Restated Management Discussion and Analysis of Financial Condition and Results of Operations (Restated As of May 28, 2024)

This restated MD&A replaces the version previously filed on SEDAR on May 31, 2023. For addtional information on the nature of the restatement, see Note 21 to the restated consolidated financial statements of the Company for the year ended January 31, 2023 filed on SEDAR+ on May 28, 2024.

This restated MD&A contains projections and other forward-looking statements regarding future events. Such statements are predictions, which may involve known and unknown risks, uncertainties and other factors, which could cause the actual events or results and company plans and objectives to differ materially from those expressed. For information concerning factors affecting the Company's business, the reader is referred to the documents that the Company files from time to time with applicable Canadian securities and regulatory authorities.

This restated discussion and analysis of the results of operations of Quest PharmaTech Inc. ("Quest" or the "Company") should be read in conjunction with the restated audited consolidated financial statements and accompanying notes for the years ended January 31, 2023 and 2022. The restated audited consolidated financial statements have been prepared in accordance with international financial reporting standards ("IFRS") and have been audited by the Company's auditors. This restated discussion and analysis provides information on the operations of Quest on a consolidated basis. All amounts are expressed in Canadian dollars unless otherwise noted and references to the term "year" refer to the fiscal year ended January 31st. Additional information related to the Company is on SEDAR+ at www.sedarplus.ca.

Fourth Quarter, Fiscal 2023 Development Highlights:

In May 2023, the Company entered into a non-binding agreement in principle (the "Agreement in Principle") with OQP Bio Inc. ("OQP Bio"), to exchange the Company's OQP Bio bonds for 77.5 billion KRW ($83,855,000) in cash and 64.6 billion KRW ($69,897,200) in bonds of Canaria Bio M (K-OTC – 118970) ("CABM"). The Agreement in Principle contemplated cash payments in 3 tranches (end of May 2023 – 21.6 billion KRW ($23,371,200), end of December 2023 – 25.9 billion KRW ($28,023,800) and end of June 2024 – 30.0 billion KRW ($32,460,000)). The CABM bonds were to carry a feature permitting the Company to convert its CABM bonds into 20.5 million CABM shares and, following a business restructuring, the CABM shares were to be converted into 2.51 million shares of Canaria Bio ("CAB"), a KOSDAQ traded company (KOSDAQ trading symbol – 016790).

The Agreement in Principle was indicative and non-binding and subject to the execution of a definitive agreement by the parties. The Company has not entered into a binding definitive agreement with OQP Bio regarding the proposed transactions contemplated by the Agreement in Principle nor received any cash payments under the Agreement in Principle with OQP Bio. The Company's receipt of cash for a portion of its OQP Bio bonds was to be provided by third-party purchasers to be arranged by OQP Bio, none of which have been identified to date. The terms and conditions of the Agreement in Principle were indicative and subject to change. There can be no assurance that any definitive agreement will be entered into on the terms contemplated by the Agreement in Principle, amended terms or at all, and even if entered into, the Company would be subject to significant performance risk of the counterparties, liquidity risk and price volatility risk for any securities received. The OQP Bio bonds represent an illiquid investment and there can be no assurance that the Company will be able to find a buyer for or be able to monetize all or any part of its OQP Bio bonds. The parties continue to negotiate the conversion or exchange of the Company's OQP Bio bonds.

Products Under Development

MAb AR9.6

Quest has identified and validated the tumor-targeting ability of a novel monoclonal antibody, AR9.6, that binds to MUC16 and blocks the activation of growth factor receptors and thereby inhibits phosphorylation of Akt, which leads to reduced cell proliferation, in vivo tumor growth and metastasis.

AR9.6, as a promising theranostic agent, was established in animal models, leading to two manuscripts in peer reviewed journals and one patent application.

The potential cancer targets include pancreatic, colon, leukemia, ovarian and breast cancer.

Equity Investments

OncoQuest Inc.

OncoQuest is a private Canadian biotechnology company. In 2020, OncoQuest sold its drug portfolio to a predecessor of OQP Bio, Inc. in exchange for bonds and cash with a notional value of US$308.4 million and a commitment to fund the Phase 3 Clinical Trial for drug candidate Oregovomab acquired from OncoQuest.

Quest has a 42.52% interest in OncoQuest.

OncoVent Co., Ltd.

OncoVent is a China-based global pharmaceutical company focusing on the development, manufacturing and commercialization of Cancer Immunotherapy Products within China with pancreatic cancer as its first target. OncoVent holds the license for OncoQuest's immunotherapy portfolio for the greater China market.

Quest has a 10.67% direct interest in OncoVent (23% indirect through OncoQuest).

Bioceltran Co., Ltd.

In September 2022, the Company sold its ownership interest in Bioceltran Co. Ltd. for proceeds of $300,000. $90,000 was paid on execution of the sale agreement and the remaining $210,000 is payable within 12 months. As part of the transaction, the Company also terminated the exclusive license for the Photodynamic Therapy technology.

Restatement of Previously Issued Consolidated Financial Statements for Change in Valuation Methodology for Fair Value of OQP Bio Bonds

The audited consolidated financial statements of the Company have been restated to correct an error in the valuation methodology used to estimate the fair value as at January 31, 2023 of the OQP Bio bonds (the “OQP Bio Bonds”) held by the Company. The change in valuation methodology used resulted in a significant decrease in the carry values of the OQP Bio bonds as at January 31, 2023 and related significant additional impairment charge.

The Company selected a different valuation methodology for its estimate of fair value for the OQP Bio Bonds at January 31, 2023 and retained an independent valuator to prepare a valuation of the fair value of the OQP Bio Bonds as at January 31, 2023. The independent valuation arrived at an estimated fair value at January 31, 2023 significantly lower than the fair value reported in the original financial statements, and as a result the carrying value of the OQP Bio Bonds has been written down and an impairment charge taken for such estimated reduction in value. The Company had determined that its interpretation of accounting standards relating to the methodology used to determine the fair value of the OQP Bio Bonds in the originally filed financial statements was incorrect and not in compliance with International Financial Reporting Standards (IFRS). The Company has determined that the impact was material to previously issued financial statements and as such, required a restatement of the annual audited consolidated financial statements for the year ended January 31, 2023 and the unaudited condensed consolidated interim financial statements for the three months ended April 30, 2023, the six months ended July 31, 2023 and the nine months ended October 31, 2023, each with relevant comparative periods, and the related management’s discussion and analysis for those periods.

This is a technical accounting matter and a non-cash item and does not impact the Company’s operations or cash position.

Impact on Financial Statements:
The identified deficiencies affected the disclosures and the reported figures in the consolidated statements of financial position, income (loss) and comprehensive income (loss), changes in shareholders’ equity, and cash flows. The restatement addresses and corrects the reported figures and the disclosures related to the terms, conditions, and associated risks of the OQP Bio Bonds.

Change in Valuation Methodology:
In the original consolidated financial statements, the OQP Bio Bonds were fair valued based on the underlying fair value of cash and shares of CAB receivable under the Agreement in Principle. In these restated consolidated financial statements, the OQP Bio Bonds are fair valued based on the value of the bonds at January 31, 2023 based on customary valuation methods for financial instruments. A valuation was prepared by an independent valuator, using the Income and Market valuation approaches to fair value the OQP Bio Bonds at January 31, 2023. Based on the valuation prepared by the valuator, the OQP Bio Bonds were estimated to have a fair value of $18,832,271 at January 31, 2023.

As a result of this valuation methodology change, the reported values in the consolidated statements have changed:

	Original Reported Values	Restated Values	Differences
	$	$	$
Financial Position			
Investment in OQP Bio Bonds	76,388,109	18,832,271	(57,555,838)
Total Assets	84,357,911	26,802,073	(57,555,838)
Income (loss) and comprehensive income (loss)			
FV adjustment – investment on OQP Bio bonds	(3,830,101)	(61,385,939)	(57,555,838)
Net loss for the year	(7,332,315)	(64,888,153)	(57,555,838)
Comprehensive loss	(7,396,470)	(64,952,308)	(57,555,838)
Basic and fully diluted loss per share	(0.043)	(0.384)	(0.341)
Changes in Shareholders' Equity			
Retained earnings	41,491,632	(16,064,206)	(57,555,838)
Cash Flows			
Fair value adjustment – OQP Bio bonds	3,830,101	61,385,939	57,555,838

Selected Annual Financial Information

	January 31, 2023	January 31, 2022	January 31, 2021
	(Restated)		
Net income (loss) for the year	(64,888,153)	(85,038,575)	190,064,469
Basic income (loss) / share	(0.384)	(0.505)	1.133
Diluted income (loss) / share	(0.384)	(0.505)	1.112
Total assets	26,802,073	91,028,572	175,613,827

Financial Results and Results of Operations

Net consolidated loss for the year was $64,888,153 or $0.384 per share on a basic and fully diluted basis as compared to a consolidated loss of $85,038,575 or $0.505 per share on a basic and fully diluted basis for the year ended January 31, 2022. Net research and development expenditures for fiscal 2023 totaled $336,227 while general and administrative expenses were

$497,989 for the same period. As of January 31, 2023, the Company had consolidated cash of $374,658 (May 31, 2023 – $50,000).

Quest's net consolidated income (loss) includes some significant non-cash items, including $3,096,272 of an OncoQuest Equity Method loss for Quest's investment in OncoQuest. Other significant non-cash items include options issued as consideration for services and options issued to employees. For the years ended January 31, 2023 and January 31, 2022, share based payment transaction expense related to shares/options issued for services was $9,000 and $98,000 respectively and for employees was $144,000 and $172,500, respectively. Net consolidated loss for the year ended January 31, 2023 was $64,888,153 or $0.384 per share on a basic and fully diluted basis as compared to a consolidated loss of $85,038,575 or $0.505 per share on a basic and fully diluted basis for the year ended January 31, 2022. After adjusting for non-cash items, cash flows used in operating activities for the year ended January 31, 2023 were $554,683 as compared to $170,776 for the year ended January 31, 2022.

Expenses

The following table identifies the changes in general and administrative expense for the year ended January 31, 2023 compared to the year ended January 31, 2022.

General and administrative expenses	**2023**	**2022**	Increase (decrease)
	$	$	$
Salaries, wages and benefits	182,247	193,023	(10,776)
Audit and accounting fees	72,930	70,000	2,930
Legal fees	23,505	6,039	17,466
Other support costs	110,359	243,818	(133,459)
Travel	799	490	309
Consulting/business development costs	25,000	-	25,000
Rent	16,114	7,935	8,179
Insurance	26,185	23,349	2,836
Public company related costs	28,072	38,187	(10,115)
Depreciation	12,778	37,496	(24,718)
Total general and administrative expenses	**497,989**	**620,337**	**(122,348)**

General and administrative costs have decreased in 2023 compared to 2022 due primarily to a decrease in corporate finance activity. Decreases in other support costs relate to share-based compensation which was $100,800 in 2023 compared to $232,000 in 2022.

The following table identifies the changes in research and development (R&D) expense for the year ended January 31, 2023 compared to the year ended January 31, 2022.

Research and development expenses	**2023**	**2022**	Increase (decrease)
	$	$	$
Sub-contract, consulting and clinical trials	13,000	37,370	(24,370)
Salaries, wages and benefits	173,741	11,946	161,795
Legal (patent prosecution)	18,975	23,237	(4,262)

Rent	37,600	18,516	19,084
Other R&D costs	92,187	78,101	14,086
Depreciation	724	1,066	(342)
Research and development expenses	**336,227**	**170,236**	**165,991**

Overall, R&D costs have increased in 2023 compared to 2022 due primarily to an increase in salaries, wages and benefits devoted to the Company's drug development program.

Fourth Quarter Results of Operations

For the three months ended January 31, 2023 ("Q4 2023"), the Company had a net loss of $62,314,781 or $0.368 basic and fully diluted income per share, compared to a net loss of $75,869,109 or $0.451 basic and fully diluted per share for the three months ended January 31, 2022 ("Q4 2022"). The net loss for Q4 2023 is mainly a result of fair value adjustments made to the Company's investment in OncoQuest and to the Company's investment in OQP Bio Bonds. The net loss for Q4 2022 relates primarily to the equity method losses and fair value adjustments for Quest's investment in OncoQuest in Q4 2022. Research and development costs of $237,406 were incurred during Q4 2023 compared to $15,169 during Q4 2022. Most of the R&D cost increase is the result of increased staffing costs devoted to the Company's research and development program. General and administrative costs were $nil for Q4 2023 compared to $154,102 for Q4 2022. The Q4 2023 decrease relates to a reduction in staffing costs devoted to general and administrative activities in Q4 2023 compared to Q4 2022.

Summary of Quarterly Results

The following table presents unaudited selected financial information for each of the last eight quarters ended January 31, 2023.

Restated

	Year ended January 31, 2023			
	Q1	Q2	Q3	Q4 - Restated
	$	$	$	$
Revenue	-	-	-	-
Net income (loss) for the period	(1,048,204)	(614,034)	(911,134)	(62,314,781)
Basic income (loss) per share (1)	(0.006)	(0.004)	(0.005)	(0.368)
Fully diluted income (loss) per share (1)	(0.006)	(0.004)	(0.005)	(0.369)

	Year ended January 31, 2022			
	Q1	Q2	Q3	Q4
	$	$	$	$
Revenue	-	-	-	-
Net income (loss) for the period	(585,928)	448,885	(9,032,423)	(75,869,109)
Basic income (loss) per	(0.003)	0.003	(0.054)	(0.451)

share (1)				
Fully diluted income (loss) per share (1)	(0.003)	0.003	(0.054)	(0.451)

(1) Quarterly losses per share are not additive and may not equal annual loss per share reported. This is due to the effect of shares issued during the year on the weighted average number of shares outstanding for the full year.

Share-Based Payment Transactions
During the year ended January 31, 2023, the Company granted a total of 1,700,000 (2022 – 2,500,000) share options, as per the Company's Share Option Plan. In 2023, 100,000 options were granted to non-employees, and 1,600,000 to employees at exercise prices ranging from $0.09 - $0.10, all vesting immediately. In 2022, 900,000 options were granted to non-employees and 1,600,000 to employees at exercise prices ranging from $0.10 - $0.115, all vesting immediately. The fair value of these options, totaling $153,000, was recognized as an expense and credited to contributed surplus for the year ended January 31, 2023 (2022 - $270,500).

Capital Expenditures
Expenditures on capital assets were $nil for the year ended January 31, 2023 (2022 - $nil).

Outstanding Share Data
The Company had the following securities outstanding as at January 31, 2023 and May 31, 2023:

Common shares issued and outstanding at January 31, 2023	169,129,247
Share options outstanding as at January 31, 2023	18,530,000
Warrants outstanding as at January 31, 2023	-
Share options granted since January 31, 2023	-
Share options exercised since January 31, 2023	-
Share options expired since January 31, 2023	-

Fully diluted common shares outstanding are 187,659,247 assuming the exercise of all share options.

Financial Instruments
Fair Value - Given their short-term maturity, the fair value of cash, accounts receivable, accounts payable and the short-term loan approximate the carrying value. The fair values of these financial instruments are measured using a Level 1 classification (quoted prices in active markets). The OQP Bio Bonds are fair valued through profit or loss and measured using a Level 2 classification (market observable valuation technique).

Foreign Currency Risk - The Company has assets and liabilities that are denominated in foreign currencies and that are exposed to the financial risk of earnings fluctuation arising from changes in foreign exchange rates and the degree of volatility of those rates. The Company does not currently use derivative instruments to reduce its exposure to foreign currency risk.

Liquidity Risk - Company's exposure to liquidity risk is dependent on its ability to raise funds to meet its commitments and sustain its operations. The Company controls liquidity risk by managing its working capital and by securing additional funds through equity, debt or partnering transactions.

Credit Risk - Financial instruments that subject the Company to credit risk consist primarily of cash, restricted cash and short-term investments and accounts receivable. To minimize its exposure to credit risk for cash and short-term investments, the Company invests surplus cash in fully guaranteed short-term deposits with its financial banker, a major Canadian bank. As the Company is primarily involved in research and development, the Company's exposure to credit risk related to accounts receivable is not considered to be significant.

Interest Rate Risk - Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and financial liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company's cash, restricted cash and restricted short-term investments are comprised of highly liquid deposits that earn interest at market rates. Accounts receivable and accounts payable bear no interest. 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.

Liquidity and Capital Resources

The Company's ability to continue as a going concern is uncertain and is dependent upon its ability to raise additional capital to successfully complete its research and development programs, commercialize its technologies, conduct clinical trials and receive regulatory approval for its products.

At January 31, 2023, consolidated cash was $374,658, as compared to consolidated cash of $264,340 at January 31, 2022. At May 31, 2023, the Company had consolidated cash of approximately $50,000.

Cash used in operating activities was $554,683 for the year ended January 31, 2023 compared to $170,776 for the year ended January 31, 2022.

The Company continues to implement a disciplined approach to containing costs and is focusing on programs aimed at achieving near-term goals.

Quest's funding needs will vary as its drug development products move into and through clinical trials. Based on current operating budgets, management believes that the capital resources of the Company should be sufficient to fund operations into the first quarter of fiscal 2025. The Company will seek additional capital through the sale of non-core assets, further equity financings, licensing arrangements involving its core technologies and strategic partnerships.

Contractual Obligations

In the normal course of operations, Quest has entered into contracts providing for the following payments over the following fiscal years:

	Payments due by year

	Total	Within 1 year	2 – 3 years	4 – 5 years	After 5 years
	$	$	$	$	$
Operating leases	-	23,344	-	-	-
Total contractual obligations	-	23,344	-	-	-

Related Party Transactions

Cost Sharing Agreement - The Company and OncoQuest operate in the same lease space. In December 2015, the Company entered into a cost sharing agreement with OncoQuest whereby certain of the common costs (leasing costs, utilities, etc.) are shared on an equal 50/50 basis between the companies. These costs were approximately $7,500 gross per month and fluctuated on a month-to-month basis. The amount paid for lease and other office related costs to Quest increased on February 1, 2017 to a monthly rate of $10,000 per month due to increase in scope of operations at OncoQuest. The Company received $30,000 under this arrangement for the year ended January 31, 2023.

Cost Recovery - Executive Services Agreement - In July 2020, the Company entered into an Executive Services Agreement with OncoQuest whereby the Company's officers render executive services to OncoQuest for a fee of $10,000 per month.

During the years ended January 31, 2021 and 2022, the Company received 2% interest-bearing debt funding of $500,000 from OncoQuest Inc. The funding is for drug development and operational purposes, is short term and repayable within 12 months. During the year ended January 31, 2023, the Company received additional 2% interest-bearing debt funding of $500,000 from OncoQuest. The Company accrued $18,657 of loan interest related to this obligation for the year ended January 31, 2023 (2022 - $5,096). Subsequent to year-end, the Company made a $200,000 principal repayment of the debt funding to OncoQuest Inc.

During the year ended January 31, 2023, two officers of the Company exercised 445,000 share options to acquire 445,000 common shares of the Company at an exercise price of $0.10 per common share.

During the year ended January 31, 2022, as part of executive compensation, the Company remunerated its CEO, Ragupathy Madiyalakan, with a bonus payment comprised of shares of OncoVent having an estimated fair market value of $28,318.

These transactions were recorded at the exchange amount which is the amount agreed to by the related parties.

Investment in OncoVent Co., Ltd.

In March 2016, OncoQuest, signed a joint venture contract with Shenzhen Hepalink. The agreement results in the creation of a new company in China called OncoVent Co., Ltd. ("OncoVent"), to focus on the research and development of Cancer Immunotherapy Products for the Chinese market. Under the agreement, OncoQuest licensed the greater China rights to the Immunotherapy Technologies and provided US$1,000,000 for 46% of the shares of OncoVent.

Shenzhen Hepalink contributed US$5,000,000 for 54% of the shares of OncoVent. As part of the agreement, OncoQuest transferred a portion of its shares in OncoVent to Quest and to another party such that Quest owns 10.67% and the other party owns 6%, respectively, of the shares of OncoVent. Management believes the creation of OncoVent will provide additional resources for product development that OncoQuest can access to accelerate its worldwide product registration strategy. OncoVent will focus on the development, manufacturing and commercialization of Cancer Immunotherapy Products within China with pancreatic cancer as its first target. On October 31, 2016, Shenzhen Hepalink contributed US$5,000,000 to OncoVent. On November 1, 2016, OncoQuest contributed $1,337,900 (US$1,000,000) to OncoVent.

For financial statement purposes, Quest accounts for its investment in this affiliated entity under the equity method. Oncovent began operations in November 2016.

	$
Balance, January 31, 2016	**-**
Investment in joint venture, November 1, 2016	1,337,900
Equity Method share of loss for the year ended January 31, 2017	(475,771)
Transfer of 6% interest to third party	(174,509)
Balance, January 31, 2017	**687,620**
Equity Method loss for the year ended January 31, 2018	(331,442)
Balance, January 31, 2018	**356,178**
Equity Method loss for the year ended January 31, 2019	(324,877)
Balance, January 31, 2019	**31,301**
Equity Method loss for the three-month period ended April 30, 2019	(31,301)
Balance, January 31, 2020 and onwards to January 31 2023	**-**

Investment in OncoQuest Inc.

The Company owns 42.52% of the common shares of OncoQuest Inc. The Company accounts for this investment using the Equity Method of accounting. OncoQuest recorded a net loss for the year ended January 31, 2022 of $135,828,030 (USD108,421,728). This loss resulted from OncoQuest writing down the value of the OQP Bio bonds by $133,277,067 (USD106,384,787) due to the lack of liquidity and marketability of the bonds. Quest, with a 42.52% ownership interest in OncoQuest at January 31, 2022, recorded an Equity Method loss of $57,754,078.

Quest reduced the value of its investment in OncoQuest at January 31, 2022 by recording a fair value adjustment of $26,748,980, and a foreign exchange adjustment in other comprehensive loss of $50,335 so that Quest’s investment in OncoQuest would not exceed $10,495,335, Quest’s percentage ownership interest in OncoQuest at year end of 42.52% multiplied by OncoQuest’s shareholders’ equity at January 31, 2022 of $24,683,289 (USD 19,406,627).

The January 2022 dividend received by Quest from OncoQuest reduced Quest’s investment in OncoQuest by a further $80,218,210.

The dividend was an in-kind dividend of OQP Bio bonds with a face value of KRW129.1 billion and an estimated fair value on January 31, 2022, of Cdn$80.2 million.

OncoQuest recorded a net loss for the year ended January 31, 2023 of $7,285,277 (USD5,567,655). This loss resulted from foreign exchange and fair value changes during the year related to OncoQuest's foreign denominated receivables, investments, put option and common share instrument. Quest, with a 42.52% ownership interest in OncoQuest at January 31, 2023, recorded an Equity Method loss of $3,096,272.

Quest recorded a foreign exchange adjustment in other comprehensive income of ($64,155).

The Company's equity investment in OncoQuest is as follows for the years ended January 31, 2022 and 2023:

	Year Ended January 31 $
Investment in OncoQuest at January 31, 2021	**175,266,938**
Equity Method loss for the year ended January 31, 2022	(57,754,078)
Fair value adjustment at January 31, 2022	(26,748,980)
Other comprehensive loss – foreign exchange	(50,335)
January 2022 in-kind dividend from OncoQuest	(80,218,210)
Investment in OncoQuest at January 31, 2022	**10,495,335**
Equity Method loss for the year ended January 31, 2023	(3,096,272)
Other comprehensive loss – foreign exchange	(64,155)
Investment in OncoQuest at January 31, 2023	**7,334,908**

OQP Bio Bonds received as a dividend by Quest:

Bond name	**Restated** **Face Value (KRW)**	**Fair value (KRW)**	**Fair value (Cdn)**
OQP Bio bond # 10	20,415,802,312	143,199,972	154,942
OQP Bio bond # 13	19,406,110,515	117,470,168	127,103
OQP Bio corporate bond	89,268,108,367	17,144,385,563	18,550,226
	129,090,021,194	**17,405,055,703**	**18,832,271**

Subsequent to year-end, the Company entered into a non-binding agreed in principle (the "Agreement in Principle") with OQP Bio Inc., to exchange the Company's OQP Bio Bonds for 77.5 billion KRW (Cdn$83,855,000) in cash and 64.6 billion KRW (Cdn$69,897,200) in bonds of Canaria Bio M ("CABM"). The Agreement in Principle is indicative and non-binding. The Company's receipt of cash for a portion of its OQP Bio Bonds was to be provided by third-party purchasers to be arranged by OQP Bio, none of which have been identified to date. The Company had not received the first tranche of cash that would have been due on May 31, 2023 had a definitive agreement been finalized under the same terms as the Agreement in Principle.

The second tranche of cash due on December 31, 2023 was also not received. The Company has not entered into a binding definitive agreement with OQP Bio regarding the proposed transactions contemplated by the Agreement in Principle nor received any cash payments under the Agreement in Principle with OQP Bio. A binding definitive agreement had not been entered into by the deadline specified in the Agreement in Principle (May 19, 2023) nor had one been entered into at the financial statement filing date (May 31, 2023). The terms and conditions of the Agreement in Principle are indicative and subject to change. There can be no assurance that a definitive agreement will be entered into, and even if entered into, the Company will be subject to significant performance risk of the counterparties, liquidity risk and price volatility risk for any securities received. Until a buyer is identified, none of the cash payments contemplated under the Agreement in Principle will be received. Conversion of the remaining bonds into shares of CAB is dependent on further restructuring of OQP Bio, CABM and CAB, none of which has occurred to date nor have any legal commitments to effect such restructurings been entered into. The OQP Bio Bonds represent an illiquid investment and there can be no assurance that the Company will be able to find a buyer for or be able to monetize all or any part of its OQP Bio Bonds.

The estimated fair value of the OQP Bio Bonds was determined to be $18.8 million at January 31, 2023, based on a valuation prepared by an independent valuator in April 2024, with the Company recording a fair value loss of $61,385,939 for the year ended January 31, 2023. The full amount of the bonds, $18.8 million, are classified as long term due to the timing of receipt of the bond consideration.

Bond Valuation Methodology

Overall, the Company's independent valuator utilized the probability-weighted average return model ("PWERM") approach to calculate the fair value of the OQP Bio Bonds, calculating the expected future cash flows from the convertible bonds and corporate bonds comprising the OQP Bio Bonds, and discounting them at an appropriate rate to reflect the probability of different outcomes. This method involves a forward-looking analysis of the potential future outcomes; it also estimates the ranges of future and present value under each outcome and applies a probability factor to each outcome as of the valuation date. Each scenario is evaluated with a corresponding percentage to represent the probability of its occurrence. These probabilities are estimated to the best of management's ability, taking into account the data, information, and circumstances available as of the valuation date.

Bond Valuation Assumptions:

In valuing the convertible bonds comprising part of the OQP Bio Bonds, the valuator assumed that the bonds will be held until maturity in 2050 and the Company will receive the principal payments at that time. The fair value of the debt component of such bonds was calculated based on an assumed market rate of interest for similar instruments estimated at 21.275% based on market data, the fact that the issuer of the bonds is not revenue generating and the current default status of the corporate bond comprising part of the OQP Bio Bonds. In valuing the fair value of the conversion feature of the convertible bonds, the valuator used a Black-Scholes option pricing model, using the following assumptions:

Current price of issuer's shares:	KRW 3.612
Time to maturity:	27.13 and 27.24 years, respectively, for the two bonds
Expected volatility:	124.39%
Risk free interest rate:	3.18%

In valuing the (non-convertible) corporate bond, three scenarios for realization were assumed each with the probability of occurrence assigned to them: Scenario 1: Restructuring of bond (20% probability assigned); Scenario 2: Legal proceeding and Recovery (40% probability assigned); and Scenario 3: Default and no recovery (40% probability assigned). For Scenario 1; it was assumed that the bond would be restructured as a 10-year corporate bond with the same accrued interest and principal payable at maturity. For Scenario 2; a 40% recovery rate was assumed. For Scenarios 1 and 2, an assumed market rate of interest of 21.275% was used in the fair value calculations.

OncoQuest Summarized Financial Information:

	As at January 31 2023	**As at January 31 2022**
	USD	**USD**
Current assets	$7,784,120	$50,353,977
Non-current assets	$17,816,682	$7,665,604
Current liabilities	$13,592,029	$40,443,153
Non-current liabilities	$nil	$nil

	For the year ended	**For the year ended**
	January 31 2023	**January 31 2022**
	USD	**USD**
Revenue	$nil	$nil
Net income / (loss)	($5,567,655)	($110,256,652)
Other comprehensive income / (loss)	$nil	$nil

Summarized financial information for Quest's other investment, OncoVent is not included because the information is not considered to be material at this time.

Disclosure Controls and Procedures

The management of Quest is responsible for establishing and maintaining disclosure controls and procedures for the Company and is continuing with the implementation of disclosure controls and procedures, to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to Quest management particularly during the period in which the annual filings are being prepared.

Internal Controls Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting. Management has taken steps to improve the procedures and provide maintenance related to an effective design for the Company's internal controls and procedures over financial reporting.

Management continues to note weaknesses in internal controls over financial reporting including those related to the limited number of accounting staff members resulting in a lack of segregation of duties.

Management will continue with the implementation of procedures aimed at minimizing the risk of material error in its financial reporting and will seek outside expertise when the need arises.

Risks and Uncertainties

Going concern uncertainty - The Company's financial statements have been prepared on a going concern basis which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company has experienced significant operating losses and cash outflows from operations since its inception. The Company's ability to continue as a going concern is uncertain and is dependent upon its ability to raise additional capital to successfully complete its research and development programs, commercialize its technologies and conduct clinical trials and receive regulatory approvals for its products, and upon the ability and timing to monetize the consideration received in the transaction with OQP Korea.

Quest's proprietary technologies are in various stages of development and some technologies have not received regulatory approval to begin clinical trials. It will be necessary for the Company to produce sufficient preclinical data in order to receive regulatory approval to begin clinical trials. There is no assurance that regulatory approval will be received to begin clinical trials. For the proprietary technologies that have received regulatory approval to begin clinical trials, future success will depend upon the ability of the Company to move the products through clinical trials, the effect and safety of these products, the timing and cost to receive regulatory and marketing approvals and the filing and maintenance of patent claims.

Quest's proprietary technologies have exposure to risks associated with commercialization. Even after product approval is obtained, there is no assurance that the Company will have a sufficient market for its products or the working capital required for commercialization.

The Company maintains clinical trial liability and product liability insurance; however, it is possible that this coverage may not provide full protection against all risks.

The Company may be exposed to risks associated with malfunctioning equipment, catastrophic events and other events within and outside of the Company's control. The Company maintains insurance believed to be adequate to cover any eventuality, but there is no guarantee that coverage will be sufficient for all purposes.

To a large degree, the Company's success is dependent upon attracting and retaining key management and scientific personnel to further the Company's drug development programs. There is a risk that required personnel may not be available to the Company when needed and, as a result, this may have a negative impact on the Company.

Quest must continue to raise additional capital by issuing new share capital through equity financing, licensing arrangements and/or strategic partnerships. The Company's ability to raise additional capital will depend upon the progress of moving its drug development products into and through clinical trials and the strength of the equity markets, which are uncertain. There can be no assurance that additional capital will be available.

The determination of fair value for Quest's investment in OncoQuest and in the OQP Bio Bonds in future periods will depend on management estimates and reasoned judgements for such values looking at appropriate evidence that is available at the time. OncoQuest and OQP Bio are privately held companies with no public trading history. Readers are cautioned that from one reporting period to the next, the change in value for the Company's investments and any resultant fluctuation in earnings per share for Quest may be significant.

As a result of the spread of the COVID-19 coronavirus, economic uncertainties have arisen which may impact operating activities and will depend on future developments, including the duration and spread of the outbreak, related travel advisories and restrictions, the recovery times of the disrupted supply chains, the consequential staff shortages, and production delays, or the uncertainty with respect to the accessibility of additional liquidity or capital markets, all of which are highly uncertain and cannot be predicted. There was no perceived impact for the Company for the year ended January 31, 2023. The potential future impact is unknown at this time.