BioSyent

2023 ANNUAL REPORT

BioSyent Corporate Profile

BioSyent is a Canadian specialty pharmaceutical company focused on sourcing, acquiring or in-licensing and further developing innovative pharmaceutical and other healthcare products that improve the lives of patients and support their healthcare providers. BioSyent's strategy is focused on generating long-term growth through portfolio diversification while maintaining profitability.

VENTURE 50 2024

Named to the 2024 TSX Venture 50 list.

Table of Contents

2 2023 Financial Highlights

4 BioSyent's Brands

6 Letter from the Chairman

7 Board of Directors

9 Leadership Team

11 Management's Discussion and Analysis

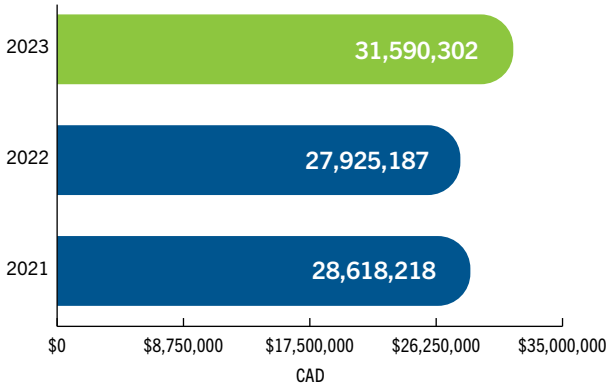
12 Introduction
12 Forward-Looking Statements
13 Overview, Vision, Strategy, and Products
20 Key Performance Measures
21 Results of Operations for the three and twelve months ended December 31, 2023 and 2022
27 Financial Resources and Liquidity
29 Risk Management
33 Disclosure of Outstanding Share Data
34 Commitments
34 Disclosure Controls
34 Investor Relations Activities
35 Related Party Transactions
35 Legal Proceedings

37 Audited Consolidated Financial Statements
38 Management's Responsibility For Financial Reporting
39 Independent Auditor's Report
43 Consolidated Statements of Financial Position
44 Consolidated Statements of Comprehensive Income
45 Consolidated Statements of Cash Flows
46 Consolidated Statements of Changes in Shareholders' Equity
47 Notes to the Audited Consolidated Financial StatementsFor the years ended December 31, 2023 and 2022

BioSyent

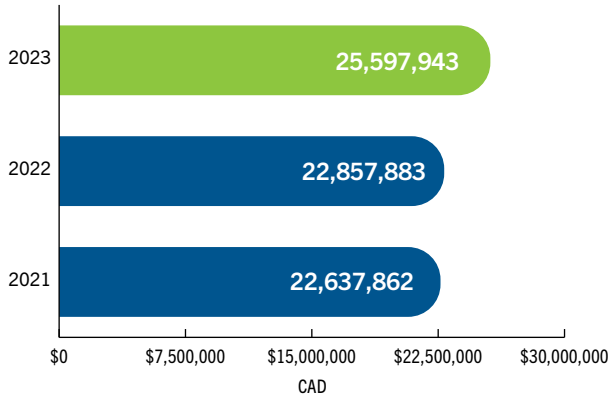
2023 Financial Highlights

Revenue
Year Ending December 31



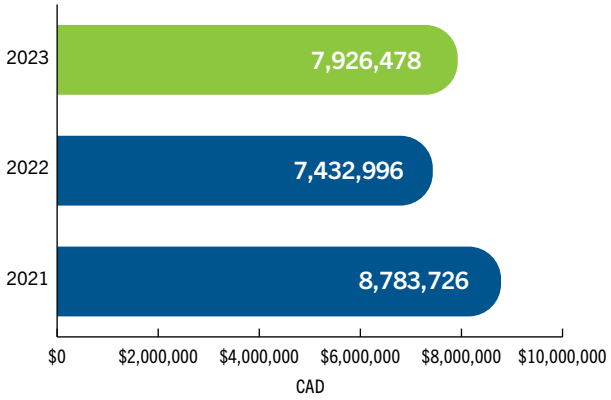
$31.6 million | +13%

Gross Profit
Year Ending December 31



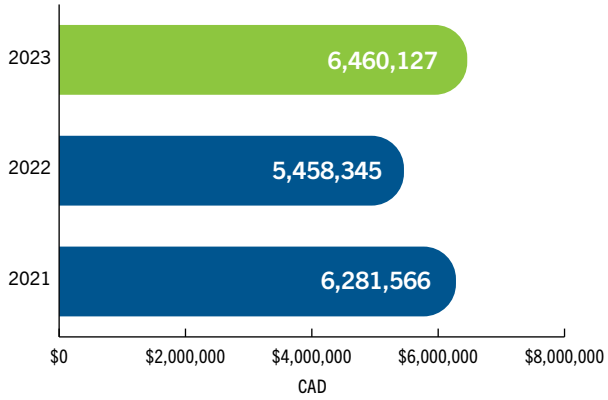
$25.6 million | +12%

EBITDA
Year Ending December 31



$7.9 million | +7%

Net Income After Tax (NIAT)
Year Ending December 31

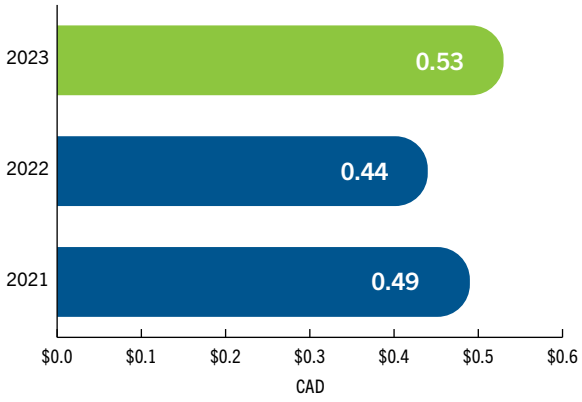


$6.5 million | +18%

2023 marked BioSyent's 14th consecutive year of profitability. During 2023, BioSyent launched three new products in Canada as it continued to execute on its strategic priorities of profitable growth, portfolio diversification and long-term value creation.

Diluted Earnings Per Share (EPS)

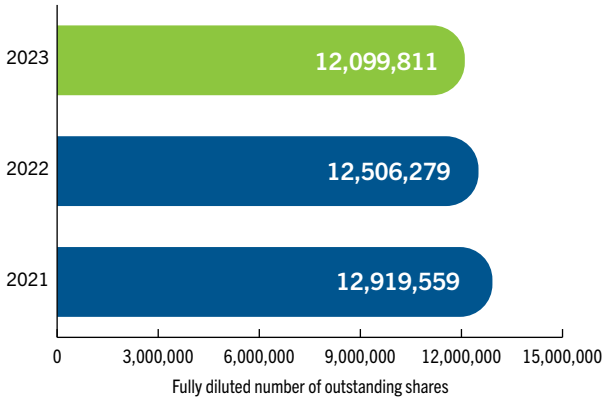
Year Ending December 31



$0.53 | +$0.09

Fully Diluted Shares Outstanding

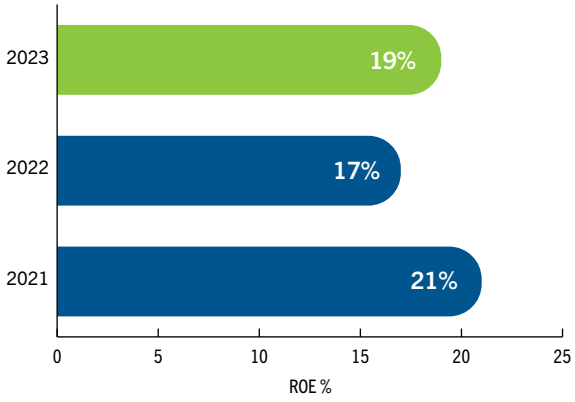
Year Ending December 31



12.1 million | (0.4 million)

Return On Equity (ROE)

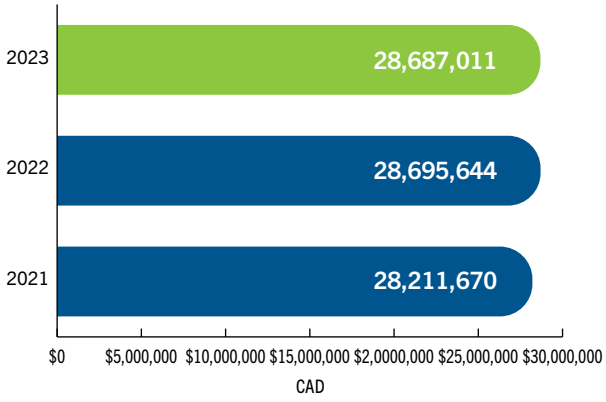
Year Ending December 31



19%

Cash, Short-term and Long-term Investments

Year Ending December 31



$28.7 million

BioSyent's Brands

Canadian Pharmaceutical Brands

First product launched under a new patented delivery system for the treatment of iron deficiency anemia based on a Polydextrose Iron Complex ("PDIC") formulation.

NEW in 2023!

Third product using the PDIC formulation newly launched in 2023, developed by BioSyent and offering patients an innovative solution to maintaining healthy iron levels.

Second product launched using the PDIC formulation with convenient dosing and pleasant tasting flavour for children.

Rx Hormone Replacement Therapy agent for short-term treatment of the symptoms of menopause in women.

Sodium hyaluronate vaginal suppository for the relief of dryness and promotion of healing of the vaginal mucosa.

NEW in 2023!

Unique soft-gel capsule combining myo-inositol and folic acid for treatment of women with Polycystic Ovary Syndrome (PCOS).

First formulation of acetaminophen + ibuprofen for fast pain relief available in Canada.

Proktis-M®
Rectal Suppositories • Sodium Hyaluronate

Sodium hyaluronate rectal suppository which helps with healing of the anus and rectum in conditions such as operated severe internal hemorrhoids, anal fissures, and radiation-induced proctitis.

Cathejell®
2% lidocaine hydrochloride jelly, USP

Sterile gel with lidocaine in a unique collapsible applicator syringe, indicated for surface anesthesia and lubrication to ease patient discomfort for a range of medical procedures.

gelclair®

NEW in 2023!

Oncology supportive care product – protective concentrated gel for relief of oral mucositis.

International Brands

FeraMAX® 150

FeraMAX® 100

FeraMAX® Powder

FeraMAX® approved for sale in a total of six international markets though a network of distribution partners.

Legacy Brand

Protect-It®
The Natural Choice
STORED GRAIN INSECTICIDE & EMPTY BIN TREATMENT

Bio-friendly grain insecticide used in agricultural food production for more than twenty-five years in North America.

Letter from the Chairman

Dear fellow shareholder,

I am pleased to review the achievements of BioSyent Inc. during the 2023 fiscal year. As we reflect on the past year, it is evident that our commitment to innovation, strategic growth, and delivering long-term value to our shareholders has once again propelled us forward.

Our strategic priorities of continued profitable growth, portfolio diversification, and long-term value creation have remained at the forefront of our operations. Despite challenging market conditions, BioSyent continued to execute on its strategy, delivering strong financial performance in 2023: Total Company sales increased by 13% to $31.6 million in 2023 with growth from across our Canadian pharmaceutical product portfolio.

One of the key highlights of 2023 was the successful expansion of our product portfolio with the introduction of three new novel products. In March 2023, we launched FeraMax® Pd Maintenance 45, the latest addition to our FeraMax® Pd product line. This chewable iron supplement, enriched with essential vitamins, underscores our dedication to offering innovative solutions for maintaining healthy iron levels.

Our FeraMax® brand was recently recognized as the #1 Pharmacist and Physician recommended over-the-counter oral iron supplement brand in Canada for the ninth consecutive year in 2024. As a leader in iron health in Canada, BioSyent is committed to developing and expanding its trusted FeraMax® Pd product line with new solutions to support iron health across a wide group of patients and life stages.

In August 2023, we expanded our women's health product offerings with the launch of Inofolic®, a natural health product for the management of Polycystic Ovary Syndrome (PCOS). Inofolic® combines myo-inositol and folic acid in a soft-gel capsule, providing a comprehensive solution for the symptoms associated with PCOS.

Additionally, we commenced distribution of Gelclair® in Canada in November 2023, an oncology supportive care product. Gelclair® is specially formulated to alleviate the pain of oral mucositis, a common side effect of cancer treatment. We are proud to have commercialized this product in our Specialty Pharmaceutical Business less than one year since in-licensing it in December 2022. We are committed to further diversifying our product portfolio with innovative products, such as Gelclair®, in new therapeutic areas.

BioSyent's after-tax net income increased by 18% to $6.5 million in 2023, even as we made significant selling and marketing investments during the year in expanding our national field salesforce, launching new products and supporting our existing growth products. I am pleased to report that Q4 2023 marked our 54th consecutive profitable quarter, underscoring the consistency and resilience of our business model. Furthermore, our Return on Equity (ROE) for 2023 increased to 19%, up from 17% in 2022, reflecting our commitment to driving sustainable profitability and shareholder value as we continued to execute on our strategic priorities. On a per share basis, earnings increased by $0.09 to $0.53 per share in 2023 as we continued to deliver operating profit while shrinking our share count through ongoing share buybacks.

During 2023, we repurchased and cancelled 0.4 million shares in our Normal Course Issuer Bid (NCIB). In December 2023, we renewed our NCIB for a sixth consecutive 12-month period. To date, since commencing our first NCIB in 2018, we have repurchased and cancelled more than 2.7 million shares, representing a $18.7 million return of capital to shareholders. During 2023, we also paid aggregate net cash dividends in excess of $1.9 million. Our commitment to delivering value to our loyal and long-time shareholders was further demonstrated by the increase in our first quarter 2024 dividend to $0.045 per common share, representing a 12.5% increase from the previous quarter.

BioSyent Inc. was recently named to the 2024 TSX Venture 50 list as one of the top-performing companies on the TSX Venture Exchange in the Clean Technology and Life Sciences category. Continued execution of our strategy produced solid operating results in 2023. While not always reflected in the market, we celebrate this recognition as a product of our long-term strategic initiatives and our commitment to excellence and innovation in the pharmaceutical industry.

As we look ahead, we remain focused on driving sustainable growth, advancing our pipeline, and delivering long-term value to all our stakeholders. With a strong balance sheet, growth assets, an active product pipeline, and capital light business model, BioSyent is well-positioned for continued growth and long-term value creation. On behalf of the Board of Directors and the entire BioSyent team, I extend my sincere gratitude to our shareholders, employees, partners, patients and healthcare providers for their continued support.

Thank you for your continued trust in BioSyent Inc.

On behalf of the Board of Directors,

René C. Goehrum, Chairman

BioSyent Inc.

April 5, 2024

Board of Directors

René C. Goehrum | Chairman of the Board of Directors

Larry Andrews | Independent Director (Compensation and Human Resources Committee, Nominating Committee)

Mr. Andrews has extensive executive leadership experience in the Canadian pharmaceutical industry. Mr. Andrews served as a Board Director for GMD Distribution Inc., a logistics service provider for the life sciences industry, which was acquired by McKesson Canada in 2017. Between 2004 and 2014, Mr. Andrews was President and CEO of Cipher Pharmaceuticals, a Canadian pharmaceutical company listed on the Toronto Stock Exchange (the "TSX"). He previously served as President of AltiMed Pharmaceutical Corporation, as well as holding other senior leadership roles with major pharmaceutical companies, including Hoffman La Roche, Janssen Pharmaceuticals, and Eli Lilly Canada.

Joseph Arcuri | Independent Director (Audit Committee – Chair, Disclosure Policy Committee – Chair)

Mr. Arcuri, CPA, CA, brings audit and accounting expertise to the Board as well as significant executive leadership experience. Mr. Arcuri currently serves as Chief Financial Officer of NRStor Inc., which provides energy storage project development and construction services. Between 2013 and 2016, Mr. Arcuri served as Chief Operating Officer and Chief Financial Officer at TableRock Media Ltd., a streaming service company. In 2012, Mr. Arcuri was Chief Financial Officer of GlassBOX Television Inc., a television service provider. Between 2007 and 2011, Mr. Arcuri was President of AOL Canada Inc., an internet service provider and previously led Bell Canada's managed services group. Mr. Arcuri started his professional career with PricewaterhouseCoopers within its assurance group and later transferred to its valuation, and mergers and acquisitions service team. He is also currently the voluntary Chair of Villa Charities Inc.

Sara Elford | Independent Director (Audit Committee, Disclosure Policy Committee, Nominating Committee – Chair)

Ms. Elford is a Corporate Director who brings a wealth of capital markets and corporate governance experience to the Board. In addition to BioSyent, she is a member of the Board of Directors of BQE Water Inc., a TSX Venture Exchange ("TSXV") listed company specializing in water treatment and management, and EcoSynthetix Inc., a Toronto Stock Exchange ("TSX") listed company specializing in renewable chemicals. Ms. Elford previously served on the Board of Directors of Hydrogenics Corporation (2016-2019), a hydrogen technology company, Carmanah Technologies Corporation (2015-2019), a solar LED technology company, TSO3 Inc. (2019), a medical device sterilization technology company, Pure Technologies Ltd. (2015-2017), a pipeline leak detection technology company, WeCommerce Holdings Ltd. (2020-2022), a TSXV listed ecommerce software company, and Xebec Adsorption Inc. (2020 – 2024), a renewable gas equipment and service company. Between 1995 and 2015, Ms. Elford was a Director and Research Analyst with Canaccord Genuity Group Inc. and previously served in investment banking roles with Kidder Peabody and Wood Gundy. Ms. Elford earned her Chartered Financial Analyst designation in 1997.

Peter Lockhard | Independent Director (Lead Director, Compensation and Human Resources Committee)

Mr. Lockhard has significant sales, marketing, operations and corporate strategy experience from his career as a business leader and builder. From 2005 – 2020, Mr. Lockhard was a member of the executive leadership team of Points International Ltd., a TSX and NASDAQ-Listed international e-commerce company in the loyalty rewards industry (which was acquired and taken private in June 2022), where he served as Chief Operating Officer (2009 - 2020), Chief Revenue Officer (2007 - 2009) and VP Business Solutions (2005 - 2006). During his tenure, Mr. Lockhard helped to grow the revenue of Points International Ltd. from $US 10 million to $US 400 million. Mr. Lockhard is also a Managing Director of Aquiam Partners Ltd., a private equity firm.

Stephen Wilton | Independent Director (Audit Committee, Disclosure Policy Committee)

Mr. Wilton brings extensive product development and regulatory expertise to the Board, from a long and varied career in the pharmaceutical industry. A licensed pharmacist, Mr. Wilton earned a B.Sc. in Pharmacy from the University of Toronto and started his career working as a pharmacist in community and hospital pharmacy. After working in medical sales and marketing positions at Eli Lilly Canada he joined AstraZeneca. While at AstraZeneca, Mr. Wilton held leadership positions in Marketing where, as Executive Director, he led a team managing a $300 million specialty product portfolio, as well as three other assignments as Executive Director of Business Development, Executive Director of Pricing, Reimbursement and Healthcare Solutions, and Director of Regulatory Affairs. After his seventeen-year career at AstraZeneca, Mr. Wilton worked as Vice President of Pharmacy Affairs for the Canadian Association of Chain Drug Stores representing the interests of owners and pharmacists in the Canadian healthcare system. Mr. Wilton, also holds an MBA from York University (Schulich School of Business).

Leadership Team

René C. Goehrum | President & Chief Executive Officer

René Goehrum is an experienced entrepreneur, leader and business builder with over thirty years of experience. Previously, Mr. Goehrum was the President and a co-founder of Bratch Goehrum Inc., a professional services firm that provided marketing and sales services to clients such as Procter & Gamble, Boehringer Ingelheim, Sandoz (n.k.a. Novartis), Kraft Foods, Coca Cola, and H.J. Heinz Company. He started his career with Procter & Gamble, a world leader in marketing consumer and healthcare brands. Mr. Goehrum currently also serves as the President and Managing Director of Aquiam Partners Ltd., a private equity firm.

Robert J. March | Vice President & Chief Financial Officer

Robert March is a Chartered Professional Accountant (CPA, CA), a Certified Public Accountant (CPA, Illinois), holds a MBA from St. Mary's University and a B.Sc. in Biochemistry, Microbiology and Immunology from Dalhousie University. Mr. March started his career at Ernst & Young in Audit and Assurance Services before being promoted to Manager in Transaction Advisory Services, where his experience included insolvency and restructuring as well as general transaction services such as mergers and acquisitions. Prior to joining BioSyent, Mr. March accumulated over 15 years of progressive senior management experience in highly regulated industries including insurance, transportation and consumer packaged products in both Canada and the USA.

Navid Ashrafi, M.D. | Director, Medical and Regulatory Affairs

Navid Ashrafi was educated as a Medical Doctor and practiced medicine for over eleven years before joining the pharmaceutical industry. Dr. Ashrafi has more than ten years of international experience within the pharmaceutical business in sales, marketing, and medical positions, including Business Unit Head and Country Head for the Bayer Healthcare team in Iran. His areas of expertise include developing relations with thought leaders, health authorities, and external stake holders; providing strategic guidance to the company; and coaching and leadership to the team. Navid joined BioSyent in May 2014 and leads medical, regulatory, and quality control activities at BioSyent.

Neelu Atwal | Director, Human Resources

Neelu Atwal is the Director of Human Resources for BioSyent Inc. She is responsible for overseeing the company's Human Resource function and providing leadership to the people and culture elements of the business. Ms. Atwal brings more than twenty years of progressive hands-on human resource experience in start-ups, growth businesses, and manufacturing organizations. She sets the tone for BioSyent's talent acquisition and management initiatives. Ms. Atwal holds a Bachelor's Degree in Accounting from City University of New York and Certification in Human Resources from Ryerson University in Toronto.

Ramesh Moothan | Director, International Business Unit

Ramesh Moothan manages the International Business for BioSyent. He joined BioSyent in October 2013 and is responsible for business development and market entry strategy for the company's brands outside of Canada. Mr. Moothan has over twenty years of experience managing branded pharmaceutical businesses in Latin America, Asia-Pacific, and Africa. Prior to joining BioSyent, Mr. Moothan was associated with Alkem Labs, India as Senior General Manager (International) responsible for business in emerging markets. In the past he has held progressive roles as a Medical Representative, Product Manager, Head of Representation, and Business Head. Mr. Moothan holds an Honours B.Sc. (Chemistry) and an MBA (Marketing).

Sharan Raghubir | Director, Specialty Business Unit

Sharan Raghubir is the Director of the Specialty Business Unit at BioSyent. He has over twenty years of pharmaceutical industry experience gained in progressive roles at Fournier Pharma (now AbbVie), and Hoffman-La Roche (Roche) Canada. At Fournier, Mr. Raghubir worked as a Medical Sales Representative, Sales Trainer, and District Manager in Canada and then General Manager (Country Head) in Asia. In Asia, he was first responsible for the respective divisions in Vietnam and Cambodia, and then Malaysia and Singapore. At Roche Canada, Mr. Raghubir was National Sales Manager, then Senior Product Manager, and finally Business Planning Manger - Strategy. Mr. Raghubir's sales and marketing management jobs at Roche included a portfolio of five hospital brands with combined sales of greater than $95 million. Mr. Raghubir holds a B.Sc. from Queen's University and a MBA from both Queen's University and Cornell University.

Joost van der Mark | Vice President, Corporate Development

Joost van der Mark is a seasoned healthcare executive with over twenty years of experience in the biopharmaceutical industry. Prior to joining BioSyent, Mr. van der Mark was the Chief Business Officer for 3D Signatures and previously, he co-founded Orphan Canada, which subsequently sold its assets to Knight Therapeutics in 2014. Mr. van der Mark has held progressive positions in clinical research, sales, marketing, market access, strategy and business development at Bayer, Sanofi, Nycomed (n.k.a. Takeda) and Knight Therapeutics. He has a M.Sc. in Physiology/Pharmacology from Western University and a MBA from York University (Schulich).

Kevin Wilson | Vice President, Community Business Unit

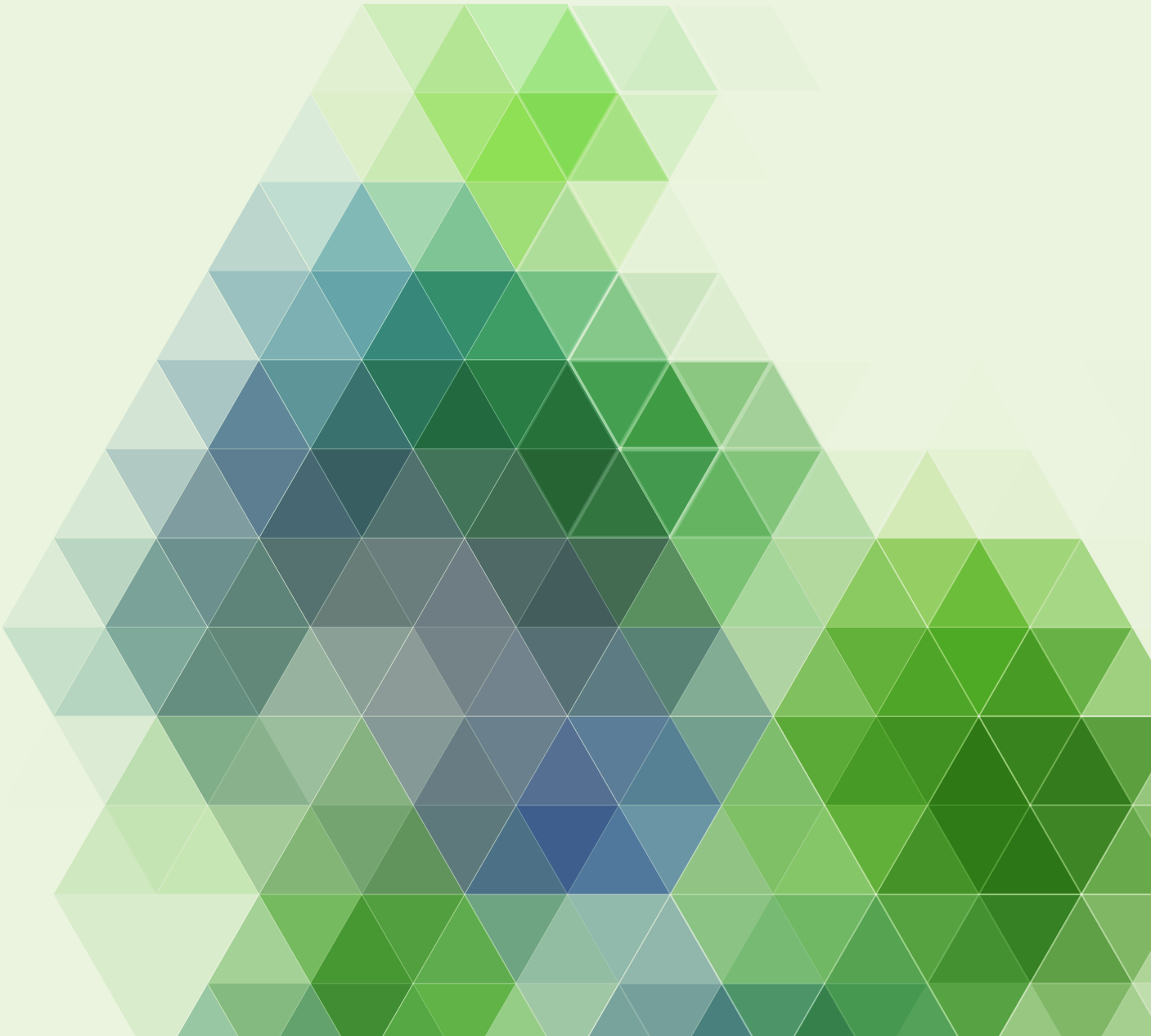
Kevin Wilson is the Vice-President of BioSyent Pharma Inc. leading the teams that develop product strategy, market, and promote the Company's products to healthcare professionals across Canada. Mr. Wilson joined BioSyent in March 2012 and brings over twenty years of experience in healthcare sales, sales leadership and marketing across different healthcare businesses in such companies as Abbott, Searle Pharmacia, and Bayer.

BioSyent Inc.

Management's Discussion and Analysis

For the years ended December 31, 2023 and 2022

March 13, 2024



Introduction

The following discussion of BioSyent Inc.'s ("**BioSyent**" or the "**Company**") operations, performance and financial condition is based on the Company's audited consolidated financial statements for the years ended December 31, 2023 and December 31, 2022 ("**Consolidated Financial Statements**"), which were prepared in accordance with International Financial Reporting Standards ("**IFRS**"). The discussion of financial condition and results of operations should be read in conjunction with the Consolidated Financial Statements, including the notes thereto. Additional information relating to the Company, including the Consolidated Financial Statements and the accompanying notes can be found at www.sedarplus.ca.

Forward-Looking Statements

This management's discussion and analysis ("**MD&A**") contains or incorporates forward-looking statements within the meaning of Canadian securities legislation (collectively, "forward-looking statements"). These forward-looking statements relate to, among other things, revenue, earnings, changes in costs and expenses, capital expenditures as well as changes in other objectives, strategic plans and business development goals, and may also include other statements that are predictive in nature or depend upon or refer to future events or conditions, and can generally be identified by words such as "may", "will", "expects", "anticipates", "intends", "plans", "believes", "estimates" or similar expressions. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. These statements are not historical facts, but instead represent only BioSyent's expectations, estimates, and projections regarding future events.

Although the Company believes the expectations reflected in such forward-looking statements are reasonable, such statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict. Undue reliance should not be placed on such statements. Certain material assumptions are applied in making forward-looking statements and actual results may differ materially from those expressed or implied in such statements. Known and unknown factors could cause actual results to differ materially from those expressed or implied in the forward-looking statements. Important assumptions, influencing factors, risks, and uncertainties are referred to in the body of this MD&A, in the press release announcing the Company's financial results for the years ended December 31, 2023 and December 31, 2022 and in BioSyent's annual and interim financial statements and the notes thereto. These documents are available at www.sedarplus.ca.

The forward-looking statements contained in this MD&A are made as at the date of this MD&A and, accordingly, are subject to change after such date. Except as required by law, BioSyent does not undertake any obligation to update or revise any forward-looking statements made or incorporated in this MD&A, whether as a result of new information, future events or otherwise.

Accounting Estimates and Accounting Policies

The Company has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

The preparation of the Company's Consolidated Financial Statements requires management to make critical judgments, estimates, and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. On an ongoing basis, management evaluates its judgments, estimates, and assumptions using historical experience and various other factors it believes to be reasonable under the given circumstances. In the future, actual experience may differ from these estimates and assumptions.

BioSyent's significant accounting judgments and estimates include recoverability of asset carrying values, impairment of trade and other receivables, income taxes, the future useful lives and residual values of equipment, the useful lives of intangible assets, the fair value of share-based payments, the value of inventory, determination of the transaction price in revenue recognition, and determination of the incremental borrowing rate and lease term in leases. For a more detailed discussion of changes to the Company's critical accounting estimates, please refer to Note 4 of the Consolidated Financial Statements for the year ended December 31, 2023.

Non-IFRS Financial Measures

This MD&A makes reference to certain non-IFRS measures. These non-IFRS measures are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS and are unlikely to be comparable to similar measures presented by other companies. When used, these measures are defined in such terms as to allow the reconciliation to the closest IFRS measure. These measures are provided as additional information to complement those IFRS measures by providing a further understanding of the Company's results of operations from management's perspective.

Accordingly, these measures should not be considered in isolation nor as a substitute for analyses of the Company's financial information reported under IFRS. Management uses non-IFRS measures such as Earnings Before Interest, Taxes, Depreciation and Amortization ("**EBITDA**"), Trailing Twelve Months Earnings Per Share ("**TTM EPS**"), and Compound Annual Growth Rate ("**CAGR**") to provide investors with supplemental measures of the Company's operating performance and thus highlight trends in the Company's core business that may not otherwise be apparent when relying solely on IFRS financial measures. Management also believes that securities analysts, investors, and other interested parties frequently use non-IFRS measures in the evaluation of issuers. Management also uses non-IFRS measures

in order to facilitate operating performance comparisons from period to period, prepare annual operating budgets, and to assess the Company's ability to meet future debt service, capital expenditure, and working capital requirements. The definition and a reconciliation of EBITDA, as used and presented by the Company, to the most directly comparable IFRS measures follows later in this MD&A.

Overview, Vision, Strategy, and Products

Overview

BioSyent is a publicly traded specialty pharmaceutical company which, through its wholly owned subsidiaries, BioSyent Pharma Inc. ("**BioSyent Pharma**") and BioSyent Pharma International Inc., sources, acquires or in-licences and further develops pharmaceutical and other healthcare products for sale in Canada and certain international markets. Hedley Technologies Ltd. and Hedley Technologies (USA) Inc., also wholly owned subsidiaries of BioSyent, operate the Company's legacy business, marketing biologically and health friendly non-chemical insecticides (the "**Legacy Business**"). BioSyent's issued and outstanding common shares (the "**Common Shares**") are listed for trading on the TSX Venture Exchange under the symbol "RX".

BioSyent's Vision

BioSyent's vision is to be the leading independent Canadian provider of innovative healthcare products.

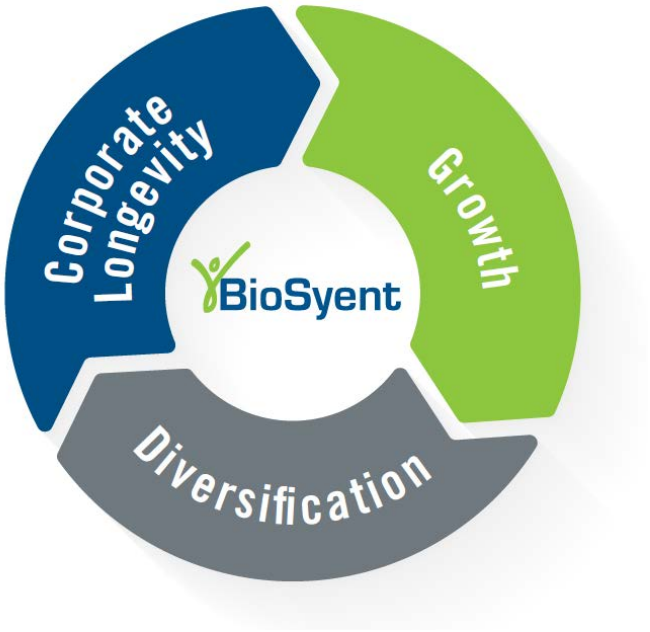
BioSyent's Strategy

BioSyent's strategic focus is on commercializing innovative products with recognizable brand equity sourced through international partnerships. These products are unique due to manufacturing complexities, novel technologies, therapeutic advantages and strong, defendable intellectual property rights. The Company works with and supports healthcare practitioners in improving patient lives.

The Company completed its most recent strategic review during 2021 with specific strategic objectives established. The Company reviews its strategy and performance against its strategic objectives on an ongoing basis.

BioSyent's strategy has three components:

1. Growth (Revenue and Profit);
2. Diversification; and
3. Corporate Longevity.



These three strategic components are prioritized in any investment and capital allocation decision made by the Company, including any decision to return capital to shareholders through the payment of dividends or through share buybacks.

Growth:

The Company uses various means of achieving its revenue growth objectives while reducing risk in the marketplace. The Company adopts an accelerating investment approach in promoting its products in the marketplace by balancing its investment behind brands with brand revenue and growth and by segmenting the market into immediate and long-term growth opportunities. It pursues possible reimbursement avenues for its products in both the private and public sectors. The Company employs a salesforce of qualified sales professionals across Canada with experience in pharmaceutical detailing to healthcare practitioners and hospitals.

The Company supports its salesforce by using various marketing techniques throughout the product life cycle, as it deems appropriate, including healthcare practitioner detailing, direct to patient information through various media, product differentiation materials, and expansion of patient and healthcare practitioner support services to increase awareness of product efficacy and safety.

Diversification:

BioSyent has developed sourcing arrangements with partners from around the world. The Company's flexible format does not limit the scope of diversification opportunities it considers for both new and existing products or sales channels.

The Company generally seeks long-term buy-sell agreements or in-licensing arrangements with or without royalties or payments linked to milestone events such as regulatory approvals or reimbursement by formularies.

The Company exercises diligence when sourcing new products. Some of the steps in this process involve financial modeling, comparison against investment criteria benchmarks and financial metrics, reviewing market data and market trends, interviewing key healthcare practitioners or medical advisory boards and obtaining opinions on reimbursement possibilities with payers. BioSyent evaluates all new product opportunities against specific financial benchmarks with the objective of acquiring or in-licensing quality assets which will provide a long-term return that is consistent with or supportive of the Company's existing product portfolio.

Once the Company has decided to proceed with a new product opportunity, it acquires or licenses exclusive Canadian and/or international market rights to that product. After the acquisition or in-licensing of the product, the Company manages the product through the regulatory and product registration process and, once approved, commercializes the product in Canada and/or international markets.

Corporate Longevity:

On an aggregate basis, the Company manages its product portfolio to maintain specific annual and long-term financial ratios, including revenue and profit CAGR and Return on Equity, in order to achieve its strategic objectives. The Company maintains a discipline in acquiring or in-licensing new products which are accretive in terms of both sales and profitability over the long-term. The level of ultimate commercial success of a new product in the market is not known at the time it is in-licensed or acquired by the Company. The Company evaluates the commercial performance of each of its products on an ongoing basis and manages the level of its investments in marketing and promotional activities with an objective of maximizing long-term sales growth and profitability overall.

This strategy allows the Company to market these products as brands it owns or licenses. By virtue of its strong growth record, the Company is able to attract partners for new products that have niche positioning.

Evolution of Strategy

BioSyent considers opportunities based on its strategic objectives. From time to time, the Company may acquire or in-license opportunities in late-stage development with which it, or its partners, have significant prior experience. Such experience and competency of the Company and its partners give the Company the ability to gauge risk in some depth. The Company may also seek in-licensing opportunities for new products launched in countries outside of Canada that require additional research and development work before being launched in the Canadian market. The Company considers opportunities where there is a high probability that additional research and development work is likely to extend the lifecycle of portfolio products. Such studies might include in vitro or in vivo studies (including bio-equivalency studies, efficacy studies, or safety studies).

Ultimately, BioSyent is focused on products which can deliver superior growth and return on investment. As well as acquiring or in-licensing such products, as part of BioSyent's ongoing evaluation of its product portfolio, BioSyent may de-emphasize or even discontinue the sale of certain products in order to maintain its strategic focus and resource allocation on the best opportunities in terms of growth and profitability.

Pharmaceutical Business

FeraMAX® Pd Therapeutic 150

In 2007, BioSyent Pharma launched FeraMAX® 150, an oral iron supplement, in Canada. In 2016, the Company developed a 100 mg formulation of FeraMAX® capsules ("FeraMAX® 100") for distribution in certain markets outside of Canada.

In 2020, BioSyent Pharma launched FeraMAX® Pd Therapeutic 150 in Canada, replacing FeraMAX® 150 at Canadian pharmacies. FeraMAX® Pd Therapeutic 150 is the first product launched under the trusted FeraMAX® brand using a new patented delivery system for the treatment of iron deficiency anemia based on a Polydextrose Iron Complex ("PDIC") formulation. FeraMAX® Pd Therapeutic 150 is Vegan Certified and is also recognized by the Society of Obstetricians and Gynaecologists of Canada.

FeraMAX® Pd Powder 15

In 2013, BioSyent Pharma launched FeraMAX® Powder, an oral iron product in a dissolvable, pleasant-tasting powder, in Canada. The Company has also launched the product in several international markets through distribution agreements.

In 2021, BioSyent Pharma launched FeraMAX® Pd Powder 15 in Canada, replacing FeraMAX® Powder at Canadian pharmacies. FeraMAX® Pd Powder 15 is the second product launched using the patented PDIC formulation and makes iron therapy convenient for children.

FeraMAX® Pd Maintenance 45

In 2023, BioSyent Pharma launched FeraMAX® Pd Maintenance 45 in Canada. This is the third and newest FeraMAX® Pd product developed by the Company based on the patented PDIC platform. FeraMAX® Pd Maintenance 45 is a chewable, orange-flavoured iron supplement containing 45 mg of elemental iron as well as 75 mg of vitamin C and 1,000 mcg of vitamin B12. FeraMAX® Pd Maintenance 45 enhances the Company's line of FeraMAX® Pd products for the management of iron health, offering patients an innovative solution to maintaining healthy iron levels.

Cathejell®

Cathejell®
2% lidocaine hydrochloride jelly, USP

Cathejell® was in-licensed by BioSyent Pharma from a European partner in 2009. In 2012, BioSyent Pharma launched Cathejell® in Canada. Cathejell® combines a sterile gel with lidocaine in a unique collapsible applicator syringe to ease patient discomfort for a range of medical procedures. Cathejell® is indicated for surface anesthesia and lubrication for various procedures including male and female cystoscopies, catheterizations and other endourethral operations, endoscopies, proctoscopies, rectoscopies and tracheal intubations. Cathejell® can also be used for the symptomatic treatment of pain in connection with cystitis and urethritis.

In June 2023, BioSyent Pharma extended its License, Distribution, and Supply Agreement for the exclusive Canadian rights to Cathejell® until 2034.

RepaGyn®

RepaGyn®

RepaGyn® was in-licensed by BioSyent Pharma from a European partner in 2013. In 2014, BioSyent Pharma launched RepaGyn® in Canada. RepaGyn® is an innovative vaginal suppository recommended for relieving vaginal dryness and healing of the vaginal mucosa. RepaGyn®, a natural health product, is formulated with sodium hyaluronate and provides a hormone-free treatment proven to deliver symptom relief, and tissue repair.

Proktis-M®

Proktis-M®
Rectal Suppositories • Sodium Hyaluronate

Proktis-M® was in-licensed by BioSyent Pharma from a European partner in 2014. In 2014, BioSyent Pharma launched Proktis-M® in Canada. Proktis-M® rectal suppositories are designed to help the healing of the anus and rectum. Proktis-M® rectal suppositories have been studied and tested in conditions such as operated severe internal hemorrhoids, anal fissures, and prevention of radiation-induced proctitis. Proktis-M® rectal suppositories are formulated with sodium hyaluronate, a naturally occurring compound, and offer a temporary matrix to facilitate cell proliferation which enhances wound healing.

Tibella®

Tibella®

Tibella® was in-licensed from a European partner in 2016. In 2020, BioSyent Pharma launched Tibella® in Canada. Tibella®, a prescription product, is a hormone replacement therapy ("HRT") consisting of tibolone. Tibella® is indicated for the short-term treatment of vasomotor symptoms due to estrogen deficiency in postmenopausal women, more than one year after menopause.

Combogesic®

Combogesic® was in-licensed from a partner in 2019. In 2020, BioSyent Pharma launched Combogesic® in Canada. Combogesic® combines two well-known and effective medicines, acetaminophen and ibuprofen, in a single form that has been demonstrated to synergistically provide pain relief.

Inofolic®

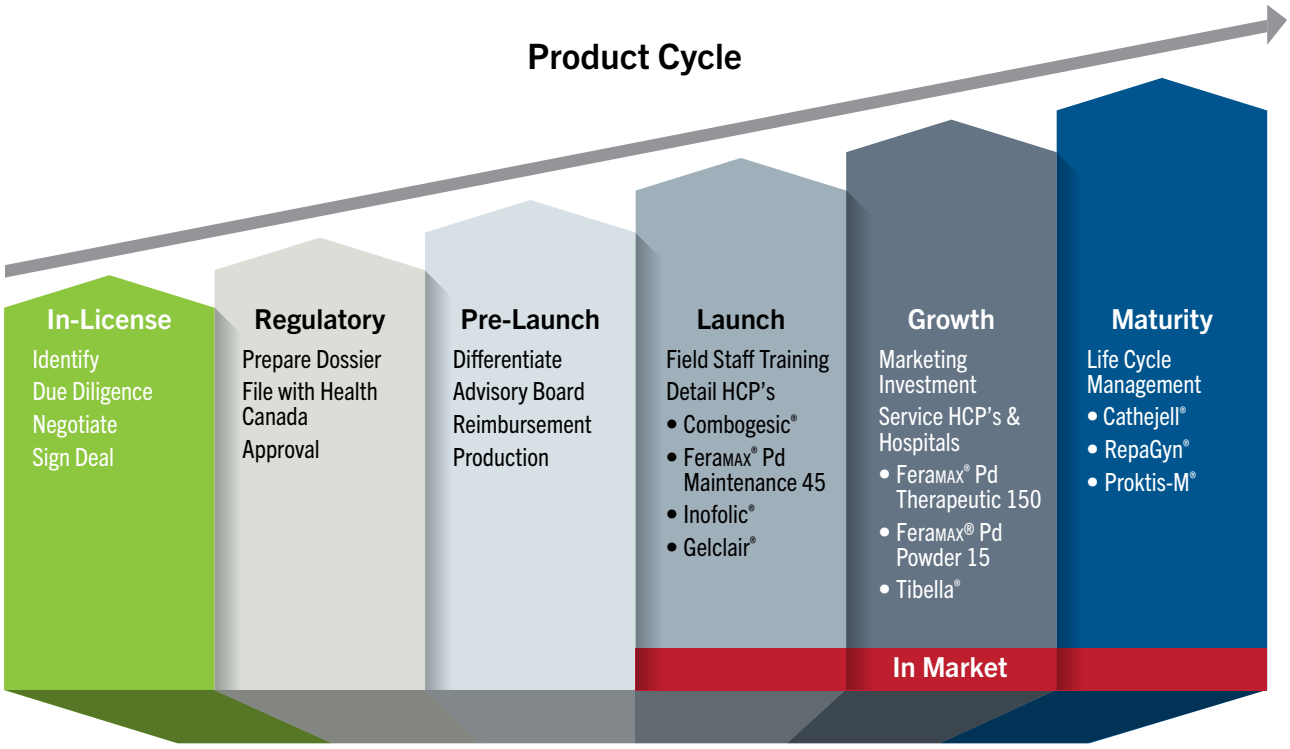
In 2020, BioSyent Pharma signed an exclusive License and Supply Agreement with a European partner for a new women's health product, Inofolic®, for the Canadian market. Inofolic® is a natural health product, combining myo-inositol and folic acid in a soft-gel capsule for the management of the symptoms of Polycystic Ovary Syndrome (PCOS), an endocrine disorder affecting many aspects of a woman's health, including insulin resistance, infertility, menstrual dysfunction and skin manifestations such as acne, hirsutism (excess hair growth) and alopecia (hair loss). Inofolic® has been approved for sale in Canada, the U.S.A., Europe and in several other markets around the world. BioSyent Pharma Inc. launched Inofolic® in Canada in August 2023.

Gelclair®

In 2022, BioSyent Pharma signed a Distribution Agreement with a European partner to acquire an exclusive license to use certain trademarks and to distribute an oncology supportive care product, Gelclair®, in Canada. Gelclair® is a viscous gel specially formulated to aid in soothing the pain of oral mucositis by forming a protective film barrier that adheres to the mucosa of the mouth to protect the nerve endings that cause pain from further irritation and to hydrate and coat damaged tissue. Oral mucositis is a painful inflammation and ulceration of the mucous membranes in the mouth and throat often experienced by patients undergoing radiation or chemotherapy for cancer or bone marrow transplant. Having obtained the necessary regulatory approvals from Health Canada, BioSyent Pharma Inc. commenced promoting Gelclair® in Canada through its Specialty Business Unit in July 2023. BioSyent Pharma Inc. commenced distribution of Gelclair® in Canada in November 2023.

Pharmaceutical Product Cycle

The Company organizes its product lifecycle into six stages: (i) in-license stage, (ii) regulatory stage, (iii) pre-launch stage, (iv) launch stage, (v) growth stage, and (vi) maturity stage.



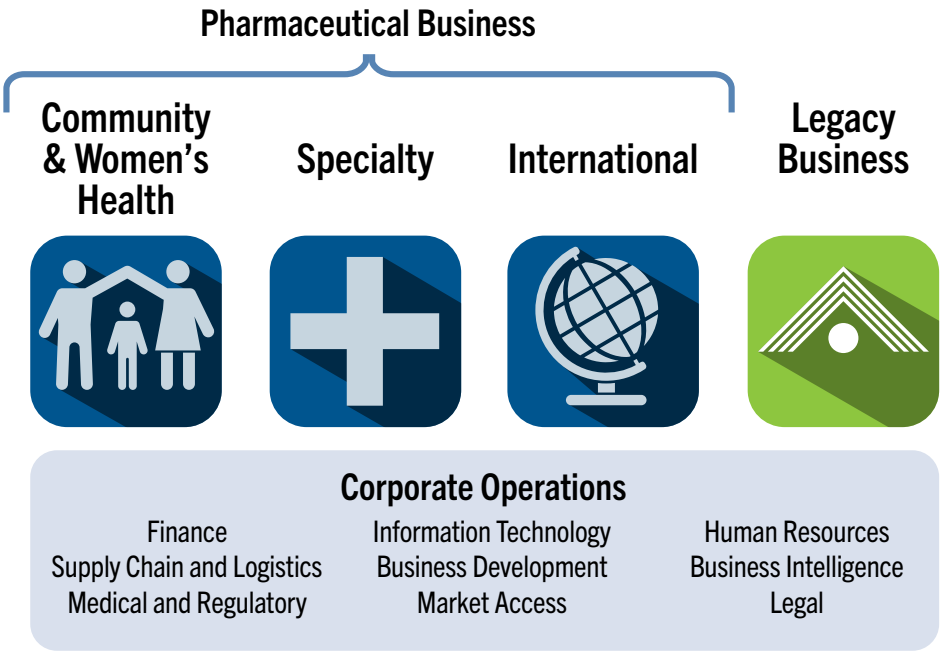
The Company currently has three products in the maturity stage (Cathejell®, RepaGyn® and Proktis-M®), three products in the growth stage (FeraMAX® Pd Therapeutic 150, FeraMAX® Pd Powder 15, and Tibella®), and four products in the launch stage (Combogesic®, FeraMAX® Pd Maintenance 45, Inofolic®, and Gelclair®). New product acquisition opportunities can occur throughout the product lifecycle stages illustrated above.

Pharmaceutical Product Pipeline

The Company is committed to expanding its product portfolio and accelerating its product pipeline with a focus on innovative products that are unique. Although launched in markets outside of Canada, some of these products may require additional investment before the Company seeks approval from Health Canada for the Canadian market.

Pharmaceutical Business Structure

The Company has three pharmaceutical business units: (i) the Community and Women's Health Business Unit which commercializes pharmaceutical products focused on improving family and women's health in Canada (the "**Community Business**"); (ii) the Specialty Business Unit which sells pharmaceutical and healthcare products to Canadian hospitals and specialists (the "**Specialty Business**"); and (iii) the International Pharmaceutical Business Unit which sells FeraMAX® to markets outside of Canada (the "**International Business**").



These three business units, collectively, the **"Pharmaceutical Business",** as well as the Legacy Business, are supported by the Company's Corporate Operations, including the finance, supply chain and logistics, medical and regulatory affairs, information technology, business development, market access, human resources, business intelligence, and legal functions. As the Company expands its product portfolio into new therapeutic areas, new business units may be established as part of the pharmaceutical business structure as and when considered appropriate.

Legacy Business

Protect-It®

The Company continues to manufacture and market Protect-It®, a bio-friendly, non-chemical, food-safe grain insecticide. Protect-It® was developed through collaborative research between the Cereal Research Centre of Agriculture and Agri-Food Canada. Protect-It® is used as a preventative treatment against insect infestations in stored grains. The Legacy Business provides an additional source of cash flows for the Company allowing it to focus on its strategic areas of growth in the Pharmaceutical Business.

New Capabilities and Awards

FeraMax® Pd Maintenance 45

In March 2023, BioSyent Pharma launched FeraMax® Pd Maintenance 45 in Canada. This is the third and newest FeraMax® Pd product developed by the Company based on the patented PDIC platform. FeraMax® Pd Maintenance 45 is a chewable, orange-flavoured iron supplement containing 45 mg of elemental iron as well as 75 mg of vitamin C and 1,000 mcg of vitamin B12. FeraMax® Pd Maintenance 45 enhances the Company's line of FeraMax® Pd products for the management of iron health, offering patients an innovative solution to maintaining healthy iron levels.

FeraMAX® #1 for Eighth Consecutive Year

On May 1, 2023, the Company's FeraMAX® brand was named the #1 Pharmacist and Physician recommended over-the-counter oral iron supplement brand in Canada for the eighth consecutive year *(EnsembleIQ Research and Innovation: Pharmacy Practice + Business, The Medical Post, Profession Santé*, CanadianHealthcareNetwork.ca, and ProfessionSanté.ca 2023 Survey on OTC Counselling and Recommendations).

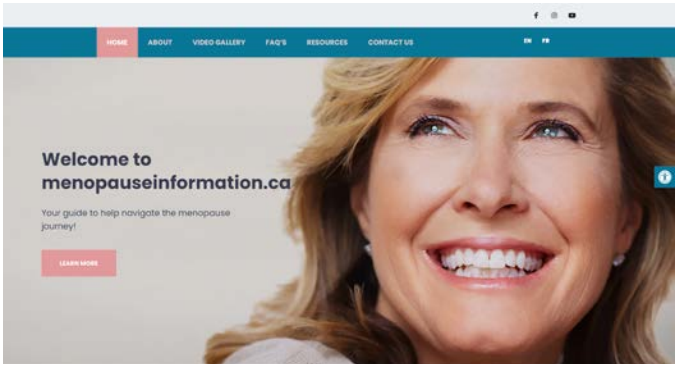
Inofolic®

In August 2023, BioSyent Pharma Inc. launched Inofolic® in Canada. Inofolic® is a natural health product, combining myo-inositol and folic acid in a soft-gel capsule for the management of the symptoms of Polycystic Ovary Syndrome (PCOS), an endocrine disorder affecting many aspects of a woman's health, including insulin resistance, infertility, menstrual dysfunction and skin manifestations such as acne, hirsutism (excess hair growth) and alopecia (hair loss). Inofolic® has been approved for sale in Canada, the U.S.A., Europe and in several other markets around the world. Inofolic® was in-licensed by BioSyent Pharma Inc. for Canada in October 2020.

Gelclair®

In November 2023, BioSyent Pharma Inc. commenced distribution in Canada of Gelclair®, a new oncology supportive care product which was in-licensed by BioSyent Pharma Inc. in December 2022 and approved by Health Canada in May 2023. Gelclair® is a viscous gel specially formulated to aid in rapidly soothing the pain of oral mucositis by forming a protective film barrier that adheres to the mucosa of the mouth to protect the nerve endings that cause pain from further irritation and to hydrate and coat damaged tissue. Oral mucositis is a painful inflammation and ulceration of the mucous membranes in the mouth and throat often experienced by patients undergoing radiation or chemotherapy for cancer or bone marrow transplant.

Launch of menopauseinformation.ca



In October 2023, the Company launched *menopauseinformation.ca* on World Menopause Day in collaboration with healthcare professionals in order to provide Canadian women with up-to-date information and educational resources on menopause. *menopauseinformation.ca* has also been endorsed by the Canadian Menopause Society.

Increase in Q1 2024 Dividend

On February 6, 2024, the Company's Board of Directors declared a quarterly dividend of $0.045 per common share payable on March 15, 2024 to shareholders of record on February 29, 2024. This first quarter 2024 dividend will be the Company's sixth consecutive quarterly dividend payment and represents a 12.5% increase from the fourth quarter 2023 dividend of $0.040 per common share.

TSX Venture 50

On February 21, 2024, BioSyent Inc. was named to the 2024 TSX Venture 50 list in the Clean Technology and Life Sciences category as one of the top performers on the TSX Venture Exchange. The TSX Venture 50 recognizes the top 10 companies from each of five sectors: Clean Technology and Life Sciences, Diversified Industries, Energy, Mining, and Technology. The companies are ranked based on three equally-weighted criteria: share price appreciation, market capitalization growth, and trading value.

Key Performance Measures

Key performance measures for the fourth quarter ("Q4") and full year ("FY") ended December 31, 2023 and December 31, 2022 are presented in the tables below along with the preceding three quarters:

Key Performance Measure	FY 2023	% Change vs. FY 2022	% to Total Company Sales	CAGR* (FY 2021 - FY 2023)	Q4 2023	% Change vs. Q4 2022	% to Total Company Sales	Q3 2023	Q2 2023	Q1 2023
Canadian Pharma Sales	29,554,899	13%	94%		7,989,098	10%	97%	7,432,361	7,721,746	6,411,694
International Pharma Sales	1,047,747	53%	3%		54,750	-54%	1%	992,997	-	-
Legacy Business Sales	987,656	0%	3%		229,838	317%	3%	445,764	241,054	71,000
Total Company Sales	31,590,302	13%	100%	5%	8,273,686	11%	100%	8,871,122	7,962,800	6,482,694
Gross Profit	25,597,943	12%	81%		6,704,505	8%	81%	7,062,098	6,496,608	5,334,732
EBITDA	7,926,478	7%	25%		1,650,301	5%	20%	2,899,612	1,859,931	1,516,634
NIAT	6,460,127	18%	20%	1%	1,450,791	21%	18%	2,350,900	1,483,190	1,175,246
Diluted EPS	0.53	20%			0.12	33%		0.20	0.12	0.10
Net Change in Cash, Short term and Long term Investments	(8,633)				(602,603)			1,367,061	1,673,068	(2,446,159)

Key Performance Measure	FY 2022	% Change vs. FY 2021	% to Total Company Sales	CAGR* (FY 2020 - FY 2022)	Q4 2022	% Change vs. Q4 2021	% to Total Company Sales	Q3 2022	Q2 2022	Q1 2022
Canadian Pharma Sales	26,251,843	2%	94%		7,289,023	13%	98%	6,371,751	6,272,185	6,318,884
International Pharma Sales	683,578	-58%	2%		117,791	-63%	2%	-	-	565,787
Legacy Business Sales	989,766	-18%	4%		55,116	-87%	1%	419,220	362,690	152,740
Total Company Sales	27,925,187	-2%	100%	12%	7,461,930	3%	100%	6,790,971	6,634,875	7,037,411
Gross Profit	22,857,883	1%	82%		6,193,608	6%	83%	5,609,449	5,464,071	5,590,755
EBITDA	7,432,996	-15%	27%		1,568,032	-41%	21%	1,949,019	1,688,583	2,227,362
NIAT	5,458,345	-13%	20%	20%	1,199,516	-36%	16%	1,453,042	1,217,883	1,587,904
Diluted EPS	0.44	-10%			0.09	-40%		0.12	0.10	0.13
Net Change in Cash, Short term and Long term Investments	483,974				910,999			(113,905)	1,054,660	(1,367,780)

*CAGR - Compound Annual Growth Rate - See Non-IFRS Financial Measures

Q4 2023 vs. Q4 2022

Total Company sales grew by 11% in Q4 2023 over the comparative period, driven by record Canadian pharmaceutical sales for the quarter of $7,989,098 with growth from across the Company's product portfolio, including modest incremental sales growth from products newly launched in 2023: FeraMax® Pd Maintenance 45, Inofolic®, and Gelclair®.

The Company's EBITDA margin of 20% to sales in Q4 2023 decreased slightly from an EBITDA margin of 21% to sales in Q4 2022 as a result of planned selling and marketing investments during the quarter in 2023 launch products, FeraMax® Pd Maintenance 45, Inofolic®, and Gelclair®. There was also an increase in the cost of goods on certain products during 2023 as well as changes in sales mix with some impact on gross margins overall for Q4 2023.

FY 2023 vs. FY 2022

FY 2023 total Company sales of $31,590,302 grew by 13% over the prior year, driven by 13% year-over-year growth in the Company's Canadian pharmaceutical business.

The Company's FY 2023 EBITDA margin of 25% to sales decreased from an EBITDA margin of 27% to sales in FY 2022 as a result of additional selling and marketing investment in three new products launched in FY 2023. The Company will continue to invest in long-term growth in 2024 with continued selling and marketing support of its launch and growth brands and focused investment in its mature brands.

Results of Operations for the three and twelve months ended December 31, 2023 and 2022

Sales

Total Company Sales:

Q4 2023 vs. Q4 2022

Total Company sales for Q4 2023 were $8,273,686, increasing by 11% compared to Q4 2022 sales of $7,461,930 which increased by 3% compared to Q4 2021.

FY 2023 vs. FY 2022

Total Company sales for FY 2023 were a record $31,590,302, increasing by 13% compared to FY 2022 sales of $27,925,187 which decreased by 2% compared to FY 2021.

Canadian Pharmaceutical Sales:

Q4 2023 vs. Q4 2022

Canadian pharmaceutical sales for Q4 2023 were a record $7,989,098, increasing by 10% versus Q4 2022 sales of $7,289,023 and increasing by 7% versus previous Q3 2023 sales of $7,432,361.

The table below summarizes the Q4 2023 versus Q4 2022 percentage change in sales (dollars) by product:

Product	Q4 2023 vs. Q4 2022 Change
FeraMax® Pd	+9%
RepaGyn®	+7%
Tibella®	+36%
Combogesic®	-71%
Inofolic®	*
Cathejell®	+10%
Gelclair®	*

*Newly-launched product – $nil comparative sales for Q4 2022

Continued growth in Q4 2023 Canadian pharmaceutical sales was driven primarily by the FeraMax® Pd product suite and Tibella®, with sales growth from these products (measured in dollars) in Q4 2023 of 9% and 36%, respectively.

The Company also recorded its first sales during Q4 2023 of the new Gelclair® oncology supportive care product for which distribution commenced in Canada in November 2023 as part of the Company's Specialty Business Unit. This product was commercialized by the Company less than one year after it was first in-licensed in December 2022.

FY 2023 vs. FY 2022

Canadian pharmaceutical sales for FY 2023 were $29,554,899, increasing by 13% versus FY 2022 sales of $26,251,843 which increased by 2% compared to FY 2021.

The table below summarizes the FY 2023 versus FY 2022 percentage change in sales (dollars) by product:

Product	FY 2023 vs. FY 2022 Change
FeraMax® Pd	+13%
RepaGyn®	+3%
Tibella®	+46%
Combogesic®	-53%
Inofolic®	*
Cathejell®	+5%
Gelclair®	*

*Newly-launched product – $nil comparative sales for FY 2022

FeraMax® Pd sales (measured in dollars) increased by 13% in FY 2023 versus FY 2022, including incremental sales contributed by the FeraMax® Pd Maintenance 45 product launched in March 2023. With increased selling, promotional and media investment behind the FeraMax® Pd brand, the Company has observed growing consumer demand for these products. The Tibella® product showed strong growth in 2023 with sales (measured in dollars) increasing by 46% over 2022. Focused salesforce investment by the Company and growing patient awareness of menopause treatment options contributed to this sales growth. As a result of certain temporary sales promotion initiatives during the year, the value of Combogesic® product sales decreased by 53% in FY 2023 versus FY 2022.

In addition to the launch of FeraMax® Pd Maintenance 45 in 2023, the Company also launched the Inofolic® women's health product and the Gelclair® oncology supportive care product, all of which were revenue-generating during the year and contributed modest incremental growth to total Company revenues overall.

The Company's mature brands, RepaGyn® and Cathejell® continued to deliver sales growth during FY 2023 with sales of these brands increasing by 3% and 5%, respectively, over FY 2022.

International Pharmaceutical Sales:

Q4 2023 vs. Q4 2022

International FeraMAX® sales for Q4 2023 were $54,750, decreasing by 54% compared to Q4 2022 sales of $117,791 which decreased by 63% compared to Q4 2021.

FY 2023 vs. FY 2022

International FeraMAX® sales for FY 2023 were $1,047,747, increasing by 53% compared to FY 2022 sales of $683,578 which decreased by 58% compared to FY 2021. Although encouraged by this rebound in 2023 international FeraMAX® sales, the Company continues to experience unevenness in the timing of international FeraMAX® sales to its export markets from year to year as the Company's distribution partners navigate the regulatory, logistical and trade challenges of the business environment in certain of these markets. The Company secured a distribution agreement with a partner in a new international market during 2023.

Legacy Business Sales:

Q4 2023 vs. Q4 2022

Legacy Business sales of Protect-It® for Q4 2023 were $229,838, increasing by 317% compared to Q4 2022 sales of $55,116 which decreased by 87% as compared to Q4 2021.

FY 2023 vs. FY 2022

Protect-It® sales for FY 2023 were $987,656, consistent with FY 2022 sales of $989,766 which decreased by 18% as compared to FY 2021 with timing of demand for grain insecticides influenced by several factors, including weather conditions, prices of agricultural inputs, the quality and quantity of the food grain harvest, and the level of infestation of stored grain.

Expenses

Q4 2023 vs. Q4 2022

	Q4 2023	% Change vs. Q4 2022	% to Total Company Sales	Q4 2022	% Change vs. Q4 2021	% to Total Company Sales
Cost of goods sold	$ 1,569,181	24%	19%	$ 1,268,322	-9%	17%
Selling and marketing	$ 3,609,952	12%	44%	$ 3,209,021	61%	43%
General and administration	$ 1,508,284	-1%	18%	$ 1,528,954	10%	20%
New business development costs	$ 57,320	33%	1%	$ 42,968	-10%	1%
Finance costs	$ 16,394	-12%	0%	$ 18,652	-10%	0%
Subtotal	$ 6,761,131	11%	82%	$ 6,067,917	25%	81%
Finance income	$ (342,183)	33%	4%	$ (258,037)	357%	3%

Total expenses for Q4 2023 (including the cost of goods sold) were $6,761,131, increasing by 11% overall versus Q4 2022 expenses of $6,067,917 which increased by 25% versus Q4 2021. The ratio of total expenses to sales in Q4 2023 was 82%, increasing slightly from a ratio of 81% in Q4 2022.

The cost of goods sold increased to 19% of sales in Q4 2023 as compared to 17% in Q4 2022 with input cost pressures on certain products and changes in sales mix impacting the overall gross margin.

Total selling and marketing expenses for Q4 2023 were $3,609,952, increasing by 12% as compared to Q4 2022 selling and marketing expenses of $3,209,021. During the quarter, the Company incurred incremental promotional expenses related to the launch of the Inofolic® product (distribution commenced in August 2023) and Gelclair® (distribution commenced in November 2023), as well as continued marketing support of the FeraMAX® Pd Maintenance 45 product which was launched in March 2023. As a result of these incremental promotional expenses on launch products, the overall ratio of selling and marketing expenses to sales increased to 44% in Q4 2023 as compared to 43% in Q4 2022.

General and administration expenses for Q4 2023 were $1,508,284, decreasing marginally as compared to Q4 2022 general and administration expenses of $1,528,954. The ratio of general and administration expenses to total Company sales for Q4 2023 was 18%, decreasing from a ratio of 20% in Q4 2022 as a result of 11% overall sales growth for the quarter.

Finance income for Q4 2023, consisting of interest earned on short term and long term investments, was $342,183, increasing by 33% as compared to Q4 2022 finance income of $258,037 as the impact of higher interest rates in Canada and the U.S. increased the yields earned on the Company's short term investments in Q4 2023 over the comparative quarter.

FY 2023 vs. FY 2022

	FY 2023	% Change vs. FY 2022	% to Total Company Sales	FY 2022	% Change vs. FY 2021	% to Total Company Sales
Cost of goods sold	$ 5,992,359	18%	19%	$ 5,067,304	-15%	18%
Selling and marketing	$ 11,884,054	15%	38%	$ 10,290,546	13%	37%
General and administration	$ 6,124,818	12%	19%	$ 5,487,865	4%	20%
New business development costs	$ 117,931	21%	0%	$ 97,474	-16%	0%
Finance costs	$ 68,411	-11%	0%	$ 77,142	-10%	0%
Subtotal	$ 24,187,573	15%	77%	$ 21,020,331	2%	75%
Finance income	$ (1,131,124)	115%	4%	$ (525,795)	238%	2%

Total expenses for FY 2023 (including the cost of goods sold) were $24,187,573, increasing by 15% versus FY 2022 expenses of $21,020,331 which increased by 2% versus FY 2021. The ratio of total expenses to sales in FY 2023 was 77%, increasing from a ratio of 75% in FY 2022.

The cost of goods sold increased marginally to 19% of sales in FY 2023 as compared to 18% in FY 2022 with input cost pressures on certain products and changes in sales mix.

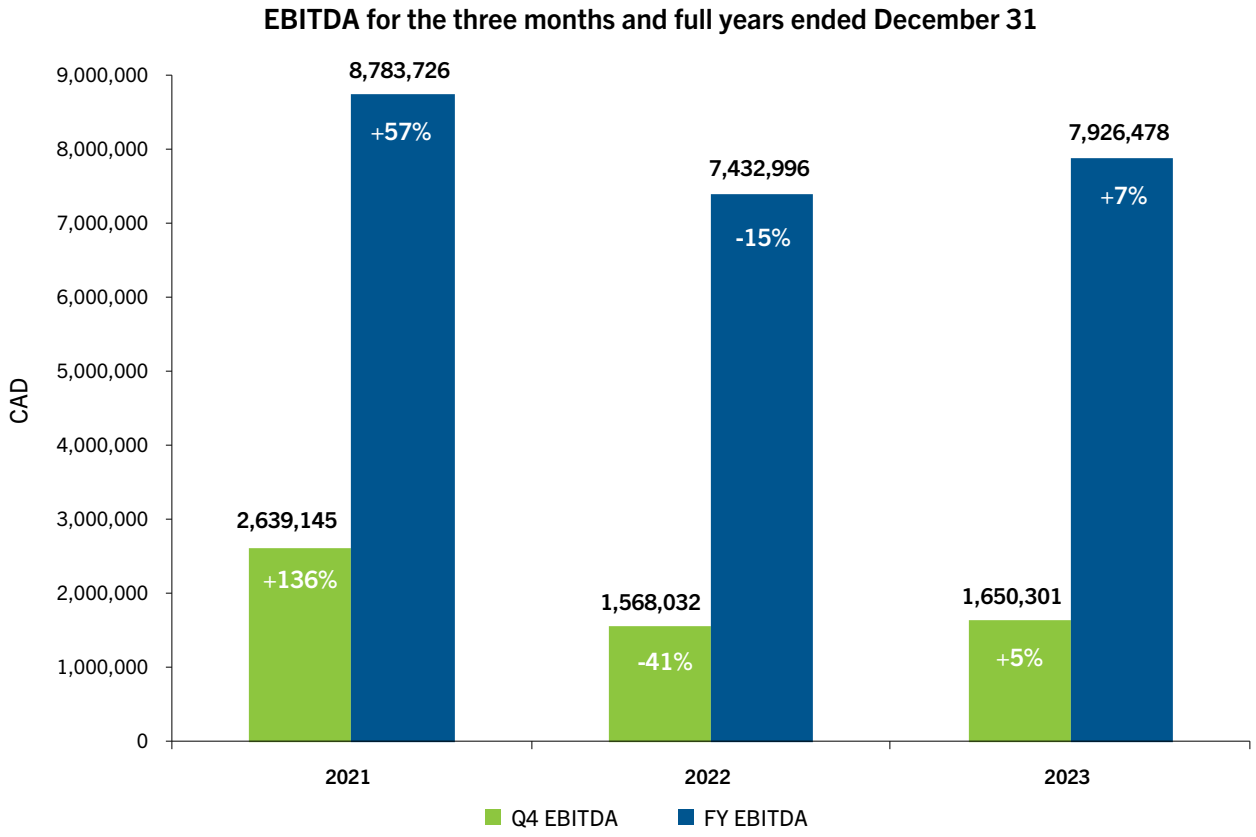
Total selling and marketing expenses for FY 2023 were $11,884,054, increasing by 15% as compared to FY 2022 selling and marketing expenses of $10,290,546 as the Company commercialized three new products during 2023, expanded its field salesforce to support its growing product portfolio, and made promotional and media investments behind its growth brands. The ratio of selling and marketing expenses to sales in FY 2023 was 38%, increasing from a ratio of 37% in FY 2022 as a result of incremental selling and marketing expenditures on FeraMax® Pd Maintenance 45, Inofolic® and Gelclair®. Management plans to make further selling and marketing investment in these three launch products in 2024 to support their acceptance and growth trajectory in their respective markets.

General and administration expenses for FY 2023 were $6,124,818, increasing by 12% as compared to FY 2022 general and administration expenses of $5,487,865. This overall increase was a result of increasing employee costs, pervasive cost increases as a result of inflationary pressures, the provision for expected credit losses on accounts receivable, and unrealized foreign exchange losses on the mark-to-market revaluation of the Company's USD-denominated monetary assets on the reporting date. However, the ratio of general and administration expenses to total Company sales for FY 2023 was 19%, decreasing from a ratio of 20% in FY 2022 as a result of 13% revenue growth during the year.

Finance income for FY 2023, consisting of interest earned on short term and long term investments, was $1,131,124, increasing by 115% as compared to FY 2022 finance income of $525,795 as the impact of higher interest rates in Canada and the U.S. increased the yields earned on the Company's investments during the year.

Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA is a non-IFRS financial measure. The term EBITDA does not have any standardized meaning under IFRS and therefore may not be comparable to similar measures presented by other companies. The Company defines EBITDA as earnings before interest income and/or expense, income taxes, depreciation and amortization. A summary of the Company's EBITDA for the three and twelve months ended December 31, 2021, 2022, and 2023 is provided in the graph below:



Q4 2023 vs. Q4 2022

EBITDA for Q4 2023 of $1,650,301 increased by 5% compared to EBITDA for Q4 2022 of $1,568,032 which decreased by 41% compared to Q4 2021. While revenues increased by 11% in Q4 2023 over Q4 2022, the Company's EBITDA margin of 20% to sales in Q4 2023 decreased slightly from an EBITDA margin of 21% to sales in Q4 2022 as a result of incremental selling and marketing expenditures in Q4 2023 in launch products. There was also an increase in the cost of goods on certain products during 2023, impacting Q4 2023 gross margins and EBITDA margins.

A reconciliation of EBITDA to NIAT for the three months ended December 31, 2023, 2022, and 2021 is provided in the table below:

RECONCILIATION OF EBITDA TO NIAT
FOR THE THREE MONTHS (Q4) ENDED DECEMBER 31

		2023	2022	2021
Q4 EBITDA		$ 1,650,301	$ 1,568,032	$ 2,639,145
Add:	Interest Income	342,183	258,037	38,029
Less:	Depreciation of Property and Equipment	(76,964)	(79,224)	(84,101)
	Amortization of Intangible Assets	(44,388)	(76,143)	(25,792)
	Interest Expense	(16,394)	(18,652)	(20,743)
	Income Tax Expense	(403,947)	(452,534)	(668,734)
Q4 NIAT		$ 1,450,791	$ 1,199,516	$ 1,877,804

FY 2023 vs. FY 2022

EBITDA for FY 2023 of $7,926,478 increased by 7% compared to EBITDA for FY 2022 of $7,432,996 which decreased by 15% compared to FY 2021. The Company's FY 2023 EBITDA margin of 25% to sales decreased from an EBITDA margin of 27% to sales in FY 2022 primarily as a result of additional selling and marketing investment in three new products launched in FY 2023.

A reconciliation of EBITDA to NIAT for the full years ended December 31, 2023, 2022, and 2021 is provided in the table below:

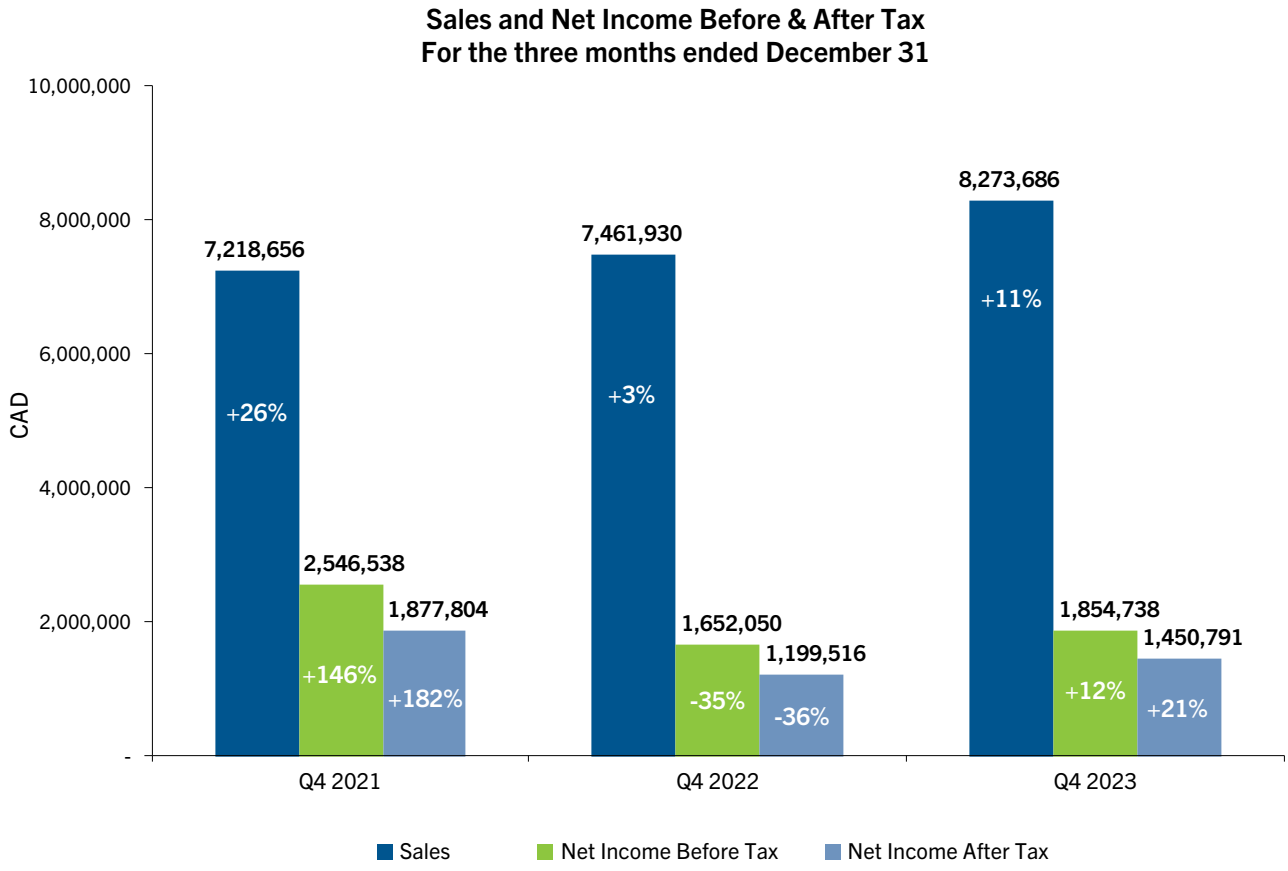
RECONCILIATION OF EBITDA TO NIAT
FOR THE YEAR ENDED DECEMBER 31

		2023	2022	2021
FY EBITDA		$ 7,926,478	$ 7,432,996	$ 8,783,726
Add:	Interest Income	1,131,124	525,795	137,047
Less:	Depreciation of Property and Equipment	(292,632)	(305,350)	(314,839)
	Amortization of Intangible Assets	(162,706)	(145,648)	(142,267)
	Interest Expense	(68,411)	(77,142)	(85,246)
	Income Tax Expense	(2,073,726)	(1,972,306)	(2,096,855)
FY NIAT		$ 6,460,127	$ 5,458,345	$ 6,281,566

Net Income After Taxes (NIAT)

Q4 2023 vs. Q4 2022

NIAT for Q4 2023 of $1,450,791 increased by 21% compared to NIAT for Q4 2022 of $1,199,516 which decreased by 36% compared to Q4 2021. While the Company's Q4 2023 pre-tax net profit margin of 22% was consistent with Q4 2022, the Company's NIAT margin increased to 18% of sales in Q4 2023 from 16% of sales in Q4 2022 as a result of certain one-time income tax deductions on equity compensation and an inventory donation in 2023.

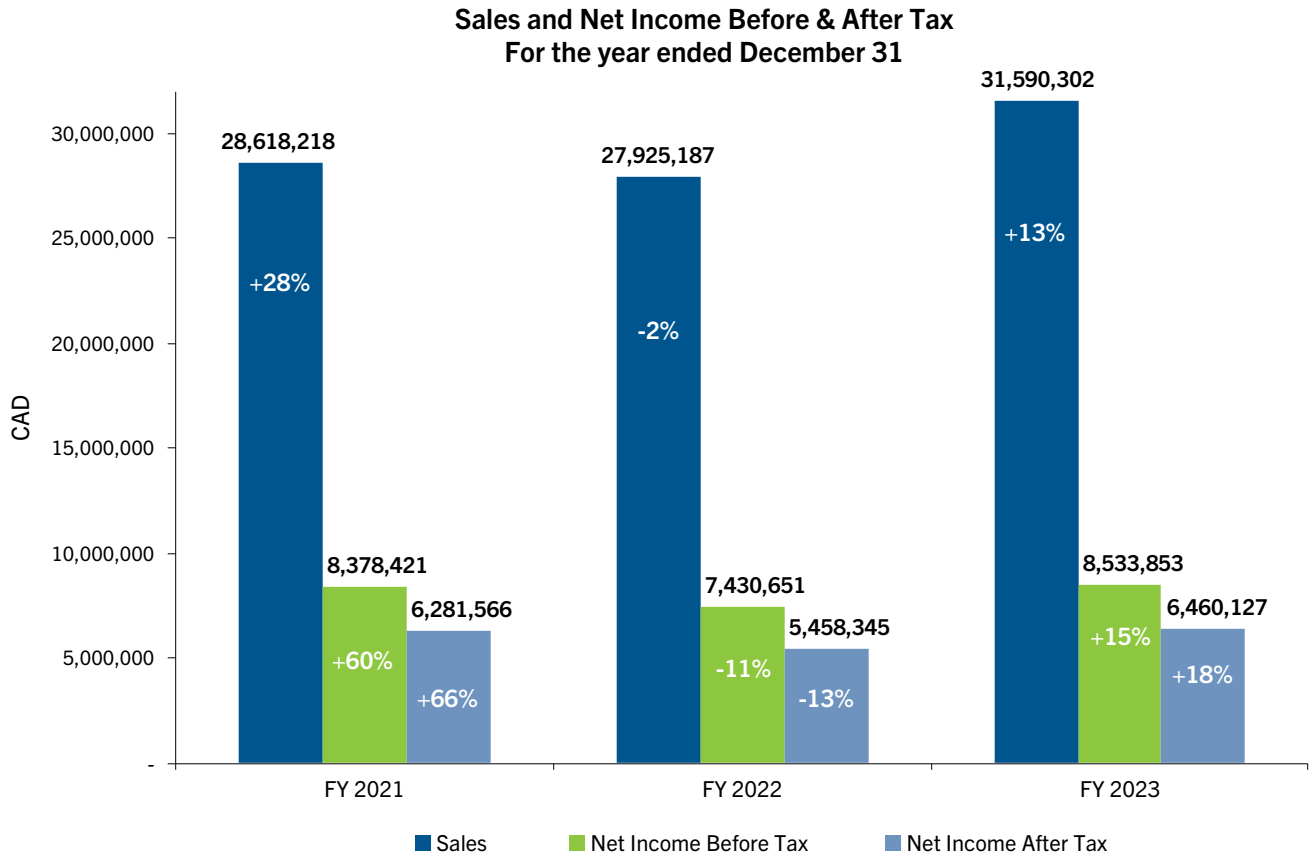


Including currency translation losses of $152,085, total comprehensive income for Q4 2023 was $1,298,706, increasing by 9% compared to total comprehensive income for Q4 2022 of $1,196,146, which decreased by 37% compared to total comprehensive income for Q4 2021.

FY 2023 vs. FY 2022

NIAT for FY 2023 of $6,460,127 increased by 18% compared to NIAT for FY 2022 of $5,458,345 which decreased by 13% compared to FY 2021. While the Company's FY 2023 pre-tax net

profit margin of 27% was consistent with FY 2022, the Company's NIAT margin increased marginally in FY 2023 as a result of certain one-time income tax deductions in 2023.



Including currency translation losses of $34,311, total comprehensive income for FY 2023 was $6,425,816, increasing by 17% compared to total comprehensive income for FY 2022 of $5,500,461 which decreased by 12% compared to total comprehensive income for FY 2021.

Earnings per Share (EPS)

Below is a summary of the Company's quarterly sales, NIAT, and EPS for the eight most recently completed quarters:

	Q4 2023	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022	Q2 2022	Q1 2022
Total Company Sales ($)	**8,273,686**	8,871,122	7,962,800	6,482,694	**7,461,930**	6,790,971	6,634,875	7,037,411
Net Income After Taxes ($)	**1,450,791**	2,350,900	1,483,190	1,175,246	**1,199,516**	1,453,042	1,217,883	1,587,904
Earnings Per Share – Basic ($)	**0.12**	0.20	0.12	0.10	**0.09**	0.12	0.10	0.13
Earnings Per Share – Fully Diluted ($)	**0.12**	0.20	0.12	0.10	**0.09**	0.12	0.10	0.13
TTM EPS – Diluted ($)	**0.53**	0.50	0.43	0.41	**0.44**	0.49	0.50	0.49

Fully diluted EPS for Q4 2023 was $0.12, increasing by $0.03 compared with fully diluted EPS of $0.09 for Q4 2022 which decreased by $0.06 versus Q4 2021.

Fully diluted EPS for FY 2023 was a record $0.53, increasing by $0.09 compared with fully diluted EPS of $0.44 for FY 2022 which decreased by $0.05 versus FY 2021.

Financial Resources and Liquidity

Working capital, defined here as the difference between current assets and current liabilities, decreased to $30,337,631 as at December 31, 2023 from $31,423,515 as at December 31, 2022. Cash and short term investments of $26,187,011 accounted for 86% of working capital as at December 31, 2023 as compared with cash and short-term investments of $28,695,644 accounting for 91% of working capital as at December 31, 2022. The Company has sufficient cash and working capital to maintain its operating activities and to fund its planned growth and development activities.

During the year, the Company deployed cash to secure its inventory position, with inventory increasing by $1,359,152 year-over-year. This increase in inventory levels was planned as the Company launched and began stocking three new products during 2023. The Company also increased inventory levels of certain of its existing products during the fourth quarter of 2023 in response to continued demand and expected sales growth in 2024.

The Company's business model does not require significant ongoing capital investment. This business model consistently generates cash from operations, providing the Company with significant cash reserves not required in operations. The Company's cash reserves provide it with flexibility in the sourcing, financing, as well as commercialization of new product in-licensing and acquisition opportunities.

In addition to significant investment in growth (both in organic growth from existing brands and incremental growth from new brands), from time to time, excess capital may be returned to shareholders through Normal Course Issuer Bid share buybacks and cash dividends. Between December 10, 2018 and March 13, 2024, the Company repurchased and cancelled approximately 2.7 million common shares with a total expenditure of approximately $18.4 million (average price per share of $6.75).

On August 23, 2022, the Company's Board of Directors adopted a Dividend Policy. Subsequent quarterly cash dividends were declared and paid on the dates indicated in the table below:

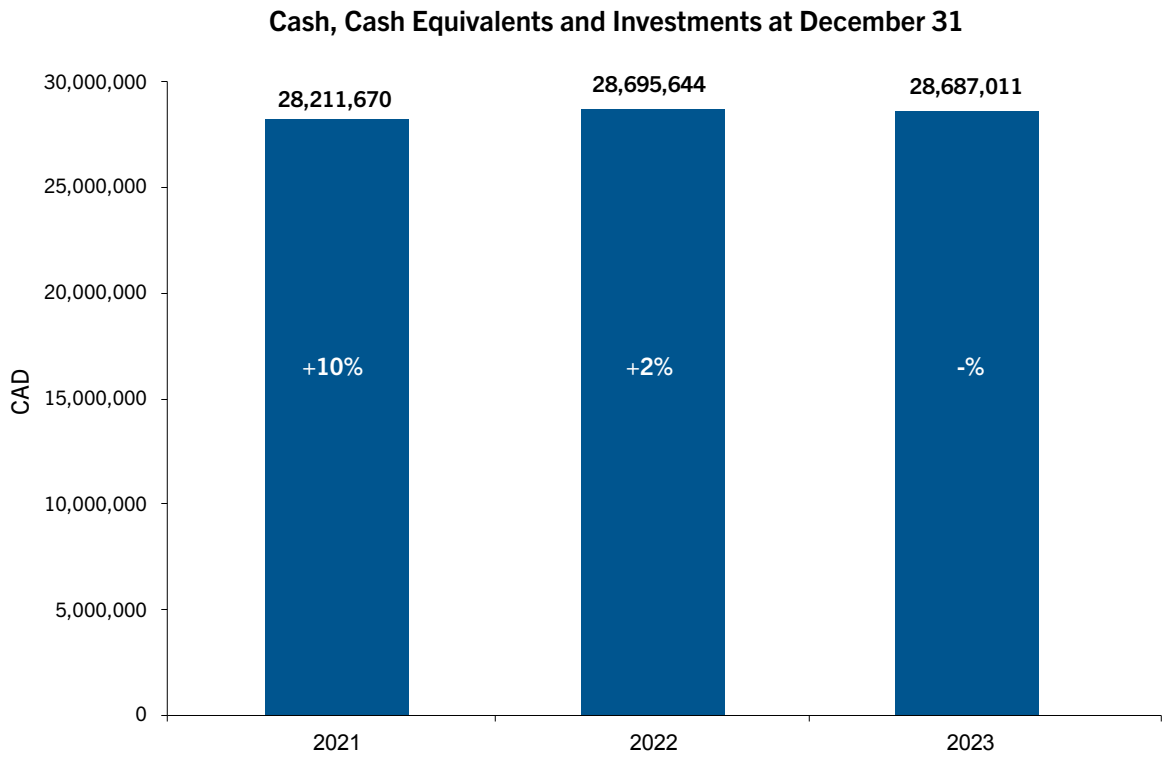
Declaration Date	Record Date	Payment Date	Amount per Common Share
October 12, 2022	November 30, 2022	December 15, 2022	$0.040
February 1, 2023	February 28, 2023	March 15, 2023	$0.040
May 25, 2023	June 2, 2023	June 15, 2023	$0.040
August 22, 2023	August 31, 2023	September 15, 2023	$0.040
November 15, 2023	November 30, 2023	December 15, 2023	$0.040
February 6, 2024	February 29, 2024	March 15, 2024	$0.045

In addition to ongoing investments in growth and portfolio diversification, based on the Company's historical financial performance and planned future growth, the Board of Directors believes that share buybacks and cash dividends are also an effective use of capital in delivering long-term value to all BioSyent shareholders.

During FY 2023, there was a net decrease in cash, short-term and long-term investments of $8,633 as compared to a net increase of $483,974 during FY 2022. With FY 2023 NIAT of $6,460,127, the Company generated $5,054,974 in cash flows from operations after changes in non-cash working capital items during the year. Comparatively, with FY 2022 NIAT of $5,458,345, the Company generated $4,948,756 in cash flows from operations after changes in non-cash working capital during FY 2022.

The Company expended $3,068,899 in FY 2023 for the repurchase and cancellation of its own common shares under a Normal Course Issuer Bid ("NCIB") and a further $627,192 for the purchase and withholding of common shares held in trust for the Company's Restricted Share Unit ("RSU") Plan. The Company also paid net aggregate cash dividends to common shareholders of $1,912,835 during FY 2023. Comparatively, during FY 2022, the Company expended $3,368,691 for the repurchase and cancellation of common shares under its NCIB and a further $319,966 on the purchase of common shares for the Company's RSU Plan. Cash dividends of $483,958 were paid to common shareholders in FY 2022.

The graph below illustrates the company's cash, cash equivalents, short-term and long-term investments as of December 31, 2021, 2022, and 2023 as well as the growth over the comparative period:



Total shareholders' equity increased to $34,759,756 at December 31, 2023 from $33,362,523 at December 31, 2022. While the Company generated comprehensive income of $6,425,816 during FY 2023, it repurchased 400,100 of its own common shares during the period under its NCIB and a further 25,000 common shares, in aggregate, held in trust for future settlements under the RSU Plan, reducing shareholders' equity by a total of $3,252,619 as a result. Shareholders' equity was further reduced by the payment of net aggregate quarterly dividends of $1,912,835 during the year. The Company's return on average equity increased to 19% for FY 2023 as compared to 17% for FY 2022.

The Company's total assets at December 31, 2023 were $41,528,939 increasing by 3% compared to total assets of $40,485,264 as at December 31, 2022. This compares to an increase of 5% in total assets during FY 2022 from total assets of $37,167,456 at December 31, 2021.

The Company has no short term or long term debt; however, the Company has credit facilities available with Royal Bank of Canada totaling $3,090,000, including a foreign exchange facility of $1,500,000, a credit card facility of $90,000, and a revolving demand credit facility of $1,500,000 which had not been utilized as of December 31, 2023. This credit facility bears interest at a variable rate of Royal Bank prime plus 0.75% and has been secured with a General Security Agreement constituting a first ranking security interest of the Bank in the Company's property. The Company is subject to maintaining certain financial covenants if the demand credit facility is drawn upon.

Risk Management

The Company's risk management policies and financial results are presided over by the Company's Audit Committee, which reports to the Board of Directors of the Company (the "Board"). The pharmaceutical industry in which the Company operates is exposed to several risks due to a strict regulatory environment, an enhanced level of quality consciousness, competition from generic drug companies and heightened intellectual property litigation. The Company cannot predict or identify all risk factors nor can it accurately predict the impact, if any, of the risk factors on its business operations or the extent to which a factor, event or any such combination may materially change future results of the Company's financial position from those reported or projected in any forward-looking statements. Accordingly, the Company cautions the reader not to rely on reported financial information and forward-looking statements to predict actual future results.

This report and the accompanying financial information should be read in conjunction with this statement concerning risks and uncertainties. Some of the risks, uncertainties and events that may affect the Company, its business, operations and results are given in this section. However, the factors and uncertainties are not limited to those stated.

The Company has policies and practices mandated by the Board to manage the Company's risks. Such risks include the following:

1. Sourcing and Revenue Concentration

Some raw materials used in production are sourced from a single supplier and the Company is exposed to the same business risks that the supplier may experience. In line with other pharmaceutical companies, the Company sells its products primarily through a limited number of wholesalers and retail pharmacy chains.

2. Foreign Exchange Risk

The Company currently earns revenue in Canadian dollars ("**CAD**"), U.S. dollars ("**USD**"), and Euros ("**EUR**") and incurs costs in Canadian dollars, U.S. dollars, and Euros. Management monitors the U.S. dollar and Euro net liability position on an ongoing basis during the period and adjusts the total net monetary liability balance accordingly. When it is appropriate to de-risk future foreign exchange transactions, the Company uses Dual Currency Deposits, foreign exchange options, and forward purchase contracts to manage foreign exchange transaction exposure.

3. Interest Rate Risk

Interest rate risk is the risk that the future cash flow of a financial instrument will fluctuate because of changes in interest rates. Some of the Company's cash and cash equivalents as at the date of the Company's Consolidated Statements of Financial Position are invested in redeemable guaranteed investment certificates (each, a "**GIC**"), which earn interest at fixed rates during their tenure. The Company's short-term and long-term investments consist of non-redeemable GICs which also earn interest at fixed rates during their tenure.

The Company manages its interest rate risk by maximizing the interest income earned on excess funds while maintaining the liquidity necessary to conduct operations on a day-to-day basis. Fluctuations in market rates of interest when these GICs are renewed may have an impact on the Company's Finance Income for the period. Changes to the Bank of Canada's Policy Interest Rate in response to the economic impact of the COVID-19 pandemic will affect market rates of interest and the rate of interest earned on the Company's GICs.

4. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's cash and cash equivalents, short term investments, trade and other receivables, and loans receivable. The carrying amount of financial assets represents maximum credit exposure. As the Company invests in GICs with Canadian Chartered Banks, its credit risk on this account is negligible. The Company's loans receivable (see Note 11 of the Consolidated Financial Statements) are full recourse and secured by a pledge of common shares of the Company purchased by the Borrowers, who are key management personnel. Based on these factors, the Company considers the credit risk associated with these loans receivable to be low. There are no factors at the end of the period to indicate a significant increase in credit risk has occurred and there are no defaults on the loans receivable.

a. Aging of Receivables

The majority of the Company's current customers are corporations with whom the Company has transacted for several years. In assessing the credit risk of its trade accounts receivable, the Company considers historical default rates and payment patterns, the nature of its customer base, and forward-looking information including any anticipated changes to its customer base, credit terms, and pricing.

The Company's gross trade accounts receivable at December 31, 2023 of $2,890,334 was consistent with gross trade accounts receivable at December 31, 2022 of $2,893,885.

The Company has provided for expected credit losses of $92,452 (December 31, 2022 - $102,980) related primarily to disputed deductions on trade receivables adjusted for forward looking factors specific to certain Canadian pharmaceutical wholesale customers.

b. Concentration of Receivables

As of December 31, 2023, one customer represents 42% of net trade receivables (December 31, 2022 - 56%) while another customer represents 19% of net trade receivables (December 31, 2022 - 17%), a third customer represents 16% of net trade receivables (December 31, 2022 - 8%), and a fourth customer represents 10% of net trade receivables (December 31, 2022 – 10%).

c. Loans Receivable

The Company advanced loan proceeds totalling $391,500 on May 26, 2017, and a further $175,000 on December 11, 2018, in accordance with the terms of the MSLP for the purchase of the Company's common shares by the Borrowers.

Each full recourse MSLP participant's loan (collectively, the "MSLP Participant Loans") bore interest at rates ranging from 1.00% - 3.00% per annum and had a maturity date of five years for the date that the loan was advanced, being either May 26, 2022 or December 11, 2023 (the "original Maturity Dates").

On March 9, 2022, the Board approved an amendment of the MSLP loans which provided for an extended repayment schedule. On May 26, 2022, the Company entered into amended loan agreements with certain Borrowers under this extended repayment schedule. Under the terms of these amended loan agreements, the Borrowers were required to repay 10% of the MSLP loan principal amount plus any and all accrued interest on the MSLP loan principal amount as of May 26, 2022. The MSLP loan principal amounts which remain outstanding following such repayment continue to bear interest at a prescribed rate of 1.00% per annum or more, with annual repayments of 20% of such remaining MSLP loan principal amounts plus accrued interest thereon due and payable by the Borrowers on each of May 26, 2023, May 26, 2024, May 26, 2025, and May 26, 2026 with the final repayment for all MSLP loans due and payable no later than May 26, 2027 (the "extended Maturity Date").

The modification of certain MSLP loans on May 26, 2022 resulted in no change to the gross carrying amount of such loans; as such, the Company recognized no modification gain or loss on these MSLP loans.

On December 11, 2023, the Company entered into an amended loan agreement with a certain Borrower under this extended repayment schedule. Under the terms of this amended loan agreement, the Borrower was required to repay 10% of the MSLP loan principal amount plus any and all accrued interest on the MSLP loan principal amount as of December 11, 2023. The MSLP loan principal amount which remains outstanding following such repayment continues to bear interest at a prescribed rate of 1.00% per annum or more, with annual repayments of 20% of such remaining MSLP loan principal amounts plus accrued interest thereon due and payable by the Borrower on each of December 11, 2024, December 11, 2025, and December 11, 2026 with the final 40% repayment due and payable no later than May 26, 2027.

The modification of this MSLP loan on December 11, 2023 resulted in no change to the gross carrying amount of such loan; as such, the Company recognized no modification gain or loss on this MSLP loan.

All common shares of the Company purchased with the proceeds of a loan are required to be pledged as security for the satisfaction and performance of the loan obligations. If the Borrower ceases to be employed by the Company or a subsidiary of the Company prior to the end of the original Maturity Dates or the extended Maturity Date, as applicable, all outstanding loan obligations shall become due and payable on the thirtieth (30th) day following the date of termination. In addition, in the event of a default by the Borrower of the terms of the loan, the loan obligations will become due and payable immediately.

Subject to the pledge on the common shares in favour of the Company, the Borrower is the sole owner of all common shares purchased on its behalf pursuant to the MSLP. All proceeds from the sale of common shares acquired through the MSLP are expected to be directed to the Company until the loan obligations have been satisfied in full.

Interest receivable of $16,598 was accrued on the loans for the year ended December 31, 2023 (year ended December 31, 2022 - $6,223) at prescribed interest rates ranging from 4.00% to 5.00% (year ended December 31, 2022 - 1.00% to 3.00%) and has been included in finance income on the Company's Consolidated Statements of Comprehensive Income.

As the loans are full recourse loans, they have not been accounted for as stock-based compensation, but as financial instruments within the scope of IFRS 9, Financial Instruments.

d. Cash, Cash Equivalents, Short-term and Long-term Investments

Cash, cash equivalents, short-term and long-term investments are maintained with Canadian financial institutions and the wholly owned subsidiaries of these financial institutions. Deposits held with banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and are maintained with financial institutions of reputable credit and therefore bear minimal credit risk.

5. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management is actively involved in the review and approval of planned expenditures. All contractual maturities of accounts payable and accrued liabilities are due within one year. The Company has no other liabilities.

The Company generates sufficient cash from operating activities to fund its operations and fulfill its obligations as they become due. The Company has credit facilities available with Royal Bank of Canada totalling $3,090,000, including a revolving demand

credit facility of $1,500,000 which it has not drawn down as at the date hereof, a foreign exchange facility of $1,500,000, and credit card facilities totalling $90,000. The Company's funds have not been committed in any way, except as set out in Note 20 of the Consolidated Financial Statements.

6. Information Technology (IT)

The integrity, reliability, and security of information in all forms are critical to the Company's operations and inaccurate, incomplete or unavailable information could lead to incorrect financial reporting, poor decisions, privacy breaches, and/ or inappropriate disclosure of sensitive information.

The Company is reliant on the integrity of its IT systems, hardware, software and certain other IT infrastructure in maintaining business continuity and in securing proprietary and sensitive information as well as certain of its financial assets. The Company has implemented comprehensive IT security policies and controls in order to safeguard its assets and sensitive information and to maintain business continuity in the event of potential disruptions.

The integrity of the Company's IT systems is exposed to a risk of malicious and unauthorized breaches by outside parties acting unlawfully. While extensive, the Company's IT security policies and controls cannot guarantee that such unauthorized breaches, whether targeted or opportunistic in nature, will not occur in the future. Such a breach could result in loss of financial assets through fraud, loss of sensitive information, reputational loss, or disruption of operations and business continuity.

The Company monitors its exposure to IT security risks on a continual basis and modifies its IT security policies, practices, infrastructure and insurance coverage as needed to address the assessed level of such risk.

7. Competition

The pharmaceutical industry is characterized by intense competition and the Company is faced with the risk of enhanced competitive activity which may impact operational results.

8. Climatic Conditions

The Legacy Business is dependent on agricultural production which, in turn, is impacted by climatic variations which may affect demand for its products.

9. General Economic Conditions

The Company has no control over changes in inflation, input prices, the availability of raw materials and labour, interest rates, foreign currency exchange rates and controls or other economic factors affecting its businesses, including uncertainty surrounding the economic impact of disease epidemics and pandemics and the risk of supply chain interruptions related thereto, geopolitical risks, armed conflicts, economic sanctions or the possibility of political unrest, legal or regulatory changes in jurisdictions in which the Company or its customers operate. These factors could negatively affect the Company's future results of operations.

10. Innovation

The competitiveness of the Company's products is subject to continuous innovation within the pharmaceutical industry. The Company tries to maintain the relevance of its products to the market but is exposed to new improved innovations that can undermine the competitiveness of its products.

11. Width of Product Portfolio

While the Company continuously strives to increase the portfolio of products in its commercialization pipeline, the high cost of acquiring new products and the long lead-time for bringing these products to market creates a dependency on a limited range of products at this time.

12. Capital Risk

Significant capital investment is required in the sourcing, development, and launch of new products to the market as a result of the high cost of product development as well as the high level of competition and regulation in the pharmaceutical industry. Competitive, regulatory, and market risks result in a high degree of new product failures in the specialty pharmaceutical

industry. Given the substantial resources and investment required in launching new products, there is uncertainty that the returns on such investment will meet Company expectations as well as a risk of financial loss for unsuccessful product launches.

13. Agreements Relating to the Development and Distribution of Products Internationally

The Company currently has several collaboration or distribution agreements relating to the marketing and distribution of FeraMAX® products in international markets. The Company relies on these agreements because it does not wish to market its products directly in these markets. The Company intends to secure additional agreements relating to the marketing and distribution of FeraMAX® and any other product for which it may receive commercial rights outside of Canada.

The Company may be unable to enter into in-licensing agreements for the development of new products and out-licensing agreements for the distribution of its existing products. The Company also faces and will continue to face, significant competition in seeking appropriate collaborators and marketing and distribution partners. Moreover, collaboration and distribution arrangements are complex and time-consuming to negotiate, document and implement.

Reliance on these agreements exposes the Company to a number of risks, including the following:

- Collaborators and marketing and distribution partners may not devote sufficient resources to the Company's products or product candidates;
- Disputes may arise with respect to payments that the Company believes are due under such distribution and collaboration agreements;
- Unwillingness on the part of collaborators and marketing and distribution partners to provide updates regarding the progress of its development, commercialization or marketing activities, or to permit public disclosure of these activities;
- Collaborators and marketing and distribution partners may terminate the relationship; disputes may arise in the future with respect to the ownership of rights to technology developed with collaborators;
- Disagreements with collaborators and marketing and distribution partners could result in litigation or arbitration;
- Collaborators may elect to pursue the development of any additional product candidates and pursue technologies or products either on their own or in collaboration with other parties, including competitors;
- Collaborators and marketing and distribution partners may pursue higher priority programs or change the focus of their programs, which could affect the collaborators' and marketing and distribution partners' commitment to their respective territories;
- Collaborators and marketing and distribution partners may develop or distribute products that compete with the Company's products; and
- The Company's pharmaceutical products are distributed to international markets where political and economic risks and uncertainties may exist. These risks and uncertainties could adversely affect the distribution of the Company's products to such markets.

The occurrence of any of these or other events may impair commercialization of the Company's products.

14. Regulatory Risks

With respect to BioSyent's Legacy Business, regulatory and legislative requirements affect the development, manufacture and distribution of BioSyent's products, including the testing and planting of seeds containing its biotechnology traits and the import of crops grown from those seeds. Non-compliance can harm sales and profitability. The failure to receive necessary permits or approvals could have near and long-term effects on BioSyent's ability to produce and sell some current and future products.

With respect to BioSyent's Pharmaceutical Business, the sale of pharmaceutical products is highly regulated, which significantly increases the difficulty and costs involved in obtaining and maintaining regulatory approval for marketing new and existing products.

Various business interruption risks inherent to the pharmaceutical industry, like product recalls, adverse drug reactions, quality issues and issues relating to good manufacturing practices may impact the financial results if they transgress regulatory boundaries.

The regulatory approval process can be long and may involve significant delays despite the Company's best efforts. There is also a risk that the Company's products may be withdrawn from the market and the required approvals suspended as a result of non-compliance with regulatory requirements. The extent of such regulation is increased for products designated by Health Canada as Controlled Substances, such as the Tibella® women's health product. As a result, the Company's costs of regulatory compliance and risks associated with non-compliance are higher for such Controlled Substances than for other non-controlled pharmaceutical products which it markets and sells.

Furthermore, there can be no assurance that the regulators will not require modification to any submissions, which may result in delays or failure to obtain regulatory approvals. Any delay or failure to obtain regulatory approvals could adversely affect the ability of the Company to utilize its technology, thereby adversely affecting operations. Further, there can be no assurance that the Company's products will prove to be safe and effective in clinical trials or receive the requisite regulatory approval.

15. Specific Risks

The Company has insurance policies in place against risks relating to general commercial liability, product liability, product recall, loss of Company assets, IT security, and business interruption. The Company reviews its insurance coverage on a regular basis as part of its risk management program and adjusts this coverage as appropriate, based its current risk profile and operations. The Company is exposed to the potential risk that claims made on the Company or losses incurred may be in excess of the level of insurance coverage undertaken by the Company.

Disclosure of Outstanding Share Data

The authorized share capital of the Company consists of 100,000,000 common shares without par value and 25,000,000 preferred shares without par value. The holders of the preferred shares as a class shall not be entitled to receive notice of, to attend or to vote at any meeting of the shareholders of the Company.

As at March 13, 2024 the following common shares, stock options, and Restricted Share Units were outstanding:

	No. of Shares	Exercise Price Range
Issued common shares	11,815,945	
Treasury shares: RSU Plan in Trust	(203,766)	
Outstanding common shares	11,612,179	
Stock options outstanding	154,947	$6.20 - $ 10.97
RSUs outstanding	196,641	
Fully Diluted at March 13, 2024	11,963,767	

Normal Course Issuer Bid

On December 13, 2022, the Company announced that the TSX Venture Exchange had accepted its Notice of Intention to Make a NCIB for a further 12-month period ending on December 18, 2023 during which the Company would be permitted to purchase up to 690,000 of its own common shares for cancellation. 390,800 common shares were repurchased and cancelled by the Company under this NCIB between December 19, 2022 and December 18, 2023.

On December 13, 2023, the Company announced that the TSX Venture Exchange had accepted its Notice of Intention to Make a NCIB for a further 12-month period ending on December 18, 2024 during which the Company would be permitted to purchase up to 650,000 of its own common shares for cancellation. 136,800 common shares have been repurchased and cancelled by the Company under this NCIB between December 19, 2023 and the date hereof.

Restricted Share Unit Plan

On March 4, 2020, the Board of Directors adopted a Restricted Share Unit ("RSU") Plan which was approved by shareholders on May 27, 2020 and which was subsequently approved by the TSX Venture Exchange. The RSU Plan was established as a vehicle by which equity-based incentives may be granted to eligible employees, consultants, directors and officers of the Company to recognize and reward their contributions to the long-term success of the Company including aligning their interests more closely with the interests of the Company's shareholders. The RSU Plan is a fixed plan which reserves for issuance a maximum of 800,000 common shares of the Company.

As of the date hereof, 203,766 of the Company's own common shares were held in trust pursuant to its RSU Plan for future settlement of vested RSUs granted to employees, senior management, and directors of the Company. As of the date hereof, there are 196,641 unvested RSUs outstanding.

Commitments

Office Leases

The Company's office lease agreement commenced on September 1, 2019 and extends to August 31, 2029.

The Company's undiscounted minimum future rental payments and estimated occupancy costs (including certain operating costs and realty taxes) for the next five fiscal years under this lease agreement as of the date hereof are approximately as follows:

Fiscal Year	Rent and Occupancy Costs
2024	$ 283,568
2025	$ 381,605
2026	$ 388,633
2027	$ 388,633
2028	$ 388,633
Beyond Next 5 Fiscal Years	$ 259,089
Total	$ 2,090,161

Purchase Commitments

In the normal course of business, the Company has minimum purchase commitments with certain of its suppliers.

Disclosure Controls

The Company constantly endeavours to allow for greater segregation of duties and operating level controls within the constraints of its operating infrastructure. While intending to strengthen both these aspects of internal control, the Company believes that strong management supervisory controls minimize the possibility of erroneous financial reporting.

The certifying officers of the Company have opted not to certify the design and evaluation of the Company's disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"). Inherent limitations on the ability of the certifying officers to design and implement (on a cost-effective basis) DC&P and ICFR for the Company may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Investor Relations Activities

Investor relations functions were accomplished through personnel whose duties include dissemination of news releases, investor communications and general day-to-day operations of the Company. Mr. René Goehrum, President and CEO, Mr. Robert March, Vice President and CFO, and Mr. Joost van der Mark, Vice President, Corporate Development, assist in the implementation of the Company's investor relations program.

Related Party Transactions

Key Management Personnel Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and/or its subsidiaries, directly or indirectly.

The table below summarizes compensation for key management personnel of the Company for the years ended December 31, 2023 and December 31, 2022:

	Years ended December 31,	
	2023	2022
Number of Key Management Personnel	6	6
Salary, Benefits, and Bonus	$1,777,806	$1,659,654
Share-Based Payments	$378,786	$337,470

During the year ended December 31, 2023, the Company recorded share-based payment expense of $378,786 (year ended December 31, 2022 - $337,470) related to the amortization of RSUs granted to key management under the Company's RSU Plan, the vesting of options granted prior to 2020 under the Company's SOP, as well as the Company's contributions to the ESPP for the purchase of common shares on behalf of participating key management personnel.

As at December 31, 2023, there were loans receivable under the MSLP from key management personnel of $274,601 (December 31, 2022 - $393,532). MSLP loan repayments of $135,306 were received from key management personnel during the year ended December 31, 2023 (year ended December 31, 2022 - $164,608). Interest accrued on these MSLP loans during the year ended December 31, 2023 totalled $16,375 (year ended December 31, 2022 - $5,801).

Transactions with Directors

During the year ended December 31, 2023, the Company paid cash fees to its directors in the amount of $129,188 (year ended December 31, 2022 - $119,252) and recorded share-based payments expense for accounting purposes of $81,265 (year ended December 31, 2022 - $60,041) related to the amortization of RSUs under the Company's RSU Plan.

Legal Proceedings

From time to time the Company may be exposed to claims and legal actions in the normal course of business. As of the date hereof, the Company was not aware of any litigation or threatened claims either outstanding or pending.

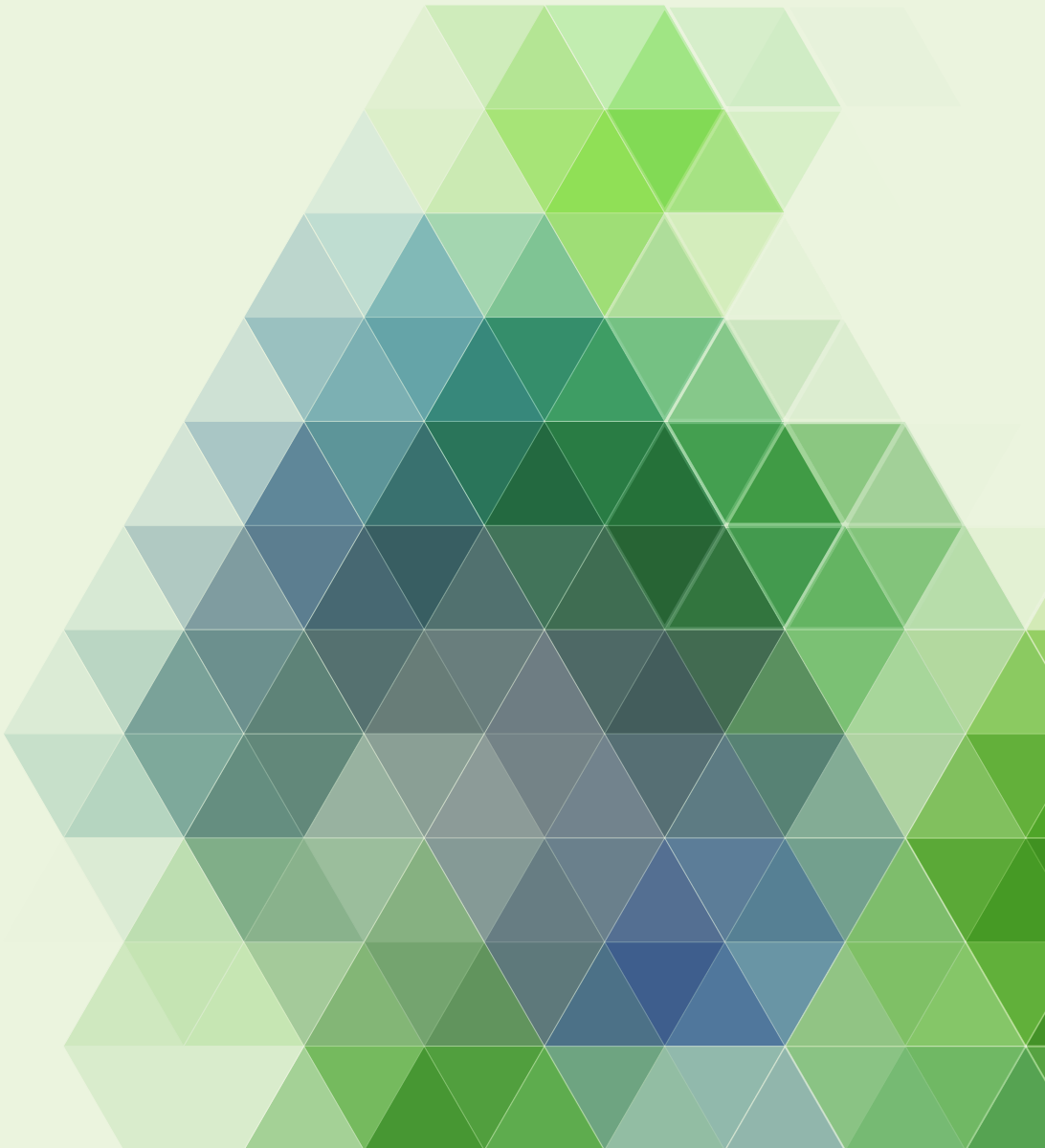
BioSyent Inc.

Audited Consolidated Financial Statements

For the years ended December 31, 2023 and 2022

March 13, 2024

Expressed in Canadian Dollars



Management's Responsibility For Financial Reporting

To the Shareholders of BioSyent Inc.:

Management is responsible for the preparation and presentation of the accompanying consolidated financial statements for BioSyent Inc. (the "**Company**"), including significant accounting judgments and estimates in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required. The consolidated financial statements for the years ended December 31, 2023 and 2022 are compliant with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

In discharging its responsibilities for the integrity and fairness of the consolidated financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of consolidated financial statements.

The Board of Directors and the Audit Committee are composed primarily of Directors who are neither management nor employees of the Company. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and external auditors. The Board and Audit Committee are also responsible for recommending the appointment of the Company's external auditors. The Board of Directors has approved the information contained in the accompanying consolidated financial statements.

MNP LLP, an independent firm of Chartered Professional Accountants, is appointed by the shareholders to audit the consolidated financial statements and report directly to them; their report follows. The external auditors have full and free access, and meet periodically and separately with the Board, Audit Committee and management to discuss their audit findings.

Robert March

Vice-President and Chief Financial Officer,
BioSyent Inc.

March 13, 2024

Independent Auditor's Report

To the Shareholders of BioSyent Inc.:

Opinion

We have audited the consolidated financial statements of BioSyent Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2023 and December 31, 2022, and the consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2023 and December 31, 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits 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 audits 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 is sufficient and appropriate to provide a basis for our opinion.

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 period. 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.

Sales Promotional Incentives

Key Audit Matter Description

As described in the Material Accounting Policy Information (Note 3) and Note 4 to the consolidated financial statements, consideration from customers can vary due to product returns, discounts, volume rebates, refunds, credits, price concessions, incentives or similar items. The Company offers discount programs and sales promotional incentives, including retail coupons, co-pay discount cards and rebates for the purchase of certain products. These arrangements result in variable consideration and the Company must estimate expected levels of incentives that are typically settled in a period after the sale is recorded. Revenue is recorded net of these amounts.

The measurement of variable consideration associated with sales promotional incentives involves the use of judgement related to estimating future obligations based on historical performance and adjustments for current trends, among other inputs.

Audit Response

Our approach to addressing the matter included, but was not restricted to, the following procedures:

- We obtained an understanding of the revenue estimation process, specifically related to sales promotional incentives.
- We obtained management's calculations for the variable consideration affecting revenue, contract liabilities, accounts payable and accrued liabilities and we recalculated select amounts of variable consideration. We also evaluated the assumptions used, by reference to internal and external sources including historical information.

The timing difference between the sale of goods by the Company and the settlement of variable consideration further increases the risk associated with the measurement of revenues. Changes in these estimates can have a significant impact on the amount of revenue recognized.

We considered this a key audit matter due to the high degree of judgment required by management in determining the estimated sales promotional incentives. This in turn led to a high degree of subjectivity and complexity in performing procedures and evaluating evidence relating to this estimate.

- We developed independent point estimates of the coupon and co-pay accruals which were applied to revenues for the year and compared the independent point estimates to management's estimates to evaluate the reasonableness of management's estimate. As part of the development of the independent point estimates we analyzed trends in use of the retail coupons and co-pay discount cards compared to total amounts in circulation, to evaluate the accuracy and completeness of amounts accrued by management at year end.
- We performed retrospective reviews on management's ability to estimate variable consideration, which compared actual settlements to amounts accrued at year end by tracing them to third party invoices and payments made.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis
- The information, other than the consolidated financial statements and our auditor's report thereon, in the Annual Report.

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits 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 on this other information, 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.

The Annual Report is expected to be made available to us after the date of the auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

MNP LLP

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 International Financial Reporting 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.

MNP LLP

- 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.
- 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 audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

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 period 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 Pierrette Dosanjh.

Toronto, Ontario
March 13, 2024

Chartered Professional Accountants
Licensed Public Accountants

MNP LLP

BioSyent Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

AS AT	December 31, 2023	December 31, 2022
ASSETS		
Cash and cash equivalents *(Note 5)*	$ 7,984,534	$ 7,864,559
Short term investments *(Note 6)*	18,202,477	20,831,085
Trade and other receivables *(Note 7)*	3,477,096	3,498,355
Inventory *(Note 8)*	5,894,495	4,535,343
Prepaid expenses and deposits	243,460	254,958
Loans receivable - current *(Note 11)*	69,419	158,529
CURRENT ASSETS	35,871,481	37,142,829
Long term investments *(Note 10)*	2,500,000	-
Loans receivable - non current *(Note 11)*	205,182	258,240
Deferred tax asset *(Note 24)*	359,470	210,281
Property and equipment *(Note 12)*	1,439,930	1,673,036
Intangible assets *(Note 13)*	1,152,876	1,200,878
TOTAL NON CURRENT ASSETS	5,657,458	3,342,435
TOTAL ASSETS	$ 41,528,939	$ 40,485,264
LIABILITIES AND SHAREHOLDERS' EQUITY		
Accounts payable and accrued liabilities	$ 5,077,676	$ 5,062,882
Income tax payable *(Note 24)*	111,114	318,005
Contract liability *(Note 14)*	134,461	157,600
Customer advances	-	6,772
Derivative liability *(Note 9)*	27,285	-
Lease liability - current *(Note 15)*	183,314	174,055
CURRENT LIABILITIES	5,533,850	5,719,314
Deferred tax liability *(Note 24)*	197,602	182,382
Lease liability - non current *(Note 15)*	1,037,731	1,221,045
TOTAL NON CURRENT LIABILITIES	1,235,333	1,403,427
Share capital *(Note 16)*	5,122,350	5,367,432
Contributed surplus	2,286,934	2,228,517
Cumulative translation adjustment	(177,455)	(143,144)
Retained earnings	27,527,927	25,909,718
TOTAL EQUITY	34,759,756	33,362,523
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 41,528,939	$ 40,485,264

Contingencies *(Note 19)*
Commitments *(Note 20)*
Related party transactions *(Note 21)*
Subsequent events *(Note 26)*

APPROVED ON BEHALF OF THE BOARD

René Goehrum	Joseph Arcuri
	
DIRECTOR	DIRECTOR
March 13, 2024	March 13, 2024

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

BioSyent Inc.
Consolidated Statements of Comprehensive Income
(Expressed in Canadian Dollars)

	For the years ended December 31,	
	2023	2022
Net revenues from contracts with customers *(Note 25)*	$ 31,590,302	$ 27,925,187
Cost of goods sold *(Notes 8, 17)*	5,992,359	5,067,304
Gross profit	25,597,943	22,857,883
Selling, general and administration expenses *(Note 17)*	18,008,872	15,778,411
Business development costs *(Note 17)*	117,931	97,474
Operating profit	7,471,140	6,981,998
Finance costs *(Notes 15, 17)*	68,411	77,142
Finance income *(Note 17)*	(1,131,124)	(525,795)
NET INCOME BEFORE TAXES	8,533,853	7,430,651
Current income tax *(Note 24)*	2,207,695	1,981,150
Deferred tax recovery *(Note 24)*	(133,969)	(8,844)
NET INCOME AFTER TAXES	6,460,127	5,458,345
OTHER COMPREHENSIVE INCOME		
Currency translation gains (losses)	(34,311)	42,116
TOTAL COMPREHENSIVE INCOME	$ 6,425,816	$ 5,500,461
Basic weighted average number of shares outstanding *(Note 18)*	11,949,895	12,303,121
Basic earnings per share *(Note 18)*	$ 0.541	$ 0.444
Diluted weighted average number of shares outstanding *(Note 18)*	12,170,410	12,540,638
Diluted earnings per share *(Note 18)*	$ 0.531	$ 0.435

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

BioSyent Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	For the years ended December 31,	
	2023	2022
OPERATING ACTIVITIES		
Net income after taxes	$ 6,460,127	$ 5,458,345
Items not affecting cash:		
Depreciation - property and equipment *(Notes 12, 17)*	292,632	305,350
Amortization - intangible assets *(Notes 13, 17)*	162,706	145,648
Share-based payments *(Note 16)*	513,486	439,671
Change in derivative liability *(Note 9)*	27,285	-
Net finance income *(Note 17)*	(1,062,713)	(448,653)
MSLP loan interest accrued *(Note 11)*	(16,598)	(6,223)
Deferred tax recovery *(Note 24)*	(133,969)	(8,844)
Expected credit losses *(Note 9, 17)*	140,317	49,969
Inventory adjustments *(Note 8)*	122,597	106,000
Net change in non-cash working capital items:		
Trade and other receivables	241,363	(426,373)
Inventory	(1,481,749)	(2,437,012)
Prepaid expenses and deposits	11,498	201,076
Accounts payable and accrued liabilities	14,794	1,499,748
Contract liability	(23,139)	(68,423)
Customer advances	(6,772)	(80,837)
Income tax payable *(Note 24)*	(206,891)	219,314
Cash provided by operating activities	5,054,974	4,948,756
INVESTING ACTIVITIES		
Additions to property and equipment *(Note 12)*	(59,526)	(46,817)
Net additions to intangible assets *(Note 13)*	(114,704)	(472,500)
Decrease (Increase) in short term investments *(Note 6)*	2,628,608	(10,654,690)
Increase in long term investments *(Note 10)*	(2,500,000)	-
Interest received	770,703	191,149
MSLP loan repayments received *(Note 11)*	158,766	192,759
Cash provided by (used in) investing activities	883,847	(10,790,099)
FINANCING ACTIVITIES		
Payments - lease liability principal *(Note 15)*	(174,055)	(161,812)
Payments - lease liability interest *(Note 15)*	(68,411)	(77,142)
Repurchase of common shares - NCIB *(Note 16)*	(3,068,899)	(3,368,691)
Payments for employee withholding taxes - RSU settlements *(Note 16)*	(443,472)	-
Purchase of RSU Plan shares - held in trust *(Note 16)*	(183,720)	(319,966)
Net dividends paid *(Note 16)*	(1,912,835)	(483,958)
Proceeds from stock options exercised *(Note 16)*	66,857	40,080
Cash used in financing activities	(5,784,535)	(4,371,489)
Effect of foreign currency translation adjustment	(34,311)	42,116
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	119,975	(10,170,716)
Cash and cash equivalents, beginning of year	7,864,559	18,035,275
CASH AND CASH EQUIVALENTS - END OF YEAR	$ 7,984,534	$ 7,864,559
SUPPLEMENTARY DISCLOSURE:		
NET CHANGE IN CASH AND INVESTMENTS		
Cash, short term and long term investments, beginning of year	$ 28,695,644	$ 28,211,670
(Decrease) Increase in short term investments	(2,628,608)	10,654,690
Increase in long term investments	2,500,000	-
Increase (Decrease) in cash and cash equivalents	119,975	(10,170,716)
CASH AND INVESTMENTS - END OF YEAR	$ 28,687,011	$ 28,695,644
CASH PAID FOR TAXES	$ (2,414,586)	$ (1,761,836)

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

BioSyent Inc.

Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

	Share Capital	Contributed Surplus	Cumulative Currency Translation Adjustment	Retained Earnings	Total Shareholders' Equity
Balance as of January 1, 2023	$ 5,367,432	$ 2,228,517	$ (143,144)	$ 25,909,718	$ 33,362,523
Comprehensive Income for the year	-	-	(34,311)	6,460,127	6,425,816
Common shares repurchased under Normal Course Issuer Bid *(Note 16)*	(173,775)	-	-	(2,895,124)	(3,068,899)
Common shares repurchased and held in RSU Plan Trust *(Note 16)*	(183,720)	-	-	-	(183,720)
Effect of Share-based payments: Options vested *(Note 16)*	-	3,444	-	-	3,444
Effect of Share-based payments: Options exercised *(Note 16)*	130,184	(63,327)	-	-	66,857
Effect of Share-based payments: RSU expense *(Note 16)*	-	510,042	-	-	510,042
Effect of Share-based payments: Net Release of shares from RSU Plan Trust upon RSU vesting *(Note 16)*	(17,771)	(425,701)	-	-	(443,472)
Dividends paid *(Note 16)*	-	33,959	-	(1,946,794)	(1,912,835)
Balance as of December 31, 2023	$ 5,122,350	$ 2,286,934	$ (177,455)	$ 27,527,927	$ 34,759,756

	Share Capital	Contributed Surplus	Cumulative Currency Translation Adjustment	Retained Earnings	Total Shareholders' Equity
Balance as of January 1, 2022	$ 5,796,864	$ 1,818,635	$ (185,260)	$ 24,124,687	31,554,926
Comprehensive Income for the year	-	-	42,116	5,458,345	5,500,461
Common shares repurchased under Normal Course Issuer Bid *(Note 16)*	(188,987)	-	-	(3,179,704)	(3,368,691)
Common shares purchased and held in RSU Plan Trust *(Note 16)*	(319,966)	-	-	-	(319,966)
Effect of Share-based payments: Options vested *(Note 16)*	-	25,368	-	-	25,368
Effect of Share-based payments: Options exercised *(Note 16)*	79,521	(39,441)	-	-	40,080
Effect of Share-based payments: RSU Expense *(Note 16)*	-	414,303	-	-	414,303
Dividends paid *(Note 16)*	-	9,652	-	(493,610)	(483,958)
Balance as of December 31, 2022	$ 5,367,432	$ 2,228,517	$ (143,144)	$ 25,909,718	$ 33,362,523

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

1. General Information

BioSyent Inc. ("**BioSyent**" or the "**Company**"), is a publicly traded specialty pharmaceutical company which, through its wholly-owned subsidiaries, BioSyent Pharma Inc. ("**BioSyent Pharma**") and BioSyent Pharma International Inc., acquires or licences and further develops pharmaceutical and other healthcare products for sale in Canada and certain international markets. Hedley Technologies Ltd., a wholly-owned subsidiary of BioSyent, operates the Company's legacy business marketing biologically and health friendly non-chemical insecticides. BioSyent's common shares (the "**Common Shares**") are listed for trading on the TSX Venture Exchange under the symbol "RX".

The accompanying consolidated financial statements (the "**Financial Statements**") of BioSyent include the accounts of BioSyent Inc. and its four wholly-owned subsidiaries: BioSyent Pharma Inc., BioSyent Pharma International Inc., Hedley Technologies Ltd., and Hedley Technologies (USA) Inc. ("**Hedley USA**").

The Company changed its name from "Hedley Technologies Inc." to "BioSyent Inc." on June 13, 2006 to reflect the Company's forward focus on the pharmaceutical market. BioSyent Pharma was incorporated on April 6, 2006 under the Canada Business Corporations Act and commenced operations in 2006. Hedley Technologies Ltd. was incorporated on January 30, 1996 in the province of British Columbia, Canada. Hedley USA was incorporated on May 13, 1994 in the state of Washington, USA. BioSyent Pharma International Inc. was incorporated on April 18, 2016 in Barbados.

BioSyent's principal place of business is located at 2476 Argentia Road, Suite 402, Mississauga, Ontario, Canada L5N 6M1.

These Financial Statements were approved by the Board of Directors on March 13, 2024.

2. Basis of Presentation

The principal accounting policies adopted in the preparation of these Financial Statements on a historical cost basis, with the exception of those financial assets and liabilities at fair value through profit or loss ("**FVTPL**"), are set out below. The policies have been consistently applied to all the years presented.

Statement of Compliance

These consolidated financial statements for the years ended December 31, 2023 and 2022 have been prepared and are in compliance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**").

Basis of Consolidation

All inter-company transactions have been eliminated in these Financial Statements.

Functional and Presentation Currency

The presentation currency of these Financial Statements is the Canadian dollar ("**CAD**"). The functional currency of the Company and two of its subsidiaries, BioSyent Pharma and Hedley Technologies Ltd., is the Canadian dollar. The functional currency of Hedley USA and BioSyent Pharma International Inc. is the U.S. dollar ("**USD**").

All financial information has been rounded to the nearest dollar except where otherwise indicated.

3. Material Accounting Policy Information

Financial Instruments

All financial assets and financial liabilities, in respect of financial instruments, are recognized on the Company's statements of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are incremental and are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets and liabilities are offset and the net amount presented in the statements of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

The classification of financial instruments dictates how these assets and liabilities are measured subsequently in the Company's consolidated financial statements.

Financial Instruments Measured at Fair Value Through Profit or Loss (FVTPL)

Financial instruments are classified as FVTPL when they are held for trading. A financial instrument is held for trading if it was acquired for the purpose of sale in the near term. Derivative financial instruments that are not designated and effective as hedging instruments are classified as FVTPL. Financial instruments classified as FVTPL are stated at fair value with any changes in fair value recognized in earnings for the year. Financial assets in this category include certain short-term investments and derivatives. The Company may enter into derivative financial instruments to manage exposure to foreign exchange fluctuations and to improve the returns on its cash assets. These instruments are non-hedge derivative instruments.

Financial Assets Measured at Amortized Cost

Financial assets measured at amortized cost are financial assets whereby the business model objective is to collect contractual cash flows and the cash flows represent SPPI (Solely Payments of Principal and Interest). Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial assets are measured at amortized cost using the effective interest method, less any impairment losses. Financial assets in this category include cash and cash equivalents, short-term and long-term investments, trade receivables, other receivables (which includes interest receivable), and loans receivable.

Loans receivable consist of full recourse loans issued to employees, as described in Note 11. As the loans are full recourse, they are not recorded as share-based payments, but instead as loans, which fall within the scope of IFRS 9 *Financial Instruments*.

Impairment of Financial Assets

The Company assesses at each statement of financial position date whether there is objective evidence that a financial asset or group of financial assets is impaired.

The Company recognizes expected credit losses ("**ECLs**") for trade receivables based on the simplified approach under IFRS 9. The simplified approach to the recognition of expected losses does not require the Company to track the changes in credit risk; rather, the Company recognizes a loss allowance based on lifetime expected credit losses at each reporting date from the date of the trade receivable.

Evidence of impairment may include disputed payment deductions by customers, indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicates that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults. Trade receivables are reviewed qualitatively on a case-by-case basis to determine whether they need to be written off.

The Company recognizes loss allowances for ECLs on its financial assets measured at amortized cost, including loans receivable. ECLs for trade receivables are a probability-weighted estimate of credit losses. The Company applies a three-stage approach to measure ECLs. The Company measures an ECL:

- at an amount equal to 12 months of expected losses for performing loans receivable if the credit risk at the reporting date has not increased significantly since initial recognition (Stage 1);
- at an amount equal to lifetime expected losses on loans receivable that have experienced a significant increase in credit risk since origination (Stage 2); and
- at an amount equal to lifetime expected losses which are credit impaired (Stage 3).

The Company considers a significant increase in credit risk to have occurred if contractual payments are more than 30 days past due and considers the loans receivable to be in default if they are 90 days past due. A significant increase in credit risk or default may have also occurred if there are other qualitative factors (including forward looking information) to consider; such as borrower specific information (i.e. change in credit assessment). Such factors include consideration relating to whether the counterparty is experiencing significant financial difficulty, there is a breach of contract, concessions are granted to the counterparty that would not normally be granted, or it is probable the counterparty will enter into bankruptcy or a financial reorganization.

At December 31, 2023 and 2022, loans receivable are a Stage 1 financial asset.

Financial Liabilities Measured at Amortized Cost

Financial liabilities measured at amortized cost are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method. Other financial liabilities are de-recognized when the obligations are discharged, cancelled or expired. Financial liabilities in this category include accounts payable and accrued liabilities.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value, by reference to the reliability of the inputs used to estimate the fair values.

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

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

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's forward foreign exchange contract derivatives are measured at fair value through profit or loss using Level 2 inputs. There were no transfers between Levels 1 or 2 during the year.

Revenue Recognition

In accordance with IFRS 15 *Revenue*, The Company applies the following 5-step revenue recognition model based on the principle that an entity should recognize revenue as performance obligations are satisfied based on the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled:

- Step 1: Identify the contract(s) with a customer;
- Step 2: Identify the performance obligations in the contract;
- Step 3: Determine the transaction price;
- Step 4: Allocate the transaction price to the performance obligations in the contract; and
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

Revenue from the sale of goods is recognized at the point when the Company has satisfied its performance obligations in the contract and control is transferred to the customer, generally upon shipment or delivery of the goods to the customer. Revenue is recognized at an amount that reflects the consideration to which the Company ultimately expects to be entitled in exchange for those goods. In the Company's Canadian Pharmaceutical Business, promised consideration from a wholesaler customer can vary due to product returns, discounts, volume rebates, refunds, credits, price concessions, incentives, or similar items. Revenue is recorded net of these amounts. Where the consideration promised in a contract with a customer includes a variable amount, the Company estimates the amount of consideration to which it ultimately expects to be entitled in exchange for transferring the promised goods or services to the customer and the amount of revenue recognized is adjusted accordingly.

The Company may also offer other discount programs, including retail coupons and copay discount cards for the purchase of certain of its products by end-consumers. The Company estimates the amount of such discounts based on historical experience and the specific terms of each program. Revenue is recorded net of these amounts. The estimated amounts of such discounts are recorded as these retail coupons and copay discount cards are distributed.

The total of all variable consideration amounted to $1,024,480 in the year ($731,587 in 2022).

The Company recognizes a contract liability based on its estimate of the amount of consideration it expects to refund to its customers. This contract liability is updated at the end of each reporting period for any changes in circumstances.

Property and Equipment

Property and equipment are recorded at historical cost less accumulated depreciation. The cost of property and equipment is its purchase price, together with any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Company records depreciation of property and equipment at the following rates and methods based on the assets' estimated useful economic lives:

Furniture and fixtures	20%	declining balance method
Equipment	20%	declining balance method
Computer equipment	30%	declining balance method
Computer software	30%	declining balance method
Lease right-of-use asset		Straight-line over 10-year term of lease
Leasehold improvements		Straight-line over 10-year term of lease

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized within the Statements of Comprehensive Income.

Cash and Cash Equivalents, Short-term and Long-term Investments

Cash and cash equivalents include cash held at financial institutions and highly liquid deposits with the ability to be converted into cash within 90 days or less of their acquisition date.

Short term investments are comprised of deposits with Chartered Canadian banks with original maturities of more than 90 days whereas long-term investments have maturities that will be realized 12 months after the date of the reporting period. These investments are held in Canadian dollars or in foreign currencies and are interest bearing.

Inventory

Inventory is measured on a first-in, first-out basis at the lower of cost and net realizable value. When inventories are sold, the carrying amount of those inventories is recognized as an expense in the period in which the related revenue is recognized. A provision for obsolescence is determined based on historical experience and product expiration dates.

Intangible Assets

Intangible assets with definite useful lives consist of:

- new product dossier and filing costs, which represent professional, consulting, and regulatory fees incurred in obtaining regulatory approvals of products for marketing and manufacturing purposes;
- product licenses and rights, which represent contractual milestone payments and professional fees incurred in acquiring product licenses and distribution rights;
- new product development, which represents expenditure on materials and services in the development of new products;
- trademarks and patents, which represent legal and application fees incurred in registering trademarks and patents in various jurisdictions;
- trade certifications, which represent legal and registration fees incurred in obtaining international trade certifications of products; and

- future milestone payments associated with the acquisition of intangible assets are capitalized to the cost of the intangible asset when it is determined that the milestones have a high likelihood of being attained.

Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses. Amortization commences when the intangible asset is available for use. The amortization period and the amortization method for an intangible asset with a definite useful life are reviewed at least annually at the end of each financial reporting year. Intangible assets with definite useful lives are amortized on a straight-line basis over their estimated useful lives (see *Note 13*). New product dossier and filing costs are amortized over the estimated economic lives of the underlying products commencing upon their availability for use. Product licenses and rights are amortized over the expected useful life. New product development costs are amortized over the estimated economic useful life of the product commencing upon its availability for use. Trademarks and patents are amortized over the period covered by the registration period, ranging between 10 and 15 years, unless the economic life is shorter.

Development Costs

Research costs are expensed as incurred. Development costs are also expensed unless the Company can demonstrate the following:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete the intangible asset and use or sell it;
- its ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of resources to complete the development of the asset; and
- the ability to measure reliably the expenditure during development.

Impairment of Non-Financial Assets

Equipment and intangible assets are reviewed for impairment at the end of each annual reporting period for events or circumstances that indicate that the carrying value of an asset may not be recoverable. In such cases where an indicator of impairment exists, the recoverable amount of the asset is estimated to determine whether there is an impairment loss. The recoverable amount of an asset is first tested on an individual basis.

Impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available market data less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. These calculations require the use of estimates and forecasts of future cash flows. Qualitative factors, including market presence and trends, strength of customer relationships, strength of local management, strength of debt and capital markets, and degree of variability in cash flows, as well as other factors, are considered when making assumptions with regard to future cash flows and the appropriate discount rate. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. A change in any of the significant assumptions or estimates used to evaluate non-financial assets could result in a material change to the results of operations.

Foreign Currency Translation

Items included in the financial records of each consolidated entity are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities not denominated in the functional currency of an entity are recognized in net income.

Assets and liabilities of entities with functional currencies other than Canadian dollars are translated at the year-end rates of exchange, and the results of their operations are translated at average rates of exchange for the year. The resulting translation adjustments are included in cumulative translation adjustment in shareholders' equity. Additionally, foreign exchange gains and losses related to certain intercompany loans that are net investments in a foreign operation are included in cumulative translation adjustment account, as part of other comprehensive income.

Taxation

Tax expense comprises current and deferred tax. Tax is recognized in the Consolidated Statements of Comprehensive Income except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current Tax:

Current tax expense is based on the results for the year as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that are enacted or substantively enacted at the end of the year. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax:

Deferred tax assets and liabilities are recognized for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill, temporary differences arising from investments in subsidiaries that are not expected to reverse in the

foreseeable future, and the initial recognition of assets or liabilities that neither accounting nor taxable loss which at the time of the transaction, does not give rise to equal taxable and deductible temporary differences..

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Share-Based Payments

The Company has equity-settled share-based payment plans, including a Restricted Share Unit ("RSU") Plan, an Incentive Stock Option Plan, and an Employee Share Purchase Plan ("ESPP") which are described in *Note 16*. The Company accounts for share-based payments under these plans in accordance with IFRS 2, *Share-based payment*.

RSU Plan

For RSUs granted to employees and directors, the Company recognizes an expense over the vesting period of the RSUs equal to the fair value at the grant date based on the closing market price of the Company's common shares on the TSX Venture Exchange and an estimate of the number of RSUs expected to vest.

The Company classifies outstanding RSUs as equity instruments in accordance with IAS 32, *Financial instruments: presentation*. Over the vesting period of RSUs, as the Company recognizes an expense, it also recognizes a corresponding increase in contributed surplus for the fair value of such RSUs.

RSUs are settled with the issuance to RSU holders of common shares of the Company, either newly issued or purchased by the Company in the open market. Common shares purchased in the open market by the Company for future RSU settlements are held in an RSU Trust until the time of settlement when they are released to RSU holders. These common shares held in the RSU Trust are classified as equity and accounted for as Treasury Shares in accordance with IAS 32 and are measured at the price paid in the open market. Upon settlement of the RSUs and the release of the common shares to RSU holders, these common shares are reclassified to share capital.

Incentive Stock Option Plan

Compensation costs attributable to all stock options granted to employees and directors are measured at fair value, using the Black-Scholes option pricing model, at the grant date and expensed over the vesting period with a corresponding increase to contributed surplus. For options with graded vesting, the fair value of each tranche is recognized over its respective vesting period.

Any consideration paid by employees upon the exercise of any stock options increases share capital. The Company does not repurchase stock options from option holders.

Options granted to non-employees are measured at the fair value of the goods and services received or to be received.

ESPP

Any Company matching of employee contributions to the ESPP is accounted for as an expense at the time of the cash contribution.

Repurchase of Shares under Normal Course Issuer Bid ("NCIB")

Repurchases by the Company of its own common shares under a NCIB are accounted for in accordance with IAS 32, *Financial Instruments: Presentation*. Upon reacquiring shares under a NCIB, the Company deducts from equity the purchase price of these shares and any costs to acquire such shares. Any such shares held by the Company are considered treasury shares until they are cancelled.

Earnings per Share

Basic earnings per share is computed by dividing the net income after taxes by the weighted average number of common shares outstanding during the year. Diluted earnings per share information is calculated assuming the deemed exercise of all in-the-money stock options and that all deemed proceeds to the Company are used to repurchase the Company's stock at the average market price during the year. No adjustment to diluted earnings per share is made if the result of this calculation is anti-dilutive.

Leases

The Company accounts for its leases in accordance with IFRS 16, *Leases.* All contracts that meet the definition of a lease are recorded in the statement of financial position with a "right of use" asset and a corresponding liability. The asset is accounted for as property, plant and equipment and is depreciated on a straight-line basis over the term of the lease contract. The liability is unwound using the interest rate inherent in the lease. The Company has recognized a right-of-use asset and a lease liability in respect of its lease for head office space (see *Notes 12 and 15*). The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases of 12 months or less and for leases of low-value assets.

Newly Adopted Accounting Policies

Amendments to IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors

In February 2021, the IASB issued amendments to *IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors,* to introduce a definition of "Accounting Estimates". The amendments clarify the distinction between changes in accounting estimates and accounting policies as well as the correction of errors. Additionally, the IASB clarifies how entities use measurement techniques and inputs to develop accounting estimates. These amendments were effective and adopted by the Company on January 1, 2023. There was no material impact to the Company's consolidated financial statements upon adoption of these amendments.

IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgments

Amendments to IAS 1 and IFRS Practice Statement 2, issued in February 2021, help entities provide accounting policy disclosures that are more useful to primary users of financial statements by replacing the requirement to disclose "significant" accounting policies with a requirement to disclose "material" accounting policies and providing guidance to explain and demonstrate the application of the four-step materiality process to accounting policy disclosures.

The amendments are effective for annual periods beginning on or after January 1, 2023 and are required to be applied prospectively. This does not have a material impact on the financial statements.

Accounting Pronouncements Issued but not yet Effective

Amendments to IAS 1, Presentation of Financial Statements

In October 2022, the IASB issued amendments to *IAS 1, Presentation of Financial Statements*, to clarify the requirements for classifying liabilities as current or non-current. The amendments clarify the classification of liabilities as current or non-current based on rights that are in existence at the end of the reporting period and are unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability. The amendments also clarify the definition of "settlement" of a liability. The amendments are effective January 1, 2024, with early adoption permitted. The amendments are to be applied retrospectively. Management does not expect any material impact to the Company's consolidated financial statements upon adoption of these amendments.

Amendments to IAS 12, Income Taxes

Recent accounting pronouncements include Amendments to IAS 12, Income Taxes - Deferred Tax Related to Assets and Liabilities arising from a Single Transaction, narrowing the scope for exemption when recognizing deferred taxes (January 1, 2023). The amendment is effective for periods beginning January 1, 2023 and it does not have an effect on our consolidated financial statements.

4. Use of Estimates and Accounting Judgments by Management

The preparation of these Financial Statements requires management to make critical judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. On an ongoing basis, management evaluates its judgments, estimates and assumptions using historical experience and various other factors it believes to be reasonable under the given circumstances. In the future, actual experience may differ from these estimates and assumptions.

Judgments

a. Recoverability of asset carrying values

The Company assesses its equipment and intangible assets for impairment if there are events or changes in circumstances that indicate that carrying values may not be recoverable at each statement of financial position date. Such indicators include changes in the Company's business plans, changes in the market and evidence of physical damage.

Determination as to whether and how much an asset is impaired involves management's judgment on highly uncertain matters such as future selling and purchasing prices, the effects of inflation on operating expenses, discount rates, and economics of different pharmaceutical or medical products.

b. Impairment of trade and other receivables

The Company performs ongoing credit evaluations of its customers and grants credit based on a review of historical collection experience, current aging status, financial condition of the customer, and anticipated industry conditions. Customer payments are regularly monitored and ECLs are established in accordance with IFRS 9.

c. Income taxes

The Company is subject to income tax assessment in multiple jurisdictions. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken in the ordinary course of business for which the ultimate tax determination is uncertain.

The Company recognizes liabilities based on the Company's current understanding of tax laws as applied to the Company's circumstances. Where the final outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

The Company computes an income tax provision in each of the jurisdictions in which it operates. Actual amounts of income tax expense only become final upon filing and acceptance of the tax return by the relevant authorities, which occur subsequent to the issuance of these Financial Statements. Additionally, estimating income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the ability to use the underlying future tax deductions against future taxable income before such deductions expire. The assessment is based upon existing tax laws and estimates of future taxable income. To the extent estimates differ from the final tax return, earnings would be affected in a subsequent period.

Estimates

The most significant estimates made by management include the following:

a. Depreciation

Depreciation of the Company's equipment involves estimates of future useful lives and residual values. These estimates may change as more experience is obtained or as general market conditions change, thereby impacting the value of the Company's equipment.

b. Amortization of intangible assets

The amortization of the Company's intangible assets involves estimates of their useful lives. Such estimates may change as more experience is obtained or as general market conditions change, thereby impacting the value of the Company's intangible assets.

c. Share-based payments

Grants of RSUs and stock options are measured at their fair value on the grant date.

Management estimates the fair value of RSUs by reference to the closing price of the Company's common shares on the TSX Venture Exchange at the grant date. Management uses the Black-Scholes option pricing model to estimate the fair value of stock options determined at the grant date for options granted to employees and directors. Significant assumptions affecting the valuation of options include the term allowed for option exercise, a volatility factor relating to the Company's historical share price, dividend yield, forfeiture rate and risk-free interest rate.

The estimated forfeiture rate also affects the valuation of RSUs.

d. Inventory

Management has estimated the value of inventory based upon its assessment of the net realizable value. All slow-moving merchandise has been provided for by management. In making this estimate, management considers the product life of inventory. Product expiry dates are important in the determination of the net realizable value of inventory. Management ensures that systems are in place to identify and properly value inventory that may be approaching its expiry date.

e. Determination of transaction price

As a result of the existence of elements of variable consideration in the Company's contracts with customers arising from returns, discounts, rebates, retail coupons, copay discount cards, and other price incentives, the Company is required to estimate the amount of variable consideration from the customer to which it ultimately expects to be entitled and to adjust the transaction price and amount of revenue recognized accordingly.

The Company uses historical customer return data to determine the expected return percentages. These percentages are applied to determine the amount of the variable consideration. Any significant changes in experience as compared to historical return patterns will impact the expected return percentages estimated by the Company.

The Company provides for estimated payments to customers based on various trade programs and sales promotional incentives. These arrangements with purchasing organizations and other payers are dependent upon the submission of claims after the initial recognition of the revenue.

The Company estimates the amount payable to each customer for each trade and incentive program separately using: i) historical redemption patterns; ii) sales lead times; and iii) customer rates for discounts and rebates. Estimates incorporate the usage of internal data and other wholesaler and third-party analyses.

The Company updates its expected returns and sales promotional incentives on a quarterly basis and the contract liability, trade and promotional accruals are adjusted accordingly. To the extent that payments differ from the estimates of the related liabilities, accounts payable and accrued liabilities, contract liability, net income and comprehensive income will be affected in future periods.

f. Determination of incremental borrowing rate

When the Company enters into leases as lessee and where the interest rate implicit in a lease cannot be readily determined, the Company determines its incremental borrowing rate in order to measure its lease liability. The incremental borrowing rate is the rate of interest that a lessee would have to pay to borrow over a similar term, and with similar security, the funds necessary to obtain an asset of a similar value to the right-to-use asset in a similar economic environment. In determining its incremental borrowing rate, the Company considers the term of the lease, the nature of the leased asset, and its level of indebtedness with reference to market risk-free interest rates.

g. Determination of lease term

When the Company enters into leases as lessee, it determines the lease term as the non-cancellable period of the lease together with periods covered by an option to extend the lease if it reasonably expects to exercise such option and periods covered by an option to terminate the lease if it reasonably expects not to exercise such option. In assessing whether it is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, the Company considers: the contractual terms and conditions for the optional periods compared with market rates; whether any significant leasehold improvements have been undertaken; the costs of terminating the lease; the importance of the underlying asset to the Company's operations; and any conditionality associated with exercising the option (see Note 15).

5. Cash and Cash Equivalents

Cash and cash equivalents consist of the following:

	December 31, 2023	December 31, 2022
Cash on deposit in banks	$4,906,014	$5,298,316
Redeemable GICs	3,078,520	2,566,243
Total cash and cash equivalents	$7,984,534	$7,864,559

6. Short term Investments

Short term investments consist of the following:

	December 31, 2023	December 31, 2022
Non-redeemable GICs	$18,202,477	$20,831,085
Total short term investments	$18,202,477	$20,831,085

7. Trade and Other Receivables

Trade and other receivables is comprised of the following:

	December 31, 2023	December 31, 2022
Trade accounts receivable *(Note 9)*	$2,797,882	$2,790,905
Accrued interest receivable on GICs	653,885	389,692
Other receivables	25,329	317,758
Total trade and other receivables	$3,477,096	$3,498,355

8. Inventory

Inventory is comprised of the following:

	December 31, 2023	December 31, 2022
Raw and packaging materials	$1,269,980	$981,397
Finished goods	4,624,515	3,553,946
Total inventory	$5,894,495	$4,535,343

For the year ended December 31, 2023, the Company donated inventory with a cost of $122,597 to a Canadian registered charity (2022 - $nil). The cost of this donated inventory has been included in selling, general and administration expenses in the Company's Consolidated Statements of Comprehensive Income for the period.

For the year ended December 31, 2022, the Company recorded inventory write-downs of $106,000 which have been included in selling, general and administration expenses in the Company's Consolidated Statements of Comprehensive Income. No such write-downs were recorded for the year ended December 31, 2023.

Cost of Goods Sold consists of the following:

	Year ended December 31,	
	2023	2022
Raw and Packaging Materials and Finished Goods	$5,783,767	$4,778,756
Freight	208,592	288,548
Total cost of goods sold	$5,992,359	$5,067,304

9. Financial Instruments and Financial Risk Management

Fair Value Measurement

Fair Value Estimation of Financial Instruments

The carrying value of the Company's cash and cash equivalents, short term and long term investments, trade and other receivables, loans receivable, and accounts payable and accrued liabilities approximate their fair values. The difference between the carrying value and the fair value of the loans receivable due to interest being charged at the prescribed rate (see *Note 11*) is insignificant for the year.

Risks

The Company is exposed to a variety of financial risks by virtue of its activities: market risk (including foreign exchange risk, interest rate risk, and credit risk) and liquidity risk. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance. Risk management is carried out under the policies described below. Management is charged with the responsibility of establishing controls and procedures to ensure that financial risks are mitigated with the approved policies.

➢ **Foreign Exchange Options:**

The Company periodically enters into foreign exchange options with financial institutions with investment grade credit ratings to manage its foreign exchange risk on contracts denominated in U.S. dollars. Such options are classified as derivative financial instruments and measured at fair value through profit and loss. As at December 31, 2023, the Company entered into options to purchase up to a total of USD 1,425,000 to USD 2,512,500 at exchange rates expressed in CAD per USD ranging from 1.3198 to 1.3200 which will be settled on various dates between January 2024 and November 2024. The Company's right to buy USD 1,425,000 on the respective settlement dates is subject to the spot exchange rates on the settlement dates being within a range of 1.3198 to 1.3900 CAD per USD. The Company's obligation to buy USD 2,512,500 on the respective settlement dates is subject to the spot exchange rates on the settlement dates being within a range of 1.2995 to 1.3200 CAD per USD. No such foreign exchange options were entered into by the Company as at December 31, 2022.

The fair value of foreign exchange options is estimated based on quoted values from financial institutions. The Company's foreign exchange options resulted in a derivative liability of $27,285 as at December 31, 2023 (December 31, 2022 – $nil).

The following table illustrates the Company's investment in foreign exchange options that are measured at fair value through profit and loss:

December 31, 2023	Level 1	Level 2	Level 3
Foreign Exchange Options	-	$27,285	-

December 31, 2022	Level 1	Level 2	Level 3
Foreign Exchange Options	-	-	-

➢ **Foreign Exchange Risk:**

The Company currently earns revenue in Canadian dollars, U.S. dollars and Euros and incurs costs in Canadian dollars, U.S. dollars and Euros. Management monitors the foreign currency net liability position on an ongoing basis during the year and adjusts the total net monetary liability balance accordingly. When it is appropriate to de-risk future foreign exchange transactions, the Company uses foreign exchange options, forward contracts, and DCDs to manage foreign exchange transaction exposure.

The following tables present foreign exchange sensitivity analyses for the assets and liabilities of the Company denominated in foreign currencies:

Foreign Exchange Sensitivity Analysis - USD

	December 31, 2023	December 31, 2022
Description of Asset/(Liability)	USD	USD
Cash and cash equivalents	604,011	999,328
Accounts receivable	15,352	-
Less: Accounts payable	(1,355,966)	(1,249,520)
Less: Customer advances	-	(5,000)
Net Total	(736,603)	(255,192)
Foreign Exchange Rate CAD per USD at the end of the period	1.3226	1.3544

At December 31, 2023, if the U.S. dollar had been stronger or weaker by 10% against the Canadian dollar with all other variables held constant, comprehensive income would have been $71,606 lower or higher on an after-tax basis, respectively (December 31, 2022 - $25,404 higher or lower, respectively).

Foreign Exchange Sensitivity Analysis - EUR

	December 31, 2023	December 31, 2022
Description of Asset/(Liability)	EUR	EUR
Cash and cash equivalents	686,448	697,882
Less: Accounts payable	(97,616)	(70,000)
Net Total	588,832	627,882
Foreign Exchange Rate CAD per EUR at the end of the period	1.4626	1.4458

At December 31, 2023, if the Euro had been stronger or weaker by 10% against the Canadian dollar with all other variables held constant, comprehensive income would have been $63,300 higher or lower on an after-tax basis, respectively (December 31, 2022 - $66,723 higher or lower, respectively).

➢ **Interest Rate Risk:**

Cash flow interest rate risk is the risk that the future cash flow of a financial instrument will fluctuate because of changes in interest rates. Some of the Company's cash and cash equivalents as at the date of the Company's Consolidated Statements of Financial Position are invested in redeemable guaranteed investment certificates (each, a "GIC"), which earn interest at fixed rates during their tenure. The Company's short-term and long-term investments consist of non-redeemable GICs which also earn interest at fixed rates during their tenure. These GICs have original maturities of 9 to 36 months.

The Company manages its interest rate risk by maximizing the interest income earned on excess funds while maintaining the liquidity necessary to conduct operations on a day-to-day basis. Fluctuations in market rates of interest when these GICs are renewed may have an impact on the Company's finance income for the year.

➢ **Credit Risk:**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's cash and cash equivalents, short term and long term investments, trade and other receivables, and loans receivable. The carrying amount of financial assets represents maximum credit exposure. As the Company invests in GICs with Canadian Chartered Banks, its credit risk on this account is negligible. The Company's loans receivable (*see Note 11*) are full recourse and secured by a pledge of common shares of the Company purchased by the Borrowers, who are key management personnel. Based on these factors, the Company considers the credit risk associated with these loans receivable to be low. There are no factors at the end of the year to indicate a significant increase in credit risk has occurred and there are no defaults on the loans receivable.

The majority of the Company's current customers are corporations with whom the Company has transacted for several years. In assessing the credit risk of its trade accounts receivable, the Company considers historical default rates and payment patterns, the nature of its customer base, and forward-looking information including any anticipated changes to its customer base, credit terms, and pricing.

Aged Trade Accounts Receivable	December 31, 2023	December 31, 2022
Current	$ 2,246,964	$ 2,464,733
Past due 1-30 days	579,832	330,297
Past due 31-60 days	8,464	35,309
Over 60 days	55,074	63,546
Expected Credit Losses	(92,452)	(102,980)
Closing Balance *(Note 7)*	$ 2,797,882	$ 2,790,905
Maximum Credit Risk	2,890,334	2,893,885

As of December 31, 2023, one customer represents 42% of net trade receivables (December 31, 2022 - 56%) while another customer represents 19% of net trade receivables (December 31, 2022 - 17%), a third customer represents 16% of net trade receivables (December 31, 2022 - 8%), and a fourth customer represents 10% of net trade receivables (December 31, 2022 – 10%).

The Company has provided for expected credit losses of $92,452 (December 31, 2022 - $102,980) related primarily to disputed deductions on trade receivables adjusted for forward looking factors specific to certain Canadian pharmaceutical wholesale customers.

Cash, cash equivalents and short-term investments are maintained with Canadian financial institutions and the wholly owned subsidiaries of these financial institutions. Deposits held with banks may exceed the amount of insurance provided on such deposits. Generally, these deposits may be redeemed upon demand, subject to certain conditions, and are maintained with Canadian financial institutions of reputable credit and therefore bear minimal credit risk.

➢ **Liquidity Risk:**

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management is actively involved in the review and approval of planned expenditures. All contractual maturities of accounts payable and accrued liabilities are due within one year. The Company has no other financial liabilities where the carrying value does not approximate fair value.

The Company generates sufficient cash from operating activities to fund its operations and fulfill its obligations as they become due. The Company has credit facilities available with Royal Bank of Canada totalling $3,090,000, including a revolving demand credit facility of $1,500,000 which it has not drawn down as at the date hereof, a foreign exchange facility of $1,500,000, and credit card facilities totalling $90,000.

There were no changes to the Company's exposure to liquidity risk, credit risk, or interest rate risk or to its approach to managing these risks during the year ended December 31, 2023.

10. Long term investments

	December 31, 2023	December 31, 2022
Non-redeemable GICs	$2,500,000	-
Total long term investments	$2,500,000	-

11. Loans Receivable

On December 8, 2016, the Board of Directors approved a Management Share Loan Program ("MSLP") under which the Company offered secured loans to certain management personnel employed by the Company (each a "Borrower") up to a maximum of fifty percent of each Borrower's base annual salary for the sole purpose of their purchase of the Company's issued and outstanding common shares at prevailing market prices through the facilities of the TSX Venture Exchange.

	Loans Receivable ($)
Balance, December 31, 2021	603,305
Repayments	(192,759)
Accrued Interest	6,223
Balance, December 31, 2022	416,769
Repayments	(158,766)
Accrued Interest	16,598
Balance, December 31, 2023	**274,601**
Current portion, December 31, 2023	**69,419**
Long-term portion, December 31, 2023	**205,182**
Current portion, December 31, 2022	158,529
Long-term portion, December 31, 2022	258,240

The Company advanced loan proceeds totalling $391,500 on May 26, 2017, and a further $175,000 on December 11, 2018, in accordance with the terms of the MSLP for the purchase of the Company's common shares by the Borrowers.

Each full recourse MSLP participant's loan (collectively, the "MSLP Participant Loans") bore interest at rates ranging from 1.00% - 3.00% per annum and had a maturity date of five years for the date that the loan was advanced, being either May 26, 2022 or December 11, 2023 (the "original Maturity Dates").

On March 9, 2022, the Board approved an amendment of the MSLP loans which provided for an extended repayment schedule. On May 26, 2022, the Company entered into amended loan agreements with certain Borrowers under this extended repayment schedule. Under the terms of these amended loan agreements, the Borrowers were required to repay 10% of the MSLP loan principal amount plus any and all accrued interest on the MSLP loan principal amount as of May 26, 2022. The MSLP loan principal amounts which remain outstanding following such repayment continue to bear interest at a prescribed rate of 1.00% per annum or more, with annual repayments of 20% of such remaining MSLP loan principal amounts plus accrued interest thereon due and payable by the Borrowers on each of May 26, 2023, May 26, 2024, May 26, 2025, and May 26, 2026 with the final repayment for all MSLP loans due and payable no later than May 26, 2027 (the "extended Maturity Date").

The modification of certain MSLP loans on May 26, 2022 resulted in no change to the gross carrying amount of such loans; as such, the Company recognized no modification gain or loss on these MSLP loans.

On December 11, 2023, the Company entered into an amended loan agreement with a certain Borrower under this extended repayment schedule. Under the terms of this amended loan agreement, the Borrower was required to repay 10% of the MSLP loan principal amount plus any and all accrued interest on the MSLP loan principal amount as of and on December 11, 2023. The MSLP loan principal amount which remains outstanding following such repayment continues to bear interest at a prescribed rate of 1.00% per annum or more, with annual repayments of 20% of such remaining MSLP loan principal amounts plus accrued interest thereon due and payable by the Borrower on each of December 11, 2024, December 11, 2025, and December 11, 2026 with the final 40% repayment due and payable no later than May 26, 2027.

The modification of this MSLP loan on December 11, 2023 resulted in no change to the gross carrying amount of such loan; as such, the Company recognized no modification gain or loss on this MSLP loan.

All common shares of the Company purchased with the proceeds of a loan are required to be pledged as security for the satisfaction and performance of the loan obligations. If the Borrower ceases to be employed by the Company or a subsidiary of the Company prior to the end of the original Maturity Dates or the extended Maturity Date, as applicable, all outstanding loan obligations shall become due and payable on the thirtieth (30th) day following the date of termination. In addition, in the event of a default by the Borrower of the terms of the loan, the loan obligations will become due and payable immediately.

Subject to the pledge on the common shares in favour of the Company, the Borrower is the sole owner of all common shares purchased on its behalf pursuant to the MSLP. All proceeds from the sale of common shares acquired through the MSLP are expected to be directed to the Company until the loan obligations have been satisfied in full.

Interest receivable of $16,598 was accrued on the loans for the year ended December 31, 2023 (year ended December 31, 2022 - $6,223) at prescribed interest rates ranging from 4.00% to 5.00%

(year ended December 31, 2022 – 1.00% to 3.00%) and has been included in finance income on the Company's Consolidated Statements of Comprehensive Income.

As the loans are full recourse loans, they have not been accounted for as stock-based compensation, but as financial instruments within the scope of IFRS 9, Financial Instruments.

12. Property and equipment

	Furniture and Fixtures	Equipment	Computer Equipment	Computer Software	Right-of-Use Asset *(see Note 15)*	Leasehold Improvements	Total
COST:							
December 31, 2021	$ 254,939	$ 220,078	$ 332,819	$ 398,459	$ 1,330,455	$ 680,511	$ 3,217,261
2022 Additions	-	19,927	26,890	-	-	-	46,817
December 31, 2022	$ 254,939	$ 240,005	$ 359,709	$ 398,459	$ 1,330,455	$ 680,511	$ 3,264,078
2023 Additions	-	26,362	32,866	298	-	-	59,526
December 31, 2023	**$ 254,939**	**$ 266,367**	**$ 392,575**	**$ 398,757**	**$ 1,330,455**	**$ 680,511**	**$ 3,323,604**
ACCUMULATED DEPRECIATION:							
December 31, 2021	$ (147,721)	$ (121,708)	$ (233,183)	$ (314,179)	$ (310,441)	$ (158,460)	$ (1,285,692)
Changes in 2022	(21,444)	(23,600)	(33,925)	(25,285)	(133,045)	(68,051)	(305,350)
December 31, 2022	$ (169,165)	$ (145,308)	$ (267,108)	$ (339,464)	$ (443,486)	$ (226,511)	$ (1,591,042)
Changes in 2023	(17,155)	(23,925)	(32,711)	(17,744)	(133,046)	(68,051)	(292,632)
December 31, 2023	**$ (186,320)**	**$ (169,233)**	**$ (299,819)**	**$ (357,208)**	**$ (576,532)**	**$ (294,562)**	**$ (1,883,674)**
CARRYING AMOUNT							
December 31, 2021	$ 107,218	$ 98,370	$ 99,636	$ 84,280	$ 1,020,014	$ 522,051	$ 1,931,569
December 31, 2022	$ 85,774	$ 94,697	$ 92,601	$ 58,995	$ 886,969	$ 454,000	$ 1,673,036
December 31, 2023	**$ 68,619**	**$ 97,134**	**$ 92,756**	**$ 41,549**	**$ 753,923**	**$ 385,949**	**$ 1,439,930**

13. Intangible Assets

	New Product Dossier and Filing Costs	Product Licenses and Rights	New Product Development	Trademarks and Patents	Trade Certifications	Total
COST:						
December 31, 2021	$ 1,532,412	$ 953,020	$ 132,499	$ 111,183	$ 3,936	$ 2,733,050
2022 Net Additions	347,142	64,192	57,638	3,528	-	472,500
December 31, 2022	$ 1,879,554	$ 1,017,212	$ 190,137	$ 114,711	$ 3,936	$ 3,205,550
2023 Net Additions	100,371	-	14,333	-	-	114,704
December 31, 2023	**$ 1,979,925**	**$ 1,017,212**	**$ 204,470**	**$ 114,711**	**$ 3,936**	**$ 3,320,254**
ACCUMULATED AMORTIZATION:						
December 31, 2021	$ (224,511)	$ (421,107)	$ (8,411)	$ (27,947)	$ (2,341)	$ (684,317)
Changes in 2022	(119,249)	(3,523)	(11,136)	(10,959)	(781)	(145,648)
December 31, 2022	$ (343,760)	$ (424,630)	$ (19,547)	$ (38,906)	$ (3,122)	$ (829,965)
Changes in 2023	(135,494)	(6,797)	(11,710)	(7,891)	(814)	(162,706)
December 31, 2023	**$ (479,254)**	**$ (431,427)**	**$ (31,257)**	**$ (46,797)**	**$ (3,936)**	**$ (992,671)**
ACCUMULATED IMPAIRMENT LOSSES:						
December 31, 2021	$ (713,341)	$ (461,366)	$ -	$ -	$ -	$ (1,174,707)
Changes in 2022	-	-	-	-	-	-
December 31, 2022	$ (713,341)	$ (461,366)	$ -	$ -	$ -	$ (1,174,707)
Changes in 2023	-	-	-	-	-	-
December 31, 2023	**$ (713,341)**	**$ (461,366)**	**$ -**	**$ -**	**$ -**	**$ (1,174,707)**
CARRYING AMOUNT						
December 31, 2021	$ 594,560	$ 70,547	$ 124,088	$ 83,236	$ 1,595	$ 874,026
December 31, 2022	$ 822,453	$ 131,216	$ 170,590	$ 75,805	$ 814	$ 1,200,878
December 31, 2023	**$ 787,330**	**$ 124,419**	**$ 173,213**	**$ 67,914**	**$ -**	**$ 1,152,876**

New Product Dossier and Filing Costs

As of December 31, 2023, cumulatively, the Company has incurred product dossier and filing costs of $1,979,925 (December 31, 2022 – $1,879,554) to date on several products. The filing costs incurred in respect of launched products are being amortized on a straight-line basis over their estimated finite useful lives based on marketability, ranging from 1 to 15 years.

On November 7, 2016, the Company entered into a License and Supply Agreement with a European partner to acquire the exclusive Canadian rights to use the product registration documentation of a women's health pharmaceutical product and a license to sell, market and distribute this product in Canada under the brand name Tibella®. On May 10, 2019, the Company received regulatory approval from Health Canada for the Tibella® product which was subsequently launched in Canada in July 2020. To date, the Company has incurred $781,864 in regulatory and development costs (December 31, 2022 - $686,143) related to this product. Such costs are included in intangible assets as New Product Dossier and Filing Costs and are being amortized on a straight-line basis over the 8-year estimated useful life of the product.

On November 25, 2019, the Company entered into a License and Exclusive Supply Agreement with AFT Pharmaceuticals Ltd ("AFT") to acquire a license to market, sell and distribute a portfolio of pain management products in Canada. The Company launched the Combogesic® product in Canada in December 2020. To date, the Company has incurred $341,688 in regulatory and development costs (December 31, 2022 - $337,038) related to these products which are included in intangible assets as New Product Dossier and Filing Costs. These costs are amortized on a

straight-line basis over the estimated remaining useful lives of the Combogesic® products during the 15-year term of the License and Exclusive Supply Agreement. The Company is committed to certain royalty payments under this Agreement based on the net sales of the products in Canada (see *Note 19*).

For the year ended December 31, 2023, $135,494 of amortization expense on New Product Dossier and Filing Costs (year ended December 31, 2022 - $119,249) has been included in selling, general and administration expenses in the Company's Consolidated Statements of Comprehensive Income in respect of these assets (*see Note 17*).

Product Licenses and Rights

As of December 31, 2023, cumulatively, the Company has incurred costs related to the acquisition of product licenses and rights totalling $1,017,212 (December 31, 2022 – $1,017,212).

On November 7, 2016, the Company paid a EUR 20,000 (CAD 28,338) license fee upon signing the License and Supply Agreement for the Tibella® product, which is being amortized over the 8-year estimated useful life of the product. The Company is also committed to certain annual license fee payments to its European partner contingent upon the future sales of the product (see *Note 19*).

On October 1, 2020, the Company entered into an exclusive License and Supply Agreement to acquire the exclusive rights to distribute a women's health product, Inofolic®, in Canada and a license of certain trademarks and technology related thereto. The $30,000 cost of these rights and license is included in intangible assets as product licenses and rights and is being amortized on a straight-line basis over the initial license term of to December 31, 2030. The Company is committed to certain royalty payments under this Agreement based on the net sales of the products in Canada (see *Note 19)*. Under the terms of the License and Supply Agreement, the Company is committed to certain minimum annual sale quantities of the Inofolic product. As of December 31, 2023, the first marketing year under this agreement was not yet complete.

On December 14, 2022, the Company entered into a Distribution Agreement with a European partner to acquire an exclusive license to use certain trademarks and to distribute an oncology supportive care product in Canada. The Company paid an initial license fee of EUR 70,000 (CAD $94,192) upon signing the Distribution Agreement and is committed to paying an additional license fee of EUR 55,000 (CAD $79,519) upon the first anniversary of the launch of the Gelclair® product in Canada (see *Note 19*). Shipments of Gelclair® commenced in November 2023 and the license fee is being amortized on a straight-line basis over 10 years.

For the year ended December 31, 2023, $6,797 of amortization expense on product licenses and rights (year ended December 31, 2022 - $3,523) has been included in selling, general and administration expenses in the Company's Consolidated Statements of Comprehensive Income in respect of this asset (*see Note 17*).

New Product Development

As of December 31, 2023, the Company has incurred cumulative new product development costs consisting of labour, laboratory and professional fees to date totalling $204,470 (December 31, 2022 - $190,137) relating to the development of new products. The Company has commenced amortization of certain of these costs upon the completion of development. For the year ended December 31, 2023, $11,710 of amortization expense (year ended December 31, 2022 - $11,136) has been included in selling, general and administration expenses in the Company's Consolidated Statements of Comprehensive Income in respect of these development costs (*see Note 17*).

Trademarks and Patents

As of December 31, 2023, the Company has incurred cumulative trademark and patent application and filing costs of $114,711 (December 31, 2022 - $114,711) relating to product registration application costs in various jurisdictions. These assets have finite lives and are being amortized on a straight-line basis over the terms of the respective trademarks and patents (ranging from 10 to 15 years). For the year ended December 31, 2023, $7,891 of amortization expense (year ended December 31, 2022 - $10,959) has been included in selling, general and administration expenses in the Company's Consolidated Statements of Comprehensive Income in respect of these assets (*see Note 17*).

Trade Certifications

As of December 31, 2023, the Company has incurred legal and other costs in obtaining certain international trade certifications and permits totalling $3,936 (December 31, 2022 - $3,936). This asset has been fully amortized over its 5-year estimated useful life. For the year ended December 31, 2023, $814 of amortization expense (year ended December 31, 2022 - $781) has been included in selling, general and administration expenses in the Company's Consolidated Statements of Comprehensive Income in respect of these development costs (*see Note 17*).

14. Contract Liability

The Company recognizes a contract liability based on its estimate of the amount of consideration it expects to refund to its customers, including consideration payable resulting from coupons and volume rebates. This contract liability is updated at the end of each period for any changes in circumstances.

The table below summarizes changes in the contract liability for years ended December 31, 2022 and 2023:

	Contract Liability ($)
Balance, December 31, 2021	226,023
Estimated variable consideration	55,023
Settlement of variable consideration	(123,446)
Balance, December 31, 2022	**157,600**
Estimated variable consideration	123,047
Settlement of variable consideration	(146,186)
Balance, December 31, 2023	**134,461**

15. Lease Liability

The Company leases its head office space in Mississauga, Ontario, Canada. The Company's current office lease commenced on September 1, 2019 and extends to August 31, 2029. The Company has an option to extend this lease beyond the 10-year non-cancellable term for a further term of 5 years. As per IFRS 16 *Leases*, the Company has recognized a right-of-use asset in respect of this office lease based on a 10-year lease term (*see Note 12*).

The Company has also recognized a lease liability for this office lease based on a weighted average incremental borrowing rate of 5.20%. The carrying amount of the Company's lease liability for this office lease is summarized in the table below:

	Lease Liability ($)
Balance, December 31, 2021	**1,556,912**
Interest expense	77,142
Payments	(238,954)
Balance, December 31, 2022	**1,395,100**
Interest expense	68,411
Payments	(242,466)
Balance, December 31, 2023	**1,221,045**
Current portion, December 31, 2023	**183,314**
Long-term portion, December 31, 2023	**1,037,731**
Current portion, December 31, 2022	174,055
Long-term portion, December 31, 2022	1,221,045

The Company's future undiscounted lease payments under this lease agreement are as follows:

Fiscal Year	Lease Payments
2024	$ 242,466
2025	$ 245,980
2026	$ 253,008
2027	$ 253,008
2028	$ 253,008
Beyond next 5 fiscal years	$ 168,672
Total	$ 1,416,142

For the year ended December, 31, 2023, not included in the lease liability, the Company incurred occupancy costs, net of recoveries, related to its office leases of $133,046 (year ended December 31, 2022 - $128,657) which have been included in selling, general and administration expenses in the Company's Consolidated Statements of Comprehensive Income.

16. Share Capital

a. Authorized

The authorized share capital of the Company consists of 100,000,000 common shares without par value and 25,000,000 preferred shares without par value. The holders of the preferred shares as a class shall not be entitled to receive notice of, to attend or to vote at any meeting of the shareholders of the Company.

b. Issued and outstanding common shares

	Number of Issued Common Shares	Number of Treasury Shares	Number of Outstanding Common Shares	Amount
Balance, December 31, 2021	**12,758,258**	**(201,800)**	**12,556,458**	**$ 5,796,864**
Cancellation of shares held in Treasury	(300)	300	-	
Options exercised (c)	5,903	-	5,903	79,521
Shares repurchased under NCIB and cancelled (d)	(424,700)	-	(424,700)	(188,987)
Shares purchased for RSU Plan Trust and held in Treasury (e)	-	(39,800)	(39,800)	(319,966)
Balance, December 31, 2022	**12,339,161**	**(241,300)**	**12,097,861**	**$ 5,367,432**
Options exercised (c)	9,348	-	9,348	130,184
Shares repurchased under NCIB for cancellation (d)	(394,100)	(6,000)	(400,100)	(173,775)
Shares repurchased for RSU Plan Trust and held in Treasury (e)	-	(25,000)	(25,000)	(183,720)
Net Release of shares from RSU Plan Trust upon RSU Vesting (g)	-	58,957	58,957	(17,771)
Balance, December 31, 2023	**11,954,409**	**(213,343)**	**11,741,066**	**$ 5,122,350**

c. Options exercised

During the year ended December 31, 2023, 9,348 common shares were issued against options exercised (year ended December 31 2022 – 5,903 common shares) for total proceeds of $66,857 (year ended December 31, 2022 - $40,080) and $63,327 in fair value was transferred from contributed surplus to share capital (year ended December 31, 2022 - $39,411).

d. Normal Course Issuer Bid (NCIB)

Pursuant to the policies of the TSX Venture Exchange, the Company may be permitted from time to time to repurchase its own common shares for cancellation under a NCIB. The policies of the TSX Venture Exchange permit an issuer, upon the approval of the TSX Venture Exchange, to purchase by normal market purchases up to 2% of a class of its own shares in a given 30-day period up to a maximum in a 12-month period, of the greater of 5% of the outstanding shares or 10% of the Public Float, as such term is defined in the policies of the TSX Venture Exchange.

On December 13, 2021, the Company announced that the TSX Venture Exchange had accepted its renewal of the NCIB, pursuant to which the Company would be permitted to purchase up to 740,000 of its own common shares for cancellation over a further 12-month period commencing on December 17, 2021 and ending on December 16, 2022. Purchases of shares by the Company under the NCIB are made through the facilities of the TSX Venture Exchange or alternative Canadian trading systems at the market price of the shares at the time of acquisition.

During the year ended December 31, 2022, the Company repurchased 424,700 of its common shares for an aggregate price of $3,361,944 and incurred costs of $6,747 related to the repurchase of these shares. The Company's retained earnings were reduced by $3,179,704 upon the repurchase of these shares, representing the excess of the aggregate repurchase price over the reduction in share capital of $188,987.

On December 13, 2022, the Company announced that the TSX Venture Exchange had accepted its renewal of the NCIB, pursuant to which the Company would be permitted to purchase up to 690,000 of its own common shares for cancellation over a further 12-month period commencing on December 19, 2022 and ending on December 18, 2023. Purchases of shares by the Company under the NCIB are made through the facilities of the TSX Venture Exchange or alternative Canadian trading systems at the market price of the shares at the time of acquisition.

During the year ended December 31, 2023, the Company repurchased 400,100 of its common shares for an aggregate price of $3,064,898 and incurred costs of $4,001 related to the repurchase of these shares. The Company's retained earnings were reduced by $2,895,124 upon the repurchase of these shares, representing the excess of the aggregate repurchase price over the reduction in share capital of $173,775. Of the 400,100 common shares repurchased during 2023, 394,100 were cancelled during the year and 6,000 were held in treasury as of Decemer 31, 2023 pending subsequent cancellation.

On December 13, 2023, the Company announced that the TSX Venture Exchange had accepted its renewal of the NCIB, pursuant to which the Company would be permitted to purchase up to 650,000 of its own common shares for cancellation over a further 12-month period commencing on December 19, 2023 and ending on December 18, 2024. Purchases of shares by the Company under

the NCIB are made through the facilities of the TSX Venture Exchange or alternative Canadian trading systems at the market price of the shares at the time of acquisition.

e. RSU Plan Trust

During the year ended December 31, 2023, the Company purchased 25,000 of its common shares pursuant to its RSU Plan (*see note 16(g)*) for an aggregate purchase price of $183,720.

207,343 treasury shares are held in trust as of December 31, 2023 (December 31, 2022 – 241,300 shares) for future settlement of vested RSUs granted to employees, senior management, and directors of the Company.

f. Preferred Shares

There are nil preferred shares outstanding as of December 31, 2023 (December 31, 2022 – nil).

g. Share-Based Payments

Restricted Share Unit ("RSU") Plan

The Board adopted a Restricted Share Unit Plan on March 4, 2020, which was approved by shareholders on May 27, 2020 and subsequently approved by the TSX Venture Exchange. The RSU Plan was established as a vehicle by which equity-based incentives may be granted to eligible employees, consultants, directors and officers of the Company to recognize and reward their contributions to the long-term success of the Company including aligning their interests more closely with the interests of the Company's shareholders. The RSU Plan is a fixed plan which reserves for issuance a maximum of 800,000 common shares of the Company.

On March 31, 2022, a total of 56,957 RSUs were granted to certain employees, senior management, and directors of the Company with a fair value of $9.09 per unit, being the grant date closing (TSX Venture Exchange) market price per share. Certain of these units shall vest fully in three years' time on March 31, 2025 and certain of these units shall vest quarterly on March 31, 2025, June 30, 2025, September 30, 2025, and December 31, 2025.

On August 23, 2022, a total of 1,813 RSUs were granted to certain employees of the Company with a fair value of $8.09 per unit, being the grant date closing (TSX Venture Exchange) market price per share. These units shall vest fully on June 30, 2025.

On March 31, 2023, a total of 72,020 RSUs were granted to certain employees, senior management, and directors of the Company with a fair value of $7.50 per unit, being the grant date closing (TSX Venture Exchange) market price per share. Certain of these units shall vest fully in three years' time on March 31, 2026 and certain of these units shall vest quarterly on March 31, 2026, June 30, 2026, September 30, 2026, and December 31, 2026.

During the year ended December 31, 2023, the Company recorded net share-based payment expense of $510,042 (year ended December 31, 2022 - $414,303) relating to RSUs granted to employees, directors, officers and advisors under the RSU Plan, which is included in selling, general and administration expenses in the Consolidated Statements of Comprehensive Income.

On March 31, 2023, 103,720 RSUs vested upon the third anniversary of the grant date, $374,429 was transferred from contributed surplus to share capital upon the vesting of these RSUs. These vested RSUs were settled in full with the release upon the vesting date of 51,858 common shares from the RSU Plan Trust which were transferred to certain employees, senior management and directors of the Company and a further 51,862 common shares with a fair value of $388,965 which were retained in the RSU Trust for the settlement of applicable employee payroll withholding taxes.

On June 30, 2023, a further 7,086 RSUs vested upon the third anniversary of the grant date, $25,580 was transferred from contributed surplus to share capital upon the vesting of these RSUs. These vested RSUs were settled in full with the release upon the vesting date of 3,542 common shares from the RSU Plan Trust which were transferred to certain directors of the Company and a further 3,544 common shares with a fair value of $26,537 which were retained in the RSU Plan Trust for the settlement of applicable payroll withholding taxes.

On October 2, 2023, a further 7,117 RSUs vested upon the third anniversary of the grant date, $25,692 was transferred from contributed surplus to share capital upon the vesting of these RSUs. These vested RSUs were settled in full with the release upon the vesting date of 3,557 common shares from the RSU Plan Trust which were transferred to certain directors of the Company and a further 3,560 common shares with a fair value of $27,970 which were retained in the RSU Plan Trust for the settlement of applicable payroll withholding taxes.

As at December 31, 2023, there were 203,798 RSUs outstanding (December 31, 2022 – 244,123), as shown below:

	December 31, 2023		December 31, 2022	
	Number of RSUs	Weighted average grant price	Number of RSUs	Weighted average grant price
Outstanding, beginning of year	244,123	$5.85	192,597	$4.87
Granted	72,020	$7.50	58,770	$9.06
Dividend reinvestment	6,105	$7.07	1,373	$5.86
Vested	(117,923)	$3.61	-	-
Forfeited	(527)	$3.61	(8,617)	$5.85
Outstanding, end of year	203,798	$7.75	244,123	$5.85

The weighted-average remaining contractual life of the 203,798 RSUs outstanding at December 31, 2023 is 1.35 years (December 31, 2022 – 1.17 years).

Incentive Stock Option Plan

On March 11, 2014, the Board approved an incentive stock option plan (the "**SOP**") which was adopted by the shareholders of the Company on June 13, 2014. The Board approved an amended SOP on March 4, 2020 which was approved by shareholders on May 27, 2020 and re-approved on May 26, 2021, May 17, 2022, and May 25, 2023. The purpose of the SOP is to assist the Company in attracting, retaining and motivating directors, officers, employees and other persons who provide ongoing services to the Company and its affiliates and to closely align the personal interests of such participants with those of the Company's shareholders, by providing them with the opportunity to acquire common shares of the Company, and thereby a proprietary interest in the Company and its subsidiaries, through the exercise of share purchase options.

No options were granted by the Company during the year ended December 31, 2023 or during the year ended December 31, 2022.

During the year ended December 31, 2023, the Company recorded net share-based payment expense of $3,444 (year ended December 31, 2022 - $25,368) relating to previous option grants to employees, directors, officers and advisors under the SOP, which is included in selling, general and administration expenses in the Consolidated Statements of Comprehensive Income.

As at December 31, 2023, there were 154,947 options outstanding (December 31, 2022 – 164,295), as shown below:

	December 31, 2023		December 31, 2022	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding, beginning of year	164,295	$8.37	170,504	$8.32
Granted	-	-	(306)	$10.97
Exercised	(9,348)	$7.15	(5,903)	$6.79
Outstanding, end of year	154,947	$8.44	164,295	$8.37

As of December 31, 2023, 154,947 options have vested and are exercisable by the option holders (December 31, 2022 – 155,743). These exercisable options have a weighted average exercise price of $8.44 (December 31, 2022 - $8.37).

The weighted-average remaining contractual life of the 154,947(December 31, 2022 – 164,295) options outstanding is 3.43 years (December 31, 2022 – 4.33 years) and the range of exercise prices for these options is $6.20 - $10.97 (December 31, 2022 - $6.20 - $10.97).

9,348 options were exercised during the year ended December 31, 2023 (year ended December 31, 2022 – 5,903 options). The weighted average share price on the date of exercise of options exercised during the year ended December 31, 2023 was $8.50 (year ended December 31, 2022 - $9.08).

Employee Share Purchase Plan

On January 1, 2017, the Company introduced an Employee Share Purchase Plan ("ESPP"). Under the ESPP, eligible BioSyent employees, including certain key management personnel, are permitted to contribute up to a maximum of 10 per cent of their gross base salary to purchase the Company's common shares in the open market through the facilities of the TSX Venture Exchange. The contributions are matched by the Company up to a maximum of 2.5 percent of the applicable employee's gross base salary.

During the year ended December 31, 2023, the Company recorded share-based payment expense of $94,912 (year ended December 31, 2023 - $96,086) relating to the Company's contributions to the ESPP for the purchase of common shares on behalf of participating employees. Such share-based payment expense related to the Company's ESPP contributions has been included in selling, general and administrative expenses in the Consolidated Statements of Comprehensive Income.

h. Dividends

During the year ended December 31, 2023, the Company paid cash dividends to common shareholders as follows:

Amount per Common Share	Payment Date	Record Date	Aggregate Amount	Amount held in RSU Plan Trust	Net Amount
$0.04	March 15, 2023	February 28, 2023	$493,542	$9,652	$483,890
$0.04	June 15, 2023	June 2, 2023	$491,311	$7,578	$483,733
$0.04	September 15, 2023	August 31, 2023	$481,352	$8,436	$472,916
$0.04	December 15, 2023	November 30, 2023	$480,589	$8,293	$472,296
		TOTAL:	**$1,946,794**	**$33,959**	**$1,912,835**

During the year ended December 31, 2022, the Company paid cash dividends to common shareholders as follows:

Amount per Common Share	Payment Date	Record Date	Aggregate Amount	Amount held in RSU Plan Trust
$0.04	December 15, 2022	November 30, 2022	$493,610	$9,652

17. Expenses by Nature

The expenses on the Consolidated Statements of Comprehensive Income have been grouped by function to focus reader attention on the macro movements in cost from period to period while giving the reader an option to see the detail of expenses according to their nature, which are included below:

	Year ended December 31,	
	2023	2022
Cost of goods sold *(Note 8)*	$ 5,992,359	$ 5,067,304
Selling and marketing	$ 11,884,054	$ 10,290,546
Advertising, Promotion and Selling Costs	6,625,247	5,565,962
Employee Costs	4,252,542	3,805,012
Logistics, Quality Control & Regulatory	937,268	855,538
Share-based Payments *(Note 16)*	68,997	64,034
General and administration	$ 6,124,818	$ 5,487,865
Employee Costs	3,119,597	3,072,313
Corporate Expenses	884,737	617,176
Share-based Payments *(Note 16)*	539,401	471,723
Professional Fees	388,663	354,265
Depreciation - Property and Equipment *(Note 12)*	292,632	305,350
Information Technology	287,052	257,085
Insurance	163,328	168,470
Amortization - Intangible Assets *(Note 13)*	162,706	145,648
Expected Credit Losses *(Note 9)*	140,317	49,969
Research and Development	83,271	121,025
Net Foreign Exchange Losses (Gains)	63,114	(75,159)
New business development costs	$ 117,931	$ 97,474
Finance costs	$ 68,411	$ 77,142
Interest expense - lease liability *(Note 15)*	68,411	77,142
Finance income	$ (1,131,124)	$ (525,795)
Interest Income	(1,131,124)	(525,795)

18. Earnings per Share

The following table reconciles the numerator and denominator for the calculation of basic and diluted earnings per share:

	Year ended December 31,	
	2023	2022
Numerator		
Net income attributable to common shareholders	$ 6,460,127	$ 5,458,345
Denominator		
Basic		
Weighted average number of shares outstanding	11,949,895	12,303,121
Effect of dilutive securities	220,515	237,517
Weighted average number of shares outstanding	12,170,410	12,540,638
Basic earnings per share	$ 0.541	$ 0.444
Diluted earnings per share	$ 0.531	$ 0.435

19. Contingencies

Litigations

From time to time, the Company may be exposed to claims and legal actions in the normal course of business. As at December 31, 2023, the Company was not aware of any litigation or threatened claims either outstanding or pending.

Tibella® License and Supply Agreement

Under the terms of the November 7, 2016 License and Supply Agreement between the Company and its European partner in respect of the Tibella® women's health pharmaceutical product (*see Note 13*), the Company will make annual license fee payments to its European partner in each of the first four years of the Agreement equal to 1% of the Company's net sales of the product in Canada. For the year ended December 31, 2023, such fees have been expensed and included in the Company's Consolidated Statements of Comprehensive Income.

Combogesic® License and Exclusive Supply Agreement

Under the terms of the November 25, 2019 License and Exclusive Supply Agreement (*see Note 12*), the Company is required to make royalty payments to AFT Pharmaceuticals based on net sales of the pain management products in Canada and contingent on the market share of competing products in Canada over the 15-year term of the agreement. The royalty rates range from 0% to 6.5% on net sales of one product formulation and from 0% to 12.5% on net sales of another product formulation. For the year ended December 31, 2023, such fees have been expensed and included in the Company's Consolidated Statements of Comprehensive Income.

Gelclair® Distribution Agreement

On December 14, 2022, the Company entered into a Distribution Agreement with a European partner to acquire an exclusive license to use certain trademarks and to distribute an oncology supportive care product, Gelclair®, in Canada (*see Note 13*). The Company is committed to paying an additional license fee in the amount of EUR 55,000 (CAD 79,519) due upon the first anniversary following the commercial launch of the product in Canada in November 2023.

Inofolic® License and Supply Agreement

Under the terms of the October 1, 2020 License and Supply Agreement (see *Note 13),* the Company is required to make certain royalty payments to the Licensor equal to 6.00% of the estimated net selling price of the product, which are included in the per unit purchase price of product purchased by the Company from the Licensor. For the year ended December 31, 2023, such fees have been expensed and included in the Company's Consolidated Statements of Comprehensive Income.

20. Commitments

Office Lease

The Company's current office lease agreement commenced on September 1, 2019 and extends to August 31, 2029 (*see Note 15*).

The Company's undiscounted minimum future rental payments and estimated occupancy costs (including certain operating costs and realty taxes) for the next five fiscal years under this lease agreement are approximately as follows:

Fiscal Year	Annual Rent and Occupancy Costs
2024	$ 378,091
2025	$ 381,605
2026	$ 388,633
2027	$ 388,633
2028	$ 388,633
Beyond Next 5 Fiscal Years	$ 259,089
Total	$ 2,184,684

Purchase Commitments

In the normal course of business, the Company has minimum purchase commitments with certain suppliers.

21. Related Party Transactions

Key Management Personnel Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company and/or its subsidiaries, directly or indirectly.

The table below summarizes compensation for key management personnel of the Company for the years ended December 31, 2023 and December 31, 2022:

	Years ended December 31,	
	2023	2022
Number of Key Management Personnel	6	6
Salary, Benefits, and Bonus	$1,777,806	$1,659,654
Share-Based Payments	$378,786	$337,470

During the year ended December 31, 2023, the Company recorded share-based payment expense of $378,786 (year ended December 31, 2022 - $337,470) related to the amortization of RSUs granted to key management under the Company's RSU Plan, the vesting of options granted prior to 2020 under the Company's SOP, as well as the Company's contributions to the ESPP for the purchase of common shares on behalf of participating key management personnel.

As at December 31, 2023, there were loans receivable under the MSLP from key management personnel of $274,601 (December 31, 2022 - $393,532). MSLP loan repayments of $135,306 were received from key management personnel during the year ended December 31, 2023 (year ended December 31, 2022 - $164,608). Interest accrued on these MSLP loans during the year ended December 31, 2023 totalled $16,375 (year ended December 31, 2022 - $5,801).

Transactions with Directors

During the year ended December 31, 2023, the Company paid cash fees to its directors in the amount of $129,188 (year ended December 31, 2022 - $119,252) and recorded share-based payments expense for accounting purposes of $81,265 (year ended December 31, 2022 - $60,041) related to the amortization of RSUs under the Company's RSU Plan.

22. Capital Disclosures

For capital management purposes, the Company defines capital as its shareholders' equity that includes share capital, contributed surplus, cumulative translation adjustment and retained earnings.

The amounts included in the Company's capital for the relevant years are as follows:

December 31, 2023	$34,759,756
December 31, 2022	$33,362,523

The Company's principal objectives in managing capital are:

- to ensure that it will continue to operate as a going concern;
- to be flexible in order to take advantage of contract and growth opportunities that are expected to provide satisfactory returns to its shareholders;
- to maintain a strong capital base in order to maintain customers, investors, creditors and market confidence; and
- to provide an adequate rate of return to its shareholders.

The Company manages and adjusts its capital structure in light of changes in economic conditions.

In order to maintain or adjust its capital structure, the Company may issue debt or new shares. Financing decisions are generally made on a specific transaction basis and depend on such things as the Company's needs, capital markets and economic conditions at the time of the transaction. Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable, given the size of the Company.

The Company does not have any externally imposed capital compliance requirements at December 31, 2023. There were no changes in the Company's approach to capital management during the year.

23. Credit Facilities

The Company has credit facilities available with Royal Bank of Canada totalling $3,090,000, including a revolving demand credit facility of $1,500,000, which has not been utilized as of December 31, 2023, a foreign exchange facility of $1,500,000, and credit card facilities totalling $90,000. The revolving demand credit facility bears interest at a variable rate of Royal Bank prime plus 0.75% and has been secured with a General Security Agreement constituting a first ranking security interest of the Bank in the Company's property. The Company is subject to maintaining certain financial covenants if the demand credit facility is drawn upon.

24. Taxes

The Company computes an income tax provision in each of the jurisdictions in which it operates. Actual amounts of income tax expense only become final upon filing and acceptance of the tax return by the relevant authorities, which occur subsequent to the issuance of the financial statements.

Additionally, estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the ability to use the underlying future tax deductions before they expire against future taxable income.

The assessment is based upon existing tax laws and estimates of future taxable income. To the extent estimates differ from the final tax return, earnings would be affected in a subsequent period. The operations are subject to income tax rates of 26.5% (2022 – 26.5%) in the Canadian jurisdiction, 22.1% (2022 – 22.1%) in the U.S. jurisdiction, and 5.5% (2022 - 5.5%) in the Barbados jurisdiction.

The reconciliation of the combined Canadian federal and provincial statutory tax rate of 26.5% (2022 – 26.5%) to the effective tax rate is as follows:

	2023	2022
Net Income Before Taxes	8,533,853	7,430,651
Combined statutory income tax rate	26.50%	26.50%
Expected income tax expense at current rate	2,261,471	1,969,123
Foreign tax differential	(62,559)	(35,438)
Non-deductible expenses	29,649	25,018
RSU deduction	(176,256)	-
Non-taxable portion of capital gains	-	(1,396)
Prior year income tax recovery	(5,612)	(13,164)
Tax rate changes and other adjustments	27,033	28,163
Provision for tax	2,073,726	1,972,306
Current income tax expense	2,207,695	1,981,150
Deferred tax recovery	(133,969)	(8,844)
	2,073,726	1,972,306
Current income tax payable	(111,114)	(318,005)

Deferred tax:

Deferred tax assets have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

Movement in net deferred tax assets (liabilities):

	2023	2022
Balance at the beginning of the year	27,899	19,055
Recognized in profit/loss	133,969	8,844
Balance at the end of the year	161,868	27,899

Deferred tax balances:

	2023	2022
Contract liability	12,005	14,213
RSU shares in trust	345,311	204,519
Lease liability	323,577	369,702
Deferred tax assets	680,893	588,434
Equipment and intangibles	(319,235)	(325,488)
Right of Use Asset	(199,790)	(235,047)
Deferred tax liabilities	(519,025)	(560,535)

25. Segment Reporting

A segment is a component of the Company:

i. that engages in business activities from which it may earn revenue and incur expenses;

ii. whose operating results are reviewed by the board of directors; and

iii. for which discrete financial information available.

Though the Company has a legacy business in biologically and health friendly insecticides, management of the Company is primarily focused on growing the pharmaceutical business and does not account for administrative overhead separately for the insecticide business. Consequently, the Company has one reportable segment for all of its operations.

The revenue breakdown by business is provided below:

a. for both the pharmaceutical and insecticide business; and

b. for both Canadian and international jurisdictions

	Year ended December 31,	
	2023	2022
Canada		
Pharmaceutical Business	$29,554,899	$26,251,843
Insecticide Business	745,846	764,813
Total Canada	$30,300,745	$27,016,656
International Jurisdictions		
Pharmaceutical Business - Middle East	$1,047,747	$683,578
Insecticide Business - United States	241,810	224,953
Total International Jurisdictions	$1,289,557	$908,531
Total Revenue	$31,590,302	$27,925,187

For the year ended December 31, 2023, in the Canadian Pharmaceutical Business, net revenues from transactions with three major customers each amounted to 10% or more the Company's total revenues. The amount of revenues from each of these three customers totalled $11,816,097, $6,526,305 and $5,301,431 respectively, during 2022 (2022 – three customers with revenues of $12,274,175, $4,726,754 and $4,633,195 respectively).

Non-Current Assets consist of equipment, intangible assets, loans receivable, and deferred tax asset. As indicated in the table below, Non-Current Assets are located in Canada and international jurisdictions.

	December 31, 2023	December 31, 2022
Canada	$5,596,289	$3,273,655
Barbados	61,169	68,780
Total Non-current Assets	$5,657,458	$3,342,435

26. Subsequent Events

Vesting of RSUs

On January 2, 2024, 7,157 RSUs vested upon the third anniversary of the grant date, $25,837 was transferred from contributed surplus to share capital upon the vesting of these RSUs. These vested RSUs were settled in full with the release upon the vesting date of 3,577 common shares from the RSU Plan Trust which were transferred to certain directors of the Company and a further 3,580 common shares with a fair value at the time of vesting of $32,041 which were retained in the RSU Plan Trust for the settlement of applicable payroll withholding taxes.

Dividend Declaration

On February 6, 2024, the Company's Board of Directors declared a dividend of $0.045 per common share to shareholders of record on February 29, 2024 payable on March 15, 2024.

Corporate Information

Registered Office

Suite 402
2476 Argentia Road
Mississauga, Ontario, Canada L5N 6M1

Telephone	905.206.0013
Facsimile	905.206.1413
Email	info@biosyent.com
Website	www.biosyent.com

Board of Directors

Larry Andrews
Ontario, Canada

Joseph Arcuri
Ontario, Canada

Sara Elford
British Columbia, Canada

René C. Goehrum (Chair)
Ontario, Canada

Peter D. Lockhard (Lead Director)
Ontario, Canada

Stephen Wilton
Ontario, Canada

Officers

René C. Goehrum
President and
Chief Executive Officer

Robert J. March
Vice-President and
Chief Financial Officer

Registrar and Transfer Agent

Computershare Trust Company Canada
100 University Avenue,
Toronto, Ontario, M5J 2Y1
Canada

Auditor

MNP LLP
Toronto, Ontario, Canada

Solicitors

Wildeboer Dellelce LLP
Toronto, Ontario, Canada

Caravel Law
Toronto, Ontario, Canada

Harridyal Sodha & Associates
St. Michael, Barbados

Banks

Royal Bank of Canada
Toronto, Ontario, Canada

Canadian Imperial Bank of Commerce
Toronto, Ontario, Canada

City National Bank
Los Angeles, California, USA

Stock Listing

TSX Venture Exchange
Trading symbol: RX

BioSyent Inc.
Corporate Office
Suite 402
2476 Argentia Road
Mississauga, Ontario, L5N 6M1
Canada

Telephone 905.206.0013
Facsimile 905.206.1413

Email: info@biosyent.com
Web: www.biosyent.com