand.

During the year ended March 31, 2026, the Company incurred management fees of $1,500 (2025 – $4,500) to the Chief Financial Officer ("CFO") of the Company.

During the year ended March 31, 2026, the Company incurred professional fees of $Nil (2025 – $30,000) and consulting fees of $31,500 (2025 – $60,000) to a company controlled by the son of the CFO of the Company. As at March 31, 2026, the Company owed $Nil (2025 – $77,625) to the son of the CFO of the Company. The amount is non-interest bearing, unsecured and due on demand.

During the year ended March 31, 2026, the Company incurred management fees of $11,000 (2025 – $Nil) to a company controlled by the Chief Scientific Officer ("CSO") of the Company.

During the year ended March 31, 2026, the Company incurred share-based compensation of $125,467 (2025 – $nil) to directors and officers of the Company, and the son of the CFO of the Company.

2. Summary of securities issued and options granted during the period.

Provide the following information for the Listed Issuer's fiscal year:

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
Sep 19, 2025	Common shares	Debt settlement	850,000	$0.10	$85,000	Debt settlement	CEO and Director	Nil
Sep 19, 2025	Common shares	Private placement	1,100,000	$0.10	$110,000	Cash	CEO and Director	Nil
Sep 19, 2025	Common shares	Private Placement	500,000	$0.10	$50,000	Cash	Arm's Length	Nil
Dec 12, 2025	Common shares	Private Placement	10,000,000	$0.125	$1,250,000	Cash	Arm's Length	$75,000 and 600,000 finders warrants
	Warrants	Private Placement	10,000,000	$0.35	$3,500,000			
Feb 23, 2026	Common shares	Share Exchange	8,100,999	$0.325	$2,632,825	Acquisition	Arm's Length	Nil

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
Dec 18, 2025	200,000	Charles MaLette, CEO Director		$0.18	Dec 12, 2030	$0.18
Dec 18, 2025	150,000	Doug Bachman, Director		$0.18	Dec 12, 2030	$0.18
Dec 18, 2025	150,000	Peter Chapman, Director		$0.18	Dec 12, 2030	$0.18
Dec 18, 2025	150,000	Nihar Pandey, Director		$0.18	Dec 12, 2030	$0.18
Dec 18, 2025	850,000		Consultants	$0.18	Dec 12, 2030	$0.18

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of securities outstanding for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Authorized Share Capital:
Unlimited Common Shares without par value,
Issued and Outstanding at March 31, 2026 – 42,008,799

(b) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

The following table summarizes information about stock options outstanding and exercisable at March 31, 2026:

Exercise price $	Expiry date	Stock options outstanding and exercisable	Weighted average remaining contracted life (years)
0.18	December 12, 2030	1,500,000	4.70

The following table summarizes information about warrants outstanding and exercisable at March 31, 2026:

Exercise price $	Expiry date	Warrants outstanding	Weighted average remaining contracted life (years)
0.35	December 10, 2027	10,600,000	1.70
0.000001	February 23, 2031	5,000,000	4.90
		15,600,000	

(c) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

4. List the names of the directors and officers and include the position(s) held and the date of appointment, as at the date this report is signed and filed.

Name	Position	Date of Appointment
Charles MaLette	Director	January 14, 2021
	President, CEO and Secretary	January 14, 2021
James Bordian	Director	April 23, 2021
	CFO	April 23, 2021
Peter Chapman	Director	June 9, 2021
Doug Bachman	Director	November 24, 2022
Nihar Pandey	Director	February 23, 2026
	Chief Scientific Officer	February 23, 2026

5. Financial Resources

a) State the business objectives that the Issuer expects to accomplish in the forthcoming 12-month period;

Driven by promising preclinical results, Issuer expects GEP44 to enter into IND-enabling studies in rodents and non-human primates to establish its suitability for humans, specifically assessing safety, toxicity, tolerability, optimal dosing, efficacy, and duration for a Phase I clinical trials. GEP44 is a patented, next-generation 44-amino-acid monomeric chimeric peptide designed as a metabolic therapy for obesity and type 2 diabetes mellitus (T2DM), and potentially neuronal diseases. GEP44 differs fundamentally from other weight-loss and diabetes peptides through its unique multi-receptor targeting, needle-free delivery potential, and a complete absence of gastrointestinal side effects.

To start, the testing phase of manufacturing (i.e 1gr. of peptide) is approximately $12,000 to see the feasibility of Manufacturing and process development. Total costs are expected to be $140,000 over the next 12 months. Once we establish this step, we can follow the actual study related-manufacturing. The Company will be planning to engage Dr. Doyle and Dr. Billing to be involved in the manufacturing process and with the study planning and other research and development for an annual cost of $168,000.

The Company intends to engage a Manufacturing (CDMO) group to perform the manufacturing and analytical testing. As per our technical discussion with IND-enabling CRO we need about 3 kg (3000 kg) of the testing material for IND-Enabling Studies, with a minimum of $210,000 (US$150,000). The upscaling of the material manufacturing from 1 gr to 3000 gr will require to set up the process of GMP-equivalent manufacturing in minimum batches of production and minimum batch-to-batch variation in QA/QC.

Subject to financing and completion of the milestones noted above, The Company also intends to engage an IND-Enabling Studies company based in

Australia. This milestone would take about 18 months to complete, requiring an initial payment of US$650,000 and a total budget of US$2.1 million based on Australian CRO pricing.

b) Describe each significant event or milestone that must occur for the business objectives in (a) to be accomplished and state the specific time period in which each event is expected to occur and the costs related to each event;

Transforming GEP44 into a commercially viable and marketable asset requires executing critical non-clinical processes alongside clinical trials. This includes scaling production under strict current Good Manufacturing Practices (cGMP) and developing advanced formulation technologies to enable needle-free oral or nasal delivery alongside traditional injectables. Additionally, the company will expand its intellectual property with secondary patents and patent extensions to secure a strong legal moat, establish comprehensive Health Economics data to guarantee insurance reimbursement, and curate detailed data rooms. Ultimately, partnering with Big Pharma will provide the massive financial capital, global manufacturing infrastructure, and regulatory expertise required to successfully scale GEP44 through expensive Phase III trials and onto the global market. Maintaining a robust clinical milestone timeline and securing a strong commercial framework will ensure high asset valuation, positioning SureNano for a lucrative exit or high-value partnership.

Upcoming Developmental steps:

- Preclinical: While most of the experimental discovery and patenting milestones have been achieved, ongoing development continues with the laboratory support of Dr. Doyle's lab.
- SureNano also needs manufacturing done by CDMO with additional cost under this time frame as noted above.

c) Disclose the total funds available to the Issuer and the following breakdown of those funds:

(i) the estimated consolidated working capital (deficiency) as of the most recent month end prior to filing the Listing Statement, and

(ii) the total other funds, and the sources of such funds, available to be used to achieve the objectives and milestones set out in paragraphs (a) and (b); and

(iii) describe in reasonable detail and, if appropriate, using tabular form, each of the principal purposes, with approximate amounts, for which the funds available described under the preceding paragraph will be used by the Issuer.

Available Funds (as at June 30, 2026)	
Working capital	$892,660

Uses of Available Funds	Approximate Cost ($)
Testing phase of manufacturing	350,000
R&D consultants	168,000
General and administration	250,000
Unallocated working capital	124,660
Total:	**$892,660**

6. Status of Operations

During the fiscal year, did the Listed Issuer

(a) reduce or impair its principal operating assets; or

(b) cease or substantively reduce its business operations with respect to its stated business objectives in the most recent Listing Statement?

Provide details:

N/A.

7. Business Activity

a) Activity for a mining or oil and gas Listed Issuer

(i) For the most recent fiscal year, did the Listed Issuer have positive cash flow, significant revenue from operations, or $50,000 in exploration or development expenditures?

Provide details. **N/A.**

(ii) If the response to (i) above is “no”, for the three most recent fiscal years did the Listed Issuer have an aggregate of $100,000 in exploration or development expenditures?

Provide details. **N/A.**

b) Activity for industry segments other than mining or oil & gas

(i) For the most recent fiscal year, did the Listed Issuer have positive cash flow, or $100,000 in revenue from operations or $100,000 in development expenditures?

Provide details.

Research and Development costs $144,036.

These costs include the development costs incurred through the Company's wholly owned subsidiary GlucaPahrm Inc. which includes: data analysis, reviewing details of available GLP-1s drugs, scientific due-diligence, IP validation, gap analysis, preparing for R&D study plans, and engagements with contract research organizations (CROs) and developing experimental protocol and regulatory frame work with them.

(ii) If the response to (i) above is "no", for the three most recent fiscal years, did the Listed Issuer have either $200,000 in operating revenues or $200,000 in expenditures directly related to the development of the business?

Provide details. **N/A.**

SCHEDULE A: AUDITED ANNUAL FINANCIAL STATEMENTS

SCHEDULE B: MANAGEMENT DISCUSSION AND ANALYSIS

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Annual Listing Summary.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated July 31, 2026.

Dr. Nihar R. Pandey
Name of Director or Senior Officer

"Nihar R. Pandey"
Signature

Director and CSO
Official Capacity

Issuer Details Name of Issuer SureNano Science Ltd.	For Year Ended: March 31, 2026	Date of Report 26/07/31
Issuer Address 1500 – 800 West Pender St.		
City/Province/Postal Code Vancouver, BC, V6C 2V6	Issuer Fax No. ( )	Issuer Telephone No. (604) 428-5171
Contact Name Nihar Pandey	Contact Position Director, CSO	Contact Telephone No. 604-428-5171
Contact Email Address info@surenano.com	Web Site Address www.surenano.com	

SCHEDULE "A"
AUDITED ANNUAL FINANCIAL STATEMENTS

SURENANO SCIENCE LTD.

Audited Consolidated Financial Statements

For the years ended March 31, 2026 and 2025

(Expressed in Canadian Dollars)

DAVIDSON

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
SureNano Science Ltd.

Opinion

We have audited the accompanying consolidated financial statements of SureNano Science Ltd. (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2026 and 2025, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity (deficiency) and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2026 and 2025, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company has negative cash flow from operations and has an accumulated deficit of $2,476,669. As stated in Note 1, 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. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined that matters described below to be communicated in our auditor's report.

Accounting for the Acquisition of GlucaPharm Inc.

As described in Note 3 to the consolidated financial statements, during the year ended March 31, 2026, the Company acquired 100% of GlucaPharm Inc. (the "Transaction") for consideration totalling $4,265,102. As more fully described in Note 2, judgement is required by the Company to assess whether the Transaction constituted a business combination or an asset acquisition.

We identified the accounting for the Transaction as a key audit matter in respect of whether the set of assets acquired, and liabilities assumed constituted a business. This matter represented an area of significant risk of material misstatement given the high degree of estimation uncertainty. A high degree of auditor judgment, subjectivity, and effort were required in performing procedures to evaluate management's significant judgements in assessing the accounting for the Transaction and the fair value of the assets acquired.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Obtaining an understanding of the key controls associated with management's evaluation of the acquisition.
- Evaluating management's assessment of whether the Transaction constituted an asset acquisition or business combination.
- Examining and evaluating the contractual terms identified in underlying agreements in connection with the Transaction for consistency with the amounts recorded in the consolidated financial statements.
- Assessing the fair value of the common shares and warrants issued for the consideration paid, as well as the fair values determined for any assets acquired and liabilities assumed in accordance with IFRS 2.
- Assessing the adequacy of the disclosures in the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Junaid Hassam.

Chartered Professional Accountants

Vancouver, Canada

July 27, 2026

SURENANO SCIENCE LTD.
Consolidated statements of financial position
As at
(Expressed in Canadian dollars)

	March 31, 2026 $	March 31, 2025 $
ASSETS		
Current assets		
Cash	**894,612**	23,493
Amounts receivable	**10,080**	1,439
Prepaid expenses	**36,598**	26,209
Total current assets	**941,290**	51,141
Non-current assets		
Intangible assets (Note 3 and 5)	**4,379,902**	–
Equipment (Note 4)	**625**	3,125
Total assets	**5,321,817**	54,266
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current liabilities		
Accounts payable and accrued liabilities	**17,696**	6,414
Due to related parties (Note 6)	**–**	127,625
Total current liabilities	**17,696**	134,039
Shareholders' equity (deficiency)		
Share capital (Note 7)	**5,388,781**	1,439,845
Share-based payment reserves (Note 8 and 9)	**2,392,009**	405,056
Deficit	**(2,476,669)**	(1,924,674)
Total shareholders' equity (deficiency)	**5,304,121**	(79,773)
Total liabilities and shareholders' equity (deficiency)	**5,321,817**	54,266

Nature of operations and continuance of business (Note 1)
Commitments (Note 10)
Subsequent events (Note 14)

Approved and authorized for issuance on behalf of the Board of Directors on July 27, 2026:

/s/ "Charles MaLette"	*/s/ "James Bordian"*
Charles MaLette, Director	James Bordian, Director

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

SURENANO SCIENCE LTD.

Consolidated statements of loss and comprehensive loss
For the years ended
(Expressed in Canadian dollars)

	March 31, 2026 $	March 31, 2025 $
Expenses		
Consulting fees (Note 6)	**42,000**	61,650
Management fees (Note 6)	**39,627**	72,000
Office and miscellaneous	**107,400**	48,518
Professional fees (Note 6)	**94,109**	59,800
Share-based compensation (Notes 6, 8)	**268,859**	–
Total expenses	**551,995**	241,968
Other income (expenses)		
Gain on forgiveness of amounts due to related parties (Note 6)	**–**	182,375
Net loss and comprehensive loss for the year	**(551,995)**	(59,593)
Loss per share, basic and diluted	**(0.02)**	(0.00)
Weighted average shares outstanding	**26,593,378**	21,457,800

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

SURENANO SCIENCE LTD.
Consolidated statement of changes in shareholders' equity (deficiency)
For the years ended
(Expressed in Canadian dollars)

	Share capital		Share-based payment reserves	Deficit	Total shareholders' equity (deficiency)
	Number of shares	Amount $	$	$	$
Balance, March 31, 2024	21,457,800	1,439,845	405,056	(1,865,081)	(20,180)
Net loss for the year	–	–	–	(59,593)	(59,593)
Balance, March 31, 2025	21,457,800	1,439,845	405,056	(1,924,674)	(79,773)
Issuance of shares for cash	1,600,000	160,000	–	–	160,000
Issuance of units for cash	10,000,000	1,250,000	–	–	1,250,000
Issuance of shares for debt	850,000	85,000	–	–	85,000
Share issuance costs	–	(178,889)	93,096	–	(85,793)
Issuance of shares and warrants for acquisition of GlucaPharm Inc.	8,100,999	2,632,825	1,624,998	–	4,257,823
Share-based compensation	–	–	268,859	–	268,859
Net loss for the year	–	–	–	(551,995)	(551,995)
Balance, March 31, 2026	42,008,799	5,388,781	2,392,009	(2,476,669)	5,304,121

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

SURENANO SCIENCE LTD.
Consolidated statements of cash flows
For the years ended
(Expressed in Canadian dollars)

	March 31, 2026 $	March 31, 2025 $
Operating Activities		
Net loss	**(551,995)**	(59,593)
Items not involving cash:		
Depreciation	**2,500**	2,500
Gain on forgiveness of amounts due to related parties	**–**	(182,375)
Share-based compensation	**268,859**	–
Changes in non-cash operating working capital:		
Amounts receivable	**(8,641)**	1,088
Prepaid expenses	**(17,668)**	(16,053)
Accounts payable and accrued liabilities	**(103,518)**	(10,081)
Due to related parties	**(77,625)**	103,205
Net cash used in operating activities	**(488,088)**	(161,309)
Financing Activities		
Advances from related party	**35,000**	50,000
Proceeds received for issuance of common shares	**1,410,000**	–
Share issuance costs	**(85,793)**	–
Net cash provided by financing activities	**1,359,207**	50,000
Change in cash	**871,119**	(111,309)
Cash, beginning of year	**23,493**	134,802
Cash, end of year	**894,612**	23,493
Non-cash investing and financing activities:		
Fair value of finder's warrants for share issuance costs	**93,096**	–
Shares issued to settle debt	**85,000**	–
Shares and warrants issued for acquisition of GlucaPharm Inc	**4,257,823**	–
Supplemental disclosures:		
Interest paid	**–**	–
Income taxes paid	**–**	–

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

1. Nature of Operations and Continuance of Business

SureNano Science Ltd. (the "Company") was incorporated under the Business Corporations Act in British Columbia on January 14, 2021. The principal business of the Company is the sale and distribution of the SureNano™ surfactant, which is a ready-to-mix food grade compound that provides the base for high performance nano-emulsions to create homogeneous and stable products. The Company has licenses to distribute the SureNano™ surfactant within Canada, the State of Oklahoma, USA, and the State of Colorado, USA (Note 5). The Company through its wholly-owned subsidiary, GlucaPharm Inc., is also developing novel therapeutic multi-receptor GLP-1 agonist peptide for the treatment of type II diabetes and obesity candidates (Note 3 and 5). The Company's shares are listed on the Canadian Securities Exchange ("CSE") under the symbol "SURE" and are trading on the OTCQB Venture Market ("OTCQB") under the stock symbol "SURNF". The Company's head office is located at 1500 – 800 West Pender Street, Vancouver, British Columbia.

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Realization values may be substantially different from carrying values as shown and these consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. As at March 31, 2026, the Company has negative cash flow from operations, and has an accumulated deficit of $2,476,669 (2025 - $1,924,674). The Company expects to incur further losses in the development of its business. The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. These factors indicate the existence of a material uncertainty that may cast doubt on the Company's ability to continue as a going concern. These consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. These adjustments could be material.

2. Material Accounting Policies

(a) Statement of Compliance and Basis of Presentation

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is the functional currency of the Company and its wholly owned subsidiary.

(b) Basis of Consolidation

These consolidated financial statements include the accounts of the Company, including its economic interest in a joint operation, and its wholly-owned subsidiary, GlucaPharm Inc. The subsidiary is controlled by the Company, where control is achieved by the Company being exposed to, or having rights to, variable returns from its involvement with the entities and having the ability to affect those returns through its power over the entities. The subsidiary is fully consolidated from the date on which control is obtained by the Company and is deconsolidated from the date that control ceases. All inter-company transactions, balances, income and expenses are eliminated on consolidation. As at March 31, 2026, the Company has a 50% interest in a joint operation to develop and market a new product under development, the SureNano™ powder nanoemulsion (Note 10(b)).

2. Material Accounting Policy Information (continued)

(c) Use of Estimates and Judgments

The preparation of these consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues, and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Key Sources of Estimation Uncertainty

Critical estimates exercised in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

Share-based compensation

The estimation of share-based payment compensation requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Company has made estimates as to the expected volatility of its own shares, the expected life of stock options and warrants granted, the estimated number of share options and warrants expected to vest and the expected time of exercise of those stock options and warrants. The model used by the Company is the Black-Scholes option pricing valuation model.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions 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. No deferred tax assets have been deemed probable to date.

Significant Accounting Judgements

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

Going concern

The assessment of the going concern assumption requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern. This assessment involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Useful life and Impairment of intangible assets

The carrying value and the recoverability of intangible assets are evaluated at each reporting date. Management assesses for indicators of impairment, which includes assessing whether facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount. Management also applies judgement in assessing the useful life of intangible assets.

2. Material Accounting Policy Information (continued)

(c) Use of Estimates and Judgments (continued)

Asset acquisitions

The application of the Company's accounting policy for business combinations requires management to make certain judgments in applying the optional concentration test under IFRS 3 *Business Combinations*, to determine whether the acquired assets meet the definition of a business combination or an asset acquisition. Where an acquisition involves a group of assets and liabilities, and does not constitute a business, the acquirer must identify and recognize the individual assets acquired and liabilities assumed. The cost of the transaction is allocated to the assets acquired and liabilities assumed based on their relative fair values at the date of purchase.

Classification of joint arrangements

The Company has equal joint control in a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement on a proportionate basis. The arrangement is therefore recognized as a joint operation. Neither of the parties involved have unilateral control of the joint operation. The Company accounts for its 50% interest in joint operations by recognizing separately its share of assets, liabilities, revenues and expenses in accordance with its contractually conferred rights and obligations. The Company records 50% of all operational activity in its financials including 50% of all assets and liabilities. This assessment is to be performed on a continuous basis.

(d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents. As at March 31, 2026, and 2025, the Company has no cash equivalents.

(e) Financial Instruments

The Company's financial instruments consist of cash, accounts payable, and due to related parties.

The Company follows the requirements of IFRS 9, *Financial Instruments* ("IFRS 9"). IFRS 9 utilizes a model for recognition and measurement of financial instruments in a single, forward-looking "expected loss" impairment model.

(i) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at: amortized cost; fair value through other comprehensive income ("FVOCI") – debt investment; FVOCI - equity investment; or at fair value through profit and loss ("FVTPL"). Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

2. Material Accounting Policy Information (continued)

(e) Financial Instruments (continued)

(i) Classification and subsequent measurement (continued)

Financial assets (continued)

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis. All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Subsequent measurement and gains and losses

- Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in the consolidated statement of loss and comprehensive loss.
- Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in the consolidated statement of loss and comprehensive loss. Any gain or loss on derecognition is recognized in the consolidated statement of loss and comprehensive loss.
- Debt investments at FVOCI: These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in the consolidated statement of loss and comprehensive loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to the consolidated statement of loss and comprehensive loss.
- Equity investments at FVOCI: These assets are subsequently measured at fair value. Dividends are recognized as income in the consolidated statement of loss and comprehensive loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to the consolidated statement of loss and comprehensive loss.

2. Material Accounting Policy Information (continued)

(e) Financial Instruments (continued)

Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in the statement of loss and comprehensive loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in the consolidated statement of loss and comprehensive loss. Any gain or loss on derecognition is also recognized in the consolidated statement of loss and comprehensive loss.

(ii) Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. The Company enters into transactions whereby it transfers assets recognized in its consolidated statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in the consolidated statement of loss and comprehensive loss.

(iii) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

(iv) Impairment

Financial assets and contract assets

The Company recognizes loss allowances for expected credit losses (“ECL”) on:

- financial assets measured at amortized cost;
- debt investments measured at FVOCI; and
- contract assets (as defined in IFRS 15).

2. Material Accounting Policy Information (continued)

(e) Financial Instruments (continued)

(iv) Impairment (continued)

The Company measures loss allowances on amounts receivable at an amount equal to lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information. The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the entity expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

2. Material Accounting Policy Information (continued)

(e) Financial Instruments (continued)

(iv) Impairment (continued)

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Financial assets at amortized cost

Financial assets at amortized cost are non-derivative financial assets which are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition. Subsequent to initial recognition, financial assets are measured at amortized cost using the effective interest method, less any impairment.

Subsequent to initial recognition, financial liabilities are measured at amortized cost, unless designated as fair value through profit or loss.

Impairment of Financial Assets

Financial assets, other than those classified as FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been decreased.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account.

When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are offset against the allowance account. Changes in the carrying amount of the allowance account are recognized in the consolidated statement of loss and comprehensive loss. Loss allowances are based on the lifetime ECL's that result from all possible default events over the expected life of the trade receivable, using the simplified approach.

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

2. Material Accounting Policy Information (continued)

(f) Business Combinations

The Company evaluates acquisitions to determine whether it is a business combination or an asset acquisition. The Company accounts for business combinations under the acquisition method of accounting. The Company includes the results of operations of acquired businesses in its consolidated financial statements as of the respective dates of acquisition. The purchase price is allocated to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date, with the excess recorded to goodwill.

The determination of fair value requires considerable judgment and is sensitive to changes in the underlying assumptions. The Company's estimates are preliminary and subject to adjustment, which may result in material changes to the final valuation. During the measurement period, which will not exceed one year from closing, the Company may continue to obtain information to assist in finalizing the acquisition date fair values. Any qualifying changes to the preliminary estimates will be recorded as adjustments to the respective assets and liabilities, with any residual amounts allocated to goodwill.

Acquisition costs are expensed as incurred, unless they qualify to be treated as debt issue costs, or as cost of issuing equity securities.

Asset acquisitions are accounted for using a cost accumulation model, with the cost of the acquisition allocated to the acquired assets based on their relative fair values. Goodwill is not recognized in an asset acquisition.

(g) Equipment

Equipment consists of processing machines, which are recorded at cost. The Company depreciates the cost of processing machines over their estimated useful life of 4 years using the straight-line basis.

(h) Intangible Assets

Intangible assets consist of a license acquired from the acquisition of GlucaPharm Inc. for the use of a patent relating to innovative technology for a monomeric peptide multi-agonist targeting obesity and metabolic disorders. Intangible assets are carried at cost less accumulated amortization and impairment and are capitalized when the costs can be measured reliably and it is probable that future economic benefits that are attributable to the asset will flow to the Company. The Company's license has an indefinite useful life.

(i) Contingent consideration

Contingent consideration from an asset acquisition is recognized when: (i) the conditions associated with the contingency are met; (ii) the Company has a present legal or constructive obligation that can be estimated reliably; and (iii) and it is probable that an outflow of economic benefits will be required to settle the obligation

(j) Share Capital

Common shares and special warrants are classified as equity. Transaction costs directly attributable to the issue of common shares and special warrants are recognized as a deduction from equity as share issue costs, net of any tax effects. Common shares issued for consideration other than cash are valued based on their fair value at the date the shares are issued.

Share issue costs and other legal fees related to and incurred in advance of share subscriptions are recorded as deferred financing costs. Share issue costs related to uncompleted share subscriptions are charged to profit or loss.

2. Material Accounting Policy Information (continued)

(k) Share-based Payments

The grant date fair value of share-based payment awards granted to employees is recognized as share-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service. All equity-settled share-based payments are reflected in share-based payment reserve, unless exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

(l) Joint Arrangements

The Company applies IFRS 11 to all joint arrangements. Under IFRS 11, investments in joint arrangements are classified as either joint operations or joint ventures, depending on the contractual rights and obligations of each investor. The Company has assessed the nature of its joint arrangements and determined them to be either joint ventures or joint operations.

Joint operations are accounted for by recognizing separately the Company's share of assets, liabilities, revenues and expenses in accordance with its proportionate interest in the joint operations and its contractually conferred rights and obligations.

(m) Income Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the consolidated statement of loss and comprehensive loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

2. Material Accounting Policy Information (continued)

(n) Loss Per Share

Basic loss per common share is computed by dividing their respective net loss by the weighted average number of common shares outstanding during the period. The computation of diluted loss per share assumes the conversion, exercise, or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on the income per share. The dilutive effect of convertible securities is reflected in the diluted loss per share by application of the "if converted" method. The dilutive effect of outstanding incentive stock options and their equivalents is reflected in the diluted loss per share by application of the treasury stock method.

(o) Comprehensive Loss

Comprehensive loss is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in the statement of loss.

(p) Recent Accounting Pronouncements

In April 2024, the IASB issued IFRS 18 *Presentation and Disclosure in Financial Statements* ("IFRS 18"), which will replace IAS 1 and includes requirements for all entities applying IFRS Accounting Standards for the presentation and disclosure of information in the financial statements. IFRS 18 will introduce new totals, subtotals, and categories for income and expenses in the statement of loss, as well as requiring disclosure about management-defined performance measures and additional requirements regarding the aggregation and disaggregation of certain information. It will be effective on January 1, 2027, with earlier adoption permitted, and it must be adopted on a retrospective basis. The Company is currently evaluating the impact on its consolidated financial statements.

In May 2024, IASB issued amendments to IFRS 9 *Financial Instruments* ("IFRS 9"), and IFRS 7 *Financial Instruments: Disclosures – Classification and Measurement of Financial Instruments* ("IFRS 7"), which clarify certain requirements relating to the classification and measurement of financial instruments. The amendments include:

- clarification regarding the derecognition of financial liabilities settled through electronic payment systems;
- additional guidance for assessing contractual cash flow characteristics of financial assets, including instruments with contingent features such as ESG-linked characteristics;
- clarification of the application of the requirements to non-recourse financial assets and contractually linked instruments; and
- enhanced disclosure requirements for certain financial instruments with contingent features and investments in equity instruments designated at fair value through other comprehensive income ("FVOCI").

The amendments are effective for annual reporting periods beginning on or after January 1, 2026, with early adoption permitted. The Company is currently evaluating the impact on its consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

(Expressed in Canadian dollars)

3. Acquisition of GlucaPharm Inc.

On February 23, 2026, the Company completed a share exchange agreement with the shareholders of GlucaPharm Inc. ("GlucaPharm"), whereby the Company acquired 100% of the issued and outstanding shares of GlucaPharm (the "Transaction") in exchange for 8,100,999 common shares of the Company with a fair value of $2,632,825. Additionally, the Company agreed to exchange the 5,000,000 outstanding warrants of GlucaPharm into warrants of the Company. The replacement warrants entitle the holders to acquire one common share of the Company at an exercise price of $0.000001 per share until February 23, 2031. The fair value of the 5,000,000 warrants of $1,624,998 was estimated using the Black-Scholes option pricing model with the following weighted average assumptions: risk-free rate – 2.72%, dividend yield – 0%, expected volatility – 249%, and expected life – 5 years. In connection with the acquisition, the Company incurred legal fees of $7,279.

The Company elected to apply the optional test to identify concentration of fair value to determine whether the Transaction constitutes a business combination or an asset acquisition. It was determined that the acquisition met the concentration test and the Transaction has been accounted for as an asset acquisition in accordance with the guidance provided in IFRS 2, *Share-based Payments.*

The following table summarizes the purchase price allocation:

Net Liabilities Acquired	$
Accounts payable and accrued liabilities	(114,800)
Net liabilities	(114,800)
Consideration:	
Fair value of 8,100,999 common shares at $0.325	2,632,825
Fair value of 5,000,000 warrants	1,624,998
Acquisition costs	7,279
Fair value of consideration	4,265,102
Excess allocated to intangible assets	4,379,902

The acquired intangible assets consist of a license for the use of a patent relating to innovative technology for a monomeric peptide multi-agonist targeting obesity and metabolic disorders (Note 5 (d)).

(Expressed in Canadian dollars)

4. Equipment

	Nano emulsion equipment $
Cost:	
Balance, March 31, 2024, 2025, and 2026	10,000
Accumulated depreciation:	
Balance, March 31, 2024	4,375
Depreciation	2,500
Balance, March 31, 2025	6,875
Depreciation	2,500
Balance, March 31, 2026	9,375
Carrying amounts:	
Balance, March 31, 2025	3,125
Balance, March 31, 2026	625

5. Licensing Agreements

(a) On February 19, 2021, the Company entered into a licensing agreement (the "Licensing Agreement") with 1150641 B.C. Ltd. ("1150641"), a company controlled by an individual who was appointed as a Director of the Company subsequent to entering into the Licensing Agreement, whereby the Company was granted an exclusive license and right to produce, distribute, and enter into sub-licenses or agreements within Canada with respect to the SureNanoTM surfactant (the "Product") for an initial term of 10 years. The Company was also granted the first right of refusal over licenses and rights to the Product in Europe over the life of the Licensing Agreement.

(b) On June 10, 2021, the Company entered into a licensing agreement (the "Colorado Licensing Agreement") with 1150641, whereby the Company was granted an exclusive license and right to produce, distribute, and enter into sub-licenses or agreements within the state of Colorado, USA, with respect to the Product for an initial term of 10 years.

(c) On June 20, 2022, the Company entered into a licensing agreement (the "Oklahoma Licensing Agreement") with 1150641, whereby the Company was granted an exclusive license and right to produce, distribute, and enter into sublicenses or agreements within the state of Oklahoma, USA, with respect to current and future products developed by 1150641, for an initial term of 10 years.

5. Licensing Agreements (continued)

(d) On February 23, 2026, as part of the share exchange agreement with GlucaPharm (Note 3), the Company assumed a license agreement between GlucaPharm and Syracuse University ("Syracuse") dated December 23, 2025, for the use of a patent relating to innovative technology for a monomeric peptide multi-agonist targeting the GLP1 receptor and NPY receptors for various prospective indications, including weight loss and glucoregulation.

Under the terms of the license agreement with Syracuse, the Company must pay the following to acquire and maintain the license agreement:

- US$64,737 within 30 days of the effective date of the agreement as an issuance fee and reimburse Syracuse for historical patent application costs (paid);
- US$10,000 license maintenance fees due on December 23, 2026 and 2027;
- US$25,000 license maintenance fee due on December 23, 2028 and 2029; and
- US$50,000 license maintenance fee due on December 23, 2030 and for each subsequent anniversary until the first payment of royalty fees.

In addition, the Company is required to pay the following milestone payments to Syracuse:

- US$2,000,000 for parenteral administration and US$6,000,000 for non-parenteral administration following the successful completion of a Phase I Clinical Trial for the first product.
- US$2,000,000 for parenteral administration and US$6,000,000 for non-parenteral administration following the successful completion of a Phase II Clinical Trial for the first product.
- US$2,500,000 for parenteral administration and US$7,500,000 for non-parenteral administration following the first commercial sale of a product.

Upon the first commercial sale of a product, the Company is committed to providing product royalty payments to Syracuse at a rate of 3% of net sales of a product, subject to a minimum annual royalty payment of US$100,000.

In addition to the payment of amounts to maintain the license agreement, the Company must also meet the following diligence terms as part of the agreement:

- Secure net proceeds from the sale of license's equity or instruments convertible into equity of US$2,000,000 by December 23, 2026;
- File an IND Application with a regulatory body for the first product by December 23, 2028;
- Enroll the first subject in a Phase I Clinical Trial for the first product by December 23, 2028;
- Enroll the first subject in a Phase II Clinical Trial for the first product by December 23, 2030;
- Enroll the first subject in a Phase III Clinical Trial for the first product by the December 23, 2032;
- Approval of a regulatory application by December 23, 2035; and
- First commercial sale of product in the United States for the first product by December 23, 2038.

Any diligence term can be extended by one year, but not more than two times per event, by making a US$10,000 payment to Syracuse for each extension term.

During the years ended March 31, 2026, and 2025, the Company did not recognize any royalty expense pursuant to any of the above licensing agreements.

6. Related Party Transactions

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that its key management personnel are the members of the Company's current and former Board of Directors and its executive officers.

(a) During the year ended March 31, 2026, the Company incurred management fees of $7,500 (2025 – $67,500) to the Chief Executive Officer ("CEO") of the Company. During the year ended March 31, 2025, the CEO of the Company agreed to forgive an amount owing of $177,875, resulting in the recognition of a gain on forgiveness of the debt. During the year ended March 31, 2026, the CEO of the Company provided an advance of $35,000 to the Company for operating expenses. On September 19, 2025, the Company issued 850,000 common shares with a fair value of $85,000 to settle $85,000 of amounts owing to the CEO of the Company. As at March 31, 2026, the Company owed $Nil (2025 – $50,000) to the CEO of the Company. The amount is non-interest bearing, unsecured and due on demand.

(b) During the year ended March 31, 2026, the Company incurred management fees of $1,500 (2025 – $4,500) to the Chief Financial Officer ("CFO") of the Company. During the year ended March 31, 2025, the CFO of the Company agreed to forgive an amount owing of $4,500, resulting in the recognition of a gain on forgiveness of the debt.

(c) During the year ended March 31, 2026, the Company incurred professional fees of $Nil (2025 – $30,000) and consulting fees of $31,500 (2025 – $60,000) to a company controlled by the son of the CFO of the Company. As at March 31, 2026, the Company owed $Nil (2025 – $77,625) to the son of the CFO of the Company. The amount is non-interest bearing, unsecured and due on demand.

(d) During the year ended March 31, 2026, the Company incurred management fees of $11,000 (2025 – $Nil) to a company controlled by the Chief Scientific Officer ("CSO") of the Company.

(e) During the year ended March 31, 2026, the Company incurred share-based compensation of $125,467 (2025 – $nil) to directors and officers of the Company, and the son of the CFO of the Company.

7. Share Capital

Authorized: Unlimited number of common shares without par value.

Share transactions for the year ended March 31, 2026.

(a) On September 19, 2025, the Company issued 850,000 common shares with a fair value of $85,000 to settle an amount of $85,000 owing to the CEO of the Company (Note 6).

(b) On September 19, 2025, the Company completed a private placement and issued 1,600,000 common shares at $0.10 per share for gross proceeds of $160,000. In connection with the share issuance, the Company incurred share issuance costs of $5,061.

(c) On December 10, 2025, the Company completed a private placement and issued 10,000,000 units at a price of $0.125 per unit for gross proceeds of $1,250,000. Each unit consists of one common share and one warrant. Each warrant is exercisable at $0.35 per share expiring December 10, 2027. In connection with the issuance, the Company incurred finders' fees of $75,000, share issuance costs of $5,733 and issued 600,000 finders' warrants with a fair value of $93,096 (Note 9). Each finder's warrant is exercisable at $0.35 per share expiring December 10, 2027. The fair value of the finders' warrants was determined using the Black-Scholes Option Pricing Model with the following assumptions: stock price of $0.18; exercise price of $0.35; risk-free interest rate of 2.63%; expected life of 2 years; expected volatility of 230.71% and dividend yield of $nil.

(Expressed in Canadian dollars)

7. Share Capital (continued)

(d) On February 23, 2026, the Company issued 8,100,999 common shares with a fair value of $2,632,825 in exchange for 100% of the issued and outstanding shares of GlucaPharm (Note 4). Additionally, the Company agreed to exchange the 5,000,000 outstanding warrants of GlucaPharm into warrants of the Company with a fair value of $1,624,998 (Note 9). The replacement warrants entitle the holders to acquire one common share of the Company at an exercise price of $0.000001 per share until February 23, 2031. The fair value of the replacement warrants was determined using the Black-Scholes Option Pricing Model with the following assumptions: stock price of $0.33; exercise price of $0.000001; risk-free interest rate of 2.72%; expected life of 5 years; expected volatility of 250.49% and dividend yield of $nil.

There were no common share issuances during the years ended March 31, 2025.

8. Stock Options

The Company previously had in place a “rolling” stock option plan pursuant to which the Company was authorized to grant common share purchase options of up to 10% of its issued and outstanding shares, from time to time. On August 8, 2025, the Board of Directors of the Company adopted a new omnibus equity incentive plan (the “New Plan”) which replaced the previous stock option plan and allows for the issuance of incentive stock options (“Options”), restricted share units, deferred share units and performance share units (“Awards”). The New Plan is administered by the Board of Directors. Options granted under the Plan have a maximum term of 10 years, and vest at the discretion of the Board of Directors. The maximum number of shares of the Company’s common stock available for issuance under the New Plan is 10% of the Company’s issued and outstanding shares on the date on which a stock option is granted. The maximum number of shares which can be realized upon the exercise of all Awards, including Options, under the New Plan, collectively, will be 20% of the Company’s issued and outstanding shares, at the time of each Award grant.

The following table summarizes the continuity of the Company’s stock options:

	Number of stock options	Weighted average exercise price $
Outstanding, March 31, 2024	1,500,000	0.25
Expired	(1,500,000)	0.25
Outstanding, March 31, 2025	–	–
Granted	1,500,000	0.18
Outstanding and exercisable, March 31, 2026	1,500,000	0.18

(Expressed in Canadian dollars)

8. Stock Options (continued)

The following table summarizes information about stock options outstanding and exercisable at March 31, 2026:

Exercise price $	Expiry date	Stock options outstanding and exercisable	Weighted average remaining contracted life (years)
0.18	December 12, 2030	1,500,000	4.70

During the year ended March 31, 2026, the Company recognized share-based compensation expense of $268,859 (2025 – $nil) in share-based payment reserve, of which $125,467 (2025 – $nil) pertains to related parties of the Company (Note 6). The grant date fair value of stock options was determined using the Black-Scholes Option Pricing Model with the following assumptions: stock price of $0.18; exercise price of $0.18; risk-free interest rate of 3.01%; expected life of 5 years; expected volatility of 253.74% and dividend yield of $nil.

9. Share Purchase Warrants

The following table summarizes the continuity of the Company's share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, March 31, 2024 and 2025	–	–
Issued	15,600,000	0.24
Balance, March 31, 2026	15,600,000	0.24

As at March 31, 2026, the following share purchase warrants were outstanding:

Exercise price $	Expiry date	Warrants outstanding	Weighted average remaining contracted life (years)
0.35	December 10, 2027	10,600,000	1.70
0.000001	February 23, 2031	5,000,000	4.90
		15,600,000	

10. Commitments

(a) On June 10, 2021, the Company entered into a collaborative research agreement with 1150641, a company controlled by a former Director of the Company, whereby the Company and 1150641 will participate in a collaborative research project regarding the use of surfactants in cannabis oil and the products resulting therefrom and does not include the development of new surfactant formulae. Pursuant to the agreement, the Company agreed to pay and contribute half of the amounts required to pay for invoices of consultants in carrying out the research project to a maximum of $100,000 during every six months of the term of the agreement. In addition, the Company was also responsible for covering half of the $34,464 already paid by 1150641 (paid). The initial term of the agreement was 1 year and was extended by mutual agreement. The agreement was valid and in effect as at March 31, 2026, and may be terminated with 90 days prior written notice by either party. As at March 31, 2026, the agreement is in good standing.

(b) On September 28, 2022, the Company entered into a joint arrangement with 1150641, a company controlled by a former Director of the Company. The Company and 1150641 agree to make contributions to a common fund for the purpose of developing and marketing worldwide a new product under development by 1150641, the SureNano™ powder nanoemulsion (the "Business Interest") and sharing equally in the profits thereof. The parties have rights to the assets, and obligations for the liabilities, relating to the joint arrangement on a proportionate basis. As a result, the joint arrangement has been recognized as a joint operation. Neither of the parties involved have unilateral control of the joint operation. The Company accounts for its 50% interest in the joint operations by recognizing separately its share of assets, liabilities, revenues and expenses in accordance with its contractually conferred rights and obligations. The Company records 50% of all operational activity in its financials including 50% of all assets and liabilities. As at March 31, 2026, the joint operations did not have any assets or liabilities.

11. Capital Management

The Company's objectives when managing capital are to raise the necessary equity financing to fund its projects and to manage the equity funds raised which best optimizes its programs and the interests of its equity shareholders at an acceptable risk. In the management of capital, the Company includes the components of shareholders' deficiency. The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may raise additional equity funds. The Company is not subject to externally imposed capital requirements. There have been no changes to the Company's capital management during the year.

12. Fair Value Measurements and Risk Management

(a) Fair Values

The Company classified the fair value of the financial instruments according to the following fair value hierarchy based on the amount of observable inputs used to value the instruments:

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

The Company has recorded its cash at fair value using level 1 inputs. The fair values of the Company's other financial instruments, which include accounts payable and due to related parties approximate their carrying values due to the relatively short-term maturity of these instruments.

12. Fair Value Measurements and Risk Management (continued)

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(b) Credit Risk

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including amounts receivable. Amounts receivable consists of government sales tax recoverable. The carrying amount of these financial assets represents the maximum credit exposure.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations.

(d) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(i) Interest Rate Risk

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The exposure to interest rates for the Company is considered minimal. The Company has no interest-bearing borrowings.

(ii) Foreign Exchange Rate Risk and Interest Rate Risk

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

(iii) Price Risk

The Company is not exposed to significant price risk.

(e) Economic Dependence Risk

Economic dependence risk is the risk of reliance upon a select number of customers which significantly impact the financial performance of the Company.

(Expressed in Canadian dollars)

13. Income Taxes

The following table reconciles the expected income tax recovery at the Canadian statutory income tax rates to the amounts recognized in the statement of loss and comprehensive loss for the years ended March 31, 2026, and 2025:

	2026 $	2025 $
Canadian statutory income tax rate	**27%**	27%
Income tax recovery at statutory rate	**(149,000)**	(16,000)
Tax effect of:		
Permanent differences and non-deductible or non-taxable capital items	**73,000**	16,000
Share issue costs	**(23,000)**	–
Adjustment to prior years provision versus statutory tax returns	**2,000**	–
Change in unrecognized temporary differences	**97,000**	–
Income tax provision	**–**	–

The significant components of deferred income tax assets and liabilities are as follows:

	2026 $	2025 $
Deferred income tax assets:		
Licence fees	**51,000**	57,000
Share issuance costs	**18,000**	2,000
Equipment	**2,000**	2,000
Non-capital losses available for future periods	**446,000**	358,000
	517,000	419,000
Unrecognized deferred income tax assets	**(517,000)**	(419,000)
Net deferred income tax asset	**–**	–

The Company has the following income tax assets available for future use:

	2026 $	Expiry date range	2025 $
Licences	**188,000**	No expiry	212,000
Share issuance costs	**67,000**	2047-2050	6,000
Equipment	**7,000**	No expiry	7,000
Non-capital losses available for future periods	**1,651,000**	2041-2046	1,328,000

Tax attributes are subject to review and potential adjustment by tax authorities.

14. Subsequent Events

(a) On April 22, 2026, the Company entered into a media agency agreement for a comprehensive investor outreach and awareness campaign over a 6 month period in consideration for US$26,667, payable in installments over the duration of the agreement.

(b) On April 23, 2026, the Company entered into a media agency agreement for corporate communication and awareness solutions over a 6 month period commencing May 4, 2026, in consideration for quarterly payments of US$29,000 for the duration of the agreement, and then quarter to quarter after the initial 6 month term.

(c) On April 23, 2026, the Company entered into a media agency agreement for a marketing campaign for a one-time fee of US$10,000.

SCHEDULE "B"
MANAGEMENT DISCUSSION AND ANALYSIS

SureNano Science Ltd.

Management's Discussion and Analysis

Year Ended March 31, 2026

Table of Contents

The following is management's discussion and analysis ("MD&A") of SureNano Science Ltd. ("SureNano" or the "Company"), prepared as of July 27, 2026. This MD&A is intended to assist the reader to assess material changes in the financial condition and results of operations of SureNano as of March 31, 2026 and for the year then ended. This MD&A should be read together with the audited consolidated financial statements for the year ended March 31, 2026 and related notes. Financial amounts are expressed in Canadian dollars unless otherwise indicated.

This MD&A contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "seeks", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might", "likely" or "will" be taken, occur or be achieved.

To the extent that such statements are not recitations of historical fact, such statements constitute forward-looking statements which, by definition involve risks and uncertainties. Where in any forward-looking information, the Company expresses an expectation or belief as to future results or events, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

The Company's audited annual consolidated financial statements for the year ended March 31, 2026 (the "Consolidated Financial Statements"), have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

Business Overview

SureNano was incorporated under the *Business Corporations Act* in British Columbia on January 14, 2021. The principal business of the Company is the sale and distribution of the SureNano™ surfactant, which is a ready-to-mix food grade compound that provides the base for high performance nano-emulsions to create incredibly homogeneous and stable products while maximizing bioavailability, clarity, and taste. The Company has exclusive licenses to distribute the SureNano™ surfactant within Canada, the State of Colorado, USA and the State of Oklahoma, USA.

The Company's shares are listed on the Canadian Securities Exchange ("CSE") under the symbol "SURE" and are trading on the OTCQB Venture Market ("OTCQB") under the stock symbol "SURNF". The Company's head office is located at 1500 – 800 West Pender Street, Vancouver, British Columbia.

Recent Developments

On February 23, 2026, the "Company entered into a Share Exchange Agreement with GlucaPharm Inc. ("GlucaPharm") whereby the Company agreed to acquire 100% of the issued and outstanding shares of GlucaPharm (the "Transaction"). In consideration for the acquisition of the issued and outstanding shares of GlucaPharm, the Company issued 8,100,999 common shares. Additionally, the Company agreed to exchange the 5,000,000 outstanding warrants of GlucaPharm into warrants of the Company. The replacement warrants entitle the holders to acquire one common share of the Company at an exercise price of $0.000001 per share

and expire on February 23, 2031. The former shareholders of GlucaPharm hold approximately 19% of the issued and outstanding common shares of the Company upon completion of the Transaction.

Licensing Agreements

(a) In February 2021, and as amended in September 2022, the Company entered into a licensing agreement (the "Licensing Agreement") with 1150641 BC Ltd. ("1150641"), whereby the Company was granted an exclusive license and right to produce, distribute, and enter into sub-licenses or agreements within Canada with respect to the Products. The Company was also granted the first right of refusal over licenses and rights to the Product in Europe over the life of the Licensing Agreement. The Licensing Agreement is for an initial term of 10 years, with an option to renew for an additional 10 years upon the Company providing written notice to 1150641 prior to the expiration of the initial term.

In consideration for the exclusive license and rights, the Company paid the following:

(a) $50,000 within three business days of signing the Licensing Agreement (paid);
(b) $50,000 on March 31, 2021 (paid);
(c) $50,000 on June 30, 2021 (paid); and
(d) $50,000 on September 30, 2021 (paid).

The Company also agreed to pay an on-going royalty calculated as 25% of net sales, which are payable within 30 days of the end of each fiscal quarter. In the event any royalty is not paid when due, interest on such unpaid amount will be payable at a rate of 8% per annum.

(b) In June 2021, the Company entered into a Licensing Agreement (the "Colorado Licensing Agreement") with 1150641, whereby the Company was granted an exclusive license and right to produce, distribute, and enter into sub-licenses or agreements within the state of Colorado, USA, with respect to the Product, which is owned by 1150641. The Colorado Licensing Agreement is for an initial term of 10 years, with an option to renew for an additional 10 years upon the Company providing written notice to 1150641 prior to the expiration of the initial term.

In consideration for the rights and licenses, the Company paid $25,000 and agreed to pay an on-going royalty calculated as 25% of net sales, which is payable within 30 days of the end of each fiscal quarter. In the event any royalty is not paid when due, interest on such unpaid amount will be payable at a rate of 8% per annum.

(c) In June 2022, the Company entered into a Licensing Agreement (the "Oklahoma Licensing Agreement") with 1150641, whereby the Company was granted an exclusive license and right to produce, distribute, and enter into sublicenses or agreements within the state of Oklahoma, USA, with respect to current and future products developed by 1150641. The Oklahoma Licensing Agreement is for an initial term of 10 years, with an option to renew for an additional 10 years upon the Company providing written notice to 1150641 prior to the expiration of the initial term.

In consideration for the rights and licenses, the Company paid $10,000 and agreed to pay an ongoing royalty calculated as 20% of net sales, which is payable within 30 days of the end of each fiscal quarter. In the event any royalty is not paid when due, interest on such unpaid amount will be payable at a rate of 8% per annum.

(d) On February 23, 2026, as part of the Share Exchange Agreement with GlucaPharm, the Company assumed a license agreement between GlucaPharm and Syracuse University ("Syracuse") dated December 23, 2025, for the use of a patent relating to innovative technology for a monomeric peptide multi-agonist targeting the GLP1 receptor and NPY receptors for various prospective indications, including weight loss and glucoregulation.

Under the terms of the license agreement with Syracuse, the Company must pay the following to acquire and maintain the license agreement:

- US$64,737 within 30 days of the effective date of the agreement as an issuance fee and reimburse Syracuse for historical patent application costs (paid);
- US$10,000 license maintenance fees due on December 23, 2026 and 2027;
- US$25,000 license maintenance fee due on December 23, 2028 and 2029; and
- US$50,000 license maintenance fee due on December 23, 2030 and for each subsequent anniversary until the first payment of royalty fees.

In addition, the Company is required to pay the following milestone payments to Syracuse:

- US$2,000,000 for parenteral administration and US$6,000,000 for non-parenteral administration following the successful completion of a Phase I Clinical Trial for the first product $2,000,000 for parenteral administration and $6,000,000 for non-parenteral administration.
- US$2,000,000 for parenteral administration and US$6,000,000 for non-parenteral administration following the successful completion of a Phase II Clinical Trial for the first product $2,000,000 for parenteral administration and $6,000,000 for non-parenteral administration.
- US$2,500,000 for parenteral administration and US$7,500,000 for non-parenteral administration following the first commercial sale of a product.

Upon the first commercial sale of a product, the Company is committed to providing product royalty payments to Syracuse at a rate of 3% of net sales of a product, subject to a minimum annual royalty payment of US$100,000.

In addition to the payment of amounts to maintain the license agreement, the Company must also meet the following diligence terms as part of the agreement:

- Secure net proceeds from the sale of license's equity or instruments convertible into equity of US$2,000,000 by December 23, 2026;
- File an IND Application with a regulatory body for the first product by December 23, 2028;
- Enroll the first subject in a Phase I Clinical Trial for the first product by December 23, 2028;
- Enroll the first subject in a Phase II Clinical Trial for the first product by December 23, 2030;
- Enroll the first subject in a Phase III Clinical Trial for the first product by the December 23, 2032;
- Approval of a regulatory application by December 23, 2035; and
- First commercial sale of product in the United States for the first product by December 23, 2038.

Any diligence term can be extended by one year, but not more than two times per event, by making a US$10,000 payment to Syracuse for each extension term.

GlucaPharm Inc. – Transaction

On February 23, 2026, SureNano Science Ltd. completed the 100% acquisition of GlucaPharm Inc., securing exclusive rights to GEP44. Developed by researchers at Syracuse University, GEP44 is a patented, next-generation 44-amino-acid monomeric chimeric peptide designed as a metabolic therapy for obesity and type 2 diabetes mellitus (T2DM), and potentially neuronal diseases. GEP44 acts as a triple agonist targeting the glucagon-like peptide-1 receptor (GLP-1R) alongside neuropeptide Y receptors Y1 and Y2. GEP44 differs fundamentally from other weight-loss and diabetes peptides through its unique multi-receptor targeting, needle-free delivery potential, and a complete absence of gastrointestinal side effects.

Driven by promising preclinical results, GEP44 is entering IND-enabling studies in rodents and non-human primates to establish its suitability for humans, specifically assessing safety, toxicity, tolerability, optimal dosing, efficacy, and duration for a Phase I clinical trials.

Key Data & Preclinical Performance

- **Receptor Mechanism:** Unlike standard drugs that focus primarily on one or two incretin pathways, GEP44 uniquely targets three receptors simultaneously. This mechanism triggers GLP-1R-dependent insulin secretion while promoting insulin-independent glucose uptake directly into muscle tissues.
- **Weight Loss Efficacy:** In diet-induced obese (DIO) animal models, GEP44 achieved **~15% body weight loss**. It consistently outperformed the first-generation GLP-1 drug liraglutide, which achieved ~9% weight loss in parallel studies.
- **Appetite Suppression:** Preclinical data shows a **39% reduction in overall food intake** for subjects treated with GEP44, compared to only a 20% reduction from liraglutide. The broad food intake reduction range spans from 12% to 65% depending on dosing.
- **The GI Side-Effect Advantage:** A major clinical differentiator is its tolerability profile. In tests on rats and shrews, GEP44 produced **zero recorded signs of nausea or vomiting**. This is because the multi-receptor activation is believed to cancel out the intracellular signaling pathways responsible for the severe gastrointestinal distress common to market leaders like semaglutide (Ozempic/Wegovy).
- **Glycemic Control:** It has demonstrated improved glucose regulation, fasting blood glucose reduction, and specific pancreatic beta-islet cell protection against inflammatory damage.

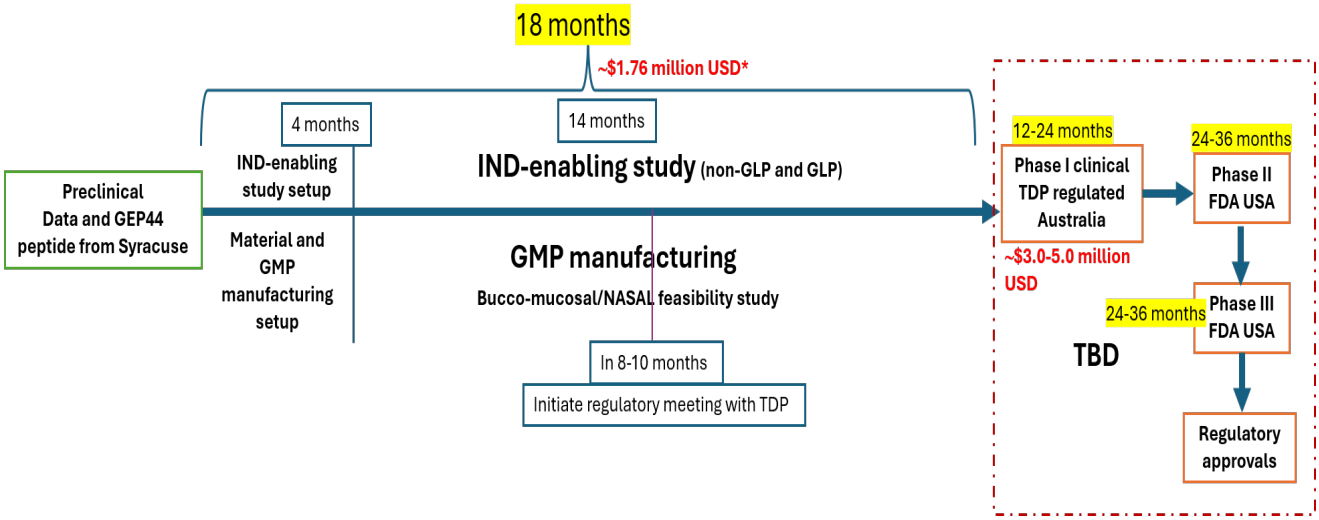
Upcoming Developmental steps

- **Preclinical:** While most of the experimental discovery and patenting milestones have been achieved, ongoing development continues with the laboratory support of Dr. Doyle's lab.
- **IND-Enabling Studies:** Takes about **18 months** to complete, requiring an initial payment of **US$650K** and a total budget of **US$2.1 million** based on Australian CRO pricing. On the top, we need manufacturing done by CDMO with additional cost under this time frame.
- **Phase I Clinical Trial:** Takes a maximum of **2 years** to complete, requiring **US$1 million** to launch and a total budget of **US$3 million to US$5 million** utilizing Australian pricing and tax incentives. Manufacturing for clinical material requirement will be under this time frame for additional cost.
- **Phase II Clinical Trial:** Takes a maximum of **3 years** to complete, requiring **US$2 million** to launch and a total budget of **US$10 million** based on North American CRO pricing. Manufacturing for clinical material requirement will be under this time frame for additional cost. ***Partnership and out licensing opportunity with big pharma at this stage***

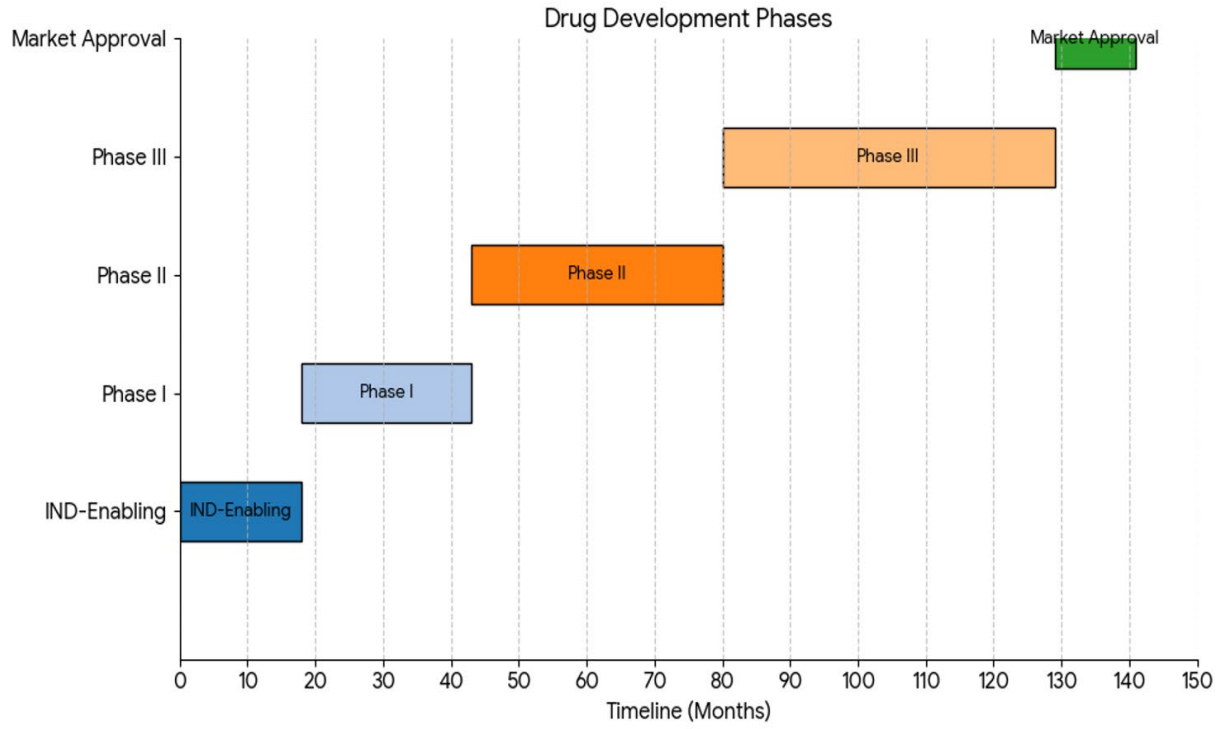
- **Phase III Clinical Trial (Industry Standard):** Takes up to **3 to 5 years** to complete, requiring a significantly larger total budget of **US$30 million to US$60+ million** due to expansive multi-center patient recruitment, extensive data management, and global trial operations.
- **Market Approval / FDA Review (Industry Standard):** Takes **10 to 12 months** for standard regulatory review (or **6 months** for priority review), with an associated filing and preparation budget generally ranging between **US$2 million to US$5 million** to cover New Drug Application (NDA) fees, legal compliance, and regulatory consulting.

Phase	Duration (Months)	Initial Launch Cost (USD)	Total Base Budget (USD)	Region & Pricing Basis	Manufacturing & Strategy Notes
Preclinical				Internal / Dr. Doyle Lab	Experimental part done. Lab support available.
IND-Enabling Studies	18	650000	2100000	Australian CRO	Requires parallel CDMO manufacturing at additional cost.
Phase I Clinical Trial	24	1000000	4000000	Australian CRO / Tax Incentives	Budget mid-point ($3M-$5M). CDMO manufacturing included in timeframe at add'l cost.
Phase II Clinical Trial	36	2000000	10000000	North American CRO	CDMO manufacturing in timeframe at add'l cost. Target for Big Pharma out-licensing.
Phase III Clinical Trial	48	5000000	50000000	Global Multi-Center	Budget mid-point ($30M-$60M+). Expansive recruitment and global operations.
Market Approval / FDA Review	11	250000	5000000	US FDA Standard	Budget mid-point ($2M-$5M). Covers NDA fees; legal; and regulatory consulting.
TOTALS (Estimated Midpoints)	**137**	**3650000**	**64600000**		Note: Project success is highly sequential and dependent on prior phase approvals.

NOTE: *While all budgets and timelines are estimated based on industry standards, R&D is inherently unpredictable and actual results may change; moving to the next phase depends entirely on successfully passing previous steps and obtaining regulatory approvals.*



CRO/Vendor: LabCorp for IND-enabling studies, GMP-compliance manufacturing (may involve the Syracuse lab and other 3rd party like GeneScript, Eurofins); NOVOTECH, AUSTRALIA - https://novotech-cro.com/locations/australia CRO will be involved in TDP-regulated Phase I clinical trial and further to FDA-USA Phase II-III trials and likely in Approval process with FDA



Phase I in Australia – Advantage: To optimize capital and speed, Phase I clinical trials will be conducted in Australia, leveraging the streamlined Clinical Trial Notification (CTN) system for a 4–8-week start-up time. This approach offers up to 60% cost savings compared to the US, along with a 43.5% R&D cash rebate, while providing GCP-compliant data recognized by the FDA and EMA.

FDA/USA Phase II/III: Once Phase I human safety data is established, the company will transition Phase II and Phase III clinical trials to the United States under the FDA regulatory framework, bridging the GCP-compliant Australian data into the US market to run large-scale efficacy studies and maximize global asset valuation.

Opportunity: At Phase II, the asset has passed basic safety and Efficacy, but Big Pharma holds the massive capital and the global infrastructure required to run Phase III trials and navigate market approval. SureNano will seek partnering with Big Pharma as following:

Ideal Deal Structure:

- **Upfront Payment:** Cash paid to you upon signing to help fund or offset your ongoing Phase II trials.
- **Milestone Payments:** Success-based payouts triggered by specific events (e.g., positive Phase II data, Phase III initiation, FDA filing, and market approval).
- **Royalties:** A percentage of future commercial sales (typically 10% to 20% for Phase II/III assets).

Strategies to Secure the Partnership:

- **Generate Robust Proof-of-Concept:** Ensure your Phase II trial focuses on clear, undeniable efficacy endpoints. Pharma wants de-risked assets.

- **Leverage the Australian Tax Incentive:** Use the 43.5% tax refund to efficiently run Phase IIa trials, gathering human data at a lower cost to maximize your valuation before selling.
- **Maintain Manufacturing Control Early:** Highlight that Syracuse/Dr. Doyle Group already has the GEP44 peptide and a scalable manufacturing process ready to transfer to their CDMO.
- **Retain Specific Regional Rights:** If possible, try to retain commercial rights for smaller regions (like Australia/NZ or specific niche indications) while licensing global rights (US/EU) to Big Pharma.

In summary, transforming GEP44 into a commercially viable and marketable asset requires executing critical non-clinical processes alongside clinical trials. This includes scaling production under strict current Good Manufacturing Practices (cGMP) and developing advanced formulation technologies to enable needle-free oral or nasal delivery alongside traditional injectables. Additionally, the company will expand its intellectual property with secondary patents and patent extensions to secure a strong legal moat, establish comprehensive Health Economics data to guarantee insurance reimbursement, and curate detailed data rooms. Ultimately, partnering with Big Pharma will provide the massive financial capital, global manufacturing infrastructure, and regulatory expertise required to successfully scale GEP44 through expensive Phase III trials and onto the global market. Maintaining a robust clinical milestone timeline and securing a strong commercial framework will ensure high asset valuation, positioning SureNano for a lucrative exit or high-value partnership.

Commitments

Joint Arrangement

In September 2022, the Company entered into a joint arrangement with 1150641 (the "1150641 Joint Arrangement"). The Company and 1150641 agree to make contributions to a common fund for the purpose of developing and marketing worldwide a new product under development by 1150641, the SureNano™ powder nanoemulsion, and sharing equally in the profits thereof. The parties have rights to the assets, and obligations for the liabilities, relating to the 1150641 Joint Arrangement on a proportionate basis. As a result, the joint arrangement has been recognized as a joint operation. Neither 1150641 or the Company have unilateral control of the joint operation. The Company accounts for its 50% interest in the joint operations by recognizing separately its share of assets, liabilities, revenues and expenses in accordance with its contractually conferred rights and obligations. The Company records 50% of all operational activity in its *consolidated* financial statements, including 50% of all assets and liabilities. As at March 31, 2026, the joint operations did not have any assets or liabilities. During the year ended March 31, 2026, the Company recognized research and development expense of $nil (March 31, 2025 – $nil) pursuant to the joint operation.

Research Agreement

In June 2021, the Company entered into a collaborative research agreement with 1150641 (the "Collaborative Research Agreement"), whereby the Company and 1150641 will participate in a collaborative research project regarding the use of surfactants in cannabis oil and the products resulting therefrom and does not include the development of new surfactant formulae. Pursuant to the agreement, the Company agreed to pay and contribute half of the amounts required to pay for invoices of consultants in carrying out the research project to a maximum of $100,000 during every six months of the term of the agreement. In addition, the Company was also responsible for covering half of the $34,464 already paid by 1150641. The initial term of the agreement was 1 year and was extended by mutual agreement. The agreement may be terminated with 90 days prior written notice by either party.

Financial

Selected Annual Information

	Year ended March 31, 2026 $	Year ended March 31, 2025 $	Year ended March 31, 2024 $
Loss for the year	(551,995)	(59,593)	(279,888)
Basis loss per share	(0.02)	0.00	(0.01)
Total assets	5,321,817	54,266	153,110
Total liabilities	17,696	134,039	173,290
Working capital surplus (deficit)	923,594	(82,898)	(25,805)
Weighted average number of shares	26,593,000	21,457,800	21,457,800

Summary of Quarterly Results

The table below provides a summary of selected quarterly information from the periods ended June 30, 2024 to March 31, 2026.

	Quarter ended			
	March 31, 2026	December 31, 2025	September 30, 2025	June 30, 2025
Revenues	-	-	-	-
Net loss	(117,768)	(330,317)	(35,519)	(68,391)
Net loss per share	-	(0.01)	-	-

	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024
Revenues	-	-	-	-
Net loss	139,070	(58,057)	(58,478)	(82,128)
Net loss per share	0.01	-	-	(0.01)

Notable differences in the results of operations relate to:

- June 30, 2024 – The Company incurred expenditures primarily related to consulting fees of $16,000 and professional fees of $28,031. The Company also incurred management fees of $24,000.
- September 30, 2024 – The Company incurred expenditures primarily related to consulting fees of $15,650 and professional fees of $9,064. The Company also incurred management fees of $24,000.
- December 31, 2024 – The Company incurred expenditures primarily related to consulting fees of $15,000 and professional fees of $9,253. The Company also incurred management fees of $24,000.

- March 31, 2025 – The Company incurred expenditures primarily related to consulting fees of $15,000, professional fees of $13,452, and office and miscellaneous expenses of $14,853. There was a gain on forgiveness of amounts due to related parties of $182,375.
- June 30, 2025 – The Company incurred expenditures primarily related to office and miscellaneous of $25,503 and professional fees of $26,388. The Company also incurred management fees of $9,000 and consulting fees of $7,500.
- September 30, 2025 – The Company incurred expenditures related to office and miscellaneous of $24,805, which includes rent, and professional fees of $10,714.
- December 31, 2025 – The Company incurred expenditures primarily related to share-based compensation of $268,859. The Company also incurred consulting fees of $15,500, Office and miscellaneous of $27,462, and professional fees of $18,496.
- March 31, 2026 – The Company incurred expenditures primarily related to office and miscellaneous of $29,630, professional fees of $38,511, management fees of $30,627, and consulting fees of $19,000.

Results of Operations

During the three months ended March 31, 2026, the Company incurred a net income (loss) of ($117,768) (2025 - $139,057).

The expenses and related costs that reflect significant changes in the Company's operations during the three months ended March 31, 2026 include the following:

- Office and miscellaneous expenditures include amounts paid for company expenses involved with the day-to-day general costs to maintain the Company, including filing fees and rent expense. During the three months ended March 31, 2026, the Company recognized office and miscellaneous expenses of $29,630 (2025 –$14,853).
- Professional fees include accounting and legal fees in the normal course of business operations. During the three months ended March 31, 2026, the Company recognized professional fees of $38,511 (2025 - $13,452).
- The Company incurred management fees of $30,627 (2025 - $Nil) during the three months ended March 31, 2026
- The Company incurred consulting fees of $19,000 (2025 - $15,000) during the three months ended March 31, 2026. Included within this total amount is $16,000 (2025 - $15,000) in consulting fees relating to a company controlled by the son of the CFO of the Company.

During the year ended March 31, 2026, the Company incurred a net loss of $551,995 (2025 - $59,593).

The expenses and related costs that reflect significant changes in the Company's operations during the year ended March 31, 2026 include the following :

- Office and miscellaneous expenditures include amounts paid for company expenses involved with the day-to-day general costs to maintain the Company, including filing fees and rent expense. During the year ended March 31, 2026, the Company recognized office and miscellaneous expenses of $107,400 (2025 - $48,518).
- Professional fees include audit, legal, and other professional fees incurred in the normal course of business operations. During the year ended March 31, 2026, the Company recognized professional fees of $94,109 (2025 - $59,800).
- The Company incurred consulting fees of $42,000 (2025 - $61,650) during the year ended March 31, 2026. Included within this total amount is $31,500 (2025 - $60,000) in consulting fees relating to a company controlled by the son of the CFO of the Company.
- Share-based compensation expense includes amounts calculated for the incentive stock options granted in December 2025. During the year ended March 31, 2026, the Company recognized share-based compensation expenses of $268,859 (2025 – $nil).

Liquidity and Capital Resources

At March 31, 2026, the Company had cash of $894,612 (2025 - $23,493) and working capital of $923,594 (2025 – working capital deficit of ($82,898)). For the year ended March 31, 2026, the Company had negative cash flows from operations.

Factors that may affect the Company's liquidity include the Company's ongoing royalty expenses pursuant to its licensing agreements relating to the SureNano™ surfactant. The ongoing royalties are calculated as 20% - 25% of net sales, payable within 30 days of the end of each fiscal quarter. In the event any royalty is not paid when due, interest on such unpaid amount will be payable at a rate of 8% per year. The Company also

has financial commitments requiring cash outflows as outlined in the *Commitments* section of this MD&A below.

The C*onsolidated* Financial Statements of the Company have been prepared on a going concern basis, which assumes that the Company will be able to discharge its obligations and realize its assets in the normal course of operations for the foreseeable future.

The Company expects to incur further losses in the development of its business. The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities as they become due. These factors indicate the existence of a material uncertainty that may cast doubt on the Company's ability to continue as a going concern. Should the going concern assumption not be appropriate and the Company is not able to realize its assets and settle its liabilities, the *Consolidated* Financial Statements would require adjustments to the amounts and classifications of assets and liabilities.

Related Party Transactions

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that its key management personnel are the members of the Company's current and former Board of Directors and its executive officers.

(a) During the year ended March 31, 2026, the Company incurred management fees of $7,500 (2025 – $67,500) to Charles MaLette, the Chief Executive Officer ("CEO") of the Company. During the year ended March 31, 2025, the CEO of the Company agreed to forgive an amount owing of $177,875, resulting in the recognition of a gain on forgiveness of the debt. During the year ended March 31, 2026, the CEO of the Company provided an advance of $35,000 to the Company for operating expenses. On September 19, 2025, the Company issued 850,000 common shares with a fair value of $85,000 to settle $85,000 of amounts owing to the CEO of the Company. As at March 31, 2026, the Company owed $Nil (2025 – $50,000) to the CEO of the Company. The amount is non-interest bearing, unsecured and due on demand.

(b) During the year ended March 31, 2026, the Company incurred management fees of $1,500 (2025 – $4,500) to James Bordian, the Chief Financial Officer ("CFO") of the Company. During the year ended March 31, 2025, the CFO of the Company agreed to forgive an amount owing of $4,500, resulting in the recognition of a gain on forgiveness of the debt.

(c) During the year ended March 31, 2026, the Company incurred professional fees of $Nil (2025 – $30,000) and consulting fees of $31,500 (2025 – $60,000) to a company controlled by Kurt Bordian, the son of the CFO of the Company. As at March 31, 2026, the Company owed $Nil (2025 – $77,625) to the son of the CFO of the Company. The amount is non-interest bearing, unsecured and due on demand.

(d) During the year ended March 31, 2026, the Company incurred management fees of $11,000 (2025 – $Nil) to a company controlled by the Chief Scientific Officer ("CSO") of the Company.

(e) During the year ended March 31, 2026, the Company incurred share-based compensation of $35,848 (2025 – $nil) to director and officer, Charles MaLette, $26,886 (2025 - $nil) to director Douglas Bachman, $26,886 (2025 - $nil) to director, Peter Chapman, and $35,848 to Kurt Bordian, the son of the CFO of the Company.

Significant Accounting Policies

Refer to Note 2 of the notes to the audited consolidated financial statements as at and for the year ended March 31, 2026 for details of the Company's material accounting policy information.

Capital Management

The Company's objectives when managing capital are to raise the necessary equity financing to fund its projects and to manage the equity funds raised which best optimizes its programs and the interests of its equity shareholders at an acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may raise additional equity funds. The Company is not subject to externally imposed capital requirements. There have been no changes to the Company's capital management during the period.

Fair Value Measurements and Risk Management

(a) Fair Values

The Company classified the fair value of the financial instruments according to the following fair value hierarchy based on the amount of observable inputs used to value the instruments:

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

The Company has recorded its cash at fair value using level 1 inputs. The fair values of the Company's other financial instruments, which include amounts receivable, accounts payable, and due to related parties approximate their carrying values due to the relatively short-term maturity of these instruments. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(b) Credit Risk

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including amounts receivable. Amounts receivable consists of government sales tax recoverable. The carrying amount of these financial assets represents the maximum credit exposure.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations.

(d) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(i) Interest Rate Risk

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The exposure to interest rates for the Company is considered minimal. The Company has no interest-bearing borrowings.

(ii) Foreign Exchange Rate Risk and Interest Rate Risk

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

(iii) Price Risk

The Company is not exposed to significant price risk.

(e) Economic Dependence Risk

Economic dependence risk is the risk of reliance upon a select number of customers which significantly impact the financial performance of the Company.

Outstanding Share Information

The Company has one class of authorized capital, being an unlimited number of common shares without par value. As at the date of this MD&A, the Company has the following issued and outstanding:

- 42,008,799 common shares.
- 1,500,000 stock options
- 15,600,00 warrants

Management's Report on Internal Controls Over Financial Reporting

In connection with National Instrument 52-109 – Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company are required to file a Venture Issuer Basic Certificate with respect to the financial information contained in the C*onsolidated* Financial Statements and respective accompanying MD&A. The Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal controls over financial reporting as defined in NI 52-109.

Off-Balance-Sheet Arrangements

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

Principal Business Risks

Limited Operating History

The Company is in the early stages of operations and as a result it has a limited operating history upon which its business and future prospects may be evaluated. The Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its operating goals. In order for the Company to meet future operating requirements it will need to be successful in its growing, marketing and sales efforts. Additionally, where the Company experiences increased sales, SureNano's current operational infrastructure may require changes to scale the Company's business efficiently and effectively to keep pace with demand and achieve long-term profitability. If the Company's products and services are not accepted by new customers, SureNano's operating results may be materially and adversely affected.

Negative Cash Flow

The Company has a history of negative cash flow and losses, and it does not expect that to change in the short term. The Company has had negative operating cash flow since its date of incorporation, and the Company will continue to have negative operating cash flow for the foreseeable future. No assurance can be given that the Company will ever attain positive cash flow or profitability.

Competition

The Company faces competition from other companies, some of which have longer operating histories and greater financial resources, and manufacturing and marketing experience than the Company. The Company's current and prospective competitors offer surfactants for the creation of nanoemulsions in the cannabis, food and beverage, cosmetic and pet food industries. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and financial performance of the Company.

Since the cannabis industry is a relatively new industry, the Company expects to face additional competition from new entrants. If the number of users of legal cannabis edibles, topicals and extracts, including cannabis beverages, in Canada increases, the Company expects that competition will become more intense, as more competitors enter the market and target the cannabis industry. To remain competitive, the Company may require additional investment in research and development, marketing, sales and customer support. Failure to maintain or adequately support such efforts in the future on a competitive basis could materially and adversely affect the business, financial condition and financial performance of the Company.

The Company's success depends on its ability to attract and retain customers. There are many factors which could impact the Company's ability to attract and retain customers, including but not limited to competition in the surfactant industry, the Company's ability to continually produce a desirable and effective product, and the continued growth in the aggregate number of customers using nanoemulsions and selecting the Company's Products as part of its process.

Management Experience

The Company's success is currently largely dependent on the performance of its directors and officers. The business of supplying surfactants for nanoemulsion to the cannabis industry is a new business and it has yet to be seen whether the Company's management will operate well in it. While the Company's management team has some related experience, there are many unknowns. Its management team may lack the management or technical expertise required to make this business a success. The experience of these individuals is a factor that will contribute to the Company's potential success and growth. The Company will initially be relying on its board members, as well as independent consultants, for certain aspects of its business. The amount of time and expertise expended on the Company's affairs by each of its management team and directors will vary according to its needs. The Company does not intend to acquire any key man insurance policies and there is, therefore, a risk that the death or departure of any member of management, the board, or any key consultant, could have a material adverse effect on the Company's future. Investors who are not prepared to rely on the Company's management team should not invest in its securities.

Demand for Products

The actual market for our SureNano's products could be significantly smaller than anticipated and if customer demand for products does not meet expectations, the Company's ability to generate revenue and meet financial targets could be adversely affected. While the Company expect strong growth in the markets for its products, it is possible that the growth in some or all of these markets may not meet expectations, or materialize at all. The methodology on which the Company estimates its total potential market opportunity includes several key assumptions based on our industry knowledge and customer experience. If any of these

assumptions proves to be inaccurate, then the actual market for our SureNano products could be significantly smaller than expected.

Supply Risk

Delays in the delivery of ingredients to the manufacturer or of the product to customers could have a material, negative impact on the Company's operations. The Company currently relies on one manufacturer to source most ingredients and manufacture and deliver the SureNano™ surfactant to its customers. The Company also currently relies on one supplier for the ingredient that it sources and sends to the manufacturer. There are many other manufacturers and suppliers that the Company could engage to source ingredients and produce and deliver the SureNano™ surfactant but changing manufacturers or suppliers could cause significant delays and expense. There could be delays to the production and delivery of product to customers, which could lose customers and have a negative impact on the Company's financial position.

Legality of Cannabis and Cannabis-Related Activities Under U.S. Federal Law

Although the Corporation's cannabis-related activities are permitted by states in which it operates, these activities remain illegal under U.S. federal law. Cannabis remains a Schedule 1 controlled substance under federal law, and the penalties for violating the U.S. Controlled Substances Act ("CSA") are very serious and, depending on the quantity of cannabis involved, may include criminal penalties of up to twenty (20) years in prison and/or a fine of up to US$2 million. In addition, the federal government can seize and seek the civil forfeiture of the real or personal property used to facilitate the sale of cannabis as well as the money or other proceeds received in connection with such sale. The United States Department of Justice has not historically devoted resources to prosecuting individuals whose conduct is limited to possession of small amounts of marijuana for use on private property but relied on state and local law enforcement to address marijuana activity. In the event the department of justice reverses stated policy and begins strict enforcement of the CSA in states that have laws legalizing medical marijuana and recreational marijuana in small amounts, there may be a direct and adverse impact to the Company and its revenue and profits.

Additional Information

Additional information relating to SureNano may be found on the Company's website at www.surenano.com and the Company's profile on SEDAR at www.sedarplus.ca.