BIOREM Inc.
MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

For the Quarter Ended September 30, 2021

Introduction

This Management Discussion and Analysis ("MD&A") provides information that management believes is relevant to an assessment and understanding of the Company's consolidated results of operation and financial condition. This discussion should be read in conjunction with the Consolidated Financial Statements for the year ended December 31, 2020 and the accompanying notes, which are prepared in accordance with International Financial Reporting Standards or "IFRS" and the Company's condensed consolidated interim financial statements for the period ended September 30, 2020. This discussion is based on information available to management as of November 25, 2021, unless otherwise indicated.

Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars.

The core business of the Company is to provide advanced technology biological filters for removal of odors, volatile organic compounds (VOCs), hazardous air pollutants (HAPs) and for the conditioning of biogas renewable energy. With over 1,600 installed systems and over a decade of experience, the Company's groundbreaking biofilters are the technology of choice for wastewater treatment plants across North America. Additional information about the Company, including our most recently filed Annual Report, is available on SEDAR at www.sedar.com.

Forward Looking Statements

Certain statements in this report may contain "forward looking" statements that involve risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company or industry to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Words such as "may", "will", "expect", "believe", "plan", "intend", "should", "anticipate" and other similar terminology are used to identify forward looking statements. These statements reflect current assumptions and expectations regarding future events and operating performance and speak only as of the date of this MD&A, November 25, 2021. Forward looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to vary significantly from the results discussed in the forward looking statements, including, but not limited to, the factors discussed under "Risks and Uncertainties". Although the forward looking statements contained in this MD&A are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward looking statements. These forward looking statements are made as of the date of this MD&A and the Company assumes no obligation, except as required by law, to update any forward looking statements to reflect new events or circumstances.

Non-IFRS Measures

"EBITDA," "Order Bookings," "Order Backlog" and "Working capital" do not have any standardized meaning prescribed by IFRS and may not be comparable to measures presented by other companies.

EBITDA is used to denote earnings (loss) from operations before interest, income taxes, foreign exchange gains and losses, depreciation and amortization. This measure is important to the Company since it is used by potential investors and lenders to evaluate the ongoing cash generating capability of the Company and thus the amounts they are willing to invest and lend to the Company.

Order Bookings and Order Backlog are non-IFRS measures that the Company uses to evaluate its sales performance. Order Bookings are those binding contracts that the Company enters into during a fiscal year with a third party for the delivery of our products or services. As Order Bookings are received, the contract value (before any associated sales taxes) is included in the Order Backlog. The Order Backlog is reduced by the revenue that is recognized on each project and is also adjusted for foreign exchange changes in the period presented.

Overview

Biorem is a leading clean technology company that designs, manufactures and distributes a comprehensive line of high-efficiency emissions control systems used to eliminate odors, volatile organic compounds (VOCs) and hazardous air pollutants (HAPs). Biorem also offers Biogas Conditioning technologies specializing in biological treatment of hydrogen sulfide.

Biorem offers a selection of products that can be tailored to suit application specific requirements. Biorem ensures optimized long-term performance on every application by custom-designing systems to meet the individual needs of their clients.

Biorem has sales and manufacturing offices across North America and in China, a dedicated research facility, a worldwide sales representative network, and a dedicated service and support division. As a result, Biorem has the resources available to ensure that projects are handled promptly and professionally from conception to completion.

The Company has more than 1,800 installed systems worldwide.

Significant Events For The Third Quarter 2021

Key events of note in Q3 2021 include the following:

- Revenues for the quarter totaled $4.6 million, a 28% increase from the same quarter the previous year and a 19% decrease over the previous quarter

- Order bookings for the quarter were $5.4 million

- Order backlog stood at $30.0 million at the end of the quarter

- Year to date cash on hand has increased by $1.0 million and working capital on September 30, 2021 stood at $10.6 million

- The Company negotiated and announced a share buyback of 23,434,121 common shares. The transaction is expected to close on or about December 1, 2021.

Selected Quarterly Information (Unaudited)

Selected Balance Sheet Information as at

(in ,000's)	Sept 2021	June 2021	March 2021	Dec 2020	Sept 2020	June 2020	March 2020	Dec 2019	Sept 30 2019
Cash and cash equivalents	9,912	10,226	10,242	8,869	9,385	7,962	6,542	6,469	5,343
Accounts receivable	3,229	6,536	3,781	6,322	4,892	5,711	6,265	4,056	7,654
Unbilled revenue	1,894	846	1,220	1,282	1,659	1,781	1,696	1,632	2,681
Working capital	10,690	10,635	10,220	10,457	9,791	9,700	9,395	8,583	10,341
Total assets	22,597	24,202	21,250	21,953	19,857	19,564	18,727	17,629	19,825
Accounts payable	2,476	2,806	1,981	1,809	1,765	2,771	1,838	2,355	2,637
Accrued liabilities	2,353	2,569	2,053	2,594	1,845	1,406	1,542	1,407	1,579
Deferred revenue	2,656	3,768	2,346	2,528	2,869	2,150	2,368	1,576	1,736
Shareholders' equity	13,728	13,654	13,321	13,525	12,761	12,620	12,387	11,724	13,551

Selected Statement of Operations information for the three month periods ended

(in ,000's)	Sept 2021	June 2021	March 2021	Dec 2020	Sept 2020	June 2020	March 2020	Dec 31 2019	Sept 30 2019
Revenue	4,576	5,634	3,429	7,934	3,586	5,957	6,898	4,376	6,266
Cost of goods sold	3,439	4,518	3,151	4,281	2,957	4,533	5,549	3,193	4,536
Gross margin	1,137	1,116	278	3,653	629	1,424	1,349	1,183	1,730
Total operating expenses	1,282	742	836	2,229	664	964	1,001	3,230	1,048
Other items	11	12	10	41	3	14	38	21	-
Net earnings (loss)	(115)	266	(421)	1,133	155	338	463	(2,123)	682
EPS-basic	(0.003)	0.007	(0.01)	0.03	0.004	0.009	0.01	(0.057)	0.02
EPS- fully diluted	(0.003)	0.007	(0.01)	0.03	0.004	0.009	0.01	(0.057)	0.02

All amounts except Working capital have been determined under IFRS.

Financial Results For The Three Months Ended September 30, 2021

The following analysis of the results of operations for the three months ended September 30, 2021 includes comparisons to the three months ended September 30, 2021 and September 30, 2020.

Revenues

Revenues for the quarter were $4.6 million, a $2.2 million or 19% decrease over the previous quarter but $990,000 or 28% above the three months ended September 30, 2020. Year to date revenues of $13.6 million are $2.8 million below revenues recorded in the first nine months of 2020.The difference in Q3 2021 and 2021 year to date revenues and the same periods in the previous year is largely the result of differences in the timing of customer's delivery requirements in the corresponding periods, with a larger number of project deliverables pushed into the fourth quarter of 2021.

Revenue by Geography

	September 2021	June 2021	September 2020
Canada	$2,035,000	$1,590,000	$1,259,000
United States	1,532,000	3.325,000	1,908,000
China	381,000	542,000	414,000
Other	628,000	177,000	5,000
Total Revenue	$4,576,000	$5,634,000	$3,586,000

Biorem's core market is the North American municipal odour control market with international distribution established in China, Middle East, Americas and South Africa as well as opportunistically in other jurisdictions. Project delivery mix varies from quarter to quarter but from the data it is evident that the Company relies heavily on the USA and Canada. The project mix in the current backlog of the Company is consistent with the geographic mix shown in the table.

A number of factors contribute to variations in the Company's quarterly results: customer scheduling and delivery of our products, the Company's mix of product and service offerings, the currency in which the revenue is earned and the timing of revenue recognition.

Bookings and Backlog

	September 2021	June 2021	September 2020
Order Bookings	$5,400,000	$5,500,000	$8,700,000

Order Bookings are those binding contracts that the Company enters into with a third party for the delivery of our products or services. Bookings can vary considerably from quarter to quarter, due to both the size of the contracts won and the timing of the awarding of the contracts.

Bookings in the second quarter were $5.4 million, on par with the immediately prior quarter and $3.3 million below the third quarter 2020 bookings. The orders booked during the quarter were primarily from the Company's core markets in North America. The Company's bidding activity during the quarter and the first nine months of the year continued to be robust. The industry in general is experiencing an increased lag time between bid dates and contract award dates.

Order Backlog	September 2021	June 2021	September 2020
	$30,000,000	$30,000,000	$34,000,000

The value of the Company's order backlog on September 30, 2021 remained constant at $30.0 million and represented a $4.0 million decrease from order backlog on September 30, 2020. The order backlog on September 30, 2020 was unusually high for the Company and was a result of the $8.7 million in orders booked in Q3 of 2020.

Due to customer scheduling, the Company cannot provide precise guidance as to the quarters when the Backlog will be converted into revenue however management's current estimate is that most of the Backlog will be converted into revenue over the next twelve months.

Gross Profit and Operating Expenses

Gross Profit	September 2021	June 2021	September 2020
	$1,137,000	$1,116,000	$629,000

Gross profit of $1.1 million in the third quarter is consistent with the $1.1 million reported in the second quarter and represents a significant increase of $500,000 over the third quarter in 2020. Gross profit percentage was 24.8% of revenue compared to 19.8% for the quarter ended June 30, 2021 and 17.5% for the three months ended September 30, 2020. Year to date gross margin was $2.5 million compared to $3.4 million for the first nine months of 2020.The decrease in gross margin and gross margin percentage in the quarter and year to date was largely due to the decline in project revenue recognized during the periods.

Sales and Marketing	September 2021	June 2021	September 2020
	$482,000	$499,000	$455,000

The Company's sales and marketing expenditures are composed of two significant categories; variable selling costs and sales department expenditures.

Variable selling costs represent amounts that are paid to both internal sales employees and external manufacturer representatives. These costs are incurred when the project revenue is recognized during the period. Sales department expenditures relate primarily to departmental salaries and advertising expenses.

Sales and marketing costs for the third quarter of 2021 totaled $482,000 and represented 10.5% of revenue compared to the 8.1 % of revenue that sales and marketing costs represented for the 2020 fiscal year. Sales and marketing costs incurred in the quarter were lower than the previous quarter as a result of decreased commission expenses to sales representatives on the decreased revenues recorded.

General and Administrative	September 2021	June 2021	September 2020
	$527,000	$405,000	$202,000

General and Administration expenditures include administrative salaries, consulting, office supplies, regulatory and transfer fees, travel and corporate affairs.

General and administrative expenses were lower for the third quarter of 2021 over the prior same periods in the prior year due to the reduction in the valuation allowance for outstanding accounts receivable and unbilled revenue in China.

Other Expense(Income)	September 2021	June 2021	September 2020
	$269,000	$(163,000)	$(246,000)

Other expense in the quarter was from $269,000 of foreign exchange loss on the monetary assets of Biorem Technologies Inc held in US dollars, compared to $138,000 of foreign exchange gain in the second quarter of 2021,and $50,000 of foreign exchange losses in the third quarter of 2020. All the gains and losses were the result of fluctuations the exchange rate of the United States dollar to the Canadian dollar during the periods.

Liquidity

The Company finances its operations and capital expenditures through cash generated from operations and equity and debt financings.

2021 Cash flow

Cash and cash equivalents	September 2021	June 2021	September 2020
	$9,912,000	$10,226,000	$9,385,000

Cash on hand decreased by $314,000 to $9,912,000 at September 30, 2021 from $10,226,000 at June 30, 2021.

The sources and uses of cash for the quarters ended are summarized below:

	September 2021	June 2021	September 2020
Cash provided by (used in) operating activities	$(497,000)	$(588,000)	$1,832,000
Cash provided by (used in) investing activities	(23,000)	(16,000)	(67,000)
Cash provided by (used in) financing activities	(9,000)	(26,000)	(17,000)
Foreign exchange gain (loss) on cash	215,000	614,000	(324,0000)
Net increase (decrease) in cash	$(314,000)	$16,000	$1,420,000

Cash provided by operating activities –Losses from operating activities during the quarter used $70,000 of cash, and $426,000 of cash was used to fund increases in non-cash working capital. In particular, $1,043,000 was used to fund an increase in unbilled revenue, $497,000 was used to fund an increase in inventory, $477,000 was used to fund increase in prepaid expenses, and $394,000 was used to reduce accounts payable. These uses of funds were offset by cash generated from a $3,231,000 decrease in accounts receivable.

Cash used in investing activities – The Company used $23,000 of cash in the quarter to acquire leasehold improvements and other office equipment.

Cash used by financing activities – $9,000 of cash was used in the quarter to pay lease obligations.

The Company is expected to close on December 1, 2021 a transaction to purchase for cancelation 23,434,121 outstanding common shares of the Company. The aggregate purchase price of $12,316,974 will be paid from $7,316,974 of the Company's existing cash reserves and from the proceeds of a $4,000,000 term loan and $1,000,000 operating loan from a Canadian chartered bank.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Board of Directors reviews and approves the Company's operating and capital budgets, as well as any material transactions out of the ordinary course of business including proposals on major investments. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and by continuously monitoring forecasts and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Company's objectives of managing liquidity risk are to forecast the liquidity position as accurately as possible and to maintain sufficient resources to pursue its growth strategy. The Company's financial liabilities include accounts payable and accrued liabilities, unearned revenue and contract advances as well as long and short term debt.

The Company's net current assets (liabilities) are summarized below.

	September 2021	June 2021	September 2020
Cash and cash equivalents	$9,912,000	$10,266,000	$9,384,000
Working capital	10,690,000	10,635,000	9,788,000
Net current assets (liabilities)	10,690,000	10,635,000	$9,788,000

(1) Working capital represents total current assets less total current liabilities.

A maturity analysis as at September 30, 2021 of the Company's financial liabilities based on gross, undiscounted cash flows is presented below. The maturity analysis is based on the earliest date that liabilities may be due.

	Carrying Amount	Contractual Cash Flow	Less than 1 month	1-3 months	3 months to 1 year	1+ years	Total
	$	$	$	$	$	$	$
September 2021							
Accounts payable	2,476,248	2,476,248	2,476,248	-	-	-	2,476,248
Accrued liabilities	2,352,622	2,352,622	2,352,622	-	-	-	2,352,622
Lease liabilities	699,917	722,344	18,197	36,394	150,165	517,588	722,344
	5,528,787	5,551,214	4,847,067	36,394	150,165	517,588	5,551,214
December 2020							
Accounts payable	1,808,644	1,808,644	1,808,644	-	-	-	1,808,644
Accrued liabilities	2,593,508	2,593,508	2,593,508	-	-	-	2,593,508
Lease liabilities	828,173	1,067,605	19,796	59,387	159,942	828,480	1,067,605
	5,230,325	5,469,757	4,421,948	59,387	159,942	828,480	5,469,757

Capital Resources

At September 30, 2021 the Company did not have any undrawn debt facilities.

Subsequent to September 30, 2021 the Company has obtained a $ 4.0 million term loan and a $3.0 million operating line from a Canadian chartered bank.

The Company does not have any significant capital expenditure projects underway or forecasted in 2021.

Financial instruments

At September 30, 2021 the Company held no forward exchange contracts.

Commitments

Commitments include operating leases for office equipment and facilities, bank guarantees, and performance bonds issued on our behalf by financial institutions in connection with facility leases and contracts with public sector customers. Aside from the aforementioned, the Company does not have any other business arrangements or any equity interests in unconsolidated companies that would have a significant effect on its assets and liabilities as at September 30, 2021.

Off-Balance Sheet Arrangements

As a general practice, the Company does not enter into off-balance sheet financing arrangements. Except for operating leases and letters of credit, all commitments are reflected on the balance sheet.

Transactions with Related Parties

The Company did not have any material related party transactions during the three months ended September 30, 2021.

Outstanding Share Data

	September 31 2020	**June 30 2021**	**September 30 2020**
Common shares	38,911,558	38,911,558	38,661,558
Employee stock options (1)	3,105,000	3,105,000	3,355,000
	42,016,558	42,016,558	42,016,558

(1) Assumes 100% conversion of outstanding options

On December 1, 2021 the Company intends to purchase and cancel 23,434,121 common shares. The shares will be purchased at $0.526 per common share for an aggregate purchase price of $12,316,974. After the purchase and cancelation there will be 15,477,437 common shares outstanding.

Significant Accounting Policies and Estimates

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related contingent assets and liabilities. On an on-going basis, management evaluates the estimates including those related to long-term revenue contracts, intangible assets, goodwill, bad debts, warranty obligations and income taxes. The estimates are based on historical experience and on various other factors that are believed to be reasonable in the circumstances. Actual results may differ from these estimates. The following critical accounting policies include those which involve management's more significant judgments and estimates:

a) Revenue recognition: The Company derives revenue from long-term contracts which require performance over a time span which may extend beyond one or more accounting periods. The Company recognizes revenue on long-term contracts using the percentage-of-completion method, based on costs incurred relative to the estimated total contract costs. Management has concluded that costs incurred are the best available measure of progress toward completion of these contracts. Estimated total direct contract costs is subjective and requires the use of our best judgments based upon the information we have available at that point in time. Management's estimate of total direct contract costs has a direct impact on the revenue recognized by the Company. Changes in estimates are reflected in the period in which they are made and would affect revenue and cost of sales and unbilled or unearned revenue.
   The Company also provides for estimated losses on incomplete contracts in the period in which such losses are determined.

b) Deferred income taxes: Deferred income tax assets are recognized for the future income tax consequences attributable to temporary differences between the financial statement carrying value of assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted income tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The calculation of current and deferred income taxes requires management to make estimates and assumptions and to exercise a certain amount of judgment. The income tax bases of assets and liabilities are based upon the interpretation of income tax legislation across various jurisdictions. The deferred income tax assets and liabilities are also impacted by expectations about future operating results and the timing for reversal of temporary differences as well as possible audits of tax filings by the regulatory authorities. In accessing the realizability of deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax assets, projected future taxable income and tax planning strategies in making this assessment. The Company has recorded deferred tax assets as at September 30, 2021 of $ 2,388,000.

c) Investment tax credits: In the normal course of operations, the Company's Scientific Research & Experimental Development (SR&ED) expense claims are subject to review by federal and provincial government authorities.

d) Warranty obligations: Management routinely assesses and adjusts for its anticipated warranty costs based on experience and estimates of the potential warranty obligations for its installations.

e) Expected credit losses: Management routinely reviews accounts receivable and sets up a reserve for expected credit losses. This is an estimate since some of the reserved accounts may be collected and we may subsequently find that some accounts currently deemed collectible become uncollectible. As well, the estimated present value of future cash flows associated with the outstanding accounts receivable is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in the consolidated statement of operations for the period. In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through the consolidated statement of operations to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized. The assumptions used for this estimate, which are based on the Company's historical collection history, are presented in Note 10 to the December 31, 2020 financial statements.

f) Long lived assets: Management reviews the carrying value of long lived assets including plant and equipment and amortizable intangible assets for impairment to determine if the carrying value of an asset may not be recoverable due to changes in the current and expected future use of the asset, external valuations of the asset, and the obsolescence or physical damage to the asset. If such indicators of impairment exist, the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset or its related cash generating unit exceeds its estimated recoverable amount.

g) Compound financial instruments: The financial liability component of a compound financial instrument is recognized initially at the fair value of a similar liability that does not have an equity conversion option. The equity component, representing the holders' option to convert into common shares, is recognized initially at fair value determined as the excess of the face value of the compound financial instrument and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is included within contributed surplus and is not re-measured subsequent to initial recognition.

h) Leases: On January 1, 2019 the Company adopted IFRS 16 Leases which requires assets and liabilities arising from all leases with some exceptions to be recognized on the statement of financial position. The Company has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under IAS 17.

   At inception of a contract, the Company assesses whether a contract is, or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
   At inception of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. The Company recognizes a right-of-use asset.

i) There were no new accounting policies adopted during the period.

Outlook

The Company expects a strong fourth quarter both in terms of revenues and earnings. Several larger projects deliveries that were delayed in the 2nd and 3rd quarters are now scheduled to deliver in November and December 2021. The Company's order backlog remains strong at $30.0 million as does the sales pipeline of opportunities. Supply chain issues affecting delivery times and costs continue to be an issue.

The common share repurchase to be completed on or about December 1, 2021 will temporarily reduce the Company's cash reserves and working capital, however the Company will continue to have a strong balance sheet and adequate working capital to meet all operational needs.

Risks and Uncertainties

COVID-19

The Company faces risks related to health epidemics and other outbreaks of communicable diseases, which could significantly disrupt its operations and may materially and adversely affect its business and financial results.

In 2021 management believes the Company's business was only minimally impacted by the worldwide outbreak of the COVID-19 virus, mainly through construction delays on some projects, availability of certain materials due to supply chain disruptions and cost increases in shipping, steel and resins. While worldwide, as a result of the implementation of public health measures and vaccination programs it appears the pandemic is abating the ongoing duration and impact of the outbreak is still unknown at this time, as are the impacts of government measures to protect from economic slowdown. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

Liquidity risk

At September 30, 2021 the Company had working capital of $10,690,000. In December 2021 $7,316,974 of this working capital plus $4.0 million of term debt and $1.0 of an operating loan will be used to repurchase outstanding common shares of the Company. In addition in November the Company secured a $2.0 million operating facility from a Canadian chartered bank that is unused. Management believes the Company has sufficient working capital to meet all of its operational needs.

Sales Cycle

The Company's long sales cycle may cause revenue fluctuations period over period – since operating expenses are largely based on anticipated revenue trends and a significant portion of expenses are, and will continue to be, fixed, any delay in generating or recognizing revenues could negatively impact our business, operating results, financial condition or prospects.

Order Backlog

As of September 30, 2021 the Company's Order Backlog was $30.0 million. However, the expected future revenue from the Company's Order Backlog may not be realized or, if realized, may not result in net earnings. Projects could remain in Order Backlog for an extended period of time. In addition, project cancellations or scope adjustments may occur from time to time with respect to contracts reflected in the Company's Order Backlog. Cancellation or delay of contracts may have a material adverse effect on our financial status.

Delays or Defaults in customer payments affecting liquidity

Due to the nature of our contracts, at times we commit resources to projects prior to receiving payments from our customers in amounts sufficient to cover expenditures as they are incurred. Delays in customer payments may require us to make a working capital investment. If a customer defaults in making payments on a project to which we have devoted significant resources, it could have a material negative effect on our liquidity as well as the results from operations.

Reputation

The Company's reputation for technical expertise, high level of service and the lower life cycle cost of products compared to our competitors products is one of our most valuable business development assets. The loss of this reputation due to client dissatisfaction represents a risk to our ability to win additional business both from existing clients and from future clients.

Patents and Proprietary Right

The Company relies on a combination of patents, trademarks, trade secrets and knowledge to protect its proprietary technology and rights. There can be no assurance that the Company's patents will not be infringed upon, that the Company would have adequate remedies for any such infringement, or that its trade secrets will not otherwise become known or independently developed by its competitors. There can also be no assurance that any patents now or hereafter issued to, licensed by or applied for by the Company will be upheld, if challenged, or that the protections afforded thereby will not be circumvented by others.

Dependence on Subcontractors

The Company does not directly engage in field construction but relies on field construction subcontractors operating under the supervision of the Company's employees. The unavailability of field construction subcontractors, or a substantial increase in pricing by a significant number of these subcontractors could adversely affect the Company. In addition, failure of subcontractors to properly perform work that has been subcontracted to them could adversely affect the Company by increasing the costs to the Company of completing a project and by damaging the Company's reputation.

Product Liability

If there are defects in our systems or if significant reliability, quality or performance problems develop with respect to our systems, there may be a number of negative effects on our business. Our products are often installed in corrosive or flammable environments. The Company carries product liability insurance, which includes coverage for sudden or accidental pollution impact. It is possible that a customers' inability to comply with applicable pollution control laws or regulations stemming from failure or non-performance of the Company's products or systems may subject the Company to liability for any fines imposed upon such customer by regulatory authority or for damages asserted to have been incurred by any third party adversely affected.

Competition

Virtually all contracts for the Company's products are obtained through competitive bidding. Although the Company competes on technical expertise, reputation for service and lower life cycle cost, there can be no assurance that the Company will maintain its competitive position in its principal markets.

Fixed Price Contracts may result in losses

The Company's receipt of a fixed price contract as a consequence of being the successful bidder carries the inherent risk that the Company's actual performance cost may exceed the estimates upon which its bid was based. To the extent that contract performance costs exceed projected costs, the Company's profitability could be materially affected.

Foreign Exchange

The Company is subject to risk of exchange rate fluctuations related to anticipated revenues, Order Backlog and existing assets and liabilities denominated in currencies other than Canadian dollars. At September 30, 2021, the Company had US dollar denominated net monetary assets of $2,620,000.

Stock Trading Volume is low

The monthly average trading volume of the BIOREM common shares on the Toronto Venture Exchange during the first nine months of 2021 was 485,000 shares. Due to the low trading volume the price of the common shares could be subject to wide price fluctuations in response to business development announcements, competitors, quarterly variations in operating results, and other events or factors.

Risk to Product Development

Corporate resources are currently being expended on the development of the new media technologies. These technologies are constantly in development and have not yet been fully commercialized. There can be no guarantee that the new media technology will achieve the performance criteria which the Company believes is necessary for it to be a successful product in the market. In addition, there are risks associated with commercializing any product including the risk that full scale production may not be achieved at an acceptable cost level. Failure to successfully commercialize the new media technologies may materially and adversely affect the Company's financial condition and results of operations.

Acceptance of new products by the Market

Market risk exists for new products such as the new media. There is no assurance that new products will be accepted by the market, that desired volumes will be realized over the product life or that the product life will not be shorter than expected due to product obsolescence. New products that are launched by the Company's competitors may also have price or other advantages over the Company's products. In addition, new product offerings may also require more significant marketing and sales efforts to gain market acceptance.

Dependency on key personnel

The success of the Company is dependent upon the attraction and retention of highly skilled personnel in a number of key areas including management positions. The unexpected loss or departure of any of the Company's key officers or employees could have a material adverse effect on the future operations of the Company. The success of the Company's business will depend, in part, upon the Company's ability to attract and retain qualified personnel as they are needed. There can be no assurance that the Company will be able to engage the services of such personnel or retain its current personnel.