



**BioMS Medical Corp.**

**Management Discussion and Analysis  
of Financial Condition And Results of Operations**

**For the Three and Nine months ended September 30, 2009**

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is designed to help the reader of the audited consolidated financial statements understand BioMS Medical Corp. together with its subsidiaries ("BioMS" or the "Corporation"), the operations and our present business environment as of November 12, 2009. This MD&A should be read in conjunction with the Corporation's unaudited interim consolidated financial statements and accompanying notes for the three and nine months ended September 30, 2009 as well as the audited consolidated financial statements and accompanying notes and MD&A for the year ended December 31, 2008. The unaudited interim consolidated financial statements and comparative information have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). Unless otherwise indicated, all amounts shown are in Canadian dollars. This document is current in all material respects as of November 12, 2009.

### **Forward – Looking Statements**

In order to provide investors of BioMS with an understanding of our current results and future prospects, our communications often include written or oral forward-looking statements. This report and other materials filed with the Canadian securities regulators contain statements that are forward looking. These statements represent BioMS' intentions, plans, expectations and beliefs and are based on our experience and our assessment of historical and future trends and the application of key assumptions relating to future events and circumstances. These statements may include, but are not limited to, comments about our objectives and priorities for 2009 and beyond, strategies and targets, expectations for our financial condition, and the outlook for our operations and external factors that may impact results.

Forward-looking statements require assumptions and involve risks and uncertainties related to our business and the general economic environment, many of which are beyond our control. There is significant risk that the predictions, forecasts, conclusions or projections we make will not prove to be accurate and that may cause our actual results to be materially different from the targets, expectations, estimates or intentions expressed in the forward-looking statements. We caution readers of this report not to place undue reliance on our forward-looking statements.

The future outcomes that relate to forward-looking statements may be influenced by many factors, including but not limited to: general economic conditions in the countries in which we operate; currency fluctuations; our ability to execute projects; our ability to execute our strategic plans; our ability to attract and retain qualified employees; our ability to contain expenses; technology changes and research and development; availability of financial resources to carry out our strategy; our ability to protect our intellectual and intangible properties; legal claims; critical accounting estimates; the possible effects on our activities of war or terrorist activities; disease or illness that affects local, national or international economies; and disruptions to public infrastructure, such as transportation, communications, power or water supply. We caution that this list is not exhaustive of all possible factors.

When relying on forward-looking statements to make decisions with respect to BioMS, investors should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Unless required by law, we do not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by the Corporation or on its behalf.

## **Company Overview**

BioMS is a corporation that was founded in 2000, for the purpose of developing and commercializing pharmaceutical technologies. As such, the Corporation's focus has not been on earnings, but rather that it had adequate financial resources to fund the research and development programs it conducted. As at September 30, 2009 the Corporation had \$53.6 million in cash and cash equivalents.

BioMS is listed on the Toronto Stock Exchange ("TSX") under the trading symbol "MS" and at September 30, 2009 there were 91,008,923 (December 31, 2008 - 91,009,323) Class "A" common shares of the Corporation issued and outstanding.

BioMS Technology Corp., a wholly owned subsidiary of BioMS Medical Corp., licensed a synthetic peptide technology, dirucotide, for the treatment of MS on an exclusive worldwide basis. On September 2, 2009, the exclusive license and collaboration agreement between BioMS and Eli Lilly and Company ("Lilly") was terminated with the effect that all commercial rights to dirucotide have been returned to BioMS.

## **Clinical Trial Programme**

Currently, BioMS is in the process of discontinuing and evaluating the data from the clinical trials it had been conducting with dirucotide in patients with Multiple Sclerosis ("MS):

- **MAESTRO-01:** The trial was a pivotal phase II/III trial in Canada and Western Europe, evaluating the safety and efficacy of dirucotide for the treatment of patients with secondary progressive MS ("SPMS"). On July 27, 2009, the Corporation announced that the top line results of the study showed that dirucotide did not meet its primary endpoint of delaying disease progression, as measured by the Expanded Disability Status Scale ("EDSS"). In addition, there were no statistically significant differences between dirucotide and placebo on the secondary endpoints of the study. The data also showed that dirucotide was generally well tolerated. There were no unexpected safety or tolerability issues. The most common side effect reported was injection site reaction.
- **MAESTRO-02:** This was an open-label follow-on study to the MAESTRO-01 pivotal trial. As announced July 27, 2009 this trial was discontinued and the Corporation is currently collecting and analyzing the available data.
- **MAESTRO-03:** This was a fully recruited pivotal phase III trial in the U.S. evaluating the safety and treatment of dirucotide for the treatment of SPMS. As announced July 27, 2009 this trial was discontinued and the Corporation is currently collecting and analyzing the available data.
- **MINDSET-01:** This was a Phase II trial for relapsing remitting MS ("RRMS") patients that had been conducted in Europe. BioMS expects to complete the open label extension part of this trial in the fourth quarter of 2009.

## **Outlook**

The Corporation expects to continue the process of completing its termination of the MAESTRO-01, MAESTRO-02, MAESTRO-03 and MINDSET-01 clinical trials with dirucotide. The Corporation anticipates that this process, which includes collecting, reviewing and analyzing the trial data, will be substantially completed by the end of 2009. The Corporation is engaged in the reassignment of certain clinical development responsibilities from Lilly, as part of the termination of the license and collaboration agreement.

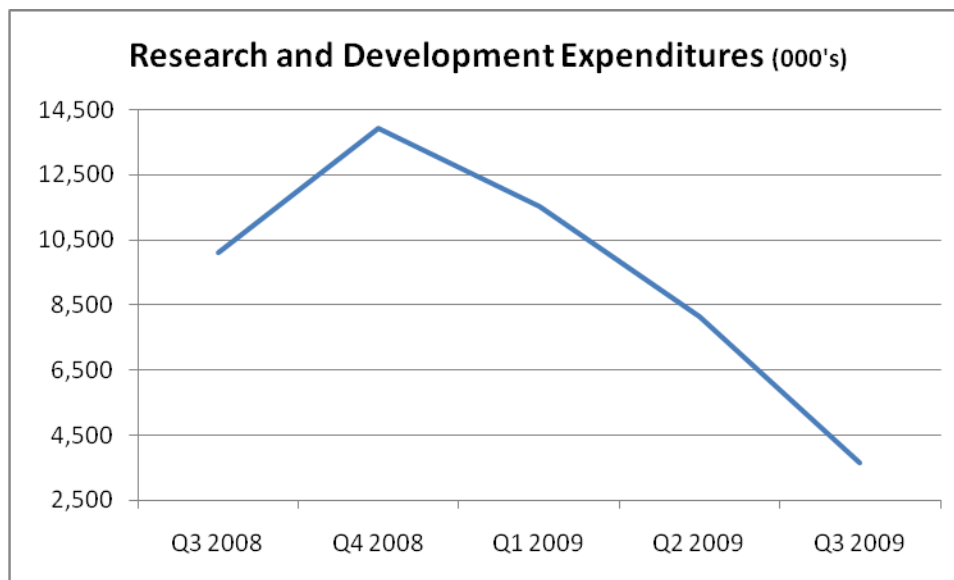
The Corporation is assessing potential future development plans.

## BioMS Medical Corp.

### Management Discussion and Analysis of Financial Condition and Results of Operations

For the Three and Nine months Ended September 30, 2009

Expenditures associated with the existing clinical development program were reduced in the third quarter, and further reductions are expected to be substantially completed by the end of the fourth quarter as the trials are concluded and the associated data analysis is completed. The Corporation has sufficient cash to cover the expected costs to complete the process.



Further discussion and analysis of the clinical trial costs is provided in the “Discussion of Operations and Financial Condition” section of this MD&A.

### **Licensing and Development Agreement with Eli Lilly and Company**

On September 2, 2009, the licensing and development agreement (the “Agreement”) between the Corporation and Lilly granting Lilly exclusive worldwide rights to its lead MS compound, dirucotide was terminated. All commercial rights to dirucotide have been returned to BioMS and BioMS will continue to oversee the termination of the clinical trials.

The \$87.4 million (US\$ 87 million) upfront payment and the \$10.8 million (US\$ 10 million) development milestone received were non-refundable.

### **Discussion of Operations and Financial Condition**

The consolidated net income of the Corporation for the three months ended September 30, 2009 was \$9.9 million or \$0.11 per share compared with consolidated net income of \$6.3 million or \$0.07 per share for the previous year. The results for the three months ended September 30, 2009 included the recognition as revenue of \$20.6 million from the licensing agreement with Lilly. Research and development expenditures decreased by \$6.4 million, general and administrative expenses remained constant, investment income decreased by \$0.5 million, foreign exchange loss increased by \$2.0 million in the three months ended September 30, 2009 compared to the same period in the previous year. The consolidated net income of the Corporation for the nine months ended September 30, 2009 was \$10.1 million or \$0.11 per share compared with a consolidated net loss of (\$0.8) million or (\$0.01) per share for the same period in 2008. Research and development expenditures decreased by \$9.2 million, general and administrative expenses decreased by \$5.8 million, investment income decreased by \$1.6 million, foreign exchange gain decreased by \$3.3 million and there was an increase in revenue earned from our collaboration partner of \$5.5 million in the nine months ended September 30, 2009 compared to the same period in 2008.

**Revenue and deferred revenue**

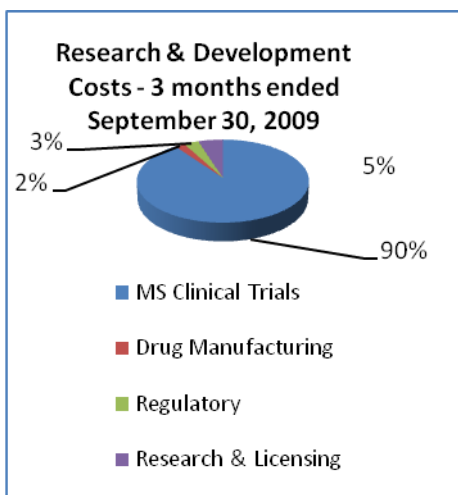
Revenue earned from the collaboration agreement in the amount of \$20.6 million for the three months and \$45.6 million for the nine months ended September 30, 2009 compared to \$16.1 million and \$40.1 million for the three and nine months ended September 30, 2008.

The revenue represents the amortization of deferred revenue from the US\$87 million upfront licensing fee payment and the US\$10 million development milestone payment received from Lilly from the Agreement that was terminated on September 2, 2009. Deferred revenue is recorded as revenue as the Corporation incurred the costs related to meeting its obligations under the terms of the Agreement.

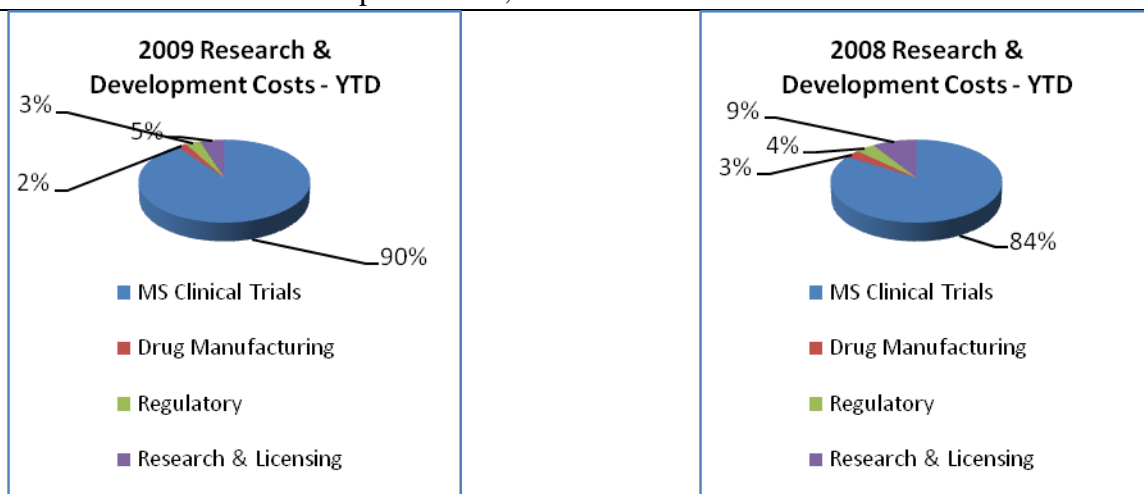
Initial upfront payments, which require the Corporation’s ongoing involvement and commitment, are deferred and amortized into income over the estimated period of the Corporation’s involvement and commitment, which varies based on the ratio of costs expended to the total estimated costs required to complete the Corporation’s obligations. If the Corporation cannot reasonably estimate when its performance obligation ceases the revenue is deferred indefinitely. There are no further obligations related to the upfront licensing fee and development milestone received from Lilly, therefore the remaining balances have been recognized as revenue in the three-months ended September 30, 2009.

**Expenses**

Total consolidated expenses for the three months ended September 30, 2009 were \$5.0 million as compared with \$11.8 million in the three months September 30, 2008. Expenses related to the Corporation’s direct research and development efforts accounted for \$3.7 million or 75% of all expenses as compared with \$10.1 million or 86% in 2008. Total consolidated expenses for the nine months ended September 30, 2009 were \$30.1 million as compared with \$45.4 million in the nine months September 30, 2008. Expenses related to the Corporation’s direct research and development efforts accounted for \$23.4 million or 78% of all expenses as compared with \$32.6 million or 72% in 2008.



BioMS Medical Corp.  
 Management Discussion and Analysis of Financial Condition and Results of Operations  
 For the Three and Nine months Ended September 30, 2009



### Research and development

The decrease of \$6.4 million for the three months ended September 30, 2009 is attributable to a combination of factors the most significant being:

- a \$5.9 million decrease in the clinical trial expenses related to the to the completion of the clinical trial program; and
- a reduction of \$0.5 million for research and licensing costs.

The decrease of \$9.2 million for the nine months ended September 30, 2009 is attributable to a combination of factors the most significant being:

- a \$5.7 million decrease in the clinical trial expenses related to the MAESTRO-01 trial due to the completion of the trial;
- a \$1.5 million increase in the clinical trial expenses related to the MAESTRO-02 trial as patients completed MAESTRO-01 and elected to participate in MAESTRO-02 clinical trial up to termination of the trial;
- a \$2.1 million decrease in the clinical trial management expense related to oversight of the clinical program;
- a cost recoveries of \$1.2 million for intellectual property expenditures and certain research costs as contemplated by the Agreement with Lilly; and
- a decrease of \$1.7 million related to drug manufacturing, regulatory support and additional research expenses.

### General and administrative

General and administrative expenses remained at \$1.3 million for the three months ended September 30, 2009 and three months ended September 30, 2008. General and administrative expenses represented approximately 25% of total gross expenses for the Corporation in 2009 compared with approximately 11% in 2008. General and administrative expenses decreased to \$5.9 million for the nine months ended September 30, 2009 from \$11.6 million in the nine months ended September 30, 2008. The decrease of \$5.7 million was the result of: one-time licensing bonuses of \$5.6 million paid in 2008 to corporate administrative personnel, costs associated with the completion of the licensing agreement and a general increase in expenses over the previous year.

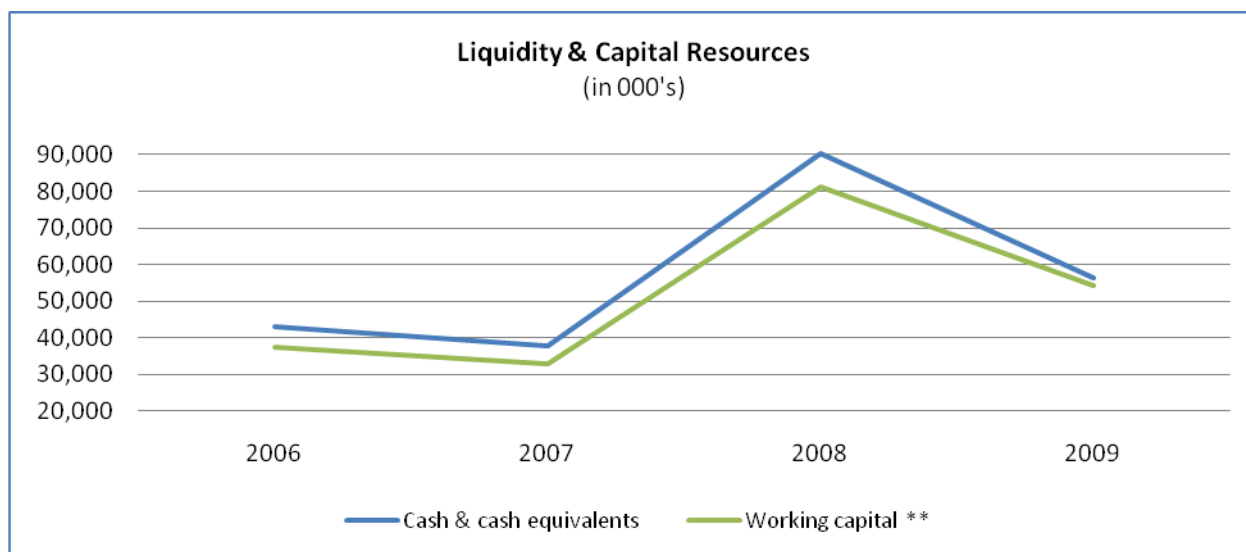
BioMS Medical Corp.  
Management Discussion and Analysis of Financial Condition and Results of Operations  
For the Three and Nine months Ended September 30, 2009

---

### **Investment Income**

Investment income earned on funds invested was \$0.1 million for the three months ended September 30, 2009, as compared to \$0.6 million in the previous year. For the nine months ended September 30, 2009, investment income was \$0.3 million compared to \$1.8 million in 2008. The investment income is earned from the short-term investment of cash reserves in low risk term deposits and bankers' acceptance notes. The Corporation expects that investment income will continue to fluctuate in relation to prevailing interest rates and amounts of cash reserves invested.

### **Liquidity and Solvency**



\*\*Working capital is defined as current assets less current liabilities (excluding current portion of deferred revenue which does not represent a cash obligation). The Corporation uses working capital as a supplemental financial measure of its liquidity and operational performance. Working capital is a non-GAAP measure.

From inception, the Corporation has financed its research and development programs, its operations and required capital expenditures from public and private sales of equity, the exercise of warrants and stock options, interest earned on cash and cash equivalents and short-term investments and up-front fees and milestone payments from its licensing partner.

To maximize value from its capital resources and ensure overall financial stability, the Corporation has developed financial planning, budgeting, monitoring and governance systems to ensure that the Corporation is fiscally responsible.

The Corporation's capital needs consist of funding its research and development activities, corporate administration, working capital and capital expenditures.

### **Adequacy of financial resources**

At September 30, 2009, cash and cash equivalents and short-term investments totaled \$56.3 million as compared to \$90.4 million at December 31, 2008. At September 30, 2009, the Corporation had working capital of \$54.6 million as compared to \$81.3 million at December 31, 2008. The Corporation has sufficient working capital to meet its obligations.

## BioMS Medical Corp.

### Management Discussion and Analysis of Financial Condition and Results of Operations

#### For the Three and Nine months Ended September 30, 2009

---

The Corporation had a decrease in cash and cash equivalents of \$11.2 million for the three months ended September 30, 2009 as compared to an increase of \$0.4 million in the three months ended September 30, 2008. The decrease in cash and cash equivalents in the three months ended September 30, 2009 is the net result of expenses incurred in the operation of the Corporation. In the nine months ended September 30, 2009 the Corporation had a net decrease of cash and cash equivalents of \$34.2 million as compared with a net increase of \$60.8 million in the same period in 2008. The net decrease of cash and cash equivalents in 2009 is the net result of expenses incurred in the operation of the Corporation. The net increase in 2008 was the net result of the receipt of the upfront licensing fee payment of US\$87 million and development milestone payment for positive interim analysis of \$US10 million received from Lilly and the expenses incurred in the operation of the Corporation.

#### **Cash used in investing activities**

BioMS has implemented a disciplined approach to the management of liquidity, capital and overall stability. The Corporation invests its cash reserves primarily in liquid short term bank acceptances and Guaranteed Investment Certificates ("GIC") with maturities of less than 1 year; however, the average term to maturity will be approximately 90 days. The interest rates carried on investments varies from 0.06% to 1.50% depending on length and amount of investment or carrying balance. Cash and cash equivalents and short-term investments are on deposit with Canadian chartered banks.

The Corporation manages its interest rate risk by attempting to maximize the interest income earned on funds on deposit while maintaining the liquidity necessary to conduct operations on a day-to-day basis.

To date the Corporation has not invested in any asset-backed commercial paper or similar investment vehicles and there are no plans to invest in these types of investments.

#### **Cash used in financing activities**

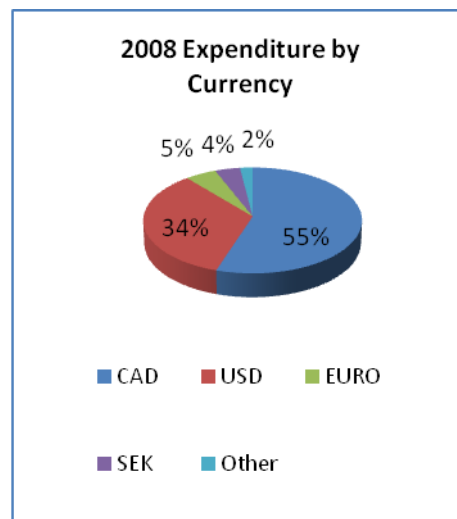
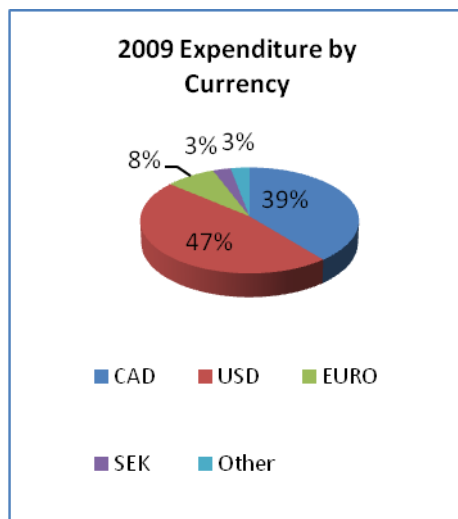
On September 8, 2008, the Corporation received approval to renew its normal course issuer bid allowing the Corporation to repurchase up to 1,000,000 Class A common shares during the period of September 8, 2008 to September 7, 2009 at the market price at the time of repurchase. The Corporation has acquired 101,100 of its common shares at an average price \$2.78 per share. 1,000 common shares were repurchased in the three months ended September 30, 2009 at an average price of \$2.43 per common share. 100,100 were repurchased in the year ended December 31, 2008 at an average price of \$2.78 per common share. The shortfall of the purchase price over the stated capital of the common shares has been credited to the deficit.

On August 24, 2007, the Corporation received approval for a normal course issuer bid allowing the Corporation to repurchase up to 1,000,000 Class A common shares during the period of August 24, 2007 to August 23, 2008 at the market price at the time of repurchase. During the three and nine months ended September 30, 2008, the Corporation acquired 9,800 of its common shares at an average price of \$3.71 per share. The shortfall of the purchase price over the stated capital of the common shares has been credited to the deficit.

All common shares acquired by the Corporation pursuant to the normal course issuer bids were cancelled by the Corporation.

**Currency Risk and Foreign Exchange**

The Corporation’s functional currency is the Canadian dollar. The Corporation recorded a foreign exchange loss of (\$0.5) million and (\$0.6) million for the three and nine months ended September 30, 2009, compared with a gain of \$1.4 million and a gain of \$2.6 million for the three and nine months ended September 30, 2008. The foreign exchange loss was the result of an increase in the value of the US dollar and the EURO against the Canadian dollar. The Corporation expects to continue to experience fluctuating gains and losses on currency translations as a number of agreements for product and services are in foreign currencies that are in constant movement in relation to the Canadian dollar.



United States dollars (“USD”), European Euro (“EURO”), Swedish Kroners (“SEK”)

At September 30, 2009 the Corporation had approximately US\$ 3.9 million included in cash and cash equivalents.

During the three and nine months ended September 30, 2009 the Corporation did not enter into or use forward contracts or hedging instruments, although at any point in time, the Corporation may use forward contracts to mitigate the exposures associated with fluctuations in foreign currency exchange rates. As at November 14, 2009, the Corporation has not entered into any forward contracts or hedging instruments.

The Corporation believes that the results of operations and cash flows could be affected by a change in foreign currency exchange rates, but would not materially impair or enhance its ability to pay its foreign exchange obligations.

**Off-Balance Sheet Arrangements**

As of September 30, 2009, the Corporation did not have any off-balance sheet arrangements other than those listed and described under the Contractual Obligations and Commitments section and those disclosed in Note 12 to the audited consolidated financial statements for the year ended December 31, 2008.

BioMS Medical Corp.  
Management Discussion and Analysis of Financial Condition and Results of Operations  
For the Three and Nine months Ended September 30, 2009

**Share Information**

As at November 14, 2009, the following class of shares and equity securities potentially convertible into common shares were outstanding:

	November 14, 2009	September 30, 2009	December 31, 2008
Class A common shares	91,008,923	91,008,923	91,009,323
Convertible equity securities			
Warrants	25,734,028	25,734,028	26,021,528
Stock options	10,516,500	10,516,500	9,166,500

**Related Party Transactions**

During the three and nine months ended September 30, 2009 and 2008, the Corporation paid management services, professional fees, office rent and general administration amounts to companies controlled by directors and officers of the Corporation and professional firms in which certain directors or officers have interests.

(expressed in thousands of Canadian dollars)

	<b>For the three months ended September 30,</b>		<b>For the nine months ended September 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Management services	168	168	506	4,756
Office rent	87	59	296	162
General administration	33	25	62	84
Legal fees	93	54	118	89
	<b>381</b>	<b>306</b>	<b>982</b>	<b>5,091</b>

The lease for the office space is on a month to month basis with the lease cost fixed until December 31, 2013 and termination upon six (6) months written notice by either party.

The completion of the Agreement with Lilly resulted in a one-time payment of a licensing bonus to Corporation personnel and related parties. The licensing bonuses paid in February 2008 totalled \$9.0 million of which \$4.2 million was paid to related parties and \$4.8 million was paid to employees and contracted personnel.

The licensing bonuses were allocated to research and development (\$3.4 million) and general and administrative expense (\$5.6 million) in the audited consolidated financial statements for the year ended December 31, 2008 and included in the unaudited results for the nine months ended September 30, 2008. The Compensation Committee, which is comprised of independent directors, together with the Board of Directors reviewed and approved the payment of all bonuses.

All transactions with related parties have occurred in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

**Contractual Obligations and Commitments**

In continuing operations, the Corporation has periodically entered into short and long-term contractual arrangements for office facilities and equipment. The following table presents commitments arising from these arrangements currently in force over the next five years:

Description	Total	< 1 year	1-3 years	> 3 years
Lease for Office Space	\$344,975	\$344,975	\$ -	\$ -
Equipment Lease	56,000	14,000	40,000	2,000
Total Contractual Obligations	\$400,975	\$358,975	\$40,000	\$2,000

Upon termination of the clinical trials as announced on September 2, 2009 the previously entered into Clinical Research Services Agreements with specific clinical research organizations (“CRO”) to conduct the MAESTRO-01, MAESTRO-02, MAESTRO-03 and MINDSET-01 trials are now being completed and systematically being terminated. Obligations to complete and close clinical trials are estimated to be approximately \$4.1 million.

The Corporation has entered into a licensing agreement granting the Corporation worldwide exclusivity with respect to certain patents and patent applications in the field of injection to non-mucosal sites for the treatment of multiple sclerosis. The licensing agreement requires a payment of a monthly maintenance fee of US\$15,000 plus royalties on an escalating scale, based on net sales of the licensed products. The royalty obligations continue on a country-by-country basis until there is no longer any valid claim from a licensed patent in the country. As at September 30, 2009 no sales of the licensed products have yet occurred that would have resulted in a royalty payment.

**Critical Accounting Estimates**

The interim consolidated financial statements were prepared with the same critical accounting estimates and methods as fiscal year 2008. Please see pages 16-17 of BioMS’s annual MD&A for the year ended December 31, 2008 dated March 13, 2009 for a discussion of these estimates.

**Changes in Accounting Policies**

**a) Goodwill and Intangible Assets (CICA Handbook Section 3064)**

Effective January 1, 2009, the Corporation adopted the recommendations of the Canadian Institute of Chartered Accountants (“CICA”) Handbook Section 3064, Goodwill and Intangible Assets, which replaces Handbook Section 3062 “Goodwill and Other Intangible Assets” and Handbook Section 3450 “Research and Development Costs”. This Section establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises.

Standards concerning goodwill are unchanged from the standards included in the previous Handbook Section 3062. This Section did not have a material effect on the Company’s unaudited interim consolidated financial statements.

### **Future Accounting Pronouncements**

#### **a) Convergence to International Financial Reporting Standards (“IFRS”)**

The Canadian Accounting Standards Board (AcSB) announced in 2006 that for fiscal years commencing on or after January 1, 2011, all publicly accountable enterprises are required to report their financial results using International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). IFRS uses a conceptual framework similar to Canadian GAAP, but there are some differences in recognition, measurement and disclosures. The Corporation is required to prepare its first financial statements that are compliant with IFRS for the interim period ended March 2011 with comparatives.

As a result of this announcement, the Corporation is developing a plan to convert its consolidated financial statements to IFRS. The plan will address the impact that IFRS has on:

- accounting policies and implementation decisions;
- information technology and data systems;
- financial statement presentation and disclosure options available upon initial changeover to IFRS;
- internal control over financial reporting;
- disclosure controls and procedures; and
- business activities, including impact on debt covenants.

The Corporation is currently in the process of assessing the differences between IFRS and the Corporation’s current accounting policies, as well as the alternatives available upon adoption, and has not quantified the effect of adopting IFRS.

#### **b) Business Combinations (CICA Handbook Section 1582)**

In January 2009, the CICA issued new Handbook Section 1582, Business Combinations, replacing Handbook Section 1581, Business Combinations. This new Section establishes the standards for the accounting of business combinations and provides the Canadian equivalent to the IFRS standard, IFRS 3 (Revised), Business Combinations. This Section provides that all assets and liabilities of an acquired business, obligations for contingent considerations and contingencies will be recorded at fair value at the acquisition date. Acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. This Section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011.

#### **c) Consolidated Financial Statements (CICA Handbook Section 1601) and Non-controlling Interests (CICA Handbook Section 1602)**

In January 2009, the CICA issued new two new CICA standards, Section 1601, Consolidated Financial Statements and Section 1602, Non-controlling Interests, which together replace Section 1600, Consolidated Financial Statements. Section 1601 establishes standards for the preparation of consolidated financial statements.

### **Risks and Uncertainties**

There has been no significant change in our risk factors from those described in our Annual Information Form (“2008 AIF”) for the fiscal year ended December 31, 2008 dated March 17, 2009. Please read pages 10-23 of our 2008 AIF.

BioMS Medical Corp.  
Management Discussion and Analysis of Financial Condition and Results of Operations  
For the Three and Nine months Ended September 30, 2009

**Eight Quarter Review**

Financial Information – Quarterly

(expressed in thousands of Canadian dollars except per share amounts)

	2009			2008			2007	
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Revenue	\$20,615	\$11,933	\$13,057	\$12,465	\$16,096	\$11,231	\$12,769	\$ -
Research and development	3,670	8,138	11,509	13,928	10,092	9,339	13,143	9,303
General and administrative	1,275	1,762	2,848	2,150	1,252	1,693	8,695	2,319
Amortization of licensing costs	-	368	368	368	368	368	368	368
Amortization of property and equipment	42	42	43	44	38	31	12	34
Foreign exchange gain (loss)	(546)	(215)	142	3,777	1,413	(796)	2,035	(76)
Investment income	40	96	170	559	554	594	729	393
Net (loss) income	\$9,948	\$1,504	\$(1,399)	\$311	\$6,313	\$(402)	\$(6,685)	\$(11,707)
Earnings (loss) per common share – basic	\$0.11	\$0.02	\$(0.02)	\$0.01	\$0.07	\$(0.00)	\$(0.07)	\$(0.13)
Earnings (loss) per common share – diluted	\$0.11	\$0.02	\$(0.02)	\$0.01	\$0.07	\$(0.00)	\$(0.07)	\$(0.13)

The quarterly results of the Corporation have fluctuated primarily as a result of the timing of research and development activities.

## **Internal Control Over Financial Reporting**

### **Management's Annual Report on Internal Control over Financial Reporting**

The management of the Corporation is responsible for establishing and maintaining adequate internal control over financial reporting, and has designed such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP.

Management has used the Internal Control – Integrated Framework to evaluate the effectiveness of internal control over financial reporting, which is a recognized and suitable framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”).

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has evaluated the design and operation of the Corporation's internal control over financial reporting as of December 31, 2008, and has concluded that such internal control over financial reporting is effective. There are no material weaknesses that have been identified by management in this regard.

### **Disclosure Controls and Procedures**

The Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Corporation's disclosure controls and procedures (as defined in the rules of the Canadian Securities Administrators) and concluded that the Corporation's disclosure controls and procedures were effective as of December 31, 2008 and in respect of the 2008 year end reporting period.

For the year ended December 31, 2008, the Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Corporation's internal disclosure controls and procedures and have concluded that the Corporation's disclosure controls and procedures were effective.

### **Changes in Internal Control Over Financial Reporting**

There were no changes in the Corporation's internal controls over financial reporting that occurred during the three and nine months ended September 30, 2009 that have materially affected, or are reasonably likely to materially affect, these controls.

### **Additional Corporate Information**

Additional information on BioMS Medical Corp. may be obtained in its regulatory filings including its Annual Information Form, Information Circular, annual and quarterly reports and proxy circulars filed with the various provincial security commissions in Canada through SEDAR at [www.sedar.com](http://www.sedar.com) or at the Corporation's web site at [www.biomsmedical.com](http://www.biomsmedical.com).

---