

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE-MONTH PERIOD ENDED NOVEMBER 30, 2016

The following comments are intended to provide a review and analysis of the results of operations, financial condition and cash flows of Opsens Inc. for the three-month period ended November 30, 2016 in comparison with the corresponding period ended November 30, 2015. In this Management's Discussion and Analysis ("MD&A"), "Opsens", "the Company", "we", "us" and "our" mean Opsens Inc. and its subsidiary. This discussion should be read and interpreted in conjunction with the information contained in our annual consolidated financial statements for the years ended August 31, 2016 and 2015, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. This document was prepared on January 25, 2017. All amounts are in Canadian dollars unless otherwise indicated.

This MD&A contains forward-looking statements with respect to the Company. These forward-looking statements, by their nature, require the Company to make certain assumptions and necessarily involve known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied in these forward-looking statements. Forward-looking statements are not guarantees of performance. These forward-looking statements, including financial outlooks, may involve, but are not limited to, comments with respect to the Company's business or financial objectives, its strategies or future actions, its targets, expectations for financial condition or outlook for operations and future contingent payments. Words such as "may", "will", "would", "could", "expect", "believe", "plan", "anticipate", "intend", "estimate", "continue", or the negative or comparable terminology, as well as terms usually used in the future and conditional, are intended to identify forward-looking statements.

Information contained in forward-looking statements is based upon certain material assumptions that were applied in drawing a conclusion or making a forecast or projection, including management's perceptions of historical trends, current conditions and expected future developments, as well as other considerations that are believed to be appropriate in the circumstances. The Company considers these assumptions to be reasonable based on information currently available to it, but cautions the reader that these assumptions regarding future events, many of which are beyond its control, may ultimately prove to be incorrect since they are subject to risks and uncertainties that affect the Company and its business. The forward-looking information set forth therein reflects the Company's expectations as at January 25, 2017 and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by law.

OVERVIEW

Opsens focuses mainly on the measure of Fractional Flow Reserve ("FFR") in interventional cardiology. Opsens offers an advanced optical-based pressure guidewire (OptoWire) that aims at improving the clinical outcome of patients with coronary artery disease. Opsens is also involved in industrial activities. The Company develops, manufactures and installs innovative fibre optic sensing solutions for critical applications such as the monitoring of oil wells and other demanding industrial applications.

In the interventional cardiology field, during fiscal 2015, Opsens initiated a limited market release of its OptoWire and OptoMonitor. OptoWire provides cardiologists with a guidewire that offers optimal performance to navigate in coronary arteries and cross blockages with ease, while measuring intracoronary blood pressure. This procedure is called measurement of FFR. According to management and industry sources⁽¹⁾, the FFR market was estimated at approximately US\$300 million in 2014 and should exceed US\$1 billion annually in the medium term.

During fiscal 2015, Opsens received approval to commercialize the OptoWire I and OptoMonitor in the U.S., Europe, Japan and Canada. These combined markets represent approximately 85% of the total market worldwide for FFR products.

On March 16, 2016, Opsens announced receipt of the 510(k) clearance from the U.S. Food and Drug Administration (FDA) for the OptoWire II. This major regulatory milestone allows the Company to commercialize its optical guidewire in the U.S., the largest market in the world for these types of products and expanded regulatory clearance for the OptoWire II to the U.S. from previous clearances in Europe and Japan. On June 22, 2016, the Company announced the receipt of Health Canada's approval to sell the OptoWire II in Canada.

The OptoWire continues to draw positive comments from cardiology experts around the world. For example, an article from the *«Circulation Journal»* highlighted the performance of the OptoWire. More specifically, the article highlighted the fact that traditional guidewires showed an inevitable drift of the measure, despite major efforts to minimize it. It is also said that the occurrence of drift is the most annoying problem that can occur during a procedure in a patient because it is often unnoticed before the wire is pulled back to the guiding catheter at the end of the procedure, and if it is present, it may invalidate the measurement. In the article, it is mentioned that in their laboratories, they used approximately 100 OptoWire in the past year and they have not observed any drift in any of the OptoWire up to now.

Subsequent to approvals received to commercialize the OptoWire II, the number of orders have increased. In addition, many account conversions in Canada, in Europe and in Japan have materialized recently. Opsens also began its limited market release in the U.S. These recent developments enable Opsens to compete in the growing FFR market.

In Canada, Opsens has been executing its market release with its direct sales force following the successful completion of a clinical trials on 60 patients. The objectives of the study were to evaluate the ease of use, functionality and security of Opsens' OptoWire and OptoMonitor in patients with ischemic coronary artery disease who were referred for diagnostic angiography.

Opsens expanded its sales channels during the year ended August 31, 2016. Opsens is currently present, with its sales channels in the U.S., in more than 20 countries in Europe, in Middle East, in Canada and in Japan. To support revenue growth with increased production capacity, Opsens moved its medical devices business into a new location in Quebec City (Canada).

In the industrial sector, Opsens' technology, expertise and products can serve several markets including aerospace, geotechnical, infrastructures, oil and gas, mining, laboratories and others. For example, for the monitoring of the integrity of structures ("SHM" for Structural Health Monitoring), qualitative and non-continuous methods have long been used to assess the structures and their ability to perform their function. In the past 10 to 15 years, SHM technologies have emerged, creating new exciting fields within the different branches of engineering. SHM is widely applied to various types of infrastructures and represents solid growth opportunities considering that many countries are entering periods of pent up demand for the construction of various infrastructures ranging from bridges to skyscrapers.

As for the oil and gas market, Opsens, through a distributor, provides fiber optic sensor systems that provide reliable real-time pressure and temperature measurements at the bottom of the wells. This information is critical during operations such as Steam Assisted Gravity Drainage ("SAGD"), a process that recovers bitumen from oil sands.

Opsens' broad portfolio of products and technologies can be adapted to measure various parameters in the most harsh conditions and provide significant advantages in terms of production optimization and reduced risk to the environment and health.

Opsens holds 10 patents and 2 pending patents to protect its medical and industrial businesses.

FFR MARKET OPPORTUNITY

For the FFR market, Opsens has developed the OptoWire and OptoMonitor, instruments that assess the significance of arterial narrowing (stenosis) resulting from coronary heart disease. Coronary artery disease is a leading cause of death in the developed world and the cost related to the management and treatment of this disease is a significant burden to society. In recent years, the prevalence of coronary heart disease has increased at a rapid pace. According to the American Heart Association ("AHA"), the number of Americans who undergo surgery or cardiovascular operations

or procedures has increased to about 7.6 million patients in 2010. Based on health data compiled from over 190 countries, heart disease remains the No. 1 global cause of death with 17.3 million deaths annually based on a report from the AHA “Heart Disease and Stroke Statistics – 2015 Update”. That number is expected to rise to more than 23.6 million by 2030.

The benefits of FFR were demonstrated in various clinical studies such as FAME I and FAME II published respectively in 2009 and 2012 in the New England Journal of Medicine. The FAME I study showed that FFR-guided treatment rather than standard angiography alone led to a reduction in mortality, myocardial infarction, readmission for percutaneous coronary intervention and coronary bypass by about 30% after a year. In 2011, the American College of Cardiology Foundation and the AHA established a class IIA recommendation for the use of FFR during angiography, meaning that the proposed procedure or treatment is beneficial, useful and effective. These developments have contributed to the growth of the market. According to management and industry sources’ estimates, the global FFR market reached approximately US\$300 million in 2014. Management estimates a potential market of approximately US\$1 billion in the medium term.

INDUSTRIAL MARKET OPPORTUNITY

Structural Health Monitoring market: the opportunities in this market are related principally to strain, load and displacement measurements. The applications are found in geotechnical, civil engineering, energy, aerospace and O&G sectors. Monitoring of civil engineering structures accounts for a large proportion of this market. Only in Europe, there is more than 5 billion square meters of dams and bridges. In the U.S. alone, there are 67,000 unmonitored bridges with an anticipated cost to repair or replace of \$76 billion. New industrial versions of the strain sensor like the extensometer and load cell are the main flagship products for these applications.

Pressure Monitoring Solution market: the opportunities in this market are principally related to absolute and differential pressure measurements. The measure of the pressure is found in many industrial applications of the energy, geotechnical, oil and gas and aerospace sectors. New industrial versions of the pressure sensor and the recent addition of a differential pressure sensor are the main flagship products for these applications.

Traditional Niche Applications market: include niche applications in which Opsens is currently involved like the electro explosive device (EED) application. It also includes applications such as SAGD in Western Canada and laboratories applications (special projects and custom products).

BUSINESS STRATEGY

Opsens’ growth strategy is to become a key player in the interventional cardiology market by focusing on the FFR procedure where its products and technologies have competitive advantages. The Company also aims to capitalize on its technologies and products in industrial markets.

The Company’s FFR growth strategy will be executed by:

- Gaining market shares in the fast-growing FFR market. In fiscal 2015, for the first time, Opsens has generated revenues from its FFR offering in the limited market release phase. In fiscal 2016, Opsens expanded its sales activities in several markets, which translated in solid revenue growth. Management believes that FFR is used in over 15% of PCI, but industry analysts suggest that up to 45% of PCI could advantageously be combined with FFR⁽²⁾. Management is pursuing a comprehensive market development strategy that highlights the features and distinctive capabilities of the OptoWire and exceed marketing requirements to gain market share from competitors and contribute to the expansion of the FFR market. Initially, marketing efforts are focused on the Japanese, U.S., European and Canadian markets.

(2) D. STARKS, “St Jude Medical 2013 Investor Conference” p.105 (2013-02-01); R. Scott Huennekens, “Volcano NASDAQ Analyst Day” POWERPOINT PRESENTATION p.44 (2013-03-07).

- Investing in innovation to enhance the existing applications of the Company's technology. The Company's commitment to innovation has been a major driving force behind its success. Opsens is constantly working to improve its intellectual property portfolio and customer value proposition. In the FFR market, OptoWire is designed to provide:
 - Improved measurement reliability and fidelity from OptoWire's no drift⁽³⁾ sensing technology, which is essential to the decision-making process of cardiologists; competing FFR sensing technologies have higher drift levels;
 - Improved connectivity, as OptoWire's connection and measurement accuracy is unaffected by blood contamination and the guidewire can be reconnected easily without compromising measurement accuracy;
 - Improved mechanical performance from key design attributes and product specifications such as torquability and steerability.
- Developing new applications for the Company's medical technology. Opsens plans to leverage its technologies and knowledge in the medical devices field to expand into new markets and increase clinical applications. As the Company pursues opportunities in these new markets, it plans to develop new FFR products and explore product development and marketing partnerships with other leading companies in the sector.
- Expanding and investing in FFR-focused sales force and distribution channels.
 - **Distribution agreements:** Opsens has signed distribution agreements in more than twenty countries in Europe and Asia. These agreements enable Opsens to expand its market penetration worldwide. Although the distribution agreements in place cover the most important potential markets, Opsens expects to sign additional distribution agreements during fiscal year 2017.
 - **Sales force:** Opsens plans on expanding its sales force through hiring additional sales personnel for FFR product commercialization. Sales force expansion will aim to increase Opsens' marketing and sales market penetration in the United States and in Canada.

The Company's growth strategy in the Industrial sector will be achieved by:

- Investing in innovation to enhance applications for the Company's technologies. The Company's industrial line of fiber optic sensors offers unique advantages over traditional sensors in many industries. For example, traditional sensors need to be shielded and grounded for their safe operation in aircrafts and spaceships. The use of composite materials in the newly developed versions of these flying structures have seriously reduced the natural shielding and grounding capacity provided by the older metallic version of these structures. The Company's fiber optic strain and pressure sensors received attention from major players in the aerospace industry because they do not require any shielding or grounding and also because of their ease of deployment.

In the oil and gas upstream applications using thermal recovery methods like SAGD, the capacity to control bottom hole pressure and temperature helps improving the steam/oil ratio and to reduce operating and pumping costs. Integration of the corporation OPP-W fiber optic pressure and temperature sensor in thermal recovery methods allows operators, production and reservoir engineers to monitor in real time, over a large area, pressure and temperature at the bottom of the wells. They can manage efficiently the heavy oil production reservoirs.

(3) Per 60601-2-34 ed3

NON-IFRS FINANCIAL MEASURE - EBITDACO

The Company quarterly reviews net loss and Earnings Before Interest, Taxes, Depreciation, Amortization, Change in fair value of embedded derivative and Stock-based compensation costs ("EBITDACO"). EBITDACO has no normalized sense prescribed by IFRS. It is not very probable that this measure is comparable with measures of the same type presented by other issuers. EBITDACO is defined by the Company as the addition of net loss, financial expenses, depreciation and amortization, change in fair value of embedded derivative and stock-based compensation costs. The Company uses EBITDACO for the purposes of evaluating its historical and prospective financial performance. This measure also helps the Company to plan and forecast for future periods as well as to make operational and strategic decisions. The Company believes that providing this information to investors, in addition to IFRS measures, allows them to see the Company's results through the eyes of management, and to better understand its historical and future financial performance.

Reconciliation of EBITDACO to net loss

(In thousands of Canadian dollars)	Three-month period ended November 30, 2016	Three-month period ended November 30, 2015
	\$	\$
Net loss	(2,541)	(1,658)
Financial expenses	152	42
Depreciation of property, plant and equipment	178	96
Amortization of intangible assets	21	16
Change in fair value of embedded derivative	186	206
EBITDAC	(2,004)	(1,298)
Stock-based compensation costs	250	77
EBITDACO	(1,754)	(1,221)

The negative variance of EBITDACO for the three-month period ended November 30, 2016 when compared with last year is mainly explained by higher administrative, sales and marketing and research and development expenses, partly offset by a higher gross margin, as explained further below.

SELECTED CONSOLIDATED FINANCIAL DATA

(In thousands of Canadian dollars, except for information per share)	Three-month period ended November 30, 2016	Three-month period ended November 30, 2015
	\$	\$
Revenues	3,745	1,711
Cost of sales	2,554	1,228
Gross margin	1,191	483
Gross margin percentage	32%	28%
Expenses		
Administrative	888	733
Sales and marketing	1,770	476
R&D	736	684
Financial	152	42
Change in fair value of embedded derivative	186	206
	3,732	2,141
Net loss and comprehensive loss	(2,541)	(1,658)
Net loss per share - Basic	(0.03)	(0.03)
Net loss per share - Diluted	(0.03)	(0.03)

Revenues

The Company reported revenues of \$3,745,000 for the three-month period ended November 30, 2016 compared with revenues of \$1,711,000 for the comparative period in 2015, an increase of \$2,034,000 or 119%.

Revenues in the medical sector totalled \$3,330,000 for the three-month period ended November 30, 2016 compared with revenues of \$1,227,000 for the same period in 2015. The increase in medical sector revenues is explained by a higher number of OptoWire shipped when compared to the same period last year. FFR revenues totalled \$2,743,000 for the three-month period ended November 30, 2016, an increase of \$1,850,000 over the \$893,000 reported for the same period last year. The increase in revenues in the medical sector is also explained by higher other medical revenues of \$253,000.

Market acceptance of FFR and of industrial fiber optic sensors is increasing in the Company's potential markets. However, some industries, such as oil and gas, are experiencing challenging economic conditions. On September 22, 2016, the Company announced a partnership with Precise Downhole Services Ltd. ("Precise") for the commercialization of its product line dedicated to the Canadian oil and gas market. As part of the agreement, Opsens appointed Precise as exclusive distributors for the OPP-W sensor product line in the Canadian territory. For the periods ended November 30, 2016 and 2015, pricing fluctuations did not have a significant impact on revenues. During the quarter ended August 31, 2016, the Company initiated the limited market release in the U.S. Management expects that the proportion of revenues generated by FFR will continue to increase in upcoming quarters.

Revenues in the industrial sector totalled \$415,000 for the three-month period ended November 30, 2016 compared with revenues of \$484,000 for the same period in 2015. The decrease in revenues is explained by lower revenues related to the oil and gas product line of \$47,000 explained by the difficult economic environment in Alberta, Canada.

Given that a proportion of the Company's revenues is generated in U.S. dollars and Euro, fluctuations in the exchange rate affect revenues and net loss. For the three-month period ended November 30, 2016, the average exchange rate was higher than the previous year for U.S. dollars and Euro, which affected sales positively by \$15,000.

As of November 30, 2016, the backlog of orders amounted to \$1,978,000 (\$1,295,000 as at August 31, 2016). Despite a slowdown of capital expenditures by major oil and gas producers, significant efforts are being made to increase the backlog and expand the customer base. In addition, the Company will benefit from increased revenues in the medical field resulting from its regulatory clearances in the U.S., Europe, Japan and Canada.

Gross margin

Gross margin was \$1,191,000 for the three-month period ended November 30, 2016 compared with \$483,000 for the same period last year. The gross margin percentage increased from 28% for the three-month period ended November 30, 2015 to 32% for the three-month period ended November 30, 2016. The increase in gross margin is mainly explained by higher revenues from our FFR products as explained previously. The increase in gross margin percentage reflects higher sales volume and the related scale economy combined with enhanced productivity.

Administrative expenses

Administrative expenses were \$888,000 and \$733,000, respectively, for the three-month periods ended November 30, 2016 and 2015. The increase is largely explained by a higher number of employees and by higher stock-based compensation costs.

Sales and marketing expenses

Sales and marketing expenses totalled \$1,770,000 for the three-month period ended November 30, 2016, an increase of \$1,294,000 over the \$476,000 reported during the same period in 2015. The increase is largely explained by higher headcount, commissions, tradeshow, travelling and subcontractor expenses when compared with last year due to the expansion of Opsen's sales channel for its FFR products.

Research and development expenses

Research and development expenses totalled \$736,000 for the period ended November 30, 2016, an increase of \$52,000 over the \$684,000 reported during the same period in 2015. The variation is explained by higher headcount for our FFR activities and rental fees, partly offset by lower subcontractors expenses.

Financial expenses

Financial expenses reached \$152,000 for the three-month period ended November 30, 2016 compared with \$42,000 for the same period in 2015. The increase in financial expenses is explained by a less favorable exchange rate resulting in a negative impact of \$92,000 compared to last year and by an increase in interest on long-term debt of \$10,000.

Change in fair value of embedded derivative

The change in fair value of embedded derivative comes from the variance of the fair market value of the conversion option component of the convertible debenture. The convertible debenture contains a cash settlement feature, which under IAS 32, "Financial Instruments: Presentation", is accounted for as a compound instrument with a debt component and a separate embedded derivative representing the conversion option. Both the debt and embedded derivative components of this compound financial instrument are measured at fair value on initial recognition. The debt component is subsequently accounted for at amortized cost using the effective interest rate method. The embedded derivative is subsequently measured at fair value at each reporting date with gains and losses in fair value recognized through profit or loss. During the three-month period ended November 30, 2016, an expense of \$186,000 (\$206,000 for the three-month period ended November 30, 2015) was recorded in the consolidated statements of loss and comprehensive loss.

Net loss

As a result of the foregoing, net loss for the three-month period ended November 30, 2016 was \$2,541,000 compared with \$1,658,000 for the same period in 2015.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION DATA

(In thousands of Canadian dollars)	As at November 30, 2016	As at August 31, 2016
	\$	\$
Current assets	12,078	12,570
Total assets	16,433	16,861
Current liabilities	8,797	3,067
Long-term liabilities	2,477	6,482
Shareholders' equity	5,159	7,312

Total assets as at November 30, 2016 were \$16,433,000 compared with \$16,861,000 as at August 31, 2016. The decrease is mainly related to lower cash and cash equivalents of \$1,627,000 arising from the net loss generated during the quarter and by a lower balance of property, plant and equipment of \$162,000, a result of the disposal of production equipments related to the oil and gas offering of the Company. This was partly offset by higher trade and other receivables of \$984,000 and inventories of \$147,000, resulting from the increase in FFR activities, and by deferred financing cost of \$210,000 arising from the public offering completed on December 8, 2016.

Current liabilities totalled \$8,797,000 as at November 30, 2016 compared with \$3,067,000 as at August 31, 2016. The increase is explained by the reclassification of the convertible debenture amounting to \$4,089,000 in the current portion of liabilities because its maturity is now less than twelve months. Also, the increase is explained by higher accounts payable and accrued liabilities of \$993,000 related to the increase in the production of FFR products and by higher deferred revenues explained by a partial milestone payment of \$674,000 (US\$500,000) received from Abiomed during the quarter for which the Company did not meet the revenue recognition criteria.

Long-term liabilities totalled \$2,477,000 as at November, 30, 2016 compared with \$6,482,000 as at August 31, 2016, a decrease of \$4,005,000. The decrease is explained by the reclassification of the convertible debenture in the current portion of liabilities as discussed previously.

SUMMARY OF CONSOLIDATED QUARTERLY RESULTS

The summary below presents the periods in which OpSens published unaudited interim financial statements.

(Unaudited, in thousands of Canadian dollars, except for information per share)	Three-month period ended November 30, 2016	Three-month period ended August 31, 2016	Three-month period ended May 31, 2016	Three-month period ended February 29, 2016
	\$	\$	\$	\$
Revenues	3,745	3,024	2,125	2,741
Net loss for the period	(2,541)	(3,025)	(3,076)	(1,523)
Net loss per share – Basic	(0.03)	(0.04)	(0.05)	(0.02)
Net loss per share – Diluted	(0.03)	(0.04)	(0.05)	(0.02)

(Unaudited, in thousands of Canadian dollars, except for information per share)	Three-month period ended November 30, 2015	Three-month period ended August 31, 2015	Three-month period ended May 31, 2015	Three-month period ended February 28, 2015
	\$	\$	\$	\$
Revenues	1,711	1,110	831	2,287
Net loss for the period	(1,658)	(1,811)	(1,355)	(880)
Net loss per share – Basic	(0.03)	(0.03)	(0.02)	(0.01)
Net loss per share – Diluted	(0.03)	(0.03)	(0.02)	(0.01)

Historically, the Company's revenues and net loss results has experienced minimal seasonality.

LIQUIDITY AND CAPITAL RESOURCES

On May 27, 2016, the Company entered into a loan agreement of \$836,000, net of transaction costs of \$9,000, with Investissement Québec. This loan bears interest at prime rate plus 0.25%, is payable in monthly instalments of \$18,750, and will be maturing in May 2020. This loan is secured by a movable hypothec on the Company's assets. Under this loan agreement, the Company is subject to certain covenants with respect to maintaining certain financial ratios, which were met as of the date of this MD&A.

On May 16, 2016, the Company completed a non-brokered private placement offering for aggregate gross proceeds of \$4,999,050. In connection with the offering, the Company issued a total of 4,761,000 units at a price of \$1.05 per unit. Each unit consists of one common share in the capital stock of OpSens and one-half of one common share purchase warrant, with each whole common share purchase warrant entitling the holder thereof to purchase one common share at a price of \$1.55 until November 16, 2017.

Expenses of the offering include professional fees and miscellaneous fees for total fees of \$102,563.

On May 20, 2016, the Company received an amount of \$894,000 from the landlord in accordance with the long-term lease signed by the Company to relocate its medical activities. This amount is presented in the balance sheet under the caption "Deferred lease inducements".

On April 18, 2016, the Company entered into a loan agreement amounting to \$497,500, net of transaction costs of \$2,500, with Desjardins. This loan bears interest at prime rate plus 2.0%, is payable in monthly instalments of \$10,417, calculated over an amortization period of forty-eight (48) months and will be maturing in April 2017. This loan is

secured by a movable hypothec on the Company's assets. Under this loan agreement, the Company is subject to certain covenants with respect to maintaining certain financial ratios, which were met as of the date of this MD&A.

Under an agreement entered into with Canada Economic Development ("CED"), the Company may receive a refundable contribution of a maximum amount of \$200,000, non-interest bearing, to cover expenses related to the commercialization of its OptoWire product for the FFR market. This contribution is paid out based on presentation by the Company of invoices related to specific expenses since May 22, 2015. On April 1, 2016, the Company received an amount of \$65,000 of which \$28,000 was recognized against administrative and sales and marketing expenses.

On December 22, 2015, the Company completed a public offering for aggregate gross proceeds of \$5,000,000. In connection with the offering, the Company issued a total of 5,681,819 units at a price of \$0.88 per unit. Each unit consists of one common share in the capital stock of Opsens and one-half of one common share purchase warrant, with each whole common share purchase warrant entitling the holder thereof to purchase one common share at a price of \$1.20 until June 22, 2017.

Expenses of the offering include underwriting fees of \$276,202 and other professional fees and miscellaneous fees of \$323,713 for total fees of \$599,915.

The Company also issued 313,886 broker warrants as additional compensation, each warrant entitling the holder to purchase one common share of the Corporation at a price of \$0.88 until June 22, 2017.

Concurrently with the public offering, the Company completed a non-brokered private placement offering of 184,400 units at a price of \$0.88 per unit for aggregate gross proceeds of \$162,272. Each unit comprises the same terms and conditions than the units issued under the public offering. Expenses related to the private placement amount to \$10,083.

On April 15, 2014, the Company announced that it had entered into an agreement with Abiomed in connection with its miniature optical pressure sensor technology for applications in circulatory assist devices. The Company has granted Abiomed an exclusive worldwide license to integrate its miniature pressure sensor in connection with Abiomed's circulatory assist devices. Under the agreement, Abiomed is expected to pay Opsens an aggregate amount of US\$6 million. Of that amount, US\$1,500,000 (\$1,647,150) was paid upon closing of the deal, while the balance will be disbursed based on the achievement of certain milestones, such as the meeting of certain performance requirements, the filing of regulatory application, the obtaining of regulatory approval and the transfer of manufacturing to Abiomed.

On February 18, 2014, the Company completed a public offering for aggregate gross proceeds of \$8,505,104. In connection with the offering, the Company issued a total of 5,340,220 units at a price of \$0.75 per unit and 6,164,300 common shares at a price of \$0.73 per common share. Each unit consists of one common share in the capital stock of Opsens and one-half of one common share purchase warrant, with each whole common share purchase warrant entitling the holder thereof to purchase one common share at a price of \$1.05 until February 18, 2016.

Expenses of the offering include underwriting fees of \$595,357 and other professional fees and miscellaneous fees of \$373,991 for total fees of \$969,348.

The Company also issued 805,316 broker warrants as additional compensation, each warrant entitling the holder to purchase one common share at a price of \$0.73 until February 18, 2016.

On November 19, 2012, the Company announced the granting of distribution and other rights for OptoWire and OptoMonitor. Under the terms of the agreement, the Company received:

- US\$3,000,000 for the distribution rights for Japan, Korea and Taiwan, which includes:
 - a. US\$2,000,000 (\$2,002,000) at signing;
 - b. US\$1,000,000 (\$1,115,500) with the regulatory approval in Japan;
- US\$2,000,000 (\$2,002,000) in a form of a subordinated secured convertible debenture, at signing.

The convertible debenture bears interest at a rate of 2.0% per annum, payable at maturity, which is November 19, 2017. At the holder's option, the convertible debenture may be converted into common shares of the Company at any time up to the maturity date, at a conversion price representing the market price of the shares. However, the conversion price is subject to a minimum of \$0.50 and a maximum of \$0.75 per common share (the "conversion price").

The convertible debenture is also convertible at the Company's option at the conversion price if the volume-weighted average closing price per common share for the twenty trading days immediately preceding the fifth trading day before such conversion date is at least \$1.20 and if a minimum of 50,000 common shares have traded on the TSX Venture Exchange during each of the twenty trading days taken into account in the calculation of the conversion price.

To secure the repayment of the convertible debenture, a movable hypothec on certain equipment has been given. As at November 30, 2016, the net book value of property, plant and equipment pledged as collateral was nil (nil as at August 31, 2016). This hypothec will rank second to certain long-term loans of the Company.

As noted above, the convertible debenture contains a conversion option that will result in an obligation to deliver a fixed amount of equity in exchange of a variable amount of convertible debenture when translated in the functional currency of the Company. Consequently, under IAS 32, "Financial Instruments: Presentation", the convertible debenture is accounted for as a compound instrument with a debt component and a separate embedded derivative representing the conversion option. Both the debt and embedded derivative components of this compound financial instrument are measured at fair value on initial recognition. The debt component is subsequently accounted for at amortized cost using the effective interest rate method. The embedded derivative is subsequently measured at fair value at each reporting date with gains and losses in fair value recognized through profit or loss.

The Company has an authorized line of credit for a maximum amount of \$200,000, \$50,000 of which is available at all times and does not take into consideration the margining. When using the line of credit in an amount varying from \$50,000 and \$100,000, the available credit is limited to an amount that is equal to 75% of Canadian accounts receivable and 65% of foreign accounts receivable plus 50% of inventories of raw materials and finished goods. If the amount used exceeds \$100,000, the credit available is limited to an amount equal to 75% of Canadian accounts receivable and 90% of insured foreign accounts receivable plus 50% of inventories of raw materials and finished goods. This line of credit bears interest at the financial institution's prime rate plus 2% and is repayable on a weekly basis by \$5,000 tranches. It is secured by a first-rank movable hypothec for an amount of \$750,000 on the universality of receivables and inventories.

As of November 30, 2016, the Company had cash and cash equivalents of \$4,276,000 compared with \$5,903,000 as of August 31, 2016. Of this amount as of November 30, 2016, \$3,380,000 was invested in highly liquid, safe investments. As of November 30, 2016, Opsens had a working capital of \$3,282,000, compared with \$9,503,000 as of August 31, 2016.

Based on the cash and cash equivalents position and the public offering completed on December 8, 2016 as disclosed in the *Subsequent Events* section of this MD&A, Opsens has the financial resources necessary to maintain short-term operations, honour its commitments and support its anticipated growth and development activities. From a medium-term perspective, Opsens may need to raise additional financing by issuing equity securities and/or debt. From a long-term perspective, there is uncertainty about obtaining additional financing, given the risks and uncertainties identified in the *Risks and Uncertainties* section of the annual MD&A. Changes in cash and cash equivalents position will largely depend on the rate of revenue growth in upcoming quarters.

SUMMARY OF CASH FLOWS

(In thousands of Canadian dollars)	Three-month period ended November 30, 2016	Three-month period ended November 30, 2015
	\$	\$
Operating activities	(1,531)	(2,235)
Investing activities	(92)	(177)
Financing activities	(12)	(35)
Effect of foreign exchange rate changes on cash and cash equivalent	8	23
Net change in cash and cash equivalents	(1,627)	(2,424)

Operating activities

Cash flows used by our operating activities for the three-month period ended November 30, 2016 were \$1,531,000 compared with \$2,235,000 for the same period last year. The decrease in the cash flows used by our operating activities is mainly explained by a positive variance in changes in non-cash operating working capital items. This was partly offset by a lower EBITDACO as explained previously.

Investing activities

For the three-month period ended November 30, 2016, cash flows used by our investing activities reached \$92,000 and were used for acquisition of property, plant and equipment for an amount of \$100,000 and of intangible assets for an amount of \$55,000. In addition, \$46,000 were related to financing costs arising from the equity financing announced in November 2016. This was partly offset by proceeds from disposal of property, plant and equipment amounting to \$116,000. Acquisitions of property, plant and equipment were made primarily for our FFR activities

For the three-month period ended November 30, 2015, cash flows used by our investing activities reached \$177,000 and were used for acquisitions of property, plant and equipment for an amount of \$132,000 and of intangible assets for an amount of \$46,000. Acquisitions of property, plant and equipment were made primarily for our FFR activities.

Financing activities

For the three-month period ended November 30, 2016, cash flows used by our financing activities were \$12,000. The net proceeds from the issuance of shares of \$137,000 were offset by the \$137,000 payment on the long-term debt and by the \$12,000 of interest paid.

For the three-month period ended November 30, 2015, cash flows used by our financing activities were \$35,000. The \$56,000 payment on the long-term debt was partially offset by the proceeds from the issuance of shares pursuant to the stock option plan of \$21,000.

SUBSEQUENT EVENTS

On December 21, 2016, the Company achieved a technical milestone related to the agreement with Abiomed and consequently, it allows the Company to record, in the consolidated statements of loss and comprehensive loss as licensing revenues, the first tranche of \$674,150 (US\$500,000) that was accounted for as deferred revenues as at November 30, 2016. On January 11, 2017, the Company received the second tranche of the milestone payment. The payment, amounting to \$333,600 (US\$250,000), will be recorded as licensing revenues in the consolidated statements of loss and comprehensive loss.

On December 8, 2016, the Company completed a public offering for aggregate gross proceeds of \$14,950,500. In connection with the offering, the Company issued a total of 9,967,000 shares at a price of \$1.50 per share.

Net cash proceeds from the issue were estimated at \$13,773,000 after payment of the agents' commission and expenses of \$1,177,500.

INFORMATION BY REPORTABLE SEGMENTS

Sector's Information

The Company is organized into two segments: Medical and Industrial.

Medical segment: In this segment, Opsens focuses mainly on the measure of FFR in interventional cardiology.

Industrial segment: In this segment, Opsens' develops, manufactures and installs innovative fiber optic sensing solutions for critical applications such as the monitoring of oil wells and other demanding industrial applications.

The principal factors employed in the identification of the two segments reflected in this note include the Company's organizational structure, the nature of the reporting lines to the President and Chief Executive Officer and the structure of internal reporting documentation such as management accounts and budgets.

The same accounting policies are used for both reportable segments. Operations are carried out in the normal course of operations and are measured at the exchange amount, which approximates prevailing prices in the markets.

	Three-month periods ended November 30,					
	2016			2015		
	Medical	Industrial	Total	Medical	Industrial	Total
	\$	\$	\$	\$	\$	\$
External sales	3,330,186	414,368	3,744,554	1,226,808	484,104	1,710,912
Internal sales	-	117,405	117,405	-	95,786	95,786
Depreciation of property, plant and equipment	153,128	24,537	177,665	72,433	24,047	96,480
Amortization of intangible assets	18,125	3,215	21,340	13,919	2,411	16,330
Financial expenses (revenues)	87,599	64,396	151,995	(4,191)	46,641	42,450
Change in fair value of embedded derivative	185,975	-	185,975	205,967	-	205,967
Net loss	(2,150,162)	(391,088)	(2,541,250)	(1,284,951)	(373,117)	(1,658,068)
Acquisition of property, plant and equipment	78,093	6,406	84,498	643,321	4,739	648,060
Additions to intangible assets	18,950	17,331	36,281	31,470	5,671	37,141
Segment assets	14,034,675	2,398,362	16,433,037	9,199,819	2,700,787	11,900,606
Segment liabilities	10,742,621	531,889	11,274,510	7,032,965	533,975	7,566,940

The Company's net loss per reportable segments reconciles to its interim consolidated financial statements as follows:

	Three-month periods ended November 30,	
	2016	2015
	\$	\$
Net loss per reportable segments	(2,541,250)	(1,658,058)
Elimination of inter-segment profits	(25)	-
Net loss and comprehensive loss	(2,541,275)	(1,658,058)

Geographic sector's information

	Three-month periods ended November 30,	
	2016	2015
	\$	\$
Revenue per geographic sector		
Japan	1,351,400	798,311
United States	740,963	192,585
Canada	429,041	344,270
Other*	1,223,150	375,746
	3,744,554	1,710,912

* Comprised of revenues generated in countries for which amounts are individually not significant.

Revenues are attributed to the geographic sector based on the clients' location. Capital assets, which include property, plant and equipment and intangible assets, are all located in Canada.

During the three-month period ended November 30, 2016, revenues from one client represented individually more than 10% of the total revenues of the Company, i.e. approximately 37% (medical's reportable segment).

During the three-month period ended November 30, 2015, revenues from one client represented individually more than 10% of the total revenues of the Company, i.e. approximately 44% (medical's reportable segment).

Medical segment

For the three-month period ended November 30, 2016, revenues from medical segment were \$3,330,000 compared with \$1,227,000 for the three-month period ended November 30, 2015, an increase of \$2,103,000. The increase is explained by higher FFR revenues of \$1,850,000 and by higher other medical revenues of \$253,000.

Gross margin was \$1,054,000 for the three-month period ended November 30, 2016 compared with \$356,000 for the three-month period ended November 30, 2015, an increase of \$698,000. The gross margin percentage for the three-month period ended November 30, 2015 was 29% compared to 32% for the three-month period ended November 30, 2016. The increase in gross margin is mainly explained by higher revenues from our FFR products as explained previously. The increase in gross margin percentage reflects higher sales volume and the related scale economy combined with enhanced productivity.

Net loss for the medical segment was \$2,150,000 for the three-month period ended November 30, 2016 compared with \$1,285,000 for the same period last year. The increase in net loss is explained by higher administrative, sales and marketing and research and development expenses as explained previously.

Working capital for the medical segment as at November 30, 2016 was \$1,737,000 compared with \$7,884,000 as at August 31, 2016. The decrease of \$6,147,000 is mainly due to the reclassification of the convertible debenture, amounting to \$4,089,000, in current liabilities since its maturity date is less than twelve (12) months. Also, the decrease is explained by lower cash and cash equivalents of \$1,486,000 arising from the net loss generated during the quarter and by higher accounts payable and accrued liabilities, a result of the increased level of production of our FFR products.

Industrial segment

For the three-month period ended November 30, 2016, revenues from industrial segment were \$532,000 compared with \$580,000 for the three-month period ended November 30, 2015, a decrease of \$48,000. The decrease is explained by lower revenues related to the oil and gas product line of \$47,000, a consequence of the difficult economic environment in Alberta, Canada.

Gross margin was \$137,000 for the three-month period ended November 30, 2016 compared with \$127,000 for the same period in 2015, an increase of \$10,000. Gross margin percentage increase from 22% for the three-month period ended November 30, 2015 to 26% for the same period in 2016. The increase in gross margin percentage is explained by lower headcounts.

Net loss for the industrial segment was \$391,000 for the three-month period ended November 30, 2016 compared to a net loss of \$373,000 for the three-month period ended November 30, 2015. The increase in net loss is explained by higher sales and marketing expenses related to a higher headcount. This is partly offset by the gain on disposal of property, plant and equipment of \$47,000.

Working capital for the industrial segment as at November 30, 2016 was \$1,545,000 compared with \$1,619,000 as at August 31, 2016. The decrease of \$74,000 is due to lower cash and cash equivalents of \$141,000, partly offset by higher trade and other receivables of \$59,000.

INFORMATION ON SHARE CAPITAL

For the three-month period ended November 30, 2016, the Company granted to some employees and Directors a total of 1,310,000 stock options with an average exercise price of \$1.50, cancelled 557,000 stock options with an exercise price of \$0.85 and 331,000 stock options with an average exercise price of \$0.29 were exercised.

For the three-month period ended November 30, 2015, the Company granted to some employees a total of 550,000 stock options with an average exercise price of \$0.74 and 93,750 stock options with an average exercise price of \$0.23 were exercised.

For the three-month period ended November 30, 2016, 35,000 warrants with an average exercise price of \$1.20 were exercised (nil for the three-month period ended November 30, 2015).

As at January 25, 2017, the following components of shareholders' equity are outstanding:

Common shares	83,250,530
Stock options	5,247,750
Warrants	5,497,754
Convertible debenture	3,520,000
<u>Securities on a fully diluted basis</u>	<u>97,516,034</u>

The number of shares that would be issued upon conversion of the debenture may vary depending on various parameters such as the exchange rate and the conversion price per share. In the table above, the conversion was carried out on the assumption that the exchange rate between the U.S. dollar and the Canadian dollar is 1.32 and the conversion price is equal to \$0.75 per share.

No dividend was declared per share for each share class.

RELATED-PARTY TRANSACTIONS

In the normal course of its operations, the Company has entered into transactions with related parties.

	Three-month periods ended November 30,	
	2016	2015
	\$	\$
Professional fees paid to a company controlled by a director	18,305	1,921

Fees are incurred for the Company's FFR activities.

CAPACITY TO PRODUCE RESULTS

As discussed in the section *Liquidity and Capital Resources*, the Company has the required financial resources for its short-term operations, to fulfill its commitments, to support its growth plan and for the development of its activities. On a mid-term perspective, it is possible that additional financing, through the issuance of shares or debt financing or any other means of financing, might be required.

During the next year, the increase in the activity level should require additional investment in working capital of approximately \$3,800,000. Additional investments of approximately \$2,520,000 will also be required for the acquisition of property, plant and equipment and to finance the anticipated negative EBITDACO.

From the human resources' perspective, there are no vacancies in the major executive positions within the Company. However, additional technical and production personnel as well as sales and marketing personnel will be required to support the expected growth. Taking into account the employment market in Canada, Opsens is confident in its capacity to recruit qualified human resources in a timely fashion.

Regarding the strategy on corporate executive remuneration, it is oriented towards creation of long-term value for the shareholders. Several corporate executives hold an important share and share-purchase option position, with rights to be acquired over a four-year period in order to align shareholders' interest with corporate executives' interest. This long-term vision stimulates innovation and the development of recurrent revenues.

FUTURE ACCOUNTING CHANGES

Future accounting changes, as described in note 4 of the Audited Consolidated Financial Statements for the year ended August 31, 2016, have not materially changed since August 31, 2016 except for the changes in accounting policies described in note 2 to the Condensed Interim Consolidated Financial Statements for the three-month period ended November 30, 2016.

OFF-BALANCE SHEET ARRANGEMENTS

As of November 30, 2016, the Company was not the primary beneficiary in Special Purpose Entities and there were no off-balance sheet arrangements.

OTHER INFORMATION

Updated information on the Company can be found on the SEDAR web site at <http://www.sedar.com>.

On behalf of management,
Chief Financial Officer and Corporate Secretary

(s) Thierry Dumas

January 25, 2017