BIOREM Inc.

MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

For the Quarter Ended September 30, 2023

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, 2022 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, 2023. This discussion is based on information available to management as of November 28, 2023, 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 1,800 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 28, 2023. 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 2023

Key events of note in Q3 2023 include the following:

- Revenues for the quarter were $5.5 million, a 29% increase over the previous quarter
- Order bookings for the quarter were $8.2 million
- Order backlog grew again to a new record of $54.5 million at the end of the quarter
- Net earnings for the quarter were $503,000 or $0.03 per share
- Working capital on September 30, 2023 grew to $3.8 million

Selected Quarterly Information (Unaudited)

Selected Balance Sheet Information as at

(in ,000's)	Sept 2023	June 2023	March 2023	Dec 2022	Sept 2022	June 2022	March 2022	Dec 2021
Cash and cash equivalents	2,383	1,565	4,696	3,775	3,568	4,298	3,584	4,471
Accounts receivable	5,134	6,005	4,281	8,357	7,794	5,580	3,789	6,507
Unbilled revenue	3,610	3,684	4,361	3,884	3,295	4,018	4,194	3,627
Working capital	3,790	3,430	4,110	4,853	4,232	2,873	2,857	2,935
Total assets	17,624	17,124	18,407	20,730	20,422	18,943	16,398	19,166
Accounts payable	3,371	2,603	3,249	4,711	5,873	3,150	2,858	5,066
Accrued liabilities	2,144	1,957	1,715	2,664	2,528	4,324	2,269	2,513
Deferred revenue	3,306	2,662	3,257	2,573	2,944	3,233	3,064	3,021
Interest bearing loans	3,110	4,380	4,326	4,276	4,420	4,761	4,561	5,010
Shareholders' equity	4,492	3,867	4,107	4,521	3,459	2,239	1,953	1,964

Selected Statement of Operations information for the three month periods ended

(in ,000's)	Sept 2023	June 2023	March 2023	Dec 2022	Sept 2022	June 2022	March 2022	Dec 2021
Revenue	5,509	4,280	3,169	10,911	7,307	6,264	4,381	10,839
Cost of goods sold	3,965	3,326	3,052	7,002	4,790	4,808	3,502	7,134
Gross margin	1,544	954	117	3,909	2,517	1,456	879	3,705
Total operating expenses	806	1,018	806	2,594	1,414	1,170	942	1,306
Finance costs	54	65	64	53	68	63	73	2
Net earnings (loss)	503	(131)	(557)	789	761	164	(101)	1,567
EPS-basic	0.030	(0.006)	(0.036)	0.05	0.05	0.011	(0.007)	0.046
EPS- fully diluted	0.030	(0.006)	(0.036)	0.045	0.04	0.010	(0.007)	0.046
Common shares outstanding	15,697,437	15,697,437	15,697,437	15,497,437	15,497,437	15,477,437	15,477,437	15,477,437

All amounts except Working capital have been determined under IFRS.

Financial Results For The Three Months Ended September 30, 2023

The following analysis of the results of operations for the three months ended September 30, 2023 includes comparisons to the three months ended June 30 2023 and September 30, 2022.

Revenues

Revenues for the quarter were $5.5 million, a $1.2 million or 29% increase over the previous quarter but a $1.8 million or 25% decrease over the three months ended September 30, 2022. The decrease in Q3 2023 revenues from the same quarter in the prior year was entirely the result of differences in the timing of customer's project delivery requirements in the corresponding period.
There are continuing delays in construction schedules in North America due to material and labour shortages.

Revenue by Geography

	September 2023	June 2023	September 2022
Canada	$3,141,000	$1,869,000	$871,000
United States	2,309,000	1,938,000	5,406,000
China	-	33,000	994,000
Other	59,000	440,000	37,000
Total Revenue	5,509,000	4,280,000	7,307,000

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

Order Bookings	September 2023	June 2023	September 2022
	$8,200,000	$16,800,000	$8,000,000

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 during the second quarter totaled $8.2 million. The booked orders came primarily from Canada and the United States. The Company's bidding activity during the fourth quarter remains high with a large number and value of projects bid remaining to be awarded.

Order Backlog	September 2023	June 2023	September 2022
	$54,500,000	$51,500,000	$43,000,000

The value of the Company's order backlog at September 30, 2023 grew to a record $54.5 million a $3 million increase over the value of the backlog on June 30, 2023 and an $11.5 million increase over the order backlog one year ago. The increase in the order backlog is primarily due to the $28.6 million in new orders received in the first nine months of 2023 but is also due to the lower revenues in the same year over year period due to third party construction delays

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 approximately seventy five percent of the Backlog will be converted into revenue during the next twelve months.

Gross Profit and Operating Expenses

Gross Profit	September 2023	June 2023	September 2022
	$1,544,000	$954,000	$2,518,000

Gross profit of $1.5 million in the quarter was an increase of $590,000 over the previous quarter but a $974,000 and 39% decrease over the same quarter in 2022. The variation in gross profit between the quarters is directly related to the variation in the revenue reported in the respective quarters. Gross profit percentage was 28% of revenue compared to 22% for the quarter ended June 30, 2023 and 34% for the three months ended September 30, 2022.

The fixed component of cost of goods sold which includes engineering and project management was $950,000.

Sales and Marketing	September 2023	June 2023	September 2022
	$531,000	$557,000	$709,000

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 2023 totaled $531,000 and represented 9.6% of revenue compared to the 13 % of revenue that sales and marketing costs represented for the previous quarter. Year to date sales and marketing costs are 12.4% of reported revenue compared to 8.9% for the year ended December 31, 2022. The increase in sales costs in the quarter were due to increased commission expense on the higher revenues recorded and higher travel and accommodation costs.

Research and Development	September 2023	June 2023	September 2022
	$5,000	$4,000	$38,000

Research and Development expenditures include research and development salaries, material and laboratory costs as well as subcontractor costs for the development of and installation of demonstration sites.

General and Administrative	September 2023	June 2023	September 2022
	$258,000	$278,000	$595,000

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

General and administrative expenses of $258,000 were consistent with the previous quarter. They were lower than the same period a year ago due to a $173,000 valuation provision against accounts receivable in China that was booked in the third quarter of 2022.

Other Expense	September 2023	June 2023	September 2022
	$12,000	$179,000	$72,000

Other expense in the quarter was from $12,000 of foreign exchange loss on the monetary assets of Biorem Technologies Inc held in US dollars compared to $179,000 of foreign exchange gains in the second quarter of 2023, and $72,000 of foreign exchange losses in the second quarter of 2022. 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.

2023 Cash flow

Cash and cash equivalents	September 2023	June 2023	September 2022
	$2,383,000	$1,585,000	$3,568,000

Cash on hand increased by $798,000 to $2,383,000 on September 30, 2023 from $1,585,000 at June 30, 2023.

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

	September 2023	June 2023	September 2022
Cash provided by (used in) operating activities	$2,564,000	$(3,044,000)	$(1,692,000)
Cash provided by (used in) investing activities	(241,000)	(364,000)	(44,000)
Cash provided by (used in) financing activities	(1,328,000	19,000	(395,000)
Foreign exchange gain (loss) on cash	(198,000)	278,000	1,401,000
Net increase (decrease) in cash	$797,000	$(3,111,000)	$(730,000)

Cash provided by operating activities – Earnings from operating activities during the quarter generated $773,000 of cash, and $1,791,000 of cash was generated from reductions in non-cash working capital. In particular, $736,000 was generated from a reduction in unbilled revenue, $646,000 by a decrease in unearned revenue and $582,000 by an increase in accounts payable.

These sources of cash were offset by a $216,000 increase in inventories and a $211,000 increase in prepaid project costs.

Cash used in investing activities – The Company used $241,000 of cash in the quarter to acquire media manufacturing equipment and software.

Cash generated by financing activities – The Company repaid its operating loan $1,140,000 during the quarter of cash of $131,000 was used to make principal payments on the Company's term loan. A further $35,000 of cash was used in the quarter to pay lease obligations.

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 2023	**June 2023**	**September 2022**
Cash and cash equivalents	$2,383,000	$1,585,000	$3,568,000
Working capital	$3,790,000	$3,430,000	4,232,000

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

A maturity analysis as at September 30, 2023 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 year	1-4 years	5+ years	Total
	$	$	$	$	$	$
September 2023						
Accounts payable	3,371,101	3,371,101	3,371,101	-	-	3,371,101
Accrued liabilities	2,144,727	2,144,727	2,144,727	-	-	2,144,727
Interest bearing loans	3,109,939	3,458,387	658,740	2,634,961	164,685	3,458,386
Lease liabilities	421,558	451,968	211,211	240,757		451,968
	9,047,325	9,426,183	6,385,779	2,875,718	164,685	9,426,182
December 2022						
Accounts payable	4,710,819	4,710,819	4,710,819	-	-	4,710,819
Accrued liabilities	2,663,647	2,663,647	2,663,647	-	-	2,663,647
Interest bearing loans	4,276,241	4,727,442	1,433,741	2,634,961	658,740	4,727,442
Lease liabilities	469,915	608,759	209,328	399,431		608,759
	12,120,622	12,710,667	9,017,535	3,034,392	658,740	12,710,667

Capital Resources

On September 30, 2023 the Company had an undrawn operating line of credit of $3 million. The Company plans invest approximately $500,000 in media manufacturing equipment over the next six months that will enhance manufacturing flexibility, increase capacity and improve quality.

Financial instruments

At September 30, 2023 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, 2023.

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, 2023.

Outstanding Share Data

	September 30 2023	June 30 2023	September 30 2022
Common shares	15,697,437	15,697,437	15,497,437
Employee stock options (1)	3,635,000	3,635,000	3,065,000
	19,332,437	19,332,437	18,562,437

(1) Assumes 100% conversion of outstanding options

There have been no material changes to the Company's outstanding share data from September 30, 2023 to the date of this MD&A.

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, 2023 of $1,992,000.

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, 2022 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's financial position and outlook continue to grow as evidenced by record bookings, backlog and consistent cash flow generation. Investment in new products, services and geographical market segments have increased demand for BIOREM solutions to a much wider variety of air emission abatement applications and helps to smooth out the natural cyclical variations found with construction projects related to critical infrastructure.

While the ability to deliver this record backlog is still being impacted by third party construction delays related to labor shortages, the Company continues to modify its delivery strategy to deal effectively with these challenges. Sales initiatives executed through our Service Group have resulted in a significant amount of success in 2023 and we expect these opportunities to continue into the future.

In general, bidding activity and the value of potential opportunities continues to expand with the new product and service initiatives and remain near historic highs. Continued investment by governments in critical infrastructure or near shoring manufacturing will provide increased demand for BIOREM's products into the medium to long term. The Company continues to evolve its technologies and product offerings to increase our value to potential customers as we address these opportunities.

Risks and Uncertainties

Liquidity risk

At September 30, 2023 the Company had working capital of $3,790,000 and a $3 million operating line of credit from a Canadian chartered bank of which $3 million was unused on September 30, 2023. 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, 2023 the Company's Order Backlog was $54.5 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, 2023, the Company had US dollar denominated net monetary liabilities of $2,630,000.

Stock Trading Volume is low

The monthly average trading volume of the BIOREM common shares on the Toronto Venture Exchange during 2023 is 118,000 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.