Management's Discussion and Analysis

3D Signatures Inc.

For the three and nine months ended March 31, 2018

Prepared by Management without review by the Company's auditor

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three and nine months ended March 31, 2018

*This management's discussion and analysis ("**MD&A**") of 3D Signatures Inc. (the "**Company**" or "**3DS**") for the three and nine months ended March 31, 2018 is as of May 31, 2018. This MD&A was prepared with reference to National Instrument 51-102 "Continuous Disclosure Obligations" of the Canadian Securities Administrators. This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and nine months ended March 31, 2018 and the related notes thereto, as well as the audited financial statements for the year ended June 30, 2017 and the related notes thereto, which have been prepared by management in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Financial Accounting Standards Board ("**IASB**"). Additional information regarding the Company is available on SEDAR at www.sedar.com and on the Company's website at www.3Dsignatures.com. All amounts are expressed in Canadian dollars.*

*On May 31, 2018, the Company announced its intention to assign itself into bankruptcy under the Bankruptcy and Insolvency Act (the "**BIA**"), the engagement of* a Licensed Insolvency Trustee *in connection with the bankruptcy proceedings and the layoff of the Company's employees and contractors. This development following the close of the fiscal quarter impacts the information and statements in this MD&A. Accordingly, investors are cautioned not to put any reliance on forward-looking statements or information contained in this MD&A.*

CAUTION REGARDING FORWARD-LOOKING STATEMENTS AND RISK FACTORS

Certain statements and information in this MD&A contain forward-looking statements or forward-looking information under applicable Canadian securities legislation that may not be based on historical fact, including, without limitation, statements containing the words "believe", "may", "plan", "will", "estimate", "continue", "anticipate", "intend", "expect", "predict", "project", "potential", "continue", "ongoing", "could", "would", "seek", "target" or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words and similar expressions.

Forward-looking statements are necessarily based on estimates and assumptions made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as factors that we believe are appropriate. Forward-looking statements in this MD&A include, but are not limited to, statements relating to:

- our intention to assign the Company into bankruptcy under the BIA;
- the initiation, timing, cost, progress and success of our research and development programs;
- our ability to advance product candidates into, and successfully complete, clinical studies;
- the timing of, our decision to seek, and our ability to achieve regulatory approval for our current and future diagnostic and prognostic tests (the "**Tests**") being developed;
- our ability to achieve profitability;
- the Company's ability to establish and maintain relationships with collaborators with acceptable development, regulatory and commercialization expertise, and the benefits to be derived from such collaborative efforts;

- the implementation of our business model and strategic plans;
- our estimates of the size of the potential markets for our Tests;
- our commercialization, marketing and manufacturing capabilities and strategy;
- our ability to protect our intellectual property and operate our business without infringing upon the intellectual property rights of others;
- the therapeutic benefits, effectiveness and safety of our Tests;
- the rate and degree of the market acceptance and clinical utility of our future products, if any;
- our expectations regarding market risk, including interest rate changes and foreign currency fluctuations;
- the release of the provision against the value of the intangible assets;
- our expectations that clinical results will be detailed and published in peer-reviewed papers and journals;
- our ability to engage and retain the employees required to grow our business; and
- estimates of our expenses, future revenue, capital requirements and our need for additional financing.

Such forward-looking statements reflect our current views with respect to future events, are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by 3DS as of the date of such statements, are inherently subject to significant medical, scientific, business, economic, competitive, political and social uncertainties and contingencies. Many factors could cause our actual results, performance, achievements, prospects or opportunities to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. In making the forward-looking statements included in this MD&A, the Company has made various material assumptions, including, but not limited to: (i) the Company's ability to complete the assignment into bankruptcy in a timely and orderly fashion; (ii) obtaining positive results from the Company's clinical studies; (iii) obtaining regulatory approvals for the Company's Tests; (iv) assumptions regarding general business and economic conditions; (v) the Company's ability to successfully develop the Tests; (vi) that our current positive relationships with third parties will be maintained; (vii) the availability of financing on reasonable terms; (viii) the Company's ability to attract and retain skilled staff; (ix) assumptions regarding market competition; (x) the products and technology offered by the Company's competitors; and (xi) the Company's ability to protect patents and proprietary rights.

In evaluating forward-looking statements, current and prospective shareholders should specifically consider various factors, including the risks outlined in this MD&A under the heading "*Risks and Uncertainties*". Should one or more of these risks or uncertainties, or a risk that is not currently known to us, materialize, or should assumptions underlying the forward-looking statements contained herein prove incorrect, actual results may vary materially from those described herein. All forward-looking statements herein are made as of the date of this MD&A and we do not intend, and do not assume any obligation, to update these forward-looking statements except as required by applicable securities laws. Investors are cautioned that forward-looking statements are not guarantees of future performance and are inherently uncertain. Accordingly, investors are cautioned not to put undue reliance on forward-looking statements.

OVERVIEW OF THE COMPANY

On May 31, 2018, the Company announced its intention to assign itself into bankruptcy under the BIA, the engagement of a Licensed Insolvency Trustee in connection with the bankruptcy proceedings and the layoff of the Company's employees and contractors. This development following the close of the fiscal quarter

impacts the information and statements in this MD&A. Accordingly, investors are cautioned not to put any reliance on forward-looking statements or information contained in this MD&A.

3DS is a personalized medicine company with a proprietary software platform designed to predict the course of certain diseases and to tailor treatment options for the individual patient. The technology is based on the three-dimensional analysis of telomeres, the protective caps at the ends of chromosomes (the "**Telomere Technology**"). 3DS' TeloView**™** software platform measures the organization of the genome and its correspondence to; the stage of a given disease, the rate of progression of the disease, how different diseases will respond to various therapies, and a drug's efficacy and toxicity. 3DS' proprietary imaging software is designed to go beyond identifying whether a patient suffers from a specific disease or condition. Instead, the TeloView™ platform is designed to inform clinicians and patients with respect to how to personalize treatment and best manage an individual's disease based on their unique TeloView Score™. As healthcare moves increasingly toward better informed, patient-centric approaches, the Company intends for the TeloView™ platform to deliver personalized medicine that allows for better treatments, leading to better outcomes.

The TeloView™ platform is supported by 25 clinical studies involving more than 3,000 patients and 20 different cancers, plus Alzheimer's disease. 3DS benefits from twenty years of research, $25M of non-dilutive investment into its platform and more than 130 supporting publications, and holds a portfolio of patents related to three-dimensional telomere analysis for proliferative diseases, including (but not limited to) hematological disorders such as Hodgkin's lymphoma, multiple myeloma, and chronic myeloid leukemia. Our intellectual property portfolio also covers prostate cancer, breast cancer, lung cancer, melanoma, colorectal cancer, and Alzheimer's disease. See below for details on the Company's intellectual property.

3DS believes that it is well positioned in the market for three-dimensional analysis of telomere organization and developing a new class of biomarker for evaluating an individual patient's genome using its proprietary TeloView™ platform. The Company's TeloView™ analysis goes beyond other two-dimensional telomere measurements as a result of its incorporation of the multi-modal and structural parameters of a genome's content and configuration, which are identified and factored into 3DS' TeloView Score™. The Company believes that this is a novel approach in developing a structural biomarker in the diagnostic, prognostic, monitoring and theranostic markets. The TeloView Score™ for each Test is based on a combination of 6 parameters generated by an analysis of individual cells following treatment with a combination of immuno-fluorescence in situ hybridization (FISH) protocol and multi-channel 3D immunofluorescence microscopy. The TeloView™ parameters that contribute to assessing the patient's three-dimensional genome status include individual cell and cell population combinations of: telomere number, telomere intensity/length, diameter and volume of the nucleus, relative nuclear position of telomeres, telomere aggregation, and compression of telomeric space. Different combinations of these parameters have proven to be accurate and predictive of a patient's disease status and outcome, potentially making three-dimensional telomere analysis a universal biomarker.

3DS has assembled a team with successful track records in the development and commercialization of biomedical products. The Company intends to advance the development and application of TeloView™ across major inflection points in the lifecycle of the laboratory testing industry. The Company is evaluating making its Tests available to patients and their healthcare providers through research collaborations and/or as Laboratory Developed Tests ("LDTs") with commercial partners in key markets around the world. The Company also intends to expand the range of its test portfolio through ongoing research and development. The Company also intends to continuously improve the efficiencies and scaling of its laboratory procedures for capturing, treating, and imaging samples of interest through a combination of adoption and further adaptation of automated software and hardware platforms (including digital pathology workflows). In the future, the Company will assess the integration of machine learning and artificial intelligence tools that help identify the optimal cells for analysis, and that compare clinical data to TeloView™ analysis to expand the repertoire of significant parameters to be included in future TeloView Scores™.

3DS has a balanced market entrance strategy of developing Tests and commercializing its TeloView™

platform to generate near-term revenue and a longer-term strategy to possibly seek in-vitro diagnostic device approval from Health Canada, the Food and Drug Administration (the "**FDA**") in the U.S. and European regulators. In addition to this pursuit and based on the research work of 3DS' co-founder, Dr. Sabine Mai, and other collaborators, with a biopharmaceutical company in 2016, 3DS believes that there are opportunities to partner with biopharmaceuticals companies in research and development trials of drug candidates through the incorporation of 3DS' three-dimensional telomere analysis and proprietary software in such trials. The company is seeking to engage large biopharmaceutical companies in collaborations geared towards improving their drug-screening capabilities and developing companion diagnostics that identify or monitor appropriate patients for a given therapeutic based on 3DS' platform Tests. 3DS continues to actively pursue such arrangements with biopharmaceuticals companies to potentially diversify future revenue streams and to provide incremental opportunities to develop the Tests into companion diagnostics.

3DS' registered and records office is located at 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario, M5L 1A9, and its corporate head office is located at MaRS Centre, South Tower, 101 College Street, Suite 200, Toronto, Ontario M5G 1L7.

OVERALL PERFORMANCE

On May 31, 2018, the Company announced its intention to assign itself into bankruptcy under the BIA, the engagement of a Licensed Insolvency Trustee in connection with the bankruptcy proceedings and the layoff of the Company's employees and contractors. This development following the close of the fiscal quarter impacts the information and statements in this MD&A. Accordingly, investors are cautioned not to put any reliance on forward-looking statements or information contained in this MD&A.

The Company recorded a net loss of $920,758 ($0.01 per Common Share) in the three months ended March 31, 2018 and a net loss of $2,171,822 ($0.04 per Common Share) during the three months ended March 31, 2017. The Company recorded a net loss of $3,538,637 ($0.06 per Common Share) during the nine months ended March 31, 2018 and a net loss of $7,148,506 ($0.16 per Common Share) during the nine months ended March 31, 2017. Factors contributing to the decreased net loss of $1,251,064 during the three months ended March 31, 2018 compared to the same period in the prior year include decreases in media expenses and professional fees & consulting expenses as a result of the amortization of prepaid service contracts during the three months ended March 31, 2017 which were not subsequently renewed and therefore no similar expense was recorded during the three months ended March 31, 2018, as well as curtailment of short-term consulting and media expenditures that were incurred during the FY 2017 period with no corresponding expenditure in the current period.

The Company incurred research and development costs of $396,259 during the three months ended March 31, 2018, compared to $234,636 during the three months ended March 31, 2017. The Company incurred research and development costs of $1,387,660 during the nine months ended March 31, 2018, compared to $641,059 during the nine months ended March 31, 2017. The Company incurred increases to salaries, wages and benefits expenditures as a result of a net increase of three laboratory technicians as well as the hiring of Dr. Kevin Little, CSO, during the fourth quarter of FY2017. The Company experienced an increase in depreciation expense over its property and equipment as a result of capital expenditures subsequent to March 31, 2017. During the period ended March 31, 2018, additional costs associated with statistical contract work, which the Company classifies as laboratory costs are the result of the Company's progression in its ongoing development work relating to the development of its Telo-HL Test. For each test, a Score must be developed on the training set of patient samples to identify the combination of TeloView parameters, and the range of values for each parameter, that distinguish the patient groups in question. This work is performed by external third-party statisticians with commercial expertise, and to ensure transparency and impartiality. Once a Score is developed, it then is applied to an independent set of patient samples to evaluate the Test's performance characteristics (such as how sensitive and specific the test). In addition, this work can identify the incremental value added by TeloView analysis, over the predictive or prognostic value of existing clinical records alone. Offsetting such increases were a reduction of travel and

conference expenditures as well as nil amortization associated with the Company's intangible assets which were written down to nil during the period ended June 30, 2017.

The Company incurred general and administrative costs of $510,177 during the three months ended March 31, 2018 compared to $1,928,733 during the three months ended March 31, 2017. The Company incurred general and administrative costs of $2,140,431 during the nine months ended March 31, 2018 compared to $4,633,746 during the nine months ended March 31, 2017. Significant factors leading to the decrease in general and administrative expenses during the three months ended March 31, 2018 compared to the same period in the prior year include amortization of prepaid media expenses and professional fees & consulting expenses as a result of the amortization of prepaid service contracts during the three months ended March 31, 2017 which were not subsequently renewed and therefore no similar expense was recorded during the three months ended March 31, 2018, as well as curtailment of short-term consulting and media expenditures that were incurred during the FY 2017 period with no corresponding expenditure in the current period. Other contributing factors to the decrease in general and administrative expenditures include a reduction of salaries and wages expense, primarily as a result of a curtailment of executive compensation as well as a reduction in expenses relating to travel and conferences.

The following tables provide an overview of the financial results of the three and nine months ended March 31, 2018 compared to the three and nine months ended March 31, 2017:

For the three months ended March 31	**2018**	2017	Change
Revenue	**$ -**	**$ -**	$ -
Research and development	**(396,259)**	(234,636)	(161,623)
General and administration	**(510,177)**	(1,928,733)	1,418,556
Finance expense, net	**(2,687)**	(8,453)	5,766
Impairment loss on property and equipment	**(23,352)**	-	(23,352)
Gain on settlement of deferred rent obligation	**11,717**	-	11,717
Net loss	**(920,758)**	(2,171,822)	1,251,064

For the nine months ended March 31	**2018**	2017	Change
Revenue	**$ -**	**$ -**	$ -
Research and development	**(1,387,660)**	(641,059)	(746,601)
General and administration	**(2,140,431)**	(4,633,746)	2,493,315
Listing costs	**-**	(1,859,107)	1,859,107
Finance income (expense), net	**1,089**	(14,594)	15,683
Impairment loss on property and equipment	**(23,352)**	-	(23,352)
Gain on settlement of deferred rent obligation	**11,717**	-	11,717
Net loss	**(3,538,637)**	(7,148,506)	3,609,869

Research and Development Expenditures:

Set out below are the Company's research and development expenditures for the three and nine months ended March 31, 2018 and 2017:

	Three months ended March 31			**Nine months ended March 31**		
	2018	2017	Increase (Decrease)	**2018**	2017	Increase (Decrease)
Administrative and other expenses	**$ 21,469**	$ 9,568	$ 11,901	**$ 65,339**	$ 24,373	$ 40,966

Amortization of intangible assets	**-**	14,052	(14,052)	**-**	36,830	(36,830)
Depreciation of property and equipment	**30,414**	13,870	16,544	**92,218**	32,678	59,540
Laboratory costs	**73,538**	36,996	36,542	**361,228**	96,924	264,304
Professional fees & consulting	**37,102**	33,335	3,767	**88,775**	84,954	3,821
Sponsorships	**5,625**	-	5,625	**65,000**	-	65,000
Salaries, wages & benefits	**216,356**	97,552	118,804	**603,866**	305,875	297,991
Toronto moving costs	**-**	-	-	**74,059**	-	74,059
Travel and conferences	**11,755**	29,263	(17,508)	**37,175**	59,425	(22,250)
	$ 396,259	$ 234,636	$ 161,623	**$ 1,387,660**	$ 641,059	$ 746,601

Research and development expenditures were $396,259 and $1,387,660 for the three and nine months, respectively ended March 31, 2018 compared to $234,636 and $641,059 for the three and nine months, respectively ended March 31, 2017. Significant changes during the three and nine months ended March 31, 2018 compared to the three and nine months ended March 31, 2017 are as follows:

- Depreciation expense of property and equipment was $30,414 and $92,218 for the three and nine months, respectively ended March 31, 2018 (2017 - $14,052 and $36,830). This increase was a result of continued investment in capital assets to support the Company's product development, with purchases of two new laboratory microscopes one in February 2017 and another subsequent to March 31, 2017 in June 2017 resulting in an increase in depreciation expense during the reporting periods following such purchases.
- Laboratory costs were $73,538 and $361,228 for the three and nine months, respectively ended March 31, 2018 (2017 - $36,996 and $96,924). The increase during the three months ended March 31, 2018 compared to the same period in the prior year is primarily due to fees associated with statistical consulting relating to the company's ongoing development work for Telo-HL™. Offsetting the increase was the purchase of patient samples during the three months ended March 31, 2017 associated with work in an early stage of the Company's development work for Telo-HL™.
- Salaries, wages & benefits expenses were $216,356 and $603,866 for the three and nine months, respectively ended March 31, 2018 (2017 - $97,552 and $305,875). Contributing factors to the increase during the three and nine months ended March 31, 2018 from same period in the prior year include a net gain of three laboratory technicians, the hiring of the Company's CSO in April 2017 and cost of living increases to two product development managers relocating from Winnipeg to Toronto. These increases were offset by an adjustment for government assistance receivable in respect to SR&ED credits in which the Company received for previously incurred eligible expenses of this nature.
- Travel and conference expenditures were $11,755 and $37,175 during the three and nine months, respectively ended March 31, 2018 (2017 – $29,263 and $59,425). The Company has used its discretion to reduce the amount of travel expenditures, by limiting frequency of travel, which has also led to a decrease in travel and conference expenditures for the nine months ended March 31, 2018 when compared to the prior year and is consistent with the decline in travel and conference expenditures associated with general and administrative expenses.

Intangible Assets

As a result of the uncertainty surrounding the availability of sufficient capital to complete the commercialization and realization of the Company's intangible assets, the Company recorded a provision against the value of the intangible assets at June 30, 2017. Should the underlying circumstances change, the Company may release this provision in the future.

General and Administration Expenditures:

Set out below are the Company's general and administrative expenditures for the three and nine months ended March 31, 2018 and 2017:

	Three months ended March 31			Nine months ended March 31		
	2018	2017	Increase (Decrease)	**2018**	2017	Increase (Decrease)
Administrative and other expenses	**$ 24,380**	$ 7,869	$ 16,511	**$ 88,262**	$ 69,672	$ 18,590
Investor relations	**18,436**	32,354	(13,918)	**65,997**	37,805	28,192
Media	**71,816**	876,051	(804,235)	**190,217**	1,031,641	(841,424)
Professional fees & consulting	**157,368**	640,044	(482,676)	**978,259**	1,740,555	(762,296)
Salaries, wages and benefits	**154,969**	246,191	(91,222)	**572,460**	627,887	(55,427)
Stock based compensation	**40,219**	54,832	(14,613)	**146,462**	886,753	(740,291)
Stock exchange fees	**6,132**	6,683	(551)	**32,223**	26,019	6,204
Travel and conferences	**36,857**	64,709	(27,852)	**66,551**	213,414	(146,863)
	$ 510,177	$1,928,733	$(1,418,556)	**$2,140,431**	$4,633,746	$ 2,493,315

General and administration expenditures were $510,777 and $2,140,431 for the three and nine months, respectively ended March 31, 2018 compared to $1,928,733 and $4,633,746 for the three and nine months, respectively ended March 31, 2017. Significant changes during the three and nine months ended March 31, 2018 compared to the three and nine months ended March 31, 2017 are as follows:

- Media expenditures were $71,816 and $190,217 for the three and nine months, respectively ended March 31, 2018 (2017 - $876,051 and $1,031,641). The major contributing factor to the decrease in media expenditures during the three months ended March 31, 2018 compared to the same period in the prior year was a digital marketing campaign which occurred during the three months ended March 31, 2017. Other factors contributing to the decrease included amortization of several prepaid online advertising contracts during the three months ended March 31, 2017 which were not renewed upon expiry and therefore no equivalent expense was incurred during the three months ended March 31, 2018, as well as costs associated with production of telomere animation and costs associated with a television showcase production.
- Professional fees & consulting expenditures were $157,368 and $978,259 for the three and nine months, respectively ended March 31, 2018 (2017 - $640,044 and $1,740,555). Factors contributing to the decrease include several prepaid service contracts amortized during the three months ended March 31, 2017 that were not renewed subsequent to the period, and therefore no expense was incurred for the same during the three months ended March 31, 2018. Other factors contributing to the decrease during the three months ended March 31, 2018 included the termination of retainer payments to the members of the Company's BAB as well as decreased professional fees relating to legal and accounting engagements. Offsetting the decrease was fees paid to two consultants for market and finance strategic advisory services, engagements that each commenced during the three months ended March 31, 2018.
- Salaries, wages and benefits were $154,969 and $572,460 for the three and nine months, respectively ended March 31, 2018 (2017 - $246,191 and $627,887). The decrease this expenditure for the three months ended March 31, 2018 compared to the same period in the prior year is due to reduction of executive compensation as well as expenditures in the three months ended March 31, 2017 relating to a contracted engagement related to information technology infrastructure.
- Stock-based compensation expenditures were $40,219 and $146,462 for the three and nine months, respectively ended December 31, 2017 (2016 - $54,832 and $886,753). Decreases in the three and nine months ended December 31, 2017 are attributable to the current period expense

reflecting the service expense of 368,594 unvested shares during the three and nine months ended March 31, 2018, including service expense of $5,009 for the three months ended March 31, 2018 and a recovery of ($10,981) related to the service expense related to 925,000 options to be issued to a member of key management (see note 8 of the condensed consolidated interim financial statements). During the three months ended March 31, 2017, 473,125 shares (445,000 fully vested) were issued and during the nine months ended March 31, 2017, 2,086,155 shares (1,528,030 fully vested) were issued.

- Travel and conferences were $36,857 and $66,551 for the three and nine months, respectively ended March 31, 2018 (2017 - $64,790 and $213,414). Decreases in the three months ended March 31, 2018 compared to the same period in the prior year were due to costs incurred in the prior year as a result of training for newly hired employees and decreases in expenditures relating to executive travel during the three months ended March 31, 2018. The Company has used its discretion to reduce the amount of travel expenditures, by limiting frequency of travel, which has also led to a decrease in travel and conference expenditures for the nine months ended March 31, 2018 when compared to the prior year and is consistent with the decline in travel and conference expenditures associated with research and development expenses.

Listing costs:

For the nine months ended March 31	**2018**	2017	Decrease
Listing costs	**$ -**	$ 1,859,107	$ 1,859,107
	$ -	$ 1,859,107	$ 1,859,107

The Company's listing costs for the three and nine months ended March 31, 2018 were nil (2016 – nil and $1,859,107, respectively). Listing costs for the nine months ended March 31, 2017 include $1,310,946, which represents the value of the share-based payment made by the Company's subsidiary, 3D Signatures Holdings Inc., in excess of the value of the assets acquired by the Company immediately prior to the completion of its Qualifying Transaction. Listing costs also include $175,000, representing the value of shares issued as a finder's fee, and $373,161 in professional fees, both of which are associated with the Qualifying Transaction.

Finance (income) expense, net:

	Three months ended March 31			**Nine months ended March 31**		
	2018	2017	Increase (Decrease)	**2018**	2017	Increase (Decrease)
Interest on note payable to CCMB	**$ -**	$ 983	$ (983)	**$ -**	$ 5,777	$ (5,777)
Foreign exchange, net	**2,747**	9,395	(6,648)	**2,569**	10,311	(7,742)
Other interest (income) expense, net	**(60)**	(1,925)	(1,985)	**(3,658)**	(1,494)	(2,164)
	$ 2,687	$ 8,453	$ (5,766)	**$ (1,089)**	$ 14,594	$ (15,683)

Impairment loss on property and equipment:

For the three and nine months ended March 31	2018	2017	Decrease
Impairment loss	**$ 23,352**	$ -	$ 23,352
	$ 23,352	$ -	$ 23,352

During the three and nine months ended March 31, 2018, the Company recorded an impairment loss totaling $23,352 as a result of furniture and equipment and leasehold improvements granted to the use of a subtenant and transferable at a nominal cost at the end of the lease term as part of a sublease agreement entered into at the Company's former head office in Winnipeg.

Gain on settlement of deferred rent obligation:

For the three and nine months ended March 31	2018	2017	Decrease
Gain on settlement of deferred rent obligation	**$ (11,717)**	$ -	**$ (11,717)**
	$ (11,717)	$ -	**$ (11,717)**

During the three and nine months ended March 31, 2018, the Company recorded a gain on settlement of its deferred rent obligations as part of a transaction to sublease its former head office in Winnipeg. Upon initial signing of the agreement, the Company obtained the ability to terminate the lease with a prepayment penalty. The value of the liability previously reflected the value of the estimated settlement amount, which included repayment of a portion of the tenant inducements received at the beginning of the lease, in which the Company settled for a cost lesser than its estimated fair value.

DISCUSSION OF OPERATIONS

On May 31, 2018, the Company announced its intention to assign itself into bankruptcy under the BIA, the engagement of a Licensed Insolvency Trustee in connection with the bankruptcy proceedings and the layoff of the Company's employees and contractors. This development following the close of the fiscal quarter impacts the information and statements in this MD&A. Accordingly, investors are cautioned not to put any reliance on forward-looking statements or information contained in this MD&A.

3DS intends to develop and commercialize a portfolio of Tests based on the TeloView™ technology in key global markets. The Company has initiated discussions with third party research organizations and distributors in a number of regions in anticipation of the commercialization of its Tests and the provision of testing services to various collaborators. Based on current discussions, these arrangements may, in some cases, result in revenue or profit sharing between the Company and its partners. The scope of involvement from the Company in the research, operational or commercial portions of these arrangements may vary.

On May 10 2018, the Company announced that it strengthened its intellectual property with new patents issued for tests in Alzheimer's disease, Hodgkin's lymphoma and multiple myeloma. The Canadian Intellectual Property office issued the patent number 2,856,419 entitled "Methods for Evaluating Alzheimer's Disease and Disease Severity" which protects the Company's intellectual property in the area of cognitive diseases in general and Alzheimer's disease (AD) in particular. In addition, the United States Patent and Trademark Office issued the patent number 9,963,745 entitled "Diagnostic Methods for Hematological Disorders" that protects 3DS' intellectual property related to the hematological disorders tests currently in development. In particular, the issued patent provides further protection to the Company's proof of principle test Telo-HL™, a predictive test performed on diagnostic lymph node specimens.

In addition, after the close of the fiscal quarter, on April 3, 2018, the Company announced the successful completion of a Telo-HL™ scoring model and an analytical validation study of its test for Hodgkin's

lymphoma. Powered by the Company's proprietary TeloView™ platform, Telo-HL™ is a predictive test performed on diagnostic lymph node biopsy specimens, intended to provide clinicians with the first biomarker capable of identifying the 15% – 20% of HL patients who will fail standard ABVD chemotherapy, and who should immediately be considered for more advanced treatment or inclusion into clinical trials with an emerging immunotherapy. The study data from the Company's multi-parametric telomeric analysis with TeloView™ was analyzed by an independent statistical provider, BioStat Solutions Inc. (**"BSSI"**), to develop the Telo-HL™ scoring model from over 200 potential predictors that included different combinations of the telomeric nuclear organization, cell type, and clinical parameters. BSSI identified that a combination of at least three of the parameters analyzed by TeloView™ contributed to the scoring model with highly predictive characteristics. This included measures unique to 3DS's platform, which can only be evaluated through three-dimensional analysis of telomeres, and for which current clinical data alone is insufficient to predict risk of relapse.

On March 28, 2018, the Company announced a collaboration with MDxHealth SA (Euronext: Brussels MDXH.BR) to evaluate its Telo-PC™ in prostate cancer. MDxHealth, a world leader in molecular diagnostics for urological cancers, will evaluate 3DS' prognostic test candidate for prostate cancer using the Company's proprietary TeloView™ software platform. 3DS and MDxHealth will share the costs of conducting the collaborative study. Pursuant to the agreement, 3DS has also granted MDxHealth an exclusive option to negotiate a license agreement for the Telo-PC™ test. There is a significant unmet need for accurate and minimally invasive diagnostic and risk-assessment tools that allow clinicians to make more informed treatment decisions for prostate cancer patients. Traditionally, the diagnosis of prostate cancer has involved repeated invasive tissue biopsies, which can easily miss cancerous cells or misinterpret benign conditions as being dangerous, leading to unnecessary surgeries. Currently, prostate cancer patients are often faced with the difficult choice of either living with the cancer under active surveillance or pursuing treatment which has a significant risk of devastating side effects such as erectile dysfunction, incontinence, bowel complications and infection.

On March 6, 2018, the Company announced a collaboration in the area of lung cancer with L'Institut Universitaire de Cardiologie et de Pneumelogie (IUCPQ). The collaboration agreement is designed to evaluate the clinical application of the Company's TeloView™ software platform alongside DNA sequence analysis in lung cancer. According to the World Health Organization, lung cancer is the most common cancer in the world, accounting for over 1.8 million new cases annually, and remains the leading cause of cancer deaths each year.[1] Targeted therapies against specific gene mutations have had an important but limited effect on the total lung cancer population. The recent introduction of immunotherapies has been highly effective in only a minority of patients because clinicians lack robust biomarkers to predict which patients will benefit from these expensive treatments.

On February 20, 2018, positive topline results from the development of its Telo-HL™ Test for Hodgkin's Lymphoma. Preliminary analysis of the study data for Telo-HL™ showed that the Company's TeloView™ platform was able to distinguish, with a high degree of statistical significance, multiple differences between a patient group that responds to standard ABVD chemotherapy, and a group that relapses or is refractory to treatment within the first 12 months. The multi-parametric telomeric analysis with TeloView™ was performed by the Company (blinded to patient status), and the results were then shared with statistical partner BioStat Solutions Inc. ("**BSSI**"), who compared the TeloView™ data with the corresponding clinical outcomes for patients, and identified highly significant group differences across multiple TeloView™ parameters.

On February 12, 2018, Gordon McCauley resigned from the Company's Board, effective immediately.

On December 5, 2017, the Company announced the closing of a non-brokered private placement (the "**December 2017 Private Placement**") as previously announced on November 27, 2017. The December 2017 Private Placement consisted of the sale of 8,113,365 units (a "**Unit**") at a price of $0.20 per unit. Each

unit consists of one common share of the Company and one common share purchase warrant (a "**Purchase Warrant**") at an exercise price of $0.35 per common share until December 5, 2022 for gross proceeds of $1,222,673. Cash costs directly attributable to the Offering were $144,027, including $91,704 paid to certain finders (the "**Finders**"), equal to 6% of the gross proceeds raised by the Finders. In addition, the Finders received 458,520 non-transferrable warrants (a "**Finder's Warrant**") equal to 6% of the number of Units issued by the Company to investors introduced to the Company by the Finders. Each Finder's Warrant is exercisable to purchase one common share of the Company until December 5, 2019 at an exercise price of $0.35. Certain insiders of the Company participated in the Private Placement by purchasing an aggregate of 230,000 Units. Accordingly, the Private Placement constitutes, to that extent, a "related party transaction" under applicable Canadian securities laws. The Company is relying on the exemptions from the formal valuation and minority approval requirements found in sections 5.5(a) and section 5.7(1)(a) of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the Private Placement as the details of the Private Placement and the participation therein by related parties of the Company were not settled until shortly prior to closing and the Company wished to close on an expedited basis for sound business reasons.

On November 28, 2017, the shareholders of the Company elected John Swift, Jason Flowerday, Dr. Sabine Mai, Gordon McCauley, Keith Cassidy and Ian Fodie to the Company's Board of Directors. The newly elected director, Ian Fodie, was concurrently appointed as chair of the Company's Audit Committee. Mr. Fodie currently services as Principal of IF Only Strategies Ltd and acting Chief Financial Officer of Vividata. In addition, Mr. Fodie has held several executive management and board positions, many of whom are traded on the TSX or TSX Venture Exchange. In addition to Ian Fodie, chair of the Audit Committee, Gordon McCauley and Keith Cassidy were appointed as remaining members of the Company's Audit Committee. On the same date, the Company appointed Gordon McCauley to its Governance & Nominating committee as chair with Jason Flowerday and Keith Cassidy serving as the other members of the committee.

On November 29, 2017, the Company announced its first quarter financial results. Financial highlights included the fact that the Company hd significantly reduced its monthly burn rate and recorded a net loss of $1,066,244 ($0.02 per Common Share) for the three months ended September 30, 2017 compared to $3,370,091 ($0.11 per Common Share) for the three months ended September 30, 2016.

On November 27, 2017, the Company announced its intention to raise $1.5 million CAD by way of a non-brokered private placement of 7,500,000 units (the "**Units**") at a price of $0.20 per Unit (the "**November 2017 Private Placement**"). Each Unit will consist of one common share of the Company and one common share purchase warrant exercisable at $0.35 for 5 years from the date of the closing of the Private Placement. The Company has agreed (i) to pay a cash finder's fee of 6% of the aggregate proceeds raised from subscriptions arranged by certain finders and (ii) to issue broker warrants equal to 6% of the aggregate Units subscribed for pursuant to the subscriptions arranged by such finders. Each broker warrant shall be exercisable for one common share at a price of $0.35 for a period of 24 months following the closing date of the Private Placement. On the same date, the Company announced the concurrent termination of the October 2017 Private Placement announced on October 25, 2017.

On October 25, 2017, the Company announced that it had appointed a syndicate of agents led by Haywood Securities Inc. ("**Haywood**"), and including Industrial Alliance Securities Inc. (collectively with Haywood, the "**Agents**"), to sell, by way of a private placement (the "**October 2017 Private Placement**") on a best efforts basis, units (the "**Units**") of the Company at a price of $0.25 per Unit (the "**Issue Price**") for gross proceeds of up to $2,500,000 (the "**Offering**"). The closing of the Offering is subject to the Company raising a minimum offering amount of $1,750,000. Each Unit issued pursuant to the Offering will consist of one common share in the capital of the Company (a "**Common Share**") and one half of one Common Share

purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one additional Common Share at a price of $0.40 for a period of 24 months from the closing date of the Offering. he Agents have been granted the option (the "**Agents' Option**") to sell up to an additional 2,000,000 Units at the Issue Price, exercisable in whole or in part at any time up to 48 hours prior to the closing of the Offering. On the same date, the Company announced the concurrent termination of the July 2017 Prospectus previously announced on July 19, 2017.

On October 4, 2017, the Company announced that it closed a non-brokered private placement (the " **ScreenCell Private Placement**") of 2,000,000 common shares (the "**Shares**") at a price of C $0.25 per Share for gross proceeds of C $500,000 with ScreenCell SA ("**ScreenCell**"). ScreenCell is a strategic partner and supplier to 3DS and has been a research and development collaborator for many years. ScreenCell currently supplies the Company with a screening system for the capture and isolation of circulating tumor cells ("**CTCs**") from blood. The proceeds of the ScreenCell Private Placement will be used for clinical operations, namely the Company's Hodgkin's lymphoma clinical study, including clinical wages and laboratory expenses, and general working capital.

On October 19, 2017, the Company announced that it had added Keith Cassidy to the Board and to the Company's audit committee. The Company also announced the appointment of Jason Flowerday to the Company's audit committee and Gordon McCauley's appointment as the new chair of the audit committee.

On July 19, 2017, the Company announced that it has entered into an agreement with a syndicate of agents, to sell by way of a short form prospectus (the "**July 2017 Prospectus**"), on a best efforts agency basis, up to 12,500,000 Common Shares at a price of $0.40 per Common Share, for aggregate gross proceeds of up to $5,000,000 (the "**2017 Offering**"). In addition, the Company granted the agents an option to purchase up to an additional 1,875,000 Common Shares at $0.40 per Common Share to cover over-allotments, if any. The Company agreed to pay a cash commission to the agents, equal to 8.0% of the gross proceeds of the 2017 Offering, except in respect of any subscriptions by eligible purchasers on a list provided by the Company (the "**President's List**") and accepted by the agents, for which a commission equal to 2.0% of the gross proceeds from the 2017 Offering raised from such purchasers. The Company has also agreed to reimburse the agents for reasonable expenses incurred, including reasonable legal fees to a maximum of $50,000 plus disbursements and taxes. Additionally, the Company agreed to pay to the agents a corporate finance fee of $40,000 plus tax, as well as issue to the agents broker warrants, exercisable at the price of the securities issued in the 2017 Offering as is equal to 8.0% of the aggregate number of Common Shares issued in the 2017 Offering not on the President's List and 2.0% of the aggregate number of Common Shares issued in the 2017 Offering to purchasers on the President's List. Each broker warrant shall be exercisable into one common share at any time prior to the date that is 24 months after the closing date.

On August 11, 2017, Ms. Stevenson resigned from the Board of Directors on, and on October 7th, 2017, the Company announced that Bruce Colwill had resigned from the Company's Board.

On April 27, 2017, the Company announced that it had received the first batch of blood samples for the PRECISE prostate cancer clinical trial ("**PRECISE**"). The Company's participation in PRECISE is expected to assist the Company's validation of its prostate cancer test ("**Telo-PC™**"). The Company's Telo-PC test is a blood-based diagnostic test, which is based on the TeloView™ platform. Recent clinical results presented at the Molecular Medicine Tri-Conference in San Francisco, California have indicated that the Telo-PC test is a candidate to provide an accurate and minimally invasive risk assessment and monitoring platform for prostate cancer. The Company expects that these clinical results will be detailed in peer-reviewed papers and be published in a peer-reviewed journal.

On April 18, 2017, the Company announced that it was relocating its corporate offices to MaRS in Toronto. Following a screening process, 3DS was selected by MaRS Venture Services to move to the MaRS Discovery District.

On April 11, 2017, the Company announced the hiring of Dr. Kevin Little as CSO. Dr. Little joined the Company after several years providing strategic advisory services to help facilitate new life sciences collaborations for public and private sector clients, including Thomson Reuters, Illumina, Janssen, McGill University, and the Global Alliance for Genomics and Health. Dr. Little previously led the PERFORM Centre, a $36 million health research and community services complex, as the founding Chief Administrative Officer. Prior to that, Dr. Little led the New Zealand government's strategic investment relationships across the biotechnology industry sector. He holds a bachelor of science degree in biology from the University of Victoria, earned his PhD in Experimental Medicine from McGill University, and completed a postdoctoral fellowship in translational neuroscience and clinical gene therapy at the University of Auckland.

The Company released clinical study results on March 21, 2017 which demonstrated that, based on a swab from the inside of a study participant's cheek, the TeloView™ platform was able to distinguish between those study participants that had Alzheimer's disease and those that did not, and between mild, moderate and severe forms of Alzheimer's disease in study participants. The confirmatory study that produced the results involved a cohort of forty-four age and gender matched healthy, non-caregiver controls, and forty-four Alzheimer's disease study patients. As part of the study, three-dimensional telomeric profiles of the buccal cells of Alzheimer's disease patients and their non-Alzheimer's disease carrying controls were examined, with participant information blinded to the analysis. The study indicates that the TeloView™ platform is a candidate as a non-invasive Alzheimer's disease biomarker and monitoring tool. The results of this study were reported in the peer-reviewed Journal of Alzheimer's Disease under the following citation: Garcia A, Mathur S, Carmela Kalaw Maria, McAvoy Elizabeth, Anderson James, Luedke Angela, Itorralba Justine and Mai Sabine (2017) Quantitative 3D Telomeric Imaging of Buccal Cells Reveals Alzheimer's Disease-Specific Signatures. Journal of Alzheimer's Disease 58, 139-145.

On February 23, 2017, the Company announced that the validation program for the Telo-HL™ test had commenced. The Company followed this announcement, on March 29, 2017, by announcing that it had successfully completed internal analytical assay validation for its Telo-HL™ test pursuant to US Food and Drug Administration guidelines. Assay validation of Telo-HL™ included validating the consistency of key reagents and the reproducibility and repeatability of the locked protocol. This marked the completion of the first two stages of the five-stage validation program. On June 8, 2017, the Company announced that the clinical study component, stage three, of the Telo-HL™ validation program, was successfully underway. This process was completed on September 30, 2017. The remaining stages of the validation program include the validation of the prognostic scoring model (stage four) and, possibly, analytical validation by a certified clinical laboratory (stage five). The Company's test for Hodgkin's lymphoma is its most advanced clinical test, and aims to stratify patients at the point of diagnosis into non-relapsing and relapsing patients so that relapsing patients may be considered for alternative treatments to standard chemotherapy at the beginning of their treatment process. The Company believes that Telo-HL™ could provide several advantages to patients and healthcare system payers, including by potentially indicating new treatment options, enabling shortened treatment cycles, reducing complications from ineffective treatments and allowing for treatment cost savings.

On February 21, 2017, Dr. Sabine Mai presented the results of a prospective blood-based prostate cancer pilot study that utilized the TeloView™ software platform at the Molecular Medicine Tri-Conference in San Francisco, California. The prospective prostate cancer patient cohort was assessed to evaluate TeloView™'s potential to blindly stratify 50 intermediate risk prostate cancer patients, with Gleason Scores of 7 and prostate specific antigen levels above 20 nanograms per milliliter of blood, and monitor their disease progression or stability. The finding of the study was that the radical prostatectomy surgery results of the patients studied correlated with the observed three-dimensional nuclear telomeric profiles from their circulating tumour cells, indicating that the TeloView™ platform could predict the stability and aggressiveness of the cancer in the study's 50 intermediate risk prostate cancer patients. A peer-reviewed paper discussing the findings of the study is currently being reviewed and edited, and management expects that this study will be published in a peer-reviewed journal.

On January 6, 2017, 3DS announced that it had hired Joost van der Mark as CBO. Mr. van der Mark brings more than two decades of executive experience to 3DS, having worked with several international healthcare companies, as well as earlier stage biotechnology and healthcare firms. His experience includes positions at BioSyent Inc., where he served as Vice-President of Corporate Development, Nycomed (now Takeda), Sanofi, and Bayer. He was also a co-founder of Orphan Canada Inc., which subsequently sold its assets to Knight Therapeutics.

The Company was successful in securing funding through a private placement of 6,000,000 units at $0.75 per unit for gross proceeds of $4,500,000. This brokered private placement closed in three tranches between December 2016 and January 2017 (the "**2016 Private Placement**") and afforded the Company the necessary capital to advance its research and development programs as well as the required working capital for its general and administrative expenses.

Development Programs and Timelines
On May 31, 2018, the Company announced its intention to assign itself into bankruptcy under the BIA, the engagement of a Licensed Insolvency Trustee in connection with the bankruptcy proceedings and the layoff of the Company's employees and contractors. This development following the close of the fiscal quarter impacts the information and statements in this MD&A. Accordingly, investors are cautioned not to put any reliance on forward-looking statements or information contained in this MD&A.

The Company has developed plans for pursuing tests in multiple disease areas in a modular fashion, such that each disease program and technology improvement phase may be activated as a stand-alone activity, phased in sequentially, or undertaken concurrently, pending financial resources. Listed here are the priority programs that would be implemented if adequate funds could be secured.

Hodgkin's Lymphoma (Telo-HL™)

The Company is in the process of applying its technology to attempt to identify whether standard chemotherapy is likely to benefit an individual or whether an alternative care plan should be considered from the outset of treatment.

Background:

Hodgkin's lymphoma ("**HL**") is a cancer affecting all ethnicities and ages. According to the Statistics and Epidemiology and End Results Program of the National Cancer Institute of the USA there are two peaks of incidence for HL: people in their late 20's, and again in those over 55 years of age. HL is a highly curable cancer with a five-year survival rate of over 85%. Over 95% of all HL cases fall into four categories, collectively referred to as "classical HL". These cases of HL are diagnosed by the presence of precursor Hodgkin and especially abnormal Reed-Sternberg cells in the lymphatic system (the network of vessels that help drain waste products from infection and cell metabolism in the body). The World Health Organization estimates there are 66,000 new cases of HL globally per year (1,000 in Canada, 8,300 in the United States, and 12,000 in the European Union), with over 200,000 people in the United States currently living with HL. HL affects men (56% of new cases) slightly more frequently than women (44%). The five and ten-year survival rates are 86% and 80%, respectively, with a range between 93% and 77% survival depending on the stage of disease at the time of diagnosis. While global figures are unavailable, with an estimated incidence rate of HL at 2.8 per 100,000 per year (in industrialized countries), there may be as many as 200,000 new cases of HL globally per year. As the developing world gains access to better diagnostics and care, ways to identify affordable treatment options become increasingly important.

Though several options are available for HL patients, care plans are generally established based on disease grading and staging, without further means of personalizing treatment. Most new HL patients are first treated with a cocktail of ABVD (doxorubicin/Adriamycin, bleomycin, vinblastine, dacarbazine)

chemotherapy, administered every 2-4 weeks for 2-8 cycles and monitored by PET-CT scanning, at an average total cost of approximately USD$25,000 per patient according to the American Cancer Society. Unfortunately, 10-20% of patients fail to respond sufficiently within the first year of ABVD chemotherapy. For most patients with relapsed or refractory HL ("**RRHL**"), the secondary line of therapy is generally high-dose salvage chemotherapy (with drugs other than ABVD), along with autologous stem cell transplantation ("**ASCT**"). Radiation treatment may also be added in some cases (for combined modality therapy). According to a study published by Shah et al in the Journal of Biology of Bone Marrow Transplantation in 2015, the average cost of ASCT in North America can range from approximately USD$175,000 - USD$300,000, including the cost of hospitalization and post-surgical care. If the patient fails to respond to this treatment, more recent options for further treatment have become available, including the antibody-drug conjugate brentuximab vedotin (BV). Costs of treatment with BV most often include accompanying ASCT, at costs that can range from approximately USD$300,000 - USD$420,000. Another class of new therapies are the PD-1 inhibitors nivolumab and pembrolizumab, at costs ranging from approximately USD$100,000 – USD$150,000 per patient, per year (as assessed by Saltz and Bach, writing in the Journal of American Drug Benefits in 2015). The mean cost of treating a first-line responding patient in the U.S. (over 60 months) is approximately USD$89,000, whereas the mean cost for treating RRHL is currently over approximately USD$400,000, a cost that may, in the future, rise as new, more expensive therapies are introduced to clinicians.

The Company believes that the introduction of Telo-HL™ to the treatment regimen may allow doctors to identify likely responders and non-responders to the first line therapy, at the same time as they are diagnosed. If doctors were able to make such identification at this state, this may give clinicians, patients, and payors clinically actionable information to guide their treatment and reimbursement decisions. Identifying patients who are unlikely to respond to standard therapy may provide clinicians with greater confidence to (i) avoid unnecessary toxicity and complications while their disease continues to worsen, and (ii) to direct their patients towards alternate treatments or enrollment in appropriate trials. Identifying patients who are likely to respond to less-expensive existing treatments may also give clinicians and patients confidence they are doing all that they can, and may provide assistance to health systems and payors they are allocating their resources accordingly.

Program Status:

The Company's lead program, Telo-HL™, entered the later stages of development in late FY 2017 with an expected timeline to be ready for commercialization through research collaborations and/or as a Laboratory Developed Tests (LDT) in the U.S. by Q3 of the 2018 fiscal year. 3DS commenced a clinical study in April 2017 intended to build the predictive scoring model for TeloView™ needed for a clinically-compliant Telo-HL™ test (step three), to identify risk of relapse at the individual patient level, and then evaluate the performance characteristics of such a test (step four).

Before initiating this study, the Company had completed assay development (step one) and assay validation (step two). In parallel with the step three study work, 3DS is processing further patient cases for the performance validation (step four) of the TeloView™ Score. The final stage (step 5) of the program consists of an analytical validation study to demonstrate the reproducibility characteristics of the Telo-HL™ process, by repeating analysis on a small subset of samples from the same patients (estimated to be n=30).

The Telo-HL™ study steps three and four have included the analysis to date of over 400 retrospective HL cases (diagnostic lymph node biopsy samples), then matched to follow-up clinical outcomes, to generate two quality-controlled data sets: step three's set to build the Score, and step four's set to evaluate the performance characteristics. The process included performing the wet lab (co-immuno-telomeres FISH assay), three-dimensional multi-channel microscopy, and TeloView™ software analysis on 30 H and 30 RS cells per patient (as identified by multiple operators at three independent steps). The clinical study was multicenter with HL tissue sourced from four contributing hospital sites in Canada and Europe. The TeloView™ data and its accompanying clinical records are being analyzed by a commercial statistical

provider, BioStat Solutions Inc., with the intention of identifying the thresholds and correlations for each parameter that will form the final Telo-HL™ Score.

The Company anticipated completion of all laboratory work for test development and validation by April 1 2018. Though laboratory work is complete, and a Score developed, further review of clinical records, further refinement of the Score, and further analytical validation may be requested of the Company in discussion with collaborators, statisticians, clinicians, and potential partners as commercialization efforts progress. The Company continues to intend to submit the results of the completed work to a highly reputable peer-reviewed clinical journal for publication in the latter half of 2018.

Prostate Cancer (Telo-PC™)

The Company is in the process of applying its TeloView™ platform to the assessment of telomere organization in prostate cancer. According to the American Cancer Society, roughly 1 in 7 men in the developed world will be diagnosed with prostate cancer ("**PCa"**) in their lifetime.

Background:

The prostate is a gland located beneath the bladder, containing 30 – 50 small sacs responsible for producing a fluid that forms part of the semen. The Statistics and Epidemiology and End Results Program of the National Cancer Institute of the USA confirms that PCa is a highly-treatable disease, with over 95% five-year survival rate. According to the World Health Organization (WHO), nearly 1.1 million new cases of PCa are diagnosed annually around the world (including 161,000 in the United States, 21,000 in Canada, and 390,000 in the European Union). Access to prostate-specific antigen (PSA) testing in blood, for both early detection and monitoring, has produced a large increase in PCa incidence rates in the developed world. According to a study published by Drazer et al in the Journal of Clinical Oncology in 2015, there are nearly 35 million PSA tests performed annually in the U.S., 30% of which are repeat tests. When a man presents with a high PSA level, he is directed to either undergo an MRI scan to confirm the results of the PSA test, or a transrectal ultrasonography ("**TRUS**") guided biopsy. During the biopsy procedure, 6-12 cores are collected from the prostate gland in an attempt to capture a representative sampling of the entire organ's status, which are the examined by a pathologist for potential diagnosis of PCa. A Gleason score, ranging from 2 to 10, is assigned to indicate the tissue's pathology and how likely it is that a tumor will spread. The lower the Gleason score, the less likely a tumor will spread. Men scoring high enough to be suspected of clinically significant prostate cancer may then be directed to have ablation therapy, or to have their prostate partially or completely removed surgically. Post-surgical tissue can be assessed by a pathologist more accurately to determine the true grade of the cancer.

According to the National Centre for Health Statistics in the USA, approximately 138,000 prostatectomy surgeries are performed in the U.S. annually. Based on a study conducted by Stark et al and published in the Journal of Clinical Oncology in 2014, approximately 56% of men diagnosed with prostate cancer are assessed pre-surgery as Gleason 7, and 29% as Gleason 6. Gleason 6 and 7 are considered medium grade PCa. High grade PCa (Gleason scores 8-10) accounts for approximately 15% of all prostate cancer patients. The success rate of curing cancer by removing the prostate is measured by 5-year PSA relapse–free survival rates. According to the Statistics and Epidemiology and End Results Program of the National Cancer Institute of the USA the 5-year PSA relapse-free survival rates range from 55%–71% and 10-year prostate cancer–specific survival rates range from 72%–92%. Quality of life is a major factor deterring the use of prostatectomy. The American Cancer Society reports that 25% of men experience frequent urine leakage or no bladder control at six months after prostatectomy; however, this number drops to less than 10% by three years. Furthermore, nearly all men suffer some degree of erectile dysfunction following the surgery, for at least 6 months. Men younger than 60 years have higher likelihood of regaining their erectile function within 3 years.

Commenting in a 2014 Medscape article, Gerald Chodak, MD has observed the cost for prostate surgery ranges widely in North America, anywhere from $10,000 up to $135,000. Physician fees also vary, from $4,000 up to $19,000 (averaging around $8,000). In the U.S., 20 – 25% of men assessed as having intermediate risk PCa (Gleason 7) on biopsy are found to have less significant cancer when the pathology examination is completed on the entire post-surgical prostate.

Current biomarkers for PCa offer inconsistent information for an individual patient. A study conducted in 2017 by Wei L et al and published in the European Journal of Urology compared the results of the Oncotype Score (Genomic Health), Prolaris (Myriad) and Decipher Score (Genome Dx) performed on four patients, and highlighted the variability between the results of these three prognostic tests. This represents an important opportunity for better testing which could avoid the complications, cost, and quality of life impacts of unnecessary surgeries. The Company believes that TeloView™ analysis could assist in fulfilling this need for better testing if performed at various time points in the course of the disease in order to predict progression to more aggressive PCa, better inform the potential need for surgery, and monitor disease progression over time.

Program Status:

3DS is applying TeloView™ in two applications to PCa that seek to predict the most effective treatment plan for an individual patient, through its participation in the PRECISE trial. PRECISE is the first randomized, multicenter study focused on biopsy naive patients (approximately 450 men) with a clinical suspicion of prostate cancer. Following men for up to 24 months, this prospective study is principally designed to compare cancer detection rates and monitoring efficacy between TRUS-guided biopsy and MRI-targeted biopsy. PRECISE will incorporate the Company's blood-based tests into the original biopsy focused investigation as a correlative biomarker, as well as grant access to biopsy tissue for additional 3DS analyses. The Company's participation seeks to establish a baseline of genomic instability for prostate cancer patients, provide follow-up monitoring information, and generate essential data for developing several blood-based clinical tests for the personalized assessment and treatment of prostate cancer patients. The Company seeks to facilitate personalized treatment decisions for each individual prostate cancer patient that can meet one or more of the following clinical needs:

- identify the right patients for the right treatment;
- accurately monitor patients during treatment;
- reduce the number of patients undergoing unnecessary prostate biopsies;
- reduce the number of biopsies over time (for each patient);
- reduce biopsy-related adverse events including infection and pain;
- reduce the over-diagnosis and over treatment of clinically insignificant prostate cancer; and
- reduce the economic burden of diagnosing and treating prostate cancer.

The estimated total cost for the Company to participate in the entire PRECISE trial is $1.4 million. Approximately $100,000 has been spent to date on the PRECISE program. The Company is currently prioritizing its cash on hand toward the development of Telo-HL™ and, as a result, the development of Telo-PC™ is being delayed until the Company has funding to complete its development, at which time the development of Telo-PC™ will be resumed.

3DS has executed a Clinical Trial Collaboration Agreement with the Canadian Urology Research Consortium ("**CURC**") at Sunnybrook Health Sciences Centre in Toronto. The purpose of the collaboration is to evaluate the clinical utility of the three-dimensional telomere technology testing as a correlative biomarker for the prognosis and risk assessment of prostate cancer patients at different stages of the disease. In this collaboration, CURC will provide 3DS with patient samples, including peripheral blood and/or biopsy tissue sections from all patients recruited in the PRECISE trial. 3DS has agreed to compensate CURC for the cost of collecting and shipping the samples to 3DS. The estimated cost of the samples is $330,000. 3DS has agreed to support the PRECISE trial by providing a sponsorship fee of

$100,000 to CURC, of which the first installment of $50,000 was paid to CURC at the end of 2016. A second installment of $50,000 is expected to be paid in the latter half of 2018.

At this point, the Company is also assessing different development and commercialization alternatives that may include collaborations on any remaining clinical studies with one or more existing diagnostics companies that have interest and/or significant experience in PCa biomarkers. Discussions with these third-party organizations are currently ongoing. On March 28. 2018 the Company announced a collaboration agreement with MDxHealth to evaluate applications of the TeloView™ platform in prostate cancer. The full details of any study design, and associated costs, are still under discussion. Until the assessments of these opportunities are defined, the Company is unable to provide an accurate forecast of the costs for the remaining Telo-PC™ studies or the sources of funding to complete these studies.

Multiple Myeloma (Telo-MM™)

Depending on the availability of laboratory resources and funds, the Company may perform exploratory studies involving the TeloView™ platform's application to multiple myeloma, a disease for which preliminary investigations and strong clinical support of TeloView™ already exists.

Background:

Multiple myeloma ("**MM"**) is a cancer characterized by the accumulation in bone marrow of abnormal plasma cells which secrete excessive amounts of immunoglobulins and interfere with normal organ function. According to the American Cancer Society and the International Agency for Research on Cancer, MM accounts for 13% of all hematological cancers, with over 33,000 new cases diagnosed annually in North America and over 33,000 in the EU, and is responsible for nearly 2% of all cancer deaths. Patients diagnosed with asymptomatic Smoldering multiple myeloma (SMM), which does not require immediate treatment, can progress to active MM at a rate of approximately 10% per year for the first five years post-diagnosis. In the case of newly diagnosed MM patients, while a variety of new therapeutic options are now available, nearly 20% of patients will relapse within 1 year regardless of the chosen therapy. To the Company's knowledge, no biomarker currently exists to identify or stratify subsets of high-risk patients at the point of diagnosis, when alternative therapeutic regimens might be deployed

Program Status:

The Company has designed, in collaboration with key clinical partners, two potential pilot studies which can be activated if and when the financial resources are available. These studies aim to establish the early clinical utility potential of the TeloView™ applications to MM, in order to justify or exclude more expansive studies that would bring a Telo-MM™ test (or tests) into the Company's commercial development plan. These two independent pilots can be run separately or together (concurrently or sequentially), on archived samples from previously diagnosed patients with SMM or MM. The aim of these studies will be to determine whether the TeloView™ assay can differentiate subgroups of patients who: i) will progress from SMM to MM sooner, and are candidates for earlier treatment intervention; and ii) will relapse early after initial first-line therapy, and are candidates for alternative forms of therapy or direction into appropriate clinical trials.

By conducting retrospective studies, 3DS has the same opportunity as with Telo-HL™ development: to analyze existing patient samples (in this case, stored bone marrow aspirates) and immediately compare the TeloView™ results to the follow-up clinical data (which patient's disease progressed or did not progress, and whether the patient responded to treatment or not). If the results from either, or both, of these pilot studies indicate TeloView™ values are significantly different between the two groups in each study, the Company may then have the confidence and option to pursue larger studies in MM.

To date, the Company has not spent any funds on Telo-MM™ and the Company is unable to provide an accurate forecast of the cost of these studies or the sources of funding to complete these studies.

Lung Cancer (Telo-LC™)

Depending on the availability of laboratory resources and funds, the Company may perform exploratory studies involving the TeloView™ platform's application to lung cancer, a disease for which preliminary investigations and clinical support of TeloView™ already exist.

Background:

Lung cancer ("**LC**") is the leading cause of cancer deaths in both men and women. According to the American Cancer Society and the International Agency for Research on Cancer, in the U.S. five-year survival rates for LC are below 20%, such that LC mortality each year is higher than the combined number of colon cancer, breast cancer, and prostate cancer deaths. The majority of LC cases (85%) are characterized as non-small cell, a group of mostly three types of carcinoma. Nearly 250,000 patients are diagnosed with lung cancer per year in the U.S. and Canada, 60% of whom have already progressed to aggressive (stage IV) disease by the time of diagnosis. The recent and rapidly increasing interest in immunotherapy is poised to have even more significant impact in treating LC, despite the poor correlation between response and the existing predictive biomarkers. This presents several areas of apparent unmet need for better detection, prediction, and monitoring in LC, for which TeloView™ technology may have application, based on previously conducted clinical results.

Program Status:

3DS has been involved in a prior collaboration with the IUCPQ, an internationally-recognized center in cardiopulmonary disease pathology and tissue banking, to apply TeloView™ analyses to lung cancer biopsies. This work was a pilot study using TeloView™ analysis to distinguish between two tumor sites which arose either as independent cancers (synchronous), or for which one is a primary and other sites are secondary (metastatic). The results of this collaboration are expected to be submitted for publication in an academic journal by the latter half of 2018.

On March 6, 2018 the Company announced a second collaboration agreement with the IUCPQ to conduct a first pilot study on retrospective tumor bank lung cancer samples, to compare with DNA sequence measures of genomic stability.

The Company has since designed, with IUCPQ, a potential pilot study to assess TeloView™ analysis for identifying patients that are likely or not likely to respond to two of the most common immunotherapy agents being used in treating LC patients. Opportunity exists to conduct retrospective analyses on LC patients who have already been treated with either nivolumab or pembrolizumab, with the aim of immediately correlating those TeloView™ outputs with the existing clinical follow-up data for these patients.

The Company anticipates the option of pursuing prospective studies on similar LC patients to determine if a liquid biopsy from circulating tumor cells could provide earlier detection and prognostic information using TeloView™.

If the results are positive from either or both of these pilot studies, the Company could pursue additional, larger studies with the objective of developing a full Telo-LC™ commercial platform.

To date, the Company has not spent any funds on Telo-LC™ and the Company is unable to provide an accurate forecast of the cost of these studies or the sources of funding to complete these studies.

Regulatory Process

The Company's participation in clinical studies is not impacted by a single regulatory process, but rather the Company and its collaborators must secure various ethics approvals and patient consents to access biological specimens and personal medical information. The Company is exploring various arrangements to make Telo-HL™ available to patients and their healthcare providers in the United States and various other jurisdictions. Federal regulations issued by the Centers for Medicare & Medicaid Services govern the laboratory requirements for standards and certifications. In general terms, the CLIA regulations establish quality standards for laboratory testing performed on specimens from humans, such as blood, body fluid and tissue, for the purpose of diagnosis, prevention, treatment of disease, or assessment of health. Laboratories must adhere to the standards of CLIA, and may deliver their own LDTs provided they fulfill the requirements of an authorized accreditation body such as the CAP.

The commercialization of Tests as In-vitro Diagnostic Devices ("**IVDD's**") would require the Company to seek regulatory approval from Health Canada, the FDA and other national oversight bodies if the Company elects to market its Tests as IVDDs. At this point in time, the Company has not decided whether it will seek IVDD status and regulatory approval from Health Canada and the FDA for any of its Tests.

Historic Use of Proceeds

2016 Private Placement

In January 2017, the Company completed a brokered private placement of 6,000,000 units at a price of $0.75 per unit for total gross proceeds of $4,500,000. Each unit consists of one Common Share and one Common Share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share until December 16, 2018 at an exercise price of $0.92 per Common Share. The Warrants are subject to an acceleration clause (the "**Acceleration Clause**") that allows the Company to accelerate the expiry date of the Warrants in the event that any time after June 16, 2017, the closing price of the Common Shares on the TSX Venture Exchange for a period of 20 consecutive days exceeds $1.35. Pursuant to the Acceleration Clause, the Company may accelerate the expiry date of the Warrants to that date that is 30 days following the date on which the Company sends notice to the holders of the Warrants of the new expiry date.

The 2016 Private Placement was brokered by a syndicate of agents that, in connection with the initial closing of the 2016 Private Placement, were paid an aggregate cash commission of $311,257, equal to 8% of the gross proceeds raised under the first tranche of the 2016 Private Placement, and were also issued 415,009 broker warrants, equal to 8% of the units sold pursuant to the first tranche of the 2016 Private Placement. The agents were paid an aggregate cash commission of $12,918, equal to 8% of the gross proceeds raised under the second tranche of the 2016 Private Placement, and were also issued 17,224 broker warrants, equal to 8% of the units sold pursuant to the second tranche of the 2016 Private Placement. The agents were paid an aggregate cash commission of $35,824, equal to 8% of the gross proceeds raised under the third tranche of the 2016 Private Placement, and were also issued 47,766 broker warrants, equal to 8% of the units sold pursuant to the third tranche of the Private Placement. Each broker warrant entitles the holder thereof to purchase one common share at a price of $0.75 until December 16, 2018.

The following table sets out a comparison of the stated use of proceeds for the 2016 Private Placement and how the Company actually used the proceeds from the 2016 Private Placement.

Intended Use of Proceeds	Actual Use of Proceeds
To fund clinical studies and for working capital and general corporate purposes.	The proceeds have been used as intended, to further the Company's clinical studies while meeting the Company's general administrative

	requirements. As at March 31, 2018, the Company had fully-expended the funds raised in the 2016 Private Placement.

ScreenCell Private Placement

In October 2017, the Company completed a non-brokered private placement of 2,000,000 Common Shares at a price of $0.25 per Common Share with ScreenCell. The result of the October 2017 Private Placement was gross proceeds to the Company of $500,000 and the Company incurred cash transaction costs of $8,215 directly attributable to the October 2017 Private Placement.

The following table sets out a comparison of the stated use of proceeds for the October 2017 Private Placement and how the Company actually used the proceeds from the October 2017 Private Placement.

Intended Use of Proceeds	Actual Use of Proceeds
To fund clinical studies and for working capital and general corporate purposes.	The proceeds have been used as intended, to further the Company's clinical studies while meeting the Company's general administrative requirements. As at March 31, 2018, the Company had fully-expended the funds raised in the 2016 Private Placement.

December 2017 Private Placement

On December 5, 2017, the Company announced the closing of a non-brokered private placement (the "**December 2017 Private Placement**") as previously announced on November 27, 2017. The December 2017 Private Placement consistent of the sale of 8,113,365 units (a "**Unit**") at a price of $0.20 per unit. Each unit consists of one common share of the Company and one common share purchase warrant (a "**Purchase Warrant**") at an exercise price of $0.35 per common share until December 5, 2022 for gross proceeds of $1,222,673. Cash costs directly attributable to the Offering were $144,027, including $91,704 paid to certain finders (the "**Finders**"), equal to 6% of the gross proceeds raised by the Finders. In addition, the Finders received 458,520 non-transferrable warrants (a "**Finder's Warrant**") equal to 6% of the number of Units issued by the Company to investors introduced to the Company by the Finders. Each Finder's Warrant is exercisable to purchase one common share of the Company until December 5, 2019 at an exercise price of $0.35. Certain insiders of the Company participated in the Private Placement by purchasing an aggregate of 230,000 Units. Accordingly, the Private Placement constitutes, to that extent, a "related party transaction" under applicable Canadian securities laws. The Company is relying on the exemptions from the formal valuation and minority approval requirements found in sections 5.5(a) and section 5.7(1)(a) of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization. The Company did not file a material change report more than 21 days before the expected closing of the Private Placement as the details of the Private Placement and the participation

therein by related parties of the Company were not settled until shortly prior to closing and the Company wished to close on an expedited basis for sound business reasons.

The following table sets out a comparison of the stated use of proceeds for the December 2017 Private Placement and how the Company actually used the proceeds from the October 2017 Private Placement.

Intended Use of Proceeds	Actual Use of Proceeds
To fund clinical studies and for working capital and general corporate purposes.	The proceeds have been used as intended, to further the Company's clinical studies while meeting the Company's general administrative requirements. As at March 31, 2018, the Company had not fully-expended the funds raised in the December 2017 Private Placement.

SUMMARY OF QUARTERLY RESULTS

On May 31, 2018, the Company announced its intention to assign itself into bankruptcy under the BIA, the engagement of a Licensed Insolvency Trustee in connection with the bankruptcy proceedings and the layoff of the Company's employees and contractors. This development following the close of the fiscal quarter impacts the information and statements in this MD&A. Accordingly, investors are cautioned not to put any reliance on forward-looking statements or information contained in this MD&A.

The Company has not earned revenue as of May 30, 2018.

The following table sets forth selected unaudited consolidated financial information for the periods indicated. The selected consolidated financial information set out below for the three months ended March 31, 2018 has been derived from the unaudited consolidated financial statements and accompanying notes for this period, in each case prepared in accordance with IFRS. Other selected financial information provided below is derived from the Company's unaudited quarterly condensed consolidated interim financial statements and consolidated financial statements for FY 2018, FY 2017 and the 2016 fiscal year for each of the last eight quarters. Certain comparative figures have been reclassified to conform with the current period presentation. These historic results may not be indicative of the Company's future performance.

	Three months ended			
	March 31, 2018	December 31, 2017	September 30, 2017	June 30, 2017
Revenue	$ -	$ -	$ -	$ -
Research and development	**396,259**	621,916	369,485	479,102
General and administration	**510,177**	931,454	698,800	1,687,364
Impairment loss	**23,352**	-	-	604,485
Gain on settlement of deferred rent obligation	**(11,717)**	-	-	-
Listing costs	**-**	-	-	-
Finance (income) expense, net	**2,687**	(1,735)	(2,041)	(6,056)
Net loss	**(920,758)**	(1,551,635)	(1,066,244)	(2,764,895)
Basic loss per share	**(0.01)**	(0.03)	(0.02)	(0.05)
Diluted loss per share	**(0.01)**	(0.03)	(0.02)	(0.05)

	Three Months Ended			
	March 31, 2017	December 31, 2016	September 30, 2016	June 30, 2016
Revenue	$ -	$ -	$ -	$ -
Research and development	234,636	229,016	177,407	129,478
General and administration	1,928,733	1,377,186	1,327,827	363,930
Impairment loss	-	-	-	-
Listing costs	-	-	1,859,107	-
Finance expense, net	8,453	391	5,750	17,469
Net loss	(2,171,822)	(1,606,593)	(3,370,091)	(510,877)
Basic loss per share	(0.04)	(0.03)	(0.11)	(0.02)(*)
Diluted loss per share	(0.04)	(0.03)	(0.11)	(0.02)(*)

(*) Basic and diluted earnings per share restated for the exchange ratio of 4.0376 as a result of the Company's Qualifying Transaction completed September 8, 2016.

Variations in the Company's net losses and expenses for the periods above resulted primarily from the following factors:

- Revenue. The Company has not earned revenue to date as it is in the pre-revenue research and development stage.

- Research and development expenses have been trending upwards since three months ended September 2015 as the Company set up laboratory operations, recruited technicians and clinical managers and increased its activity level.

- General and administration expenses increased over the period from April 1, 2016 to June 30, 2017 as the Company engaged more staff and disbursed funds for administrative operations. A significant increase in costs occurred in the first quarter of FY 2017 as the Company began to list its shares on three stock exchanges and had more reporting obligations as a result of becoming a reporting issuer in Canada. Since July 1, 2017 the Company has aggressively reduced general and administration expenses with this last quarter being the lowest since the Company listed on the TSXV in September 2016.

- Listing costs in the three months ended September 30, 2016 were directly associated with the Qualifying Transaction and the associated private placement.

LIQUIDITY AND CAPITAL RESOURCES

On May 31, 2018, the Company announced its intention to assign itself into bankruptcy under the BIA, the engagement of a Licensed Insolvency Trustee in connection with the bankruptcy proceedings and the layoff of the Company's employees and contractors. This development following the close of the fiscal quarter impacts the information and statements in this MD&A. Accordingly, investors are cautioned not to put any reliance on forward-looking statements or information contained in this MD&A.

The Company's Tests are at an early stage of development, and, accordingly, the Company does not generate cash from operations and finances its operations by raising capital through equity issuances and other means.

Sources and Uses of Cash

As at March 31, 2018, the Company had cash resources of $618,411 compared to $1,200,395 as at June 30, 2017 and $2,552,822 at March 31, 2017. As at March 31, 2018 the Company had working capital of $390,689 compared to working capital of $1,329,408 as at June 30, 2017 and $3,215,197 at March 31, 2017. This decrease in cash and cash equivalents is a result of the Company being at a pre-revenue stage and incurring expenditures related to its operations and small capital purchases without obtaining cash inflows from financing activities.

For the nine months ended March 31	**2018**	2017
Cash (used in) operating activities	**(2,718,000)**	(6,507,166)
Cash provided by financing activities	**2,095,395**	9,131,099
Cash (used in) investing activities	**40,621**	(109,774)
Net increase in cash and cash equivalents	**(581,984)**	2,514,159

Cash used in operating activities for the nine months ended March 31, 2018 was $2,718,000 compared to $6,507,166 for the nine months ended March 31, 2017, a decrease of $3,789,166. The decrease from the prior year comparable period is primarily the result of the net loss incurred by the Company of $3,538,637 during the nine months ended March 31, 2018 compared to $7,148,506 during the nine months ended March 31, 2017, an increase in adjustment for depreciation of property and equipment as well as increases in working capital adjustments for amounts receivable, prepaid expenses, and accounts payable and accrued liabilities. Offsetting such increases is a decrease in non-cash adjustment for stock-based compensation and non-cash adjustments relating to the company's Qualifying Transaction on September 8, 2016 for non-cash listing costs and share-based payments adjusted during the nine months ended March 31, 2017.

Cash flow from investing activities for the nine months ended March 31, 2018 was $40,621 compared to cash flow used in investing activities of $109,744 for the nine months ended March 31, 2017, an increase of $150,395 from the prior year comparable period. Cash used in investing activities for the nine months ended March 31, 2018 the result of purchases of property and equipment of $23,167 offset by government assistance received of $63,788. Cash used in investing activities for the nine months ended March 31, 2017 was the result of purchases of equipment of $39,529 and purchases of intangible assets of $210,199, partially offset by cash of $139,954 assumed by 3DS in the Qualifying Transaction.

Cash from financing activities for the nine months ended March 31, 2018 was $2,095,395 compared to $9,131,099 for the nine months ended March 31, 2017, a decrease of $7,035,704 from the prior year comparable period. Cash flows from financing activities for the nine months ended March 31, 2018 was the result of $2,122,673 from two non-brokered private placements and $124,964 in proceeds from the exercise of stock options less $152,242 of cash share issuance costs. Cash flows from financing activities for the nine months ended March 31, 2017 was the result of gross proceeds from an equity financing undertaken by the Company in connection with the Qualifying Transaction, totaling $9,950,213 net of cash share issuance costs of $955,374, $34,990 in proceeds from the exercise of stock options, $168,577 in proceeds from the exercise of warrants and advances of notes payable of $33,800 partially offset by net cash repayments of notes payable of $101,107.

Funding Requirements

As the Company does not currently earn revenue, it is required to finance its operating expenditures and capital costs. Operational activities during the three and nine months ended March 31, 2018 were financed by the proceeds from the 2016 Private Placement and subsequent private and public offerings.

Working Capital

The Company had working capital of $390,689 at March 31, 2018, compared to working capital of $1,329,408 at June 30, 2017 and $3,215,197 at March 31, 2017. The decrease in working capital of $938,719 from June 30, 2017 was a result of a decrease in cash of $581,984, amounts receivable of $197,495 and prepaid expenses of $206,781. Offsetting these decreases was a decrease in accounts payable and accrued liabilities of $43,186 and current portion of deferred rent obligations of $4,355.

Contractual Obligations

The Company has entered into an operating lease for office space in Winnipeg (the "**Winnipeg Lease**") and a license agreement for lab and office space in Toronto (the "**Toronto Lease**"). The term of the Winnipeg Lease is five years commencing on June 20, 2016 and the term of the Toronto Lease is one year and 16 days commencing on April 15, 2017. Both agreements have the option to extend at the lessee's request; however, the Toronto Lease also requires the lessor's prior written approval before it can be extended. Included within the Winnipeg Lease is an early termination option (the "**Option to Terminate**") allowing for, upon six (6) months written notice, the ability to terminate the lease after the conclusion of the third year of the lease. The monthly expenditure for the Toronto Lease is $6,450 plus applicable taxes and the minimum monthly expenditure for the Winnipeg Lease is $1,050 plus applicable taxes and additional rent relating to portion of building operating costs for years 1-3 and minimum rent of $1,093.75 in years 4-5 plus applicable taxes and additional rent relating to portion of building operating costs, should the Company not utilize its Option to Terminate.

On February 1, 2018, the Company entered into an arrangement to sublease (the "**Sublease arrangement**") office space, which included commitments of $6,615 for the remainder of the fiscal year ending June 30, 2018 and $13,230 for the fiscal year ending June 30, 2019. In concurrence with the Sublease arrangement, the Company has entered into an arrangement with the proprietor in which the Company may be required to reimburse the proprietor for any payment deficiencies of the new tenant until June 19, 2021.

On February 9, 2018, the Company renewed its agreement (the "**MaRS Renewal**") for lease of office and laboratory space at MaRS Discovery District for a period of one year, effective May 1, 2018 (the "**Term**"). In accordance with the MaRS renewal, the Company has committed to payments of $8,069 per month during the Term.

Liquidity Risk

As noted above, on May 31, 2018, the Company announced its intention to assign itself into bankruptcy under the BIA, the engagement of a Licensed Insolvency Trustee in connection with the bankruptcy proceedings and the layoff of the Company's employees and contractors. This development following the close of the fiscal quarter impacts the information and statements in this MD&A. Accordingly, investors are cautioned not to put any reliance on forward-looking statements or information contained in this MD&A.

OUTSTANDING SHARE CAPITAL

As of May 30, 2018, 64,531,545 Common Shares were issued and outstanding. Other outstanding securities convertible into Common Shares are summarized in the following table:

	Number Outstanding as of May 30, 2018	Number of Common Shares issuable upon	Number Outstanding as of March 31, 2018

		exercise as of May 30, 2018	
Common shares issued and outstanding	63,522,145	63,522,145	64,531,545
Options[1][2][3][4][5]	3,786,958	3,417,958	4,392,192
Warrants [7][8]	14,113,365	14,113,365	14,113,365
Broker Warrants[9][10]	1,044,813	1,044,813	1,044,813
Finder's Warrants[11]	458,520	458,520	458,520

Notes:

(1) Of the 3,786,552 Options outstanding at March 31, 2018, 3,417,958 are vested and exercisable at a weighted average price of $0.38 per Common Share.
(2) During the three months ended March 31, 2018, 36,250 Options vested with an exercise price of $0.75 per Common Share.
(3) Subsequent to March 31, 2018, 25,000 Options vested, 20,000 with an exercise price of $0.74 per Common Share and 5,000 with an exercise price of $0.50 per Common Share.
(4) During the three months ended March 31, 2018, 120,000 Options with an exercise price of $0.52 per Common Share.
(5) Subsequent to March 31, 2018, 132,000 Options with an exercise price of $0.68 per Common Share were forfeited.
(6) During the period ended March 31, 2018, 1,009,400 Options with an exercise price of $0.12 per Common Share were exercised.
(7) 6,000,000 Warrants were issued in connection with the Company's 2016 Private Placement and each entitles the holder thereof to acquire one Common Share at a price of $0.92 per Common Share until December 16, 2018. The Warrants are subject to the Acceleration Clause such that, in the event the trading price of the Common Shares of the Company is at or above $1.35 per Common Share for 20 consecutive trading days at any time that is six months after the closing date of the first tranche of the 2016 Private Placement, the Company will have the right to accelerate the expiry date of the Warrants to the date which is 30 days after notice is provided to the warrant holders.
(8) 8,113,365 warrants were issued in connection with the Company's December 2017 Private Placement and each entitles the holder thereof to acquire one Common Share at a price of $0.35 per Common Share until December 5, 2022.
(9) 1,245,763 broker warrants were issued in connection with the Company's September 8, 2016 brokered private placement and each entitles the holder thereof to acquire one Common Share at a price of $0.35 per share until September 8, 2018.
(10) 480,000 broker warrants were issued in connection with the Company's 2016 Private Placement and each entitles the holder thereof to acquire one Common Share at a price of $0.75 per Common Share until December 16, 2018.
(11) 458,520 Warrants were issued in certain finders (the "**Finders**") in connection with the Company's December 2017 Private Placement and each entitles the holder thereof to acquire one Common Share at a price of $0.35 per Common Share until December 5, 2019.

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

As at March 31, 2018, in the normal course of business, the Company has obligations to make future payments, representing contracts and other commitments that are known and committed as follows:

	Year ended June 30					
	Total	**2018 (remaining)**	**2019**	**2020**	**2021**	**Thereafter**
Accounts payable and accrued liabilities	**-**	-	-	-	-	-
Lease of office space	**-**	-	-	-	-	-
	-	-	-	-	-	-

RELATED PARTY TRANSACTIONS

Key management includes members of the Board of Directors, the CEO, the CFO, the CBO and the CSO. In addition to their salaries, the Company also provides non-cash benefits and participation in its Stock Option Plan. The following table details the compensation awarded to key management:

	Three months ended March 31		Nine months ended March 31	
	2018	2017	**2018**	2017
Salaries, fees and short-term benefits	**$ 209,571**	$ 223,466	**$ 697,716**	$ 577,477
Stock-based compensation	**35,882**	52,139	**131,887**	833,270
	$ 245,453	$ 275,605	**$ 829,603**	$ 1,410,747

INTERNAL CONTROLS OVER FINANCIAL REPORTING

As a result of the Company's limited administrative staffing levels, internal controls which rely on segregation of duties in many cases are not possible. The Company has recently hired additional accounting and finance staff through a consulting agreement to address this potential weakness. To help mitigate the impact of this, the Company is highly reliant on the performance of compensating procedures and senior management's review and approval.

As a venture issuer, the Company is not required to certify the design and evaluation of the Company's disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), and as such has not completed such an evaluation.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR, as defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings,* may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements requires management to use judgment in applying its accounting policies and estimates and assumptions about the future. Estimates and other judgments are continuously evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances.
Information about key assumptions and estimation uncertainties that have a risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year are as follows:

- Estimates of inputs into the valuation of stock based compensation
- Measurement and period of use of intangible assets
- Estimates of future enacted corporate tax rates
- Recognition of government assistance

Management has used judgment in its assessment that Plicit Capital Corp., a capital pool company, did not constitute a business at the time of the completion of a Qualifying Transaction as described in Note 6 to the consolidated financial statements for FY 2017.

The condensed consolidated interim financial statements for the three and nine months ended March 31, 2018, have been prepared on a going concern basis which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due.

The Company is a research and development stage company and as such is primarily dependent on the funding of new investors to continue as a going concern. In the future, the Company's ability to continue as a going concern will be dependent upon its ability to attain profitable operations and generate funds therefrom, and to continue to obtain borrowings from third parties sufficient to meet current and future obligations and/or restructure the existing debt and payables. The condensed consolidated interim financial statements do not reflect the adjustments or reclassification of assets and liabilities which would be necessary if the Company were unable to continue its operations.

CHANGES IN OR ADOPTION OF ACCOUNTING POLICIES

The Company's principal accounting policies are outlined in the Company's annual audited financial statements for FY 2017, and have been consistently presented in the unaudited condensed consolidated interim financial statements for the three and nine months ended March 31, 2018. The Company is currently reviewing its accounting policies and is determining the method the Company expects to use to adopt them and the impact of these accounting policies on its business.

New Standards Issued but Not Yet Effective

The Company has not yet applied the following new standards, interpretations and amendments to standards that have been issued as at March 31, 2018, but are not yet effective. Unless otherwise stated, the Company does not plan to early adopt any of these new or amended standards and interpretations.

IFRS 2, Share-based payment

In June 2016, the IASB issued amendments to IFRS 2, *Share-based Payment*, clarifying how to account for certain types of share-based payment transactions. The amendments will apply on after January 1, 2018 for the Company. The Company is currently evaluating the impact of the amendments to IFRS 2 on its consolidated financial statements.

IFRS 9 Financial instruments

The final version of IFRS 9 was issued in July 2014 as a complete standard including the requirements for classification and measurement of financial instruments, the new expected loss impairment model and the new hedge accounting model. IFRS 9 (2014) will replace International Accounting Standard ("**IAS**") 39 *Financial instruments: recognition and measurement*. IFRS 9 is effective for reporting periods beginning on or after January 1, 2018. The Company is currently assessing the impact of this standard on its financial statements.

IFRS 15 Revenue from contracts with customers

IFRS 15, issued in May 2014, will specify how and when entities recognize, measure, and disclose revenue. The standard will supersede all current standards dealing with revenue recognition, including IAS 11 *Construction contracts*, IAS 18 *Revenue*, International Financial Reporting Interpretations Committee ("**IFRIC**") 13 *Customer loyalty programmes*, IFRIC 15 *Agreements for the construction of real estate*, IFRIC 18 *Transfers of assets from customers,* and Standard Interpretations Committee ("**SIC**") 31 *Revenue – barter transactions involving advertising services*.

IFRS 15 is effective for annual periods beginning on or after January 1, 2018. The Company is currently assessing the impact of this standard on its financial statements.

IFRS 16 Leases

On January 13, 2016, the IASB issued new IFRS 16 *Leases.* The new standard will replace IAS 17 *Leases* and is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that also apply IFRS 15 *Revenue from Contracts with Customers*. The Company is currently assessing the impact of this standard on its financial statements.

OFF-BALANCE SHEET ARRANGEMENTS

3DS has no material undisclosed off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on its results of operations, financial condition, revenues or expenses, liquidity, capital expenditures or capital resources that is material to investors.

PROPOSED TRANSACTIONS

At present, there are no proposed asset or business acquisitions or dispositions.

FINANCIAL INSTRUMENTS AND RISKS

The Company's financial instruments at March 31, 2018, June 30, 2017 and March 31, 2017 consist of the following**:**

	March 31, 2018	June 30, 2017	March 31, 2017
Financial Assets			
Cash and cash equivalents	**$ 618,411**	$ 1,200,395	$ 2,552,822
Amounts receivable	**135,056**	332,551	241,620
Financial Liabilities			
Accounts payable and accrued liabilities	**(821,713)**	(864,899)	(638,357)

The Company classifies its financial assets as (i) financial assets at fair value through profit or loss ("**FVTPL**"), (ii) loans and receivables or (iii) available-for-sale, and its financial liabilities as either (i) financial

liabilities at FVTPL or (ii) other financial liabilities. Appropriate classification of financial assets and liabilities is determined at the time of initial recognition or when reclassified in the statement of financial position.

Financial instruments are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets at FVTPL include financial assets held-for-trading and financial assets designated upon initial recognition as FVTPL. Financial assets are classified as held-for-trading if they are acquired for the purpose of selling or repurchasing in the near term. This category includes derivative financial instruments entered into that are not designated as hedging instruments in hedge relationships as defined by IAS 39.

Financial assets at FVTPL are carried in the statement of financial position at fair value with changes in the fair value recognized in the statement of comprehensive income. Transaction costs on FVTPL are expensed as incurred.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held-for-trading. These embedded derivatives are measured at fair value with changes in fair value recognized in the statement of comprehensive income. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

RISKS AND UNCERTAINTIES

Please see the risks outlined under the heading "*Risks and Uncertainties*" in the Company's June 30, 2017 management's discussion and analysis filed on SEDAR (www.sedar.com).

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com.