MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE-MONTH PERIOD AND SIX-MONTH PERIOD ENDED FEBRUARY 28, 2023

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 and six-month periods ended February 28, 2023, in comparison with the corresponding periods ended February 28, 2022. In this Management's Discussion and Analysis ("MD&A"), "OpSens," "the Company," "we," "us" and "our" mean OpSens Inc. and its subsidiaries. This MD&A should be read and interpreted in conjunction with the information contained in our annual consolidated financial statements for the years ended August 31, 2022, and 2021, 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 April 12, 2023. 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 all currently available information 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 of April 12, 2023 and is subject to change after this 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 is a leader in advanced 2nd generation fiber optic sensor applications for cardiovascular interventions. The Company's current focus is the measurement of Fractional Flow Reserve ("FFR") and the diastolic pressure algorithm ("dPR") in the coronary artery disease market. OpSens offers an optical guidewire (OptoWire) powered by the 2nd generation optical sensor, Fidela, to measure pressure in the diagnosis and to improve clinical outcomes in patients with coronary artery disease. OpSens recently entered the large and rapidly growing Structural Heart market with its introduction of the SavvyWire as the first and only Sensor-Guided transcatheter aortic valve replacement ("TAVR") solution, designed to support TAVR efficiency and lifetime patient management. OpSens also operates in the Industrial segment through its wholly-owned subsidiary OpSens Solutions Inc. ("Solutions"). Solutions develops, manufactures, and installs innovative measurement solutions using fibre optic sensors for critical and demanding industrial applications.

OpSens owns 21 patents and has four pending patents to protect its technologies in the Medical and Industrial sectors.

SECTORS OF ACTIVITY

In the Medical sector, OpSens markets the OptoWire and OptoMonitor to diagnose coronary artery disease. The OptoWire provides cardiologists with an optimized pressure guidewire to navigate coronary arteries and cross blockages with ease while measuring intracoronary blood pressure. This procedure is called FFR measurement, also referred to as physiological measurement.

OpSens has obtained the required regulatory approvals for the OptoWire and OptoMonitor in the world's largest markets, namely the United States, Europe (including the Middle East), Japan and Canada. Furthermore, the need to diagnose coronary artery disease without hyperemia induced by the injection of heart-stimulating drugs has emerged. OpSens has developed its proprietary diastolic pressure ratio to meet this need. Non-Hyperemic Pressure Resting indices ("NHPR"), such as OpSens' dPR, are beneficial for some patients as they reduce procedure time, costs, and discomfort. This product is available through the OptoMonitor and works in combination with the OptoWire. OpSens' dPR is marketed in Japan, the United States, Canada, and Europe.

OpSens has established a direct sales force in the United States and Canada and primarily utilizes distributors in Europe (including the Middle East) and Japan.

OpSens is currently starting the broader commercialization of its proprietary SavvyWire, a product targeting the Structural Heart market, one of the fastest growing segments of interventional cardiology. The SavvyWire is developed specifically for TAVR, was approved in Canada in April 2022 and cleared by the FDA for the U.S. market in September 2022.

OpSens also provides its proprietary sensing technology in the form of highly customizable microscale fiber optic sensors for pressure and temperature, which can be used in a wide range of applications and are designed to be integrated seamlessly into medical devices and life science research environments.

In the Industrial sector, OpSens' expertise, technology and products meet the needs of multiple markets, including aerospace, nuclear, military, power electronics, geotechnical and mining. OpSens' portfolio of products and technologies can be adapted to measure various parameters under the most difficult conditions and bring significant benefits in terms of optimizing production and reducing risks to the environment and health.

As an example, fibre optic sensors perform well in the presence of electromagnetic fields, radio frequencies, micro-waves, high-intensity magnetic waves (MR) or high-temperatures, elements that typically disrupt results with conventional sensors. Customers' needs are wide-ranging and require measuring various parameters like pressure, temperature, strain, and others.

The Company focuses on business opportunities with the highest returns and has developed new products to fulfill their specific needs. As an example, the new OPP-GD fibre optic differential pressure sensor and the new radiation-resistant fibre optic pressure and temperature sensor have grabbed the attention of many industries such as aerospace and nuclear.

MARKET OVERVIEW

In the Medical sector, coronary artery disease represents a significant and growing opportunity for the Company. The prevalence of coronary artery disease is increasing rapidly. In the AHA report "Heart Disease and Stroke Statistics" - based on health data compiled in more than 190 countries - coronary heart disease was the leading cause of death worldwide in 2017 with 17.3 million deaths per year. This number is expected to exceed 23.6 million deaths in 2030. Coronary heart disease is one of the leading causes of death in the developed world, and the cost of managing and treating this disease is a significant burden to society. The benefits of FFR in patients with chronic coronary artery disease were demonstrated through randomized clinical trials studies such as FAME I and FAME II published in 2009 and 2012 in the New England Journal of Medicine (NEJM) and several other outcome studies. FFR-guided treatment, compared to assessment based only on angiography, led, after one year, respectively to a reduction of about 30% in mortality, myocardial infarction, readmission for revascularization through percutaneous coronary intervention and coronary bypass (FAME I study). FFR-guided treatment, compared to optimal medical therapy, also showed a reduction of almost 90% in the risk of urgent revascularizations (FAME II study). Several reports also showed how inaccurate diagnoses can lead to unnecessary use of "stents" to treat the coronary artery disease.

FFR-guided treatment, following the publication of FAME I and FAME II, have been recognized with the highest recommendation (Class IA) by the European Society of Cardiology (ESC). In the United States, support for the increase in the use of physiologic measurement continues to grow. In March 2017, the appropriate use criteria ("AUC") for chronic ischemic heart disease were updated to emphasize the use of FFR given its importance. The goal of the AUC

is to provide a framework for assessing general clinical practices and improving the quality of care. The new AUCs reflect a recognition of the role and value of FFR, which should be beneficial for an expansion in the use of FFR technologies. Payers, including Medicare, use the AUC to help formulate their repayment criteria.

In April 2018, the Ministry of Health, Labour and Welfare ("MHLW") in Japan introduced a new regulation requiring the physiology evaluation of all coronary artery stenosis prior to its treatment, specifically mentioning FFR as an evaluation method. The MHLW revised medical fees and established a requirement to assess functional ischemia (blockage of arteries) prior to treatment.

In the late 2010s, the use of non-hyperemic pressure ratios (NHPRs) has been an important factor to increase coronary physiology penetration to make faster and easier assessment of coronary occlusions, by removing the need for hyperemic drug injection. Like FFR, NHPRs also obtained the highest recommendation in the clinical guidelines for the diagnostic assessment of coronary lesions thanks to the DEFINE and SWEDEHEART studies.

FFR and NHPR-guided coronary interventions have also been validated in patients with Acute Coronary Syndromes (ACS) as a diagnostic tool to assess the severity of the non-culprit occlusion after the culprit blockage's treatment, showing a reduction in major adverse cardiovascular events compared to a culprit-occlusion-only treatment strategy, with FFR being used in both a staged (DANAMI-3-PRIMULTI trial, published on LANCET) and acute (COMPARE-ACUTE trial, published on NEJM) setting. This approach for patients with acute disease can expand the benefits of FFR to a population twice as large as the chronic one.

These developments contribute to the steady growth of the coronary artery disease measurement market. According to management and industry source estimates[1], this market exceeded US$600 million worldwide in 2022 and anticipates growth in the medium term to reach US$1 billion. This growth will be progressively fueled by upcoming technologies implementing angiography-based or computed tomography (CT)-based physiology measurements. Currently these assessments are being validated and the penetration in the physiology market is mainly due to the clinical studies being performed. Angio and CT-based physiology is expected to partially expand at the expense of the wire-based physiology procedures, but mainly to grow the overall market addressing patients not being diagnosed with physiology today.

Aortic Valve Stenosis occurs when the heart's aortic valve becomes diseased and subsequently narrows. This narrowing prevents the valve from fully opening, reducing, or blocking the blood flow from the heart into the aorta (the main artery to the body) and onward to the rest of the body. In multiple studies, minimally invasive TAVR has been shown to be superior to open-chest Surgical Aortic Valve Replacement (SAVR), with benefits including reduction in hospital stay and lower mortality, for both high and low-risk patients.

The TAVR market size is significant and growing, with an estimated 2022 global market opportunity of $5 billion doubling to an estimated size of $10 billion by 2028[(2)]. This overall increase is being underpinned with investments in device innovation combined with clinical[(3)] and economic evidence generation for intermediate and low risk - and eventually asymptomatic patients – leading to larger patient populations in currently served markets, and growing adoption in emerging markets. With the SavvyWire, OpSens is targeting a portion of that market. We currently estimate that global 2023 TAVR volume will approach 270,000, with approximately 50% of the implants occurring in North America and another 30% in Western Europe[(4)], two major markets where initial SavvyWire commercial activities are focused.

The overall value of the TAVR guidewire market is dependent on continued TAVR market expansion, growing adoption of pre-shaped guidewires and is sensitive to pricing constraints, especially in geographies with national healthcare systems. With anticipated growth in the TAVR market, adoption of pre-shaped guidewires, and additional clinical utility, we anticipate the global unit volume opportunity to exceed 400,000 units by 2028[(4)].

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1. OpSens FFR Market Calculations based on GRAND VIEW RESEARCH (Feb. 2019).
2. Edwards Lifesciences, Dec. 8, 2021 Investor Conference, accessed February, 2022.
3. Edwards Lifesciences: PARTNER 3, EARLY TAVR (asymptomatic severe aortic stenosis), PROGRESS Trial (moderate AS) and Medtronic: Evolut in Low-Risk patients.
4. OpSens TAVR and guidewire market calculations based on iData Research Inc. (Feb. 2022).

Original Equipment Manufacturer (OEM) : the Company's technology, expertise, and products can serve several markets including cardiovascular, neurovascular, MRI-adjacent therapies, renal, and others. The Company focuses mainly on the following markets:

- Cardiology Market: the opportunities in this market are related to several sub-markets where hemodynamic monitoring and/or blood temperature measurement are likely to improve existing therapies or make new therapies possible, namely coronary and peripheral interventions, structural heart interventions, heart failure, and electrophysiology.;

- Neurology Market: the opportunities in this market are related principally to neurovascular interventions such as coil embolization, thrombectomy, and neuro-oncology. Fiber optic sensors' immunity to MRI and microscale properties are particularly pertinent for this market.

In the Industrial sector, under this reportable segment, the Corporation's technology, expertise, and products can serve several markets including aerospace, nuclear, military, power electronics, geotechnical, and mining. The Company focuses mainly on the following markets:

- Aerospace Market: the opportunities in this market are principally related to fuel monitoring systems for aircrafts. A new industrial version of the absolute pressure sensor and the recent addition of a differential pressure sensor are the main products for these applications;
- Nuclear Market: the opportunities in this market are related principally to new nuclear technologies to produce energy. The new and recently patented fibre optic differential pressure sensor is the main solution for that market;
- Military and Power Electronics Markets: they include niche applications in which the Company is currently engaged, such as EMI assessment of electro-pyrotechnic devices and thermal characterization of power electronics devices.

COMPETITION

In the Medical sector, the coronary artery disease measurement market has five competitors and is currently dominated by two major players who commercialize standard electrical technology. Competition is based on technological advantages, brand recognition, customer service, marketing support and price. Over the past years, CT and angiography-based FFR technologies, have emerged with new tools for functional lesion assessment without the need for dedicated pressure wires.

For TAVR, the current global guidewire market is segmented into straight and pre-shaped guidewires and is currently dominated by pre-shaped wires supplied by two strategic TAVR companies. We anticipate these companies to continue providing iterative, rather than platform, innovation. One existing strategic has delivered an iterative version of their current wire and one additional strategic has entered the market with their offering. OpSens' entrance into this market is expected to be disruptive, as no current TAVR guidewire combines the benefits of being pre-shaped with the ability to deliver reliable left-ventricular rapid pacing while accurately measuring real-time hemodynamic pressure.

In the Industrial sector, there is a sizable number of competitors. Competition is based primarily on technological advantages. Our direct competition is made up of both opened and closed-ended companies with a global presence.

CORPORATE GROWTH STRATEGY

OpSens' growth strategy is to become a key player in the Medical sector focusing on the coronary artery disease measurement and on the TAVR procedure, where its products and technologies offer major advantages over the competition. The Company also aims to capitalize on its technologies and products in the industrial markets. To this end, the Company implements its corporate strategy based on its various segments of operations.

In the Medical sector, the Company's growth strategy in the field of interventional cardiology is conducted by taking market share in the established and growing coronary artery disease space and to enter and disrupt the large, rapidly growing global TAVR market:

Coronary Artery Disease:
Interventional cardiologists have started focusing on measurements performed with the heart at rest. These measurements require greater accuracy and constant and repeated guidewire performance over time. With Fidela, its second-generation optical sensor, the Company is convinced that there will be a growing interest in the OptoWire beyond the more than 200,000 patients already served. Key differentiators include:

- Highly accurate measurement technology for improved reliability, essential to cardiologists' decision-making in the diagnosis of coronary artery disease; and
- Better and more trustworthy connectivity that is insensitive to blood contamination. The OptoWire can be easily disconnected to be used as interventional wire and reconnected to measure the post-intervention value without compromising accuracy.

Structural Heart:
OpSens has designed and developed the SavvyWire, leveraging the same Fidela second-generation optical sensor used in OptoWire and Abiomed's Impella systems. Unlike competitive TAVR guidewires that are just a wire, SavvyWire is more than a wire and enables the world's first and only sensor-guided TAVR solution. SavvyWire uniquely provides a 3-in-1 solution for stable aortic valve delivery and positioning, continuous accurate hemodynamic measurement during the procedure, and reliable left ventricular pacing without the need for adjunct devices or venous access.

These key attributes are considered significant benefits to the medical community and have been highly anticipated by physicians who perform TAVR procedures to optimize efficiency and workflow by eliminating products and device exchanges. OpSens received Health Canada Approval in April 2022 and completed a limited market release in August.

OpSens received FDA 510(k) clearance in September 2022 just ahead of a major TCT conference, then announced first use in the U.S. with 10 consecutive patients treated with a variety of anatomies and levels of complexity including bicuspid valve, severe vessel tortuosity, horizontal aorta, failed prior surgical valve (valve-in-valve) using both balloon-expandable and self-expandable valves, and balloon valvuloplasty. We completed a limited market release in the U.S while still operating under a controlled commercialization program.

Finally, OpSens has submitted for CE Mark, and we anticipate approval in calendar year 2023. We will leverage Health Canada Approval, New Zealand registration and FDA clearance to register and conduct initial cases in specific country in Europe, Middle East and Asia in FY23.

OptoMonitor:
Ease of use and seamless workflow of the OptoMonitor III monitoring system also play a significant role in the expansion of physiology assessment and enable sensor-guided TAVR. OpSens is playing a growing role in the competitive arena both with hardware and software solutions aiming to integrate physiology in the interventional workflow and hemodynamics and pacing into the TAVR workflow.

Sales Force:
Direct Sales Force: OpSens has established a direct sales team, hiring a seasoned staff with solid expertise in coronary artery disease and structural heart disease. This sales force has been implemented to increase OpSens' market share and commercialization penetration in the United States and Canada and was doubled in FY 2022. OpSens also targets agreements with group purchasing organizations to accelerate penetration, particularly in the United States. OpSens has successfully signed several agreements with group purchasing organizations.

Distributor Sales Force: OpSens has signed distribution agreements in Europe, Asia, and the Middle East. These agreements allow OpSens to focus on market penetration with leading business partners in their respective markets.

Clinical data

OpSens aims to generate meaningful clinical data on OptoWire performance and benefit and also on the importance of hemodynamics in the treatment of coronary artery disease. We are also planning clinical studies to come in 2023 on SavvyWire. On October 26, 2022, OpSens announced the first SavvyWire cases in Europe

and launch of the SAFE-TAVI study, the enrollment for which has successfully completed since the end of the quarter ended February 28, 2023.

Innovation

In this ever-evolving and state-of-the-art market, OpSens plans to leverage its expertise in fiber-optic sensing medical devices to create new products and develop new fibre optic sensing technologies for cardiology assessment that address other unmet medical needs. Commitment to innovation has always been a driving force behind the Company's success and desire to improve its intellectual property portfolio and value proposition for customers.

OpSens offers a broad selection of microscale optical sensors to measure pressure and temperature that can be used in a wide range of applications and that are designed to be integrated into other medical devices. The Company aims to partner with key players in the medical device industry. The partnership with Abiomed Inc. ("Abiomed"), for the use of its miniature sensors and technology, is an example of the type of partnership the Company targets.

In the Industrial sector, the Company's business strategy is achieved by:

- Target Market: OpSens Solutions' target markets are aerospace, nuclear, military, power electronics, geotechnical, and mining. These are markets where OpSens' products offer unique advantages over its competitors; and
- Innovation: OpSens Solutions continually invests in innovations for its products, so they can offer unique advantages over competitors. For example, the Company's optical strain and pressure sensors have received the attention of major players in the aerospace industry because they require no shielding or grounding and because of their ease of deployment.

NON-IFRS FINANCIAL MEASURES – EBITDAO

The Company quarterly reviews net income (loss) and Earnings Before Interest, Taxes, Depreciation, Amortization and Stock-based compensation costs ("EBITDAO"). EBITDAO 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. EBITDAO is defined by the Company as the net income (loss), excluding financial expenses, taxes, depreciation and amortization and stock-based compensation costs. The Company uses EBITDAO 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 EBITDAO TO NET LOSS

(In thousands of Canadian dollars)	**Three-month period ended February 28, 2023**	**Three-month period ended February 28, 2022**	**Six-month period ended February 28, 2023**	**Six-month period ended February 28, 2022**
	$	**$**	**$**	**$**
Net loss	(2,977)	(2,404)	(6,615)	(4,494)
Financial expenses (income)	(33)	77	(40)	236
Depreciation of property, plant and equipment and right-of-use assets	494	387	964	774
Amortization of intangible assets	69	63	138	127
Stock-based compensation costs	268	377	573	699
Current income tax expense	18	7	29	34
EBITDAO	(2,161)	(1,493)	(4,951)	(2,624)

The negative variance of EBITDAO for the three-month and six-month periods ended February 28, 2023, is mainly explained by the increase in our operating expenses. This is partly offset by higher gross margin in all segments.

SELECTED CONSOLIDATED FINANCIAL DATA

(In thousands of Canadian dollars, except for information per share)	Three-month period ended February 28, 2023	Three-month period ended February 28, 2022	Six-month period ended February 28, 2023	Six-month period ended February 28, 2022
	$	$	$	$
Revenues				
Sales				
Medical	9,820	6,967	18,714	14,308
Industrial	894	1,017	1,911	1,722
	10,714	7,984	20,625	16,030
Other	95	116	378	165
	10,809	8,100	21,003	16,195
Cost of sales	4,658	3,930	8,985	7,908
Gross margin	6,151	4,170	12,018	8,287
Gross margin percentage	57%	51%	57%	51%
Operating expenses				
Administrative	2,430	1,927	5,030	4,064
Sales and marketing	4,390	2,490	9,018	4,598
Research and development	2,486	2,026	4,954	3,792
	9,306	6,443	19,002	12,454
Financial (income) expenses	(33)	77	(40)	236
Loss (gain) on foreign currency	(163)	47	(358)	57
Loss before income taxes	(2,959)	(2,397)	(6,586)	(4,460)
Current income tax expense	18	7	29	34
Net loss	(2,977)	(2,404)	(6,615)	(4,494)
Basic and diluted net loss per share	(0.03)	(0.02)	(0.06)	(0.04)

The following table presents share-based payment and related expenses amounts recognized by the Company:

(In thousands of Canadian dollars)	Three-month period ended February 28, 2023	Three-month period ended February 28, 2022	Six-month period ended February 28, 2023	Six-month period ended February 28, 2022
	$	$	$	$
Cost of sales	9	8	19	17
Administrative	56	224	160	436
Sales and marketing	135	77	258	121
Research and development	68	68	136	125
Stock-based compensation costs	268	377	573	699

Revenues

The Company reported revenues of $10,809,000 for the three-month period ended February 28, 2023, compared to $8,100,000 for the corresponding period in 2022, an increase of $2,709,000 or 33%.

Sales in the Medical segment totalled $9,820,000 (excluding other revenues) for the three-month period ended February 28, 2023, compared to $6,967,000 for the same period in 2022, an increase of $2,853,000. The increase in Medical segment revenues is explained by higher sales in the original equipment manufacturer ("OEM") line of business of $1,333,000 compared with the same period in 2022, and by higher sales in the coronary artery disease measurement sales (FFR and dPR) of $1,056,000 compared to the same period last year. The Company reported TAVR revenues of $465,000 for the three-month period ended February 28, 2023, while no revenues were reported for the same period in 2022.

The Company also reported other revenues of $95,000 related to development projects with OEM partners for the three-month period ended February 28, 2023, compared to $116,000 for the same period in 2022.

Sales in the Industrial segment totalled $894,000 for the three-month period ended February 28, 2023, compared to sales of $1,017,000 for the same period in 2022. The decrease is explained by a lower volume of orders compared to the same period last year.

For the three-month periods ended February 28, 2023, and 2022, price has been slightly reduced by GPO's agreements.

The Company's revenues are generated in U.S. dollars, Canadian dollars, euro, and British pounds; fluctuations in the exchange rate affect revenues and net loss. For the three-month period ended February 28, 2023, revenues were positively affected by $444,000 compared to the same period last year (sales were negatively impacted by $154,000 for the three-month period ended February 28, 2022).

Gross Margin

Gross margin was $6,151,000 for the three-month period ended February 28, 2023, compared to $4,170,000 for the same period last year. The gross margin percentage increased to 57% for the three-month period ended February 28, 2023, compared to 51% for the three-month period ended February 28, 2022. The increase in gross margin percentage reflects higher sales volume and the related economies of scale, favorable product mix and by the increase in the average sales price for the US market due to appreciation for the US currency.

Administrative Expenses

Administrative expenses were at $2,430,000 and $1,927,000, respectively, for the three-month periods ended February 28, 2023, and 2022. The increase is largely explained by higher headcount and professional fees. This is partly offset by lower stock option expenses.

Sales and Marketing Expenses

Sales and marketing expenses totalled $4,390,000 for the three-month period ended February 28, 2023, an increase of $1,900,000 over the $2,490,000 reported during the same period in 2022. The increase is largely explained by higher headcount, commissions, publicity, in-person trade shows, and travelling expenses related to the expansion of our direct sales force to accelerate the growth of our coronary artery disease business and to enter the large, rapidly growing global TAVR market. This is partly offset by lower recruiting fees.

Research and Development Expenses

Research and development expenses totalled $2,486,000 for the three-month period ended February 28, 2023, an increase of $460,000 over the $2,026,000 reported during the same period in 2022. The increase is largely explained by the higher headcounts dedicated to the development of new products and software in our medical segment. This is partly offset by higher grants related to IRAP and tax credits.

Financial (income) expenses

Financial income totalled $33,000 for the three-month period ended February 28, 2023, compared to financial expenses of $77,000 for the same period in 2022. The decrease in financial expenses is mainly explained by higher interest income of $169,000.

(Gain) loss on foreign currency

Gain on foreign currency totalled $163,000 for the three-month period ended February 28, 2023, compared to a loss on foreign currency of $47,000 for the same period in 2022.

Net loss

As a result of the foregoing, net loss for the three-month period ended February 28, 2023, was $2,977,000 compared to $2,404,000 for the same period in 2022.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION DATA

(In thousands of Canadian dollars)	As at February 28, 2023	As at August 31, 2022
	$	$
Current assets	41,876	39,016
Total assets	55,069	48,511
Current liabilities	7,616	8,601
Long-term liabilities	8,740	5,651
Shareholders' equity	38,713	34,259

Total assets as at February 28, 2023, were $55,069,000 compared to $48,511,000 as at August 31, 2022. The increase is mainly related to higher inventory of $4,038,000, the public bought deal offering with gross proceeds of $11,500,000 completed in December 2022 and by higher right-of-use asset of $3,224,000. This is partly offset by lower cash and cash equivalents of $1,882,000.

Current liabilities totalled $7,616,000 as of February 28, 2023, compared to $8,601,000 as of August 31, 2022. The decrease is mainly explained by lower accounts payable and accrued liabilities of $1,105,000.

Long-term liabilities totalled $8,740,000 as of February 28, 2023, compared to $5,651,000 as of August 31, 2022, an increase of $3,089,000. The increase is mainly explained by the increase of the lease liabilities of $3,328,000.

SUMMARY OF CONSOLIDATED QUARTERLY RESULTS

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

(Unaudited, in thousands of Canadian dollars, except for information per share)	**Three-month period ended February 28, 2023**	**Three-month period ended November 30, 2022**	**Three-month period ended August 31, 2022**	**Three-month period ended May 31, 2022**
	$	**$**	**$**	**$**
Revenues	10,809	10,193	9,052	10,076
Net loss for the period	(2,977)	(3,638)	(4,029)	(2,856)
Basic and diluted net loss per share	(0.03)	(0.03)	(0.04)	(0.03)

(Unaudited, in thousands of Canadian dollars, except for information per share)	**Three-month period ended February 28, 2022**	**Three-month period ended November 30, 2021**	**Three-month period ended August 31, 2021**	**Three-month period ended May 31, 2021**
	$	**$**	**$**	**$**
Revenues	8,100	8,096	8,066	9,233
Net income (loss) for the period	(2,404)	(2,089)	(1,215)	(570)
Basic and diluted net income (loss) per share	(0.02)	(0.02)	(0.01)	(0.01)

For the Medical sector, activities are generally slower in the fourth quarter due to the summer vacations of physicians.

LIQUIDITY AND CAPITAL RESOURCES

As at February 28, 2023, the Company had cash and cash equivalents of $21,935,000 compared to $23,816,000 as at August 31, 2022. Of this amount as at February 28, 2023, $15,675,000 were invested in highly-liquid, safe investments.

As at February 28, 2023, OpSens had a working capital of $34,260,000, compared to $30,415,000 as at August 31, 2022. The increase in working capital is mainly related to higher inventory and the public bought deal offering with gross proceeds of $11,500,000, details of which are outlined below.

On December 22, 2022, the Company completed a public bought deal offering for aggregate gross proceeds of $11,500,000. In connection with the offering, the Company issued a total of 6,052,632 common shares at a price of $1.90 per common share. Transaction costs of the offering include underwriting fees of $690,000 and other professional fees and miscellaneous fees of $504,000 for total transactions costs of $1,194,000. Of this amount, $2,796,000 was used for sales and marketing and $1,946,000 for our research and development activities.

On December 22, 2022, The Company also filed a preliminary base shelf prospectus. The Company will be able to offer for sale and issue up to $50 million of common shares, subscription receipts, debt securities warrants and units, or any combination thereof from time to time during the 25-month period during which the Shelf Prospectus remains valid.

On February 25, 2021, the Company completed a bought deal public offering for aggregate gross proceeds of $28,750,000. In connection with the offering, the Company issued a total of 15,972,222 shares at a price of $1.80 per share. Transaction costs of the offering include underwriting fees of $1,725,000 and other professional fees and miscellaneous fees of $401,000 for total transaction costs of $2,126,000.

The Company intends to use the proceeds from this equity financing as follows:

(In Canadian dollars)	Use of funds as planned	Over-Allotment	Funds available to OpSens from equity financing	Actual use of funds as at February 28, 2023	Funds remaining to be used
	$	$	$	$	$
Net proceeds from the issue, including the over-allotment option	22,874,000	3,750,000	26,624,000	26,196,182	427,818
Use of proceeds					
Sales and Marketing	7,000,000	-	7,000,000	7,000,000	-
Research and Development	8,000,000	-	8,000,000	8,000,000	-
Capital expenditures and production ramp-up	3,000,000	-	3,000,000	2,572,182	427,818
Working capital	4,874,000	3,750,000	8,624,000	8,264,000	-
Total use of proceeds	22,874,000	3,750,000	26,624,000	26,196,182	427,818

Based on its cash and cash equivalents position, 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 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 Information Form. Changes in cash and cash equivalents 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 February 28, 2023	Three-month period ended February 28, 2022	Six-month period ended February 28, 2023	Six-month period ended February 28, 2022
	$	$	$	$
Operating activities	(5,626)	(997)	(10,866)	(2,255)
Investing activities	(103)	(115)	(918)	(339)
Financing activities	10,081	113	9,765	(5,019)
Effect of foreign exchange rate changes on cash and cash equivalents	81	(18)	137	(3)
Net change in cash and cash equivalents	4,433	(1,017)	(1,882)	(7,616)

Operating Activities

For the three-month period ended February 28, 2023, cash flows used by our operating activities were $5,626,000 compared to $997,000 for the same period last year. The increase in cash flows used by our operating activities is mainly explained by a negative variance of EBITDAO, as explained previously and by a negative variance of changes in non-cash operating working capital items related to inventory.

For the six-month period ended February 28, 2023, cash flows used by our operating activities were $10,866,000 compared to $2,255,000 for the same period last year. The increase in cash flows used by our operating activities is mainly explained by a negative variance of EBITDAO, as explained previously and by a negative variance of changes in non-cash operating working capital items related to inventory.

Investing Activities

For the three-month period ended February 28, 2023, cash flows used by our investing activities were $103,000 compared to $115,000 for the same period in 2022. The decrease in cash flows used is mainly explained by higher interest received. This is partly offset by an increase in acquisition of property, plant and equipment assets for the Medical sector.

For the six-month period ended February 28, 2023, cash flows used by our investing activities reached $918,000 compared to $339,000 for the same period in 2022. The increase in cash flows used is mainly explained by higher acquisition of property, plant and equipment assets for the Medical sector. This is partly offset by an increase in interest received.

Financing Activities

For the three-month period ended February 28, 2023, cash flows generated by financing activities reached $10,081,000 compared to $113,000 for the same period in 2022. The variation is mainly explained by the public bought deal offering closed on December 22, 2022.

For the six-month period ended February 28, 2023, cash flows generated by financing activities were $9,765,000 compared to cash flows used of $5,019,000 for the same period in 2022. The variation is mainly explained by the public bought deal offering closed on December 22, 2022. This is partly offset by the repayment of the long-term loan with a Canadian financial institution in September 2021.

INFORMATION BY REPORTABLE SEGMENTS

Segmented Information

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

Medical segment: in this segment, OpSens focuses mainly on physiological measurement such as FFR and dPR in the coronary artery disease market and on the TAVR procedure in the structural market. OpSens also supplies a wide range of miniature optical sensors to measure pressure and temperature to be used in a wide range of applications that can be integrated in other medical devices. This also includes other revenues related to its optical sensor technology.

Industrial segment: in this segment, OpSens develops, manufactures, and installs innovative fibre optic sensing solutions for critical and demanding industrial applications.

The principal factors employed in the identification of the two segments 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 business and are measured at the exchange amount, which approximates prevailing prices in the markets.

	Three-month periods ended February 28,					
			2023			2022
	Medical	Industrial	Total	Medical	Industrial	Total
	$	$	$	$	$	$
External sales	9,915,013	894,120	10,809,133	7,082,170	1,017,484	8,099,654
Internal sales	2,497	55,563	58,060	6,721	55,415	62,136
Gross margin	5,524,413	626,332	6,150,745	3,492,988	677,156	4,170,144
Depreciation of property, plant and equipment and right-of-use assets	443,874	50,045	493,919	331,742	55,087	386,829
Amortization of intangible assets	61,166	7,355	68,521	59,579	3,322	62,901
Financial (income) expenses	(102,478)	69,567	(32,911)	1,698	75,530	77,228
Loss (gain) on foreign currency translation	(146,166)	(16,801)	(162,967)	41,914	4,674	46,588
Current income tax expense	17,925	-	17,925	7,345	-	7,345
Net income (loss)	(3,078,918)	102,024	(2,976,894)	(2,589,865)	185,557	(2,404,308)
Acquisition of property, plant and equipment	253,333	1,360	254,693	92,519	2,653	95,172
Additions to intangible assets	27,864	366	28,230	82,015	6,426	88,441
Segment assets	51,990,813	3,078,219	55,069,032	48,070,750	2,440,238	50,510,988
Segment liabilities	15,648,490	707,966	16,356,456	9,676,435	860,571	10,537,006

	Six-month periods ended February 28,					
	2023			2022		
	Medical	Industrial	Total	Medical	Industrial	Total
	$	$	$	$	$	$
External sales	19,091,825	1,910,587	21,002,412	14,473,111	1,722,061	16,195,172
Internal sales	2,497	88,790	91,287	36,724	121,709	158,433
Gross margin	10,680,965	1,336,655	12,017,620	7,233,044	1,054,568	8,287,612
Depreciation of property, plant and equipment and right-of-use assets	863,239	100,478	963,717	664,284	109,892	774,176
Amortization of intangible assets	123,653	14,484	138,137	120,012	7,392	127,404
Financial (income) expenses	(186,144)	146,199	(39,945)	88,157	147,828	235,985
Loss (gain) on foreign currency translation	(300,511)	(57,320)	(357,831)	58,555	(1,619)	56,936
Current income tax expense	28,715	-	28,715	34,296	-	34,296
Net income (loss)	(6,988,177)	372,823	(6,615,354)	(4,589,659)	96,038	(4,493,621)
Acquisition of property, plant and equipment	1,028,900	17,307	1,046,207	255,522	8,013	263,535
Additions to intangible assets	40,187	366	40,553	136,793	11,338	148,131
Segment assets	51,990,813	3,078,219	55,069,032	48,070,750	2,440,238	50,510,988
Segment liabilities	15,648,490	707,966	16,356,456	9,676,435	860,571	10,537,006

Information by geographic segment

	Three-month periods ended February 28,		Six-month periods ended February 28,	
	2023	2022	2023	2022
	$	$	$	$
Revenue by geographic segment				
United States	5,223,829	3,361,096	10,558,509	6,774,992
Japan	1,183,232	918,386	1,974,920	2,162,653
Canada	961,559	772,940	1,894,472	1,622,640
Other*	3,440,513	3,047,232	6,574,511	5,634,887
	10,809,133	8,099,654	21,002,412	16,195,172

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

Revenues are attributed to the geographic segment based on the clients' location. Non-current assets, which include property, plant and equipment, intangible assets and right-of-use assets, are mainly located in Canada. Non-current assets located in other countries are not significant.

During the three-month period ended February 28, 2023, revenues from one client from the Medical's reportable segment represented individually more than 10% of the total revenues of the Company, i.e. 31% (26% and 10% for two clients for the three-month period ended February 28, 2022).

During the six-month period ended February 28, 2023, revenues from one client from the Medical's reportable segment represented individually more than 10% of the total revenues of the Company, i.e. 30% (26% and 13% for two clients for the six-month period ended February 28, 2022).

Medical Segment

For the three-month period ended February 28, 2023, sales from the Medical segment were $9,915,000 compared to $7,082,000 for the three-month period ended February 28, 2022, an increase of $2,833,000. The increase is mainly explained by higher OEM medical sales of $1,333,000 and by higher coronary artery disease product sales of $1,056,000.

Gross margin was $5,524,000 for the three-month period ended February 28, 2023, compared to $3,493,000 for the three-month period ended February 28, 2022, an increase of $2,031,000. The gross margin percentage increased at 56% for the three-month period ended February 28, 2023, compared to 51% for the three-month period ended February 28, 2022. The increase in gross margin percentage reflects higher sales volume, product mix and the related economies of scale by the increase in the average sales price for the US market due to appreciation of the US currency.

Net loss for the medical segment was $3,079,000 for the three-month period ended February 28, 2023, compared to $2,590,000 for the same period last year. The increase in net loss is mainly explained by higher operating expenses in the current period.

Working capital for the Medical segment as at February 28, 2023, was $32,567,000 compared to $28,719,000 as at August 31, 2022. The increase of $3,548,000 is mainly explained by higher inventory of $3,936,000 and by lower accounts payable and accrued liabilities of $826,000.

Industrial Segment

For the three-month period ended February 28, 2023, external sales from the Industrial segment were $894,000 compared to $1,017,000 for the three-month period ended February 28, 2022, a decrease of $123,000 mostly explained by a lower volume of orders compared to the same period last year.

Gross margin including internal sales was $626,000 for the three-month period ended February 28, 2023, compared to $678,000 for the same period in 2022, a decrease of $52,000. The gross margin percentage increased from 63% for the three-month period ended February 28, 2022, to 66% for the three-month period ended February 28, 2023. The increase in gross margin percentage is explained by sales at higher margin.

Net income for the Industrial segment was $102,000 for the three-month period ended February 28, 2023, compared to $187,000 for the three-month period ended February 28, 2022. The decrease in net income is mainly explained by the decrease in the gross margin.

Working capital for the Industrial segment as at February 28, 2023, was $1,993,000 compared to $1,696,000 as at August 31, 2022. The increase is mainly explained by higher inventory of $101,000 and by lower accounts payable and accrued liabilities of $127,000.

SIX-MONTH PERIODS ENDED FEBRUARY 28, 2023 AND FEBRUARY 28, 2022

Revenues

The Company reported revenues of $21,003,000 for the six-month period ended February 28, 2023, compared to $16,195,000 for the corresponding period in 2022, an increase of $4,808,000 or 30%.

Gross Margin

Gross margin was $12,018,000 for the six-month period ended February 28, 2023, compared to $8,287,000 for the same period last year. The gross margin percentage increased to 57% for the six-month period ended February 28, 2023, compared to 51% for the six-month period ended February 28, 2022. The increase in gross margin percentage reflects higher sales volume, favorable product mix and the related economies of scale and by the increased in the average sales price for the US market due to appreciation for the US currency.

Administrative Expenses

Administrative expenses were at $5,030,000 and $4,064,000, respectively, for the six-month periods ended February 28, 2023, and 2022. The increase is largely explained by higher headcount, professional fees and recruiting expenses. This is partly offset by lower stock option expenses.

Sales and Marketing Expenses

Sales and marketing expenses totalled $9,018,000 for the six-month period ended February 28, 2023, an increase of $4,420,000 over the $4,598,000 reported during the same period in 2022. The increase is largely explained by higher headcount, commissions, publicity, in-person trade shows, travelling expenses and subcontractors related to the expansion of our direct sales force to accelerate the growth of our coronary artery disease business and to enter the large, rapidly growing global TAVR market. This is partly offset by lower recruiting fees and higher grants.

Research and Development Expenses

Research and development expenses totalled $4,954,000 for the six-month period ended February 28, 2023, an increase of $1,162,000 over the $3,792,000 reported during the same period in 2022. The increase is largely explained by the higher headcounts dedicated to the development of new products and software in our medical segment, supplies and subcontractors. This is partly offset by higher grants related to IRAP.

Financial (income) expenses

Financial income totalled $40,000 for the six-month period ended February 28, 2023, compared to financial expenses of $236,000 for the same period in 2022. The decrease in financial expenses is mainly explained by higher interest income of $290,000. This is partly offset by higher interest expenses of $78,000.

Gain (loss) on foreign currency

Gain on foreign currency totalled $358,000 for the six-month period ended February 28, 2023, compared to a loss on foreign currency of $57,000 for the same period in 2022.

Net loss

As a result of the foregoing, net loss for the six-month period ended February 28, 2023, was $6,615,000 compared to $4,494,000 for the same period in 2022.

INFORMATION ON SHARE CAPITAL

For the six-month period ended February 28, 2023, the Company granted to some employees and directors a total of 1,024,256 stock options with an average exercise price of $2.10, cancelled 680,938 stock options with an exercise price of $2.61, 196,562 stock options with an average exercise price of $1.11 were exercised and 25,625 stock options with an exercise price of $1.97 expired.

For the six-month period ended February 28, 2022, the Company granted to some employees and directors a total of 1,328,750 stock options with an average exercise price of $2.66, cancelled 346,375 stock options with an exercise price of $1.22, 1,121,250 stock options with an average exercise price of $1.29 were exercised, and 63,500 stock options with an exercise price of $1.58 expired.

As at April 12, 2023, the following components of shareholders' equity are outstanding:

Common shares	115,207,983
Stock options	8,139,250
Securities on a fully diluted basis	123,347,233

No dividend was declared per share for each share class.

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.

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. Considering the employment market in Canada, the United States and Europe, the Company is confident in its capacity to recruit qualified human resources in a timely fashion.

Regarding the strategy on corporate executive compensation, it is oriented toward creating 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 to align shareholders' interest with corporate executives' interest. This long-term vision stimulates innovation and the development of recurring revenues.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING (ICFR)

In accordance with the requirements of National Instrument 52-109–Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company has filed certificates signed by the Chief Executive Officer and the Chief Financial Officer that, among other things, report on the design of disclosure controls and procedures and the design of internal controls over financial reporting. There have been no changes in the Company's ICFR during the three-month period ended February 28, 2023, that have materially affected, or are reasonably likely materially affecting its ICFR.

RISK FACTORS

The Company operates in an industry that contains various risks and uncertainties. Additional risks and uncertainties not presently known by the Company, or which the Company deems to be currently insignificant, may impede the Company's performance. The materialization of one of the risks could harm the Company's activities and have significant negative impacts on its financial situation and its operating results. In that case, the Company's stock price could be affected.

There are other important risks which management believes could impact the Company's business. For information on risks and uncertainties, please also refer to the "Risk Factors" section of our most recent Annual Information Form.

OFF-BALANCE SHEET ARRANGEMENTS

As of February 28, 2023, the Company was not the primary beneficiary in Special Purpose Entities and there were no off-balance sheet arrangements.

OTHER INFORMATION

More information about the Company can also be found on the SEDAR website at http://www.sedar.com, as well as in the Annual Information Form.

On behalf of management,
Chief Financial Officer

(s) John Hannigan

April 12, 2023