ANTIBE THERAPEUTICS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Year Ended March 31, 2023

Dated: June 28, 2023

MANAGEMENT'S DISCUSSION AND ANALYSIS

INTRODUCTION

The following management's discussion and analysis (this "MD&A") of the operating results and financial position of Antibe Therapeutics Inc. ("Antibe" or the "Company") is for the three and twelve month period ended March 31, 2023 ("Q4 2023" and "Q4 2023 YTD" respectively) and for the comparative periods, the three and twelve month period ended March 31, 2022 ("Q4 2022" and "Q4 2022 YTD" respectively) and should be read in conjunction with the Company's most recent audited consolidated financial statements (the "2023 Audited FS") and the notes thereto for the twelve months ended March 31, 2023. The Company's accounting policies and estimates used in the preparation of the 2023 Audited FS are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial statement process. The Company's financial data have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board, and are presented in Canadian dollars unless otherwise noted herein.

Additional information relating to the Company is available under the Company's System for Electronic Document Analysis and Retrieval ("SEDAR") profile at www.sedar.com.

The Company's financial data are presented in thousands of Canadian dollars unless otherwise noted herein.

This MD&A was approved by the Company's Board of Directors on June 28, 2023.

FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A about the Company's current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or any other future events or developments constitute forward-looking statements. The words "may", "will", "would", "should", "could", "expect", "plan", "intend", "trend", "indication", "anticipate", "believe", "estimate", "predict", "likely" or "potential", or the negative or other variations of these words or other comparable words or phrases, are used to identify forward-looking statements. Forward-looking statements are based on estimates and assumptions made by the Company in light of management's experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Company believes are appropriate and reasonable in the circumstances.

Many factors could cause the Company's actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements. The purpose of the forward-looking statements is to provide readers with a description of management's expectations regarding, among other things, the Company's financial performance and research and development plans and may not be appropriate for other purposes. Readers should not place undue reliance on forward-looking statements.

Furthermore, unless otherwise stated, the forward-looking statements are made as of the date of this MD&A, and the Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. New factors emerge from time to time, and it is not possible for the Company to predict which factors may arise. In addition, the Company cannot assess the impact of each factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Without limitation, this MD&A may contain forward-looking statements pertaining to the following:

- the Company's research and development plans (including the persons expected to oversee, coordinate and participate in such plans), business model, focus, strategic objectives and growth strategy;
- the Company's current and future capital requirements and the need for additional financing;
- the continuation of the Company as a going concern;
- the payment of dividends;

- the Company's expectations regarding net losses and revenue generation; and
- the Company's expectations regarding increases in research and development costs and general and administrative expenses.

With respect to forward-looking statements, assumptions have been made regarding, among other things:

- the Company's future research and development plans proceeding substantially as currently envisioned;
- expected research and development tax credits;
- future expenditures to be incurred by the Company;
- research and development and operating costs;
- the Company's ability to find partners in the pharmaceutical industry;
- additional sources of funding, including the Company's ability to obtain funding from partners;
- the impact of competition on the Company;
- the Company being able to obtain financing on acceptable terms; and
- the Company's ability to license and/or obtain for sale new and innovative regenerative medicine products.

Because the factors discussed in this MD&A could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements made by the Company, readers should not place undue reliance on any such forward-looking statements. These statements are subject to risks and uncertainties, known and unknown, which could cause actual results and developments to differ materially from those expressed or implied in such statements. Such risks and uncertainties relate, among other factors, to:

- The Company's research and development activities not achieving the desired outcomes;
- the Company's history of operating losses;
- the Company's ability to obtain additional capital in the future to conduct operations, research and development activities and develop its products;
- the availability of tax credits;
- the Company's ability to find partners in the pharmaceutical industry;
- the Company's ability to license its products on terms and conditions acceptable to the Company;
- the Company's ability to compete against other companies and research institutions with greater financial and other resources;
- the Company's ability to secure and maintain adequate protection for its intellectual property;
- the Company's ability (or the ability of the Company's partners) to obtain regulatory approvals for the Company's products;
- the Company's ability to attract and retain key personnel;
- the potential impact of the COVID-19 crisis on the Company's operations.

The Company's actual results could differ materially from those discussed in the following MD&A.

COMPANY OVERVIEW

Antibe is a clinical-stage biotechnology company leveraging its proprietary hydrogen sulfide ("H_2S") platform to develop next-generation therapies to address inflammation arising from a wide range of medical conditions. The Company's current pipeline includes therapies that seek to overcome the gastrointestinal ("GI") ulcers and bleeding associated with nonsteroidal anti-inflammatory drugs ("NSAIDs"). Antibe's lead drug, otenaproxesul, is in development for the treatment of acute and chronic pain. The Company's second pipeline drug is a GI-sparing alternative to ketoprofen. The Company's next target is inflammatory bowel disease ("IBD"), a condition long in need of safer, more effective therapies.

The Company's overall strategy is to monetize otenaproxesul and its drug pipeline at the optimal time through partnering or mergers and acquisitions ("M&A") activity. Antibe's primary regulatory focus is to obtain United States Food and Drug Administration ("U.S. FDA") approval for otenaproxesul given that the United States is the world's largest pharmaceutical market. The Company is also planning to pursue regulatory approval in major markets in Europe and Asia.

RECENT EVENTS

On April 11, 2023, the Company announced that, further to the disclosure provided in last year's AIF, the dispute with Nuance Pharma ("Nuance") has not yet been settled. Accordingly, in May 2023, arbitration proceedings were held with Nuance and a decision is pending. (Please see "Legal Proceedings" in the AIF for further information.)

On November 1, 2022, the Company announced the closing of the sale of Citagenix to HANSAmed Limited. The transaction involves a guaranteed $3.5 million, divided into four equal payments over three years, with an additional $4 million subject to Citagenix achieving sales milestones in the four year period following closing. In accordance with the agreement, the Company received proceeds totaling approximately $1.4 million, comprising the first of the four guaranteed payments of $875 thousand and an adjustment of $0.3 million in excess working capital. In addition, prior to the closing Citagenix paid the Company $1.1 million to retire Preferred Shares in Citagenix.

On October 10, 2022, Antibe announced a new faster-absorbing formulation of otenaproxesul that aims to increase its therapeutic benefit and commercial potential. Accordingly, the Company filed a patent application that strengthens the drug's IP protection to 2043.

On May 25, 2022, the Company announced the appointment of Robert E. Hoffman, a Director of Antibe, as the new Chair of its Board of Directors. The Company also created two corporate Vice Chair positions to recognize the contributions of Walt Macnee, the former Chair, and Dr. John L. Wallace, Chief Scientific Officer and Director since he founded the Company. As Vice Chairs, they provide ongoing counsel to the Company on key business initiatives. Dr. Wallace is also taking the opportunity to return to his vocation as a research scientist.

NOVEL DRUG DEVELOPMENT PLATFORM

Antibe's drug development platform originates, develops and out-licenses patent-protected new pharmaceuticals for pain and inflammation that originate from Nobel Prize-winning medical research[1] highlighting the crucial role of gaseous mediators: chemical substances produced in the human body to regulate a range of fundamental cellular processes. The Company's drug design methodologies involve chemically linking a base drug to a hydrogen sulfide-releasing moiety, creating new chemical entities ("NCEs") with the potential to deliver safer and/or more effective inflammation-targeted therapies.

[1] The 1998 Nobel Prize in Physiology or Medicine was awarded jointly to Robert F. Furchgott, Louis J. Ignarro and Ferid Murad "for their discoveries concerning nitric oxide as a signaling molecule in the cardiovascular system". Dr. Ignarro is a member of the Company's Scientific Advisory Board.

OTENAPROXESUL: LEAD DRUG CANDIDATE

Otenaproxesul (formerly ATB-346) is a novel NSAID that releases hydrogen sulfide. It combines naproxen, a widely used NSAID, with a hydrogen sulfide-releasing moiety to create a novel therapeutic compound. Antibe is leveraging the drug's remarkable potency, GI protection, and overall safety profile to position it as the NSAID-of-choice for acute pain, including post-operative pain, acute musculoskeletal pain, dysmenorrhea, migraine, gout and dental pain – all large markets with an ongoing medical need for safe and effective therapies. The Company intends to utilize the characteristics of the acute pain dosing regimen to identify an optimal dosing regimen for chronic pain indications.

Recent Developments

On October 10, 2022, Antibe announced a new faster-absorbing formulation of otenaproxesul that promises to increase its speed of onset, thereby improving its therapeutic benefit and commercial potential. (Please see the following subsection for further detail.)

During calendar Q3 2021, the Company completed a single-dose pharmacokinetic ("PK") and pharmacodynamic ("PD") study in 24 healthy volunteers in the U.S. in connection with its IND filing with the U.S. FDA. Subjects were administered the single dose of either 150 mg or 100 mg of otenaproxesul, tolerating the drug without incident and successfully completing on-study and follow-up assessments with no clinically meaningful adverse events or clinically significant laboratory abnormalities. The results are being used to guide future development of otenaproxesul.

Also in calendar Q3 2021, the Company commenced an Absorption, Metabolism and Excretion ("AME") study of otenaproxesul in Canada, which was expected to conclude in calendar Q4 2021. On August 3, 2021, the Company announced that it had placed the AME study on a required pause because a pre-specified safety threshold was exceeded. At that point, the study had enrolled a total of 42 subjects on either a 75 mg or 100 mg daily dose of otenaproxesul, of whom 35 had completed the 28-day drug administration period, with seven subjects having been administered the drug for 21 days. Three subjects in the 100 mg cohort, who had completed the full drug administration period, exhibited liver transaminase elevations ("LTEs") exceeding five times the upper limit of normal, triggering the required pause. Other indicators of liver function for these subjects were normal. Following the 4-week drug administration period, a further three subjects exhibited similar LTEs. All six subjects, including five in the 100 mg cohort and one in the 75 mg cohort, completed their in-clinic observation period without any additional safety findings. All LTEs were transient, self-limiting and required no clinical intervention. While it continues to investigate alternative formulations and dosing regimens as a potential path forward for chronic indications, the Company has launched an acute pain program for otenaproxesul.

On March 29, 2021, Antibe announced that the U.S. FDA had cleared the Company's IND application for otenaproxesul. This enabled Antibe to undertake human clinical trials for otenaproxesul in the United States.

Development Plan for Acute Pain Indications

By leveraging otenaproxesul's existing comprehensive clinical data package, including its demonstrated efficacy and GI safety profile, the Company launched its acute pain clinical program in calendar Q1 2022. This program began with a series of short pharmacokinetic/pharmacodynamic ("PK/PD") studies to identify optimal treatment regimens for post-operative pain before entering Phase II. Although four such studies were planned, the Company concluded that the results from the first two studies warranted moving into a Phase II program.

In late 2021, the Company began intensive research to improve the immediate post-treatment bioavailability of otenaproxesul while concomitantly accelerating onset of cyclooxygenase inhibition, seeking tablet dosages much lower in strength than would be needed with the existing drug formulation. In October 2022, Antibe announced a new formulation of otenaproxesul that aims to increase the drug's therapeutic benefit and commercial potential. Its intended benefits include: (i) rapid dissolution mechanics, accelerating otenaproxesul's onset of action, a key benchmark for acute pain medications; and (ii) enhanced bioavailability, enabling a significant dose reduction compared to its current formulation. The lower dose provides an additional safety buffer as well as a potential pathway to address chronic pain indications. The new formulation was developed in collaboration with Antibe's global manufacturing partner; all related IP is owned exclusively by Antibe.

The transition to the new formulation enabled Antibe to bypass the Phase II molar extraction study originally planned for calendar Q4 2022. Instead, the Company captured the necessary data via a set of de-risking animal studies that recently concluded. To confirm the optimal dosing regimens for the upcoming Phase II bunionectomy trial, a relatively small PK/PD study in healthy volunteers is expected to complete in calendar Q4 2023. The Phase II bunionectomy trial is slated to initiate in calendar Q1 2024 at leading U.S. sites for this type of surgery. The surgical bunionectomy model is recognized as one of the most reliable methods for evaluating analgesic efficacy in post-operative pain.

If the Phase II program is successful, the Company will request an End of Phase 2 meeting with the U.S. FDA to discuss the Phase III program. Given the short treatment durations employed in acute pain trials, it is anticipated that the full Phase III program for otenaproxesul can be completed within 12-18 months from initiation. This includes two concurrent, pivotal efficacy trials to assess post-operative pain relief for the following surgical procedures: (i) the hard tissue model of bunionectomy, replicating the second Phase II trial with a larger sample size; and (ii) abdominoplasty, a widely accepted soft-tissue surgical model. The Company intends to apply for marketing approval for a broad acute pain indication. Upon marketing approval, Antibe plans to rapidly initiate a series of studies to further investigate the effectiveness of otenaproxesul in a range of promising acute pain indications. The Company also intends to utilize the characteristics of the acute pain dosing regimen to identify an optimal dosing regimen for chronic pain indications.

As is typical for acute pain drug development programs, the Company anticipates a requirement for additional animal and clinical studies. Such studies will be discussed with the U.S. FDA at the anticipated End of Phase 2 Meeting; the Company expects to conduct them in parallel with the drug's Phase III program.

The following summarizes the Company's estimated timeline for otenaproxesul:

- Complete clinical PK/PD study for otenaproxesul – calendar Q4 2023
- Initiate Phase II bunionectomy trial of otenaproxesul – calendar Q1 2024
- Deliver Phase II bunionectomy top-line data of otenaproxesul – calendar Q2 2024

ATB-352: ACUTE PAIN ANALGESIC FOR SPECIALIZED INDICATION

ATB-352 is an H_2S-releasing derivative of ketoprofen, a potent NSAID commonly prescribed for acute pain. Preclinical studies have revealed a potential application in a specialized indication with high unmet need. The Company has submitted a patent application for this indication.

Development Status

Antibe has confirmed the non-addictive properties of ATB-352. Preclinical studies have demonstrated that ATB-352 causes negligible GI damage compared to ketoprofen (Gemici et al., 2015). The Company has completed animal proof-of-concept studies with encouraging results and is pursuing additional such studies.

INFLAMMATORY BOWEL DISEASE

The Company has selected lead and backup candidates and recently filed a patent application for its IBD program. The IBD market, comprising treatments for ulcerative colitis and Crohn's disease, is expected to nearly double between 2019 and 2029 to US$25 billion (Global Data, 2020). The Company's new IBD candidates are being designed to maintain the efficacy, safety and pharmacokinetic properties of ATB-429, a hydrogen sulfide-releasing IBD drug (acquired via the 2021 amalgamation with Holdings) that has extensive and promising animal data but diminishing patent life.

NEW CHEMISTRY INITIATIVES

In 2021, Antibe engaged a full-service contract research organization ("CRO"), Dalriada Drug Discovery, to undertake new chemistry initiatives to identify additional H_2S-releasing compounds that show promise in the treatment of acute pain, chronic pain and other inflammatory conditions. This project has been successfully completed, with results that include the identification of lead and backup candidates for the Company's IBD program. Antibe retains ownership rights to any new IP filed as a result of this project.

INTELLECTUAL PROPERTY

The Company has filed a patent application that covers novel acute pain dosing regimens and a new formulation of otenaproxesul. In addition, the Company recently filed a patent application for its IBD drug program. If these patents are granted, the drugs will benefit from strengthened IP protection to 2043.

COMMERCIAL STRATEGY FOR OTENAPROXESUL

The global market for acute pain therapeutics is estimated to be more than US$25 billion, with opioids and NSAIDs accounting for the majority share (Transparency Market Research, GlobalData, Statista, DataBridge, DelveInsight, Allied Market Research, Biotech Advisors, Antibe internal estimates). In the U.S., there are 76 million surgical procedures annually (Gan et al., 2017) and more than two million Americans may become persistent opioid users each year (Brummett et al., 2017). The resurgent opioid crisis is pressuring prescribers, payors and policymakers to reduce the use of opioids across medical practice. In particular, the treatment of post-operative pain continues to rely on opioids, with little innovation in orally administered acute pain drugs, the only category of medications suitable for the transition to home recovery.

Antibe has completed a comprehensive third-party commercial assessment involving more than 60 U.S. clinicians and payors. This assessment reflects extensive primary and secondary research, including focus groups and an in-depth survey of medical specialists, involving orthopedic and general surgeons, anesthesiologists, internists, general practitioners and emergency physicians, all of whom treat acute pain on a daily basis. The assessment considered post-operative pain, acute musculoskeletal pain, dysmenorrhea, migraine and gout – the potential adoption of otenaproxesul for other acute pain indications (e.g., dental pain) was not investigated. Pricing and reimbursement, which drive a drug's adoption and ability to gain market share, were favourable, with minimal reimbursement hurdles expected. For the U.S. market alone, the assessment projects peak annual sales exceeding US$1 billion.[2] Physician responses indicate strong adoption rates, exceeding 50% for post-operative pain where opioids are widely used and surpassing 30% in all cases. Consistent with industry practice, an adjustment factor was applied to build conservatism into the sales projections. Interest in otenaproxesul was highest for doctors prescribing NSAIDs and opioids, with gastrointestinal safety the principal safety concern for those prescribing NSAIDs. The assessment was conducted by Shift Health, a leading life science strategy consultancy.

Antibe has also concluded a comprehensive strategic positioning assessment of otenaproxesul for acute pain in the U.S. market. The assessment identified a compelling commercial strategy and validated the drug's best-in-class positioning in a market with few novel therapies in development. In addition, new opportunities for competitive differentiation were identified and are being pursued. The assessment was conducted by a leading life science-focused marketing and commercialization agency.

The Company intends to apply for marketing approval for a broad acute pain indication that will enable prescribers to use otenaproxesul for a wide range of indications, including post-operative pain, acute musculoskeletal pain, dysmenorrhea, migraine, gout and dental pain.

[2] The U.S. accounts for 47% of the global pharmaceutical market (IQVIA, 2021).

SELECTED FINANCIAL INFORMATION

The selected financial information provided below is derived from the Company's annual audited consolidated financial statements.

	Year ended March 31, 2023	Year ended March 31, 2022
	$	$
Expenses:		
Research and development	11,308	14,358
General and administrative	6,099	5,442
Stock based compensation	2,808	5,521
Selling and Marketing	331	208
Total Expenses	20,546	25,529
Loss from Continuing Operations	(20,546)	(25,529)
Finance income and related costs	(1,255)	(279)
Net Loss from Continuing Operations	(19,291)	(25,250)
Income (loss) from Discontinued Operations	(184)	190
Net Loss and Comprehensive Loss	(19,475)	(25,060)

Fiscal year ended March 31, 2023 compared with the Fiscal year ended March 31, 2022

General and administrative, selling and marketing, research and development, stock-based compensation, totaled $20,546 for the year ended March 31, 2023 (2022 - $25,529). The decrease of $4,983 related to the following variations:

- General and administrative expenditures increased by $657 to $6,099 in 2023 primarily due to lower professional and consulting fees and other expenses partly offset by higher salaries, and office expenses.
- Selling and marketing costs totaled $331 in 2023 compared to $208in 2022. The increase of $123 consisted of higher advertising and promotions costs and travel and entertainment costs.
- Research and development costs decreased by $3,050 to $11,308 in 2023 from $14,358 in 2022 primarily due to higher salaries and wages and development costs partly offset by lower professional and consulting fees.
- Stock-based compensation decreased by $2,713 in 2023 to $2,808 primarily due to expensing of previously granted RSUs.

Finance income and related costs totalled $1,255 in 2023 ($279 in 2022), representing interest, bank charges, accretion interest and unrealized foreign currency translation loss or gains. This income and expenses will continue to be incurred in the future. Finance income was higher due to higher interest rates on cash balances and term deposits in 2023.

For the fiscal year ended March 31, 2023, the Company reported a net loss from continuing operations of $19,291 as compared to a net loss from continuing operations of $25,250 for the fiscal year ended March 31, 2022.

For the fiscal year ended March 31, 2023, loss from discontinued operations increased by $374 to $184 in 2023 from a gain of $190 in 2022 as improved performance was offset by a loss on sale of Citagenix.

Overall, the Company expects net losses to continue as otenaproxesul and other drug candidates advance through the regulated clinical phases of its development program. In addition, the Company will continue to require significant overhead to manage the development of its assets and to operate as a public company, which may result in increased expenses in the 'general and administrative expense' category.

Quarterly Summary

The following table presents unaudited selected financial information for the eight most recently completed financial quarters:

	Year ending March 31, 2023				Year ended March 31, 2022			
	Q4 $	Q3 $	Q2 $	Q1 $	Q4 $	Q3 $	Q2 $	Q1 $
Net Loss and Comprehensive loss	(3,549)	(4,316)	(6,079)	(5,531)	(5,237)	(4,849)	(8,675)	(6,299)
Basic and fully diluted net loss per share	(0.06)	(0.08)	(0.12)	(0.10)	(0.11)	(0.09)	(0.17)	(0.13)

Quarterly net loss and comprehensive losses decreased by $767 in Q4 2023 from Q3 2023 primarily due to lower R&D expenditures.

The Company does not intend to pay dividends in the foreseeable future. Any future decision to pay cash dividends will be left to the discretion of the Board of Directors of the Company and will depend on the Company's financial position, operating results and capital requirements at the time, as well as such other factors that the Board of Directors may consider relevant. The Company paid no dividends during the year and has no retained earnings from which it might pay dividends.

Sale of Citagenix

On November 1, 2022, the Company completed the sale of its wholly owned subsidiary, Citagenix. The $6,500 transaction involves a guaranteed $3,500 divided into four equal payments over three years, the first of which was received at closing. The remaining $3,000 is subject to Citagenix achieving sales milestones over the three-year period following closing. In accordance with the agreement, the Company received proceeds totaling approximately $1,395 offset by transaction costs, comprising the first of the four guaranteed payments of $875 and an adjustment of approximately $520 in estimated excess working capital. Under the terms of the agreement, the $250 deposit from the purchaser previously held in escrow was released at closing and included in the $875 payment. On February 15, 2023, the agreement was amended to include an additional $1,000 of contingent consideration and a one-year extension, bringing the total consideration to $7,500. The fair value of the contingent consideration was determined to be $0 and the guaranteed consideration was valued at $2,328 as of March 31, 2023, using a discount rate of 10%.

The results of Citagenix to November 1, 2022 are presented in the consolidated statements of loss and comprehensive loss as income (loss) from discontinued operations. The Company has also derecognized the related assets and liabilities, with the resulting gain recognized within income (loss) from discontinued operations.

The results of Citagenix for the years ended March 31, 2023 and 2022 are presented below:

	2023	2022
	$	$
Revenue	**6,987**	13,511
Cost of goods sold	**3,945**	8,145
Gross profit	**3,042**	5,366
Expenses	**2,618**	5,176
Loss on sale of Citagenix	**348**	-
Income (loss) before tax from discontinued operations	**76**	190
Provision for income taxes	**260**	-
Income (loss) from discontinued operations	**(184)**	190

The major classes of assets and liabilities on the day of sale and as at March 31, 2022 are presented below:

	November 1, 2022	**March 31, 2022**
	$	$
Cash	**836**	**-**
Accounts receivable, net of allowances	**1,054**	**1,176**
Inventory	**2,495**	**2,259**
Prepaid expenses	**53**	**64**
Intangible assets	**804**	**804**
Property and equipment	**317**	**305**
Deposits	**7**	**24**
Accounts payable and accrued liabilities	**(1,836)**	**(1,878)**
Assets held for sale	**3,730**	**2,754**

Cash flow provided by Citagenix operating activities for the year ended March 31, 2023 was $175 (2022 – $437).

Liquidity and Capital Resources

On June 15, 2022, the Company announced that it is extending the expiry date (the "Warrant Extension") and amending the exercise price (the "Amended Exercise Price") of 3,117,957 Common Share purchase warrants ("Warrants") of the Company.

The Warrants, pursuant to the Warrant Extension, will expire on December 31, 2023 and, pursuant to the Amended Exercise Price, be exercisable into a Common Share of the Company at $1.80 per Common Share, as depicted in the table below:

Issue Date	**Number of Warrants**	**Issued Exercise Price**	**Amended Exercise Price**	**Original Expiry Date**	**Amended Expiry Date**	**Effective Date**
June 30, 2020	2,373,401	$6.00	$1.80	June 30, 2022	December 31, 2023	June 30, 2022
August 13, 2019	748,555	$4.00	$1.80	August 13, 2022	December 31, 2023	June 30, 2022

None of the Warrants are held by insiders of the Company.

The Toronto Stock Exchange approved the Warrant Extension and Amended Exercise Price with an effective date for the amendments of June 30, 2022. These amendments had no impact to the presentation of shareholders' equity since the Company's accounting policy is to not record an adjustment to shareholders' equity when the warrants continue to be classified as equity under IAS 32.

The following is a summary of all warrants to purchase Common Shares that are outstanding as at March 31, 2023 and 2022, as well as details on exercise prices and expiry dates:

	2023		2022	
	Warrants	**Weighted average price**	Warrants	Weighted average price
		$		$
Balance, beginning of the year	**7,389,166**	**6.31**	7,906,117	6.12
Exercised during the year	**-**	**-**	(42,640)	3.00
Expired during the year	**(903,460)**	**4.87**	(474,311)	3.47
Balance, end of the year	**6,485,706**	**4.76**	7,389,166	6.31

For the twelve months ended March 31, 2023 the Company had cash flows from operating activities of negative $16,305 consisting of negative $16,333 cash flows from operations plus positive $28 from changes in working capital. In addition, cash flows used in investing activities were negative $11,827, including the net investment of $12,137 in term deposits. Additional cash outflows from financing activities totaled $81. The resulting net change in cash for the twelve months ended March 31, 2022 was negative $28,051 leaving a closing cash balance of $6,755 plus $32,137 in term deposits.

The Company's future capital requirements will depend on many factors including, without limitation, the scope of the Company's research and efforts, the results of the studies that comprise those efforts, the Company's ability to successfully manage its development partners, the Company's ability to grow its regenerative medicine business and the Company's ability to conclude licensing or partnering agreements. If the development of otenaproxesul proceeds as planned, and the scientific results of the planned development work are positive, the Company expects to be in a strong position to attract new investment and/or obtain additional financing at attractive rates. However, financial market and other conditions may result in the Company not being able to secure the additional financing needed to complete the development of any of its assets on terms acceptable to the Company, or at all.

As at March 31, 2023, the Company had no commitments for capital expenditures and no sources of financing arranged-but-not-used.

Outstanding Share Data

As at March 31, 2023, there were 52,617,092 common shares, stock options in respect of 1,430,112 common shares, restricted share units of 3,537,265 and 6,485,706 warrants outstanding.

Commitments

The Company renewed its lease for the use of its 15 Prince Arthur Ave. office space effective September 6, 2019. The lease is for an indefinite period and cancellable on six months notice.

The Company has long-term leases with respect to its premises in Laval, Quebec. In addition, the Company is obligated to pay for its proportional share of maintenance and other related cost for the leased premises.

Certain Company executives are eligible to receive retention bonuses based on achieving certain profitability targets. To date, no accrual has been made for such bonuses as the probability of payout is uncertain.

Royalties

(a) Royalty agreements

On November 16, 2015, the Company announced the signing of an exclusive long-term license and distribution agreement with Knight Therapeutics Inc., a leading Canadian specialty pharmaceutical company, for the Company's anti-inflammatory and pain drugs, ATB-346, ATB-352 and ATB-340, as well as the rights to other, future prescription drugs. Under the terms of the license agreement, the Company has granted Knight the exclusive commercial rights for the Company's drug candidates and other future prescription drugs in Canada, Israel, Russia and sub-Saharan Africa. The Company is entitled to royalties on annual sales, along with the potential for $10 million in payments for sales-based milestones.

The Company received no royalties from Knight in the twelve months ended March 31, 2023.

On February 24, 2017, Antibe entered into an exclusive long-term license and distribution agreement ("License Agreement 1") with Laboratoires Acbel SA for ATB-346 in Albania, Algeria, Bulgaria, Greece, Jordan, Romania and Serbia (the "Territory"). Acbel is an affiliated holding company of Galenica SA and one of the largest pharmaceutical companies in Greece. Under the terms of License Agreement 1, Antibe was issued an upfront payment of €800 (CAD$1,142) and is entitled to receive a 5% royalty on net sales of ATB-346 in the Territory. The upfront revenue is reflected in deferred revenue until the point that Acbel can benefit from the license.

On September 4, 2018, Antibe entered into an exclusive licensing agreement ("License Agreement 2") with Kwangdong Pharmaceutical Co., Ltd., ("Kwangdong") for the development and commercialization of otenaproxesul in the Republic of Korea ("Region"). Under the terms of License Agreement 2, Antibe was issued an upfront payment of US$1,000 (CAD$1,316), which is reflected in deferred revenue until the point that Kwangdong can benefit from the license. Additionally, Antibe will receive a double-digit royalty on net sales in the Region. Under the terms of License Agreement 2, Antibe will be entitled to receive US$9 million in milestone payments. Fees paid to an agent used in obtaining License Agreement 2 have been recorded as deferred contracts on the audited consolidated statement of financial position in the amount of $236 as at March 31, 2023.

On February 9, 2021, Antibe announced that it had entered into an exclusive licensing agreement ("License Agreement 3") with Nuance Pharma (Shanghai) Co. Ltd. ("Nuance") for commercialization in the Greater China region. The license provides Nuance with exclusive rights to commercialize otenaproxesul in China, Hong Kong, Macau, and Taiwan, representing approximately 10% of the worldwide pharma market. Under the terms of the agreement, Antibe is entitled to US$100 million in milestone payments, including US$20 million upfront and US$80 million in development and sales milestones, in addition to a double-digit royalty on sales. Clinical development and regulatory costs for the region will be borne by Nuance. Antibe and Nuance have established a structure for collaborating on otenaproxesul's clinical development in the region, ensuring a fit with Antibe's global regulatory strategy. Fees paid to an agent used in obtaining License Agreement 3 have been recorded as deferred contracts on the audited consolidated statement of financial position in the amount of $1,047 as at March 31, 2023.

The Company received notice of arbitral proceedings from Nuance relating to License Agreement 3, on January 21, 2022. Pursuant to License Agreement 3, Nuance is obligated to make up to US$80 million in payments to Antibe upon certain development and sales milestones, in addition to an upfront payment of US$20 million which has been paid. Nuance seeks to have the license rescinded and the upfront payment returned, alleging that Antibe failed to adequately share information concerning the risks of transaminase elevations related to otenaproxesul. The Company considers Nuance's claims to be without merit. The Company has engaged counsel to assist it with the arbitration proceedings, which have been brought under the Arbitration Rules of the Singapore International Arbitration Centre. Arbitration proceedings were held in May 2023 and a decision is pending.

The amount of the upfront payments for all licenses is included on the audited consolidated statements of financial position as deferred revenue and will be recorded through the statement of loss and comprehensive loss at the same point when the license revenue is recognized.

The Company received no royalties from Acbel, Kwangdong or Nuance in the year ended March 31, 2023.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Summary of Significant Accounting Policies and Use of Estimates

The preparation of unaudited interim consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, if any, at the date of the unaudited interim consolidated financial statements, and the reported amount of expenses during the reporting period. Actual results may vary from the current estimates. These estimates are reviewed periodically and, as adjustments become necessary, they are reported in income in the year in which such adjustments become known. Significant estimates in these unaudited interim consolidated financial statements include determination of eligible expenditures for investment tax credit purposes, estimation of inventory reserves, intangible assets not yet subject to amortization, credit losses and inputs related to the calculation of fair value of stock-based compensation and warrants.

The Company may be eligible for Scientific Research and Experimental Development ("SR&ED") tax credits on research and development expenses incurred since its formation. As a publicly listed company, future federal SR&ED tax credits, if awarded at all, may be received only in the form of non-refundable tax credits. Provincial SR&ED tax credits, if awarded at all, may be received in cash.

A summary of the Company's significant accounting policies is provided in the notes to the 2023 Audited FS (Note 3).

Financial Instruments

A summary of the Company's financial instruments is provided in the notes to the 2023 Audited FS (Note 19).

Capital and Financial Risk Management

An overview of the Company's capital and financial risk management issues and strategies is provided in the notes to the March 31, 2023 audited financial statements (Notes 20 and 21).

RISK FACTORS

Any investment in the Company involves a number of risks. In addition to the information contained elsewhere in this MD&A and in the referenced 2023 audited condensed consolidated financial statements and related notes, investors and prospective investors should give careful consideration to the following risk factors. These are not the only risks and uncertainties that the Company faces. If any of the following events described as risks or uncertainties actually occurs or others occur, the Company's business, prospects, financial condition and operating results would likely suffer, possibly materially. In that event, the market price of the Common Shares could decline and investors could lose part or all of their investments. Additional risks and uncertainties presently unknown to the Company, or that the Company believes not to be material at this time, may also impair or have a material adverse effect on the Company's operations.

Start-up and Basis of Presentation

The Company's pharmaceutical development operations currently consist of preparing for Phase II clinical trials of otenaproxesul. Additionally, the Company conducts pre-clinical research on other of its assets in order to assess them as potential future pre-clinical and clinical development candidates. Almost all research and development, administration and capital expenditures incurred by the Company since the commencement of operations are associated with the development described above.

The Company is subject to a number of risks and material uncertainties associated with the successful development and acquisition of new products and their marketing, the conduct of its clinical studies and their results and the establishment of strategic alliances as needed. The Company will have to acquire the financing needed to conduct its research and development operations. To achieve the objectives of its business plan, the Company plans to raise capital and enter into development partnerships as needed. The products developed by the Company will require approval from regulatory bodies including the U.S. FDA, Health Canada, and similar organizations in other countries before their sale can be authorized.

Risks Related to the Company's Business

Ability to Continue as a Going Concern

The audited condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As at March 31, 2023, the Company incurred a net comprehensive loss for the year then ended of $19,475 had negative cash flows from operations of $16,305 and an accumulated deficit of $130,491.

Until such time as the Company's pharmaceutical products are patented and approved for sale, the Company's liquidity requirements are dependent on its ability to raise additional capital by selling additional equity, from proceeds from the exercise of stock options and common share warrants or by obtaining credit facilities. The Company's future capital requirements will depend on many factors, including, but not limited to, the market acceptance of its products and services. No assurance can be given that any such additional funding will be available or that, if available, it can be obtained on terms favourable to the Company.

All of the factors above indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern, which assumes the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the ordinary course of business. Management's plans to address these issues involve actively seeking capital investment and generating revenue and profit from the commercialization of its products. The Company's ability to continue as a going concern is subject to management's ability to successfully implement this plan. Failure to implement this plan could have a material adverse effect on the Company's financial condition and financial performance.

If the going concern assumption were not appropriate for the audited condensed consolidated financial statements, then adjustments would be necessary to the carrying value of assets and liabilities, the reported revenue and expenses, and the classifications used in the consolidated statements of financial position. The audited condensed consolidated financial statements do not include adjustments that would be necessary if the going concern assumption were not appropriate.

Lack of Supporting Clinical Data

The clinical effectiveness and safety of any of the Company's developmental products is not yet supported by clinical data and the medical community has not yet developed a large body of peer reviewed literature that supports the safety and efficacy of the Company's products. If future studies call into question the safety or efficacy of the Company's products, the Company's business, financial condition, and results of operations could be adversely affected.

Research and Development Risk

A principal component of the Company's business strategy is to expand its product offering to fully exploit its core science and related technologies. As such, the Company's organic growth and long-term success is dependent in part on its ability to successfully develop new and current products and it will likely incur significant research and development expenditures to do so. The Company cannot be certain that any investment in research and development will yield feasible or commercially viable products. Furthermore, its ability to discover and develop products will depend on its ability to:

- retain key scientists and executives as employees or partners;
- identify high quality therapeutic targets and unmet medical needs;
- identify potential drug candidates;

- develop products internally and assist its partners with development;
- successfully complete laboratory testing and clinical trials on humans;
- manufacture drug candidates and products that meet regulatory and industry standards;
- obtain and maintain necessary intellectual property rights to the Company's products;
- obtain and maintain necessary U.S. and other regulatory approvals for its products;
- collaborate with third parties to assist in the development of its products; and
- enter into arrangements with third parties to co-develop, license, and commercialize its products.

The Company may not be successful in discovering and developing drug products. Failure to introduce and advance new and current products could materially and adversely affect the Company's operations and financial condition.

Clinical Development Risks

The Company must demonstrate the safety and efficacy of otenaproxesul (and potentially other products it develops) through, among other things, extensive clinical testing. The Company's drug research and development programs are at an early stage of development. Numerous unforeseen events during, or as a result of, the testing process could delay or prevent commercialization of any products the Company develops, including the following:

- the results of clinical studies may be inconclusive, may demonstrate potentially unsafe drug characteristics, or may not be indicative of results that will be obtained in later human clinical trials;

- the safety and efficacy results attained in the early clinical studies may not be indicative of results that are obtained in later clinical trials; and

- after reviewing clinical study results, the Company or its partners or collaborators may abandon projects that were previously thought to be promising.

Clinical studies are very expensive, can run into unexpected difficulties and the outcomes are uncertain. The data collected from studies the Company conducts may not be sufficient to support the regulatory approval of additional human testing of such product(s). Clinical studies of the Company's products may not be completed on schedule or on budget. The Company's failure to complete any of its clinical studies on schedule or on budget, or its failure to adequately demonstrate the safety and efficacy of any of the products it develops, could delay or prevent regulatory approval of such products, which could adversely affect the Company's business, financial condition and results of operations.

Negative Cash Flow from Operating Activities

The Company reported negative cash flow from operating activities for the year ended March 31, 2023, and expects to experience negative operating cash flows for the foreseeable future. Until such time as the Company's drug products are approved for sale, the Company's working capital requirements are dependent on the Company's ability to raise capital by selling additional equity or from proceeds from the exercise of stock options and Common Share purchase warrants, by obtaining business development revenue (milestone payments for licensing agreements), or by obtaining credit facilities. No assurance can be given that any such additional funding or revenue will be available or that, if additional funding is available, it can be obtained on terms favourable to the Company.

Operational Risk

In the normal course of business, the Company's operations continue to be influenced by a number of internal and external factors and are exposed to risks and uncertainties that can affect its business, financial condition and operating results. The Company's activities are subject to ongoing operational risks, including the performance of key suppliers, product performance, and government and other industry regulations, all of which may affect its ability to meet its obligations. In addition, and although the Company believes it has prudently adopted conservative assumptions in its business planning and related cost estimations, no assurances can be given that such assumptions will prove to be accurate.

Reliance on Partners and Suppliers

Antibe works with a number of third parties to develop its products (and finance such development) and expects its reliance on third party partnerships and suppliers to increase in the future. If the Company's current or future strategic partners and suppliers do not devote adequate resources to product development, or if they experience financial difficulties, change their business strategy, decide to not pursue commercialization of our drug, have their licensing rights terminated by court or arbitrator, or undergo a business combination that affects their willingness or ability to fulfill their obligations to the Company, the result could be a material adverse effect on the Company's financial condition, results of operations and/or cash flow. Furthermore, if the Company is unable to enter into additional partnerships and supplier relationships in the future, or if the current or future partnerships and supplier relationships fail, the Company's ability to develop and sell products could be impacted negatively and the Company's business could be adversely affected. There can be no assurances that the Company will be able to establish these future strategic relationships, or, if established, that the relationships will be maintained.

Disruptions in Production

Factors that could affect the production and sale of the Company's products which could result in decreases in profitability include: (a) Acts of God; (b) the expiration or termination of leases, contracts, permits or licenses; (c) sales price redeterminations; (d) future litigation; (e) work stoppages or other labour difficulties; (f) disputes with suppliers, distributors and subcontractors; (g) political risk with offshore suppliers; (h) reliance on suppliers with highly technical and not easily replaceable expertise; and (i) changes in the market and general economic conditions. Weather conditions, equipment replacement or repair and fires can have a significant impact on operating results.

Fluctuations in Exchange Rates

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada and the United States. The Company's costs are primarily in Canadian and U.S. dollars. The Company has not hedged its exposure to currency fluctuation.

Income Taxes

Income taxes are accrued based on current taxes expected to be paid or recovered for the period, and deferred taxes applicable in respect of the temporary differences that will reverse in subsequent periods. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted at the reporting date in the countries where the Company operates.

Estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income before they expire. The Company's assessment is based upon existing tax laws and estimates of future taxable income. If the assessment of the Company's ability to utilize the underlying future tax deductions changes, the Company would be required to recognize more or fewer of the tax deductions as assets, which would decrease or increase the income tax expense in the period in which this is determined.

Significant judgment is required in determining the global provision for taxation. There are transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. The Company maintains provisions for uncertain tax positions that it believes appropriately reflect its risk with respect to tax matters under active discussion, audit, dispute or appeal with tax authorities, or which are otherwise considered to involve uncertainty. These provisions for uncertain tax positions are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at each balance sheet date. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Worsened General Economic Conditions

The decline in the global economic environment in recent years and the continuing economic instability in certain parts of the world resulted in increasing uncertainty regarding future revenue and third party commitments, both in terms of timing and magnitude. If the global economic climate does not recover, the Company may not generate the commercial activity required to support its operations resulting in requirement for additional restructurings and erosion of its existing capital resources which may hinder the future viability of the Company.

Acquisitions

The Company in the future may acquire businesses, products or technologies that it believes complement or expand its existing business. Acquisitions of this type involve a number of risks, including the possibility that the operations of the acquired business will not be profitable or that the attention of the Company's management will be diverted from the day-to-day operation of its business. An unsuccessful acquisition could reduce the Company's margins or otherwise harm its financial condition.

Product Liability and Medical Malpractice Claims

The Company may be exposed to risks associated with product liability claims if the use of the Company's products results in injury or property damage. In addition, medical malpractice claims may be brought against the Company. The Company carries what it believes to be adequate product liability insurance as well as clinical studies insurance, but the Company may not have adequate resources to satisfy a judgment if a successful claim is brought. The assertion of product liability or medical malpractice claims may also significantly damage the Company's reputation.

Management of Growth

The Company's future results of operations will depend in part on the ability of its officers and other key employees to implement and expand operational, customer support and financial control systems and to expand, train and manage its employee base. The Company's future performance will also depend to a significant extent on its ability to identify, attract, train and retain highly skilled sales, technical, marketing and management personnel.

Dependence on Key Personnel

Antibe's success is dependent on certain key management personnel, primarily its scientists and executives, who are key to the existence and continuity of the Company. Furthermore, competition for qualified employees among biotechnology industry companies is intense, and the loss of key personnel or inability to attract and retain additional highly skilled employees required for the expansion of activities could adversely affect Antibe's business. There can be no assurance that these persons will remain available to Antibe, forcing Antibe to attract and retain additional qualified employees and key executives for the achievement of Antibe's business goals.

Protection of Intellectual Property

The Company's success depends in part on its ability to maintain or obtain and enforce patent and other intellectual property ("IP") protections for its processes and technologies and to operate without infringing upon the proprietary rights of third parties or having third parties circumvent the rights that the Company owns or licenses. The Company has applications and registrations in the United States, Canada, and other jurisdictions, and has received some patents and expects others, and may, in the future, seek additional patents and registrations or file patent applications and registrations.

Patents may provide some degree of protection for intellectual property; however, patent protection involves complex legal and factual determinations and is therefore uncertain. The Company cannot be assured that its patents or patent applications will be valid or will issue over prior art, or that patents will issue from the patent applications it has filed or will file. Additionally, the Company cannot be assured that the scope of any claims granted in any patent will be commercially useful or will provide adequate protection for the technology used currently or in the future. The Company cannot be certain that the creators of its technology were the first inventors of inventions and processes covered by its patents and patent applications or that they were the first to file. Accordingly, it cannot be assured that its patents will be valid or will afford protection against competitors with similar technology or processes. Despite its efforts to protect its proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use its

proprietary information. Monitoring unauthorized use of confidential information is difficult and the Company cannot be certain that the steps taken to prevent unauthorized use of confidential information will be effective. In addition, the laws governing patent protection continue to evolve and are different from one country to the next, all of which causes further uncertainty in the usefulness of a patent. In addition, issued patents or patents licensed to the Company may be successfully challenged, invalidated, circumvented or may be unenforceable so that the Company's patent rights would not create an effective competitive barrier.

Moreover, the laws of some countries may not protect the Company's proprietary rights to the same extent as do the laws of the United States and Canada. There are also countries in which the Company intends to sell its products, but has no patents or pending patent applications, or trademark registrations. The Company's ability to prevent others from making or selling duplicate or similar technologies will be impaired in those countries in which there is weaker or no intellectual property protection. If the Company is not able to adequately protect its intellectual property and proprietary technology, its competitive position, future business prospects and financial performance will be adversely affected.

Unpatented trade secrets, technological innovation and confidential know-how are also important to the Company's success. Although protection is sought for proprietary information through confidentiality agreements and other appropriate means, these measures may not effectively prevent disclosure of proprietary information, and, in any event, it cannot be assured that others will not independently develop the same or similar information or gain access to the same or similar information. In view of these factors, the Company's intellectual property positions have a degree of uncertainty.

Setbacks in these areas could negatively affect the Company's ability to compete and materially and adversely affect its business, financial condition and results of operations.

Inability to Implement the Business Strategy

The growth and expansion of the Company's business is heavily dependent upon the successful implementation of the Company's business strategy. There can be no assurance that Antibe will be successful in the implementation of its business strategy.

Large Accumulated Deficit

Antibe has a large accumulated deficit, expects future losses, and may never achieve or maintain profitability. It has incurred substantial losses since inception and expects to incur additional operating losses in the future as a result of research and development costs and ongoing operating costs including the additional costs of operating as a public company. The extent of the Company's future losses is highly uncertain, and its prospects must be considered in light of the risks and uncertainties encountered by a company in the early stage of product development in the continuously evolving human pharmaceutical market, including the risks described throughout this MD&A. If the Company cannot successfully address these risks, its business and financial condition will suffer.

Competitive Market for Antibe's Products

The pharmaceutical and biotechnology industries are highly competitive. Overall, most of Antibe's competitors in the pharmaceutical and biotechnology industries are larger and have greater financial and other resources, which enable them to invest significant amounts of capital and other resources in their businesses, including expenditures for research and development and sales and marketing. If one of Antibe's current or future competitors develops innovative proprietary products, some or all of Antibe's products could be rendered obsolete.

Intellectual Property Litigation

Patents issued or licensed to the Company and trademarks registered or licensed to the Company may be infringed upon by the products or processes of others. The cost of enforcing intellectual property rights against infringers, if such enforcement is required, could be significant, and the time demands could interfere with normal operations. There has been substantial litigation and other proceedings regarding patent and other intellectual property rights in the pharmaceutical industry. Antibe may become a party to intellectual property litigation and other proceedings. The

cost of any intellectual property litigation, even if resolved in the Company's favour, could be substantial. Some of the Company's competitors may be able to sustain the costs of such litigation more effectively than the Company can because of their substantially greater financial resources. Litigation may also absorb significant time and could divert management's attention from Antibe's core business. Litigation also puts the Company's intellectual property at risk of being invalidated or interpreted narrowly, and puts patent applications at risk of not being issued.

Additionally, it is possible that patents issued or licensed to Antibe may be challenged successfully by third parties in patent litigation. Patent applications which relate to or affect the business may have been filed by others and may conflict with the Company's technologies or patent applications; this could reduce the scope of patent protection which could otherwise be obtained or even lead to refusal of patent applications. It is also possible for others, on an independent basis, to develop products which have the same effect as the Company's products or to design around the technology protected by the Company's patents. In any event, if the Company is unable to secure or to continue to maintain a preferred position, its products could become subject to competition from the sale of generic or equivalent products. Antibe could also become involved in interference proceedings in connection with one or more of its patents or patent applications to determine priority of invention.

Antibe cannot be certain that it is the creator of inventions covered by pending patent applications or that it was the first to file patent applications for any such inventions. It cannot be assured that the Company's patents, once issued, would be declared by a court to be valid or enforceable, or that a competitor's technology or product would be found to infringe upon the Company's products. In the event that a court were to find that the Company was infringing upon a valid patent of a third party, it could be required to pay a substantial damage award, develop non-infringing technology, enter into royalty-bearing licensing agreements or stop selling its products. It cannot be assured that the Company could enter into licensing arrangements at a reasonable cost, or at all. Any inability to secure licenses could result in delays in the introduction of some of the Company's products or even lead to prohibition of the development, manufacture or sale of certain of its products.

Although no claims against the Company are, to its knowledge, currently pending, it may be subject to claims. Litigation may be necessary to defend against these claims. Even if the Company is successful in defending against these claims, litigation could result in substantial costs and be a distraction to management.

Non-IP Litigation

Any unfavourable court or arbitration judgment or other cases could affect Antibe's cash flow. One of the Company's license partners, Nuance Pharma Limited, has commenced arbitration proceedings related to their license agreement. (Please see "Legal Proceedings" in the AIF for further detail.) As of the date hereof, the Company has no other legal matters pending.

The Company's Licensees may not Perform or may Terminate the Licenses

The Company is party to license agreements for certain of its drug candidates with various counterparties for various geographical jurisdictions. And the Company may enter into additional license agreements in the future, including with smaller or medium-sized pharmaceutical companies in regions that represent smaller market opportunities (i.e., outside of the United States and Western Europe). Licensees generally have the right to terminate license agreements and/or may not perform as expected or in accordance with the terms and conditions of a license agreement. The actions or inactions of licensees relating to the Company's licenses or otherwise could negatively impact the Company's products, reputation and results of operations. In addition, disputes may arise between the Company and its licensees that may result in the delay or termination of the research, development or commercialization of drug candidates, as applicable, or that result in costly litigation. While the Company intends to be selective in choosing financially strong and experienced licensees, it will have little or no ability to control the business practices or other actions of its licensees beyond specific matters relating to license set forth in each license agreement.

Regulatory Risk

Antibe will require approval from the U.S. FDA and Health Canada to conduct future human clinical studies in the U.S. and Canada respectively, and will require approval from these regulatory agencies and equivalent organizations in other countries before any of its products can be marketed. There is no assurance that such approvals will be

forthcoming. Furthermore, the exact nature of the studies these regulatory agencies will require is not known and can be changed at any time by the regulatory agencies, increasing the financing risk and potentially increasing the time to market the Company faces, which could adversely affect the Company's business, financial condition or results of operations.

Regulatory Compliance

In both domestic and foreign markets, the development, formulation, manufacturing, packaging, labeling, handling, distribution, import, export, licensing, sale and storage of pharmaceuticals are affected by a body of laws, governmental regulations, administrative determinations, including those by U.S. FDA and Health Canada, court decisions and similar constraints. Such laws, regulations and other constraints can exist at the federal, provincial or local levels in Canada and at all levels of government in foreign jurisdictions. There can be no assurance that Antibe and Antibe's partners are in compliance with all of these laws, regulations and other constraints. Antibe and its partners may be required to incur significant costs to comply with such laws and regulations in the future, and such laws and regulations may have an adverse effect on the business. The failure of the Company or its partners to comply with current or future regulatory requirements could lead to the imposition of significant penalties or claims and may have a material adverse effect on the business. In addition, the adoption of new laws, regulations or other constraints or changes in the interpretations of such requirements might result in significant compliance costs or lead Antibe and its partners to discontinue product development and could have an adverse effect on the business.

International Operations

Antibe's international operations expose it and its representatives and agents to risks inherent to operating in foreign jurisdictions that could materially adversely affect its operations and financial position. These risks include:

- Country specific taxation policies;
- Imposition of additional foreign governmental controls or regulations;
- Export license requirements; and
- Changes in tariffs and other trade restrictions.

Moreover, applicable agreements relating to business in foreign jurisdictions are governed by foreign laws and are subject to dispute resolution in the courts of, or through arbitration proceedings in, the country or region in which the parties are located or another jurisdiction agreed upon by the parties. Antibe cannot accurately predict whether such jurisdictions will provide an effective and efficient means of resolving disputes that may arise. Even if it obtains a satisfactory decision through arbitration or a court proceeding, Antibe could have difficulty in enforcing any award or judgment on a timely basis or at all.

Reliance on Information Technology

Despite the implementation of security measures, the Company's internal computer systems, and those of third parties on which the Company relies, are vulnerable to damage from computer viruses and unauthorized access, malware, natural disasters, fire, terrorism, war, telecommunication and electrical failures, cyber-attacks or cyber-intrusions over the internet, attachments to emails, or persons inside the Company. The risk of a security breach or disruption, particularly through cyber-attacks or cyber intrusion, including by computer hackers, foreign governments, and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Should a material system failure or security breach occur and cause interruptions in Antibe's operations, it could result in a material disruption of the Company's development programs and business operations. For example, the loss of clinical trial data from ongoing, completed or future clinical trials could result in delays in regulatory approval efforts and significantly increase costs to recover or reproduce the data. Likewise, the Company relies on third parties for a range of services and products including the manufacture of product candidates and conduct of studies and trials; similar events relating to third parties' computer systems could also have a material adverse effect on the Company's business. To the extent that any disruption or security breach were to result in a loss of, or damage to, our data or applications, or inappropriate disclosure of confidential or proprietary information, Antibe could incur liability and the further development and commercialization of product candidates could be delayed.

Financial Instruments

The Company is exposed to a variety of financial risks by virtue of its activities: credit risk, liquidity risk, foreign currency risk and interest rate risk. The Company's 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 by the officers of the Company as discussed with the Board of Directors. The officers of the Company are charged with the responsibility of establishing controls and procedures to ensure that financial risks are mitigated in accordance with the expectation of the Board of Directors as follows:

Credit risk

The Company's credit risk is primarily attributable to receivables and the excess of cash held in one financial institution in excess of the amount covered by the deposit insurance by Canadian Deposit Insurance Corporation.

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they become due or can do so only at excessive cost. The Company manages its liquidity risk by forecasting cash flows and anticipated investing and financing activities. Officers of the Company are actively involved in the review and approval of planned expenditures, including actively seeking capital investment and pursuing the commercialization of its products.

As of March 31, 2023, the Company's financial obligations, including applicable interest, are due as follows:

	Less than 1 year	1–2	After 2	Total
	$	$	$	$
Accounts payable and accrued liabilities	2,764	-	-	2,764

Foreign currency risk

The functional and reporting currency of the Company is the Canadian dollar. The Company undertakes transactions denominated in foreign currencies, including U.S. dollars, and, as such, is exposed to currency risk due to fluctuations in foreign exchange rates against the Canadian dollar. The Company does not use derivative instruments to reduce exposure to foreign currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value or 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.

Disclosure Controls and Procedures

The Company's management is responsible for establishing and maintaining disclosure controls and procedures, as defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109") and have designed such disclosure controls and procedures to provide reasonable assurance that material information with respect to the Company is made known to them and information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

The Company's management is responsible for establishing and maintaining internal controls over financial reporting ("ICFR"), as defined in NI 52-109 and have designed such ICFR to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with IFRS.

There have been no changes in the Company's ICFR during the 12 months ended March 31, 2023 that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

Risks Related to Financing

Active Liquid Market for Common Shares

There may not be an active, liquid market for the Common Shares. There is no guarantee that an active trading market for the Common Shares will be maintained on the TSX. Investors may not be able to sell their Common Shares quickly or at the latest market price if trading in the Common Shares is not active.

Forward-Looking Information May Prove Inaccurate

Investors are cautioned not to place undue reliance on forward-looking statements and forward-looking information. By its nature, forward-looking statements and forward-looking information involve numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements and forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties are found in this Prospectus under the heading "Forward-Looking Information".

Dilution to Existing Shareholders, Restrictions on Operations and Relinquishment Rights to Technologies or Product Candidates

The Company may seek additional capital through a combination of public and private equity offerings, debt financings, strategic partnerships and alliances and licensing arrangements. To the extent that the Company raises additional capital through the sale of equity or convertible debt securities, the ownership interests of the Company's shareholders will be diluted, and the terms may include liquidation or other preferences that adversely affect the rights of the Company's shareholders. The incurrence of indebtedness would result in increased fixed payment obligations and could involve certain restrictive covenants, such as limitations on the Company's ability to incur additional debt, limitations on the Company's ability to acquire or license intellectual property rights and other operating restrictions that could adversely impact the Company's ability to conduct its business. If the Company raises additional funds through strategic partnerships and alliances and licensing arrangements with third parties, the Company may have to relinquish valuable rights to its technologies or product candidates, or grant licenses on terms unfavourable to the Company.

Price of the Company's Common Shares May Fluctuate

Market prices for securities in general, and that of pharmaceutical companies in particular, tend to fluctuate. Factors such as the announcement to the public or in various scientific or industry forums of technological innovations; new commercial products; patents, exclusive rights obtained by the Company or others; disputes or other developments relating to proprietary rights, including patents and data exclusivity, litigation matters and the Company's ability to obtain patent protection and data exclusivity for the Company's technologies; the commencement, enrollment or results of future clinical trials the Company may conduct, or changes in the development status of the Company's product candidates; results or delays of non-clinical and clinical studies by the Company or others; any delay in the Company's regulatory filings for its product candidates and any adverse development or perceived adverse development with respect to the applicable regulatory authority's review of such filings; a change of regulations; additions or departures of key scientific or management personnel; overall performance of the equity markets; general political and economic conditions; publications; failure to meet the estimates and projections of the investment community or that the Company may otherwise provide to the public; research reports or positive or negative recommendations or withdrawal of research coverage by securities analysts; actual or anticipated variations in quarterly operating results; announcements of significant acquisitions, strategic partnerships, joint ventures or capital commitments by the Company or its competitors; public concerns over the risks of pharmaceutical products and dietary supplements; unanticipated serious safety concerns; future sales of securities by the Company or its shareholders; and many other factors, many of which are beyond the Company's control, could have considerable

effects on the price of the Company's securities. There can be no assurance that the market price of the Common Shares will not experience significant fluctuations in the future. As a result of any of these factors, the market price of the securities of the Company at any given point in time may not accurately reflect the value of the Company or its securities.

In addition, the stock market in general, and pharmaceutical companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies. Broad market and industry factors may negatively affect the market price of the Company's Common Shares, regardless of the Company's actual operating performance. In the past, securities class action litigation has often been instituted against companies following periods of volatility in the market price of a company's securities. This type of litigation, if instituted, could result in substantial costs and a diversion of management's attention and resources, which would harm the Company's business, operating results or financial condition.

Decline of Market Price of the Common Shares

The Company's net losses and expenses may fluctuate significantly and any failure to meet financial expectations may disappoint securities analysts or investors and result in a decline in the price of the Company's Common Shares. The Company's net losses and expenses have fluctuated in the past and are likely to do so in the future. These fluctuations could cause the market price of the Common Shares to decline. Some of the factors that could cause the Company's net losses and expenses to fluctuate include the following:

- results of non-clinical studies and clinical trials, or the addition or termination of non-clinical studies, clinical trials or funding support;
- the timing of the release of results from any non-clinical studies and clinical trials;
- the inability to complete product development in a timely manner that results in a failure or delay in receiving the required regulatory approvals or allowances to commercialize product candidates;
- the timing of regulatory submissions and approvals;
- the timing and willingness of any current or future collaborators to invest the resources necessary to commercialize the Company's products;
- the outcome of any litigation or arbitral proceedings;
- changes in foreign currency fluctuations;
- competition;
- the timing of achievement and the receipt of milestone payments from current or future third parties;
- payments due from HANSAmed related to their purchase of Citagenix Inc.;
- failure to enter into new or the expiration or termination of current agreements with third parties;
- failure to manufacture drug candidates and products that meet regulatory and industry standards;
- failure to introduce the Company's products to the market in a manner that generates anticipated revenues;
- the Company's execution of any new collaboration, licensing or similar arrangement, and the timing of payments the Company may make or receive under such existing or future arrangements or the termination or modification of any such existing or future arrangements;
- any intellectual property infringement lawsuit or opposition, interference or cancellation proceeding in which the Company may become involved;

- additions and departures of key personnel;
- strategic decisions by the Company or its competitors, such as acquisitions, divestitures, spin-offs, joint ventures, strategic investments or changes in business strategy;
- if any of the Company's product candidates receives regulatory approval, market acceptance and demand for such product candidates;
- regulatory developments or determinations affecting the Company's product candidates or those of its competitors; and
- changes in general market and economic conditions.

Future Sales or Issuances of Securities

The Company may sell additional Common Shares or other Securities in subsequent offerings to finance future activities or issue shares as consideration for acquisitions. The Company cannot predict the size of future issuances of securities or the effect, if any, that future issuances and sales of securities will have on the market price of the Common Shares. Sales or issuances of substantial numbers of Common Shares, or the perception that such sales could occur, may adversely affect prevailing market prices of the Common Shares. With any additional sale or issuance of Common Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earnings per share.

Internal Controls over Financial Reporting

As a public company, Antibe is required to comply with the internal control evaluation and certification requirements of securities laws in Canada. The Company's financial reporting internal controls are currently in compliance with those requirements. Ensuring compliance with reporting and other obligations places significant demands on management, administrative, operational and accounting resources. The Company anticipates that it will need to continue to upgrade systems, implement additional financial and management controls, reporting systems and procedures. If it is unable to accomplish these objectives in a timely and effective fashion, its ability to continue to comply with the financial reporting requirements and other rules that apply to reporting issuers could be impaired. Moreover, any failure to maintain effective internal controls, including a failure to implement new or improved controls in response to identified weaknesses in its system of internal controls, could cause the Company to fail to meet its reporting obligations or result in material misstatements in its financial statements. If the Company cannot provide reliable financial statements or prevent fraud, its reputation and operating results could be materially harmed, its current and future shareholders could lose confidence in the reported financial information and in the Company, and the Company's share price could be affected negatively.

Prior Losses

It is expected that the Company will continue to experience operating losses until product sales and/or licensing rights income generate sufficient revenues to fund its continuing operations, including research and product development. There is no assurance that Antibe will be able to realize such revenues.

Antibe has incurred net losses from operations since inception. If, in the future, Antibe needs but cannot raise additional funds, it may not be able to continue as a going concern and realize its assets and pay its liabilities as they fall due. The financial statements have been prepared on a going concern basis, which assumes Antibe will continue its operations in the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the ordinary course of business.

Ability to Secure Additional Financing & Dilution of Common Shares

Antibe expects that its current cash and cash equivalent reserves will be sufficient to meet its anticipated needs for working capital and capital expenditures for the near future. If estimates of revenue, expenses, or capital or liquidity

requirements change or are inaccurate, or if cash generated from operations is insufficient to satisfy liquidity requirements, the Company may arrange additional financings. In the future, the Company may also arrange financings to give it the financial flexibility to pursue attractive acquisition or investment opportunities that may arise. The Company may pursue additional financing through various means, including equity investments, issuances of debt, joint venture projects and licensing arrangements or through other means. The Company cannot be certain that it will be able to obtain additional financing on commercially reasonable terms or at all. The Company's ability to obtain additional financing may be impaired by such factors as the status of capital markets, both generally and specifically in the pharmaceutical industry, and by the fact that it is an enterprise without a proven operating history. If the amount of capital raised from additional financing activities, together with revenues from operations (if any), is not sufficient to satisfy the Company's capital needs, it may not be able to develop or advance its products, execute its business and growth plans, take advantage of future opportunities, or respond to competitive pressures or unanticipated customer or partner requirements. If any of these events occur, the Company's business, financial condition, and results of operations could be adversely affected. Any future equity financings undertaken are likely to be dilutive to existing shareholders. Finally, the terms of securities issued in future capital transactions may include preferences that are more favourable to new investors.

ANTIBE THERAPEUTICS INC.

LISTINGS:

TORONTO STOCK EXCHANGE
STOCK SYMBOL “ATE”

OTCQX
STOCK SYMBOL “ATBPF”

TRANSFER AGENT:

COMPUTERSHARE
100 UNIVERSITY AVENUE, 11TH FLOOR, SOUTH TOWER
TORONTO, ONTARIO M5J 2Y1

REGISTERED ADDRESS:

15 PRINCE ARTHUR AVE.
TORONTO, ONTARIO
M5R 1B2