Management's Discussion and Analysis

For the Year Ended July 31, 2023

October 25, 2023

This document (this "MD&A") contains information under the heading "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" which has been excerpted from our Annual Report on Form 10-K for the year ended July 31, 2023 (the "Annual Report") filed concurrently with this MD&A on the date hereof on our profile on SEDAR at www.sedar.com and on EDGAR at www.sec.gov. This MD&A should be read in conjunction with our Annual Report, including the consolidated financial statements and the related notes thereto included in Item 8, as well as Part I, and Item 1 "Business", Part I, Item 1A "Risk Factors", and incorporates by reference herein Item 1A "Risk Factors" from our Annual Report. Defined terms used herein but otherwise not defined have the meaning ascribed to them in the Annual Report.

Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements may be identified by such forward-looking terminology as "may," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue" or the negative of these terms or other comparable terminology. Our forward-looking statements are based on a series of expectations, assumptions, estimates and projections about our company, are not guarantees of future results or performance and involve substantial risks and uncertainty. We may not actually achieve the plans, intentions or expectations disclosed in these forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in these forward-looking statements. Our business and our forward-looking statements involve substantial known and unknown risks and uncertainties, including the risks in the section titled "*Risk Factors*" beginning on page 40, that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Risk Factor Summary

Our business is subject to significant risks and uncertainties that make an investment in us speculative and risky. Below we summarize what we believe are the principal risk factors but these risks are not the only ones we face, and you should carefully review and consider the full discussion of our risk factors in the section titled "*Risk Factors*", together with the other information in this Annual Report on Form 10-K. If any of the following risks actually occurs (or if any of those listed elsewhere in this Annual Report on Form 10-K occur), our business, reputation, financial condition, results of operations, revenue, and future prospects could be seriously harmed. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business.

- We have a history of losses, may incur future losses and may not achieve profitability;
- We are a pre-revenue clinical stage company;
- We are developing novel technologies which may not be effective or safe;
- We have an unproven market for our product candidates;
- We are heavily reliant on third-parties to carry out a large portion of our business;
- Pre-clinical studies and initial clinical trials are not necessarily predictive of future results;
- We must obtain additional capital to continue our operations;
- We are highly dependent on our key personnel;
- We may not succeed in completing the development of our products, commercializing our products or generating significant revenues;
- We may not successfully develop, maintain and protect our proprietary products and technologies;
- Changes in legislation and regulations may affect our revenue and profitability;
- If we or our licensees are unable to obtain U.S., Canadian and/or foreign regulatory approval for our product candidates, we will be unable to commercialize our therapeutic candidates;
- Short sellers may be manipulative and may drive down the market price of our common shares;
- Our 2/3rd owned subsidiary BriaPro Therapeutics Corp. ("BriaPro") may not generate revenue as expected;
- Clinical trials involve a lengthy and expensive process with uncertain outcomes, and results of earlier studies and trials may not be predictive of future trial results;
- Future issuance of our common shares could dilute the interests of existing shareholders; and
- We have a significant number of options and warrants outstanding, and while these options and warrants are outstanding, it may be more difficult to raise additional equity capital.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our financial statements and related notes included elsewhere in this Annual Report. This discussion and other parts of this Annual Report contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results and the timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of several factors, including those set forth under "*Risk Factors*" and elsewhere in this Annual Report.

The preparation of financial statements in conformity with these accounting principles requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an on-going basis, we review our estimates and assumptions. The estimates were based on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results are likely to differ from those estimates or other forward-looking statements under different assumptions or conditions, but we do not believe such differences will materially affect our financial position or results of operations. Our actual results may differ materially as a result of many factors, including those set forth under the headings entitled "*Special Note Regarding Forward-Looking Statements*" and "*Risk Factors*".

Overview

BriaCell Therapeutics Corp. (the "Company"), is a clinical-stage biotechnology company that is developing novel immunotherapies to transform cancer care. Immunotherapies have come to the forefront in the fight against cancer as they harness the body's own immune system to recognize and destroy cancer cells. The Company is currently advancing its Bria-IMT™ targeted immunotherapy in combination with an immune check point inhibitor in a pivotal Phase 3 study in advanced metastatic breast cancer. BriaCell recently reported benchmark-beating patient survival and clinical benefit in advanced metastatic breast with median overall survival of 13.5 months in BriaCell's advanced metastatic breast cancer patients vs. 6.7-9.8 months for similar patients reported in the literature[2]. A completed Bria-IMT™ Phase 1 combination study with retifanlimab (an anti-PD1 antibody manufactured by Incyte) confirmed tolerability and early-stage efficacy. BriaCell is also developing a personalized off-the-shelf immunotherapy, Bria-OTS™, which provides a platform technology to develop personalized off-the-shelf immunotherapies for numerous types of cancer, and a soluble CD80 protein therapeutic which acts both as a stimulator of the immune system as well as an immune checkpoint inhibitor.

Critical Accounting Policies and Estimates

1. Critical Estimates and Judgements

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods.

The critical judgments and significant estimates in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are:

- Intangible assets are tested for impairment annually or more frequently if there is an indication of impairment. The carrying value of intangibles with definite lives is reviewed each reporting period to determine whether there is any indication of impairment. If there are indications of impairment the impairment analysis is completed and if the carrying amount of an asset exceeds its recoverable amount, the asset is impaired and impairment loss is recognized.
- The Company uses the Black-Scholes option-pricing model to estimate fair value of options and the warrant liability at each reporting date. The key assumptions used in the model are the expected future volatility in the price of the Company's shares and the expected life of the warrants.
- Preparation of the consolidated financial statement on a going concern basis, which contemplates the realization of assets and payments of liabilities in the ordinary course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets, including its intangible assets and to meet its liabilities as they become due
- Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

2. New Accounting Policies Adopted

No new accounting policies were adopted during the year ended July 31, 2023.

Results of Operations

Comparison of the year ended July 31, 2023, compared to the year ended July 31, 2022

Research Costs

Research costs are comprised primarily of (i) salaries and wages to Company employees at our laboratory; and (ii) clinical trials and investigational drug costs, which include the testing and manufacture of our investigational drugs and costs of our clinical trials.

The following is a breakdown of our research and development costs by project:

	Year ended July 31,	
	2023	2022
Clinical trials	$ 7,843,760	$ 3,540,955
Pre-clinical projects	3,787,673	2,076,127
Chemical, Manufacturing and Control Costs ("CMC Costs")	1,801,287	1,346,810
Other	1,903,918	1,057,597
	$ 15,336,638	$ 8,021,489

Our clinical trial expenses include our immunotherapy program, Bria-IMT™, a 46-subject Phase I/IIa clinical trial. Clinical trial expenses increased in 2023 as we recruited more patients into the Bria-IMT™ trial and began setting up the Bria-OTS™ trial.

Pre-clinical projects include expenses incurred in our off-the-shelf personalized immunotherapies, including Bria-OTS+™, and Bria-PROS™. Our pre-clinical costs have increased in 2023 as we hired more staff to accelerate our existing pre-clinical program and added an additional pre-clinical program (sCD80).

CMC costs include the manufacturing of Bria-IMT™ and Bria-OTS™ and all quality control and quality assurance testing on the investigational product. CMC costs increased in 2023 to support the additional patients in our trials.

Other costs are ancillary expenses we incur such as costs to maintain our patents, investigation of early-stage projects, scientific advisory board expenses, contracts with vendors for pre-clinical work, and administration costs associated with all our research and development expenditure. Other costs increased in 2023 as we investigated additional potential pre-clinical projects.

The following is a breakdown of our research and development costs by nature of expenses:

	Year ended July 31,	
	2023	2022
Clinical trial sites and investigational drug costs	$ 9,611,630	$ 4,912,530
Wages and salaries	3,878,367	2,225,050
Laboratory Rent	194,880	138,354
Supplies	579,169	309,992
Share-based compensation	1,072,592	435,563
	$ 15,336,638	$ 8,021,489

For the year ended July 31, 2023, research costs totaled $15,336,638, compared to $8,021,489 for the same period in 2022. The increase primarily resulted from the expansion of the Company's Bria-IMT™ trial and higher clinical trials and investigational drug costs, which rose from $4,912,530 in 2022 to $9,611,630 in 2023. Laboratory costs also increased due to the hiring of additional employees and higher supplies, growing from $138,354 to $194,880 and $309,992 to $579,169, respectively. Additionally, non-cash share-based compensation expenses rose from $435,563 in 2022 to $1,072,592 in 2023, contributing to the overall increase in research and development expenses.

General and Administrative Expenses

For the year ended July 31, 2023, general and administrative expenses amounted to $7,935,626 as compared to $7,267,452 for the year ended July 31, 2022 The increase in general and administrative expenses primarily stems from higher insurance premiums, professional fees, and salaries, offset by a decrease in share-based compensation expenses.

Financial income (expenses), net

For the year ended July 31, 2023, financial income, net amounted to $2,969,870 as compared to financial loss $11,549,962 for the year ended July 31, 2022. Financial income (expenses) comprises, primarily, changes in the fair value of the warrant liability and interest earned on our treasury. For the year ended July 31, 2023, the value of the warrant liability decreased by $2,119,530. The decrease was primarily due to the decrease in the share price at period end. For the year ended July 31, 2022, there was an increase in the value of the liability of $11,658,372 due to the increased share price at the period end. Interest income for the year ended July 31, 2023 was $891,213 as compared to $136,731 for the year ended July 31, 2022. The increase in 2023 is attributable to higher interest rates in North America.

Loss for the period

The Company reported a loss for the year ended July 31, 2023, of $20,302,394 as compared to $26,838,903 for the year ended July 31, 2022. The loss in 2023 primarily stems from a substantial increase in operational spending, offset by a gain in from a decrease in the fair value of the warrant liability. Conversely, the higher loss in the prior period can be attributed to a larger increase in the fair value of the warrant liability. These factors account for the variance in the reported losses between the two periods, highlighting the impact of changes in warrant valuation and operational spending on the Company's financial performance.

Liquidity and Capital Resources

As of July 31, 2023, the Company has a working capital of 25,147,050 (July 31, 2022 – $41,405,613) and an accumulated deficit of $80,652,231 (July 31, 2022 - $60,349,837).

As of July 31, 2023, the Company's capital resources consist primarily of cash and cash equivalents, comprised mostly of cash on deposit with banks, investments in money market funds, investments in U.S. government securities, U.S. government agency securities, and investment grade corporate debt securities. Our investment policy and strategy are focused on preservation of capital and supporting our liquidity requirements.

Historically, the Company has financed its operation through private and public placement of equity securities, as well as debt financing. The Company's ability to fund its longer-term cash requirements is subject to multiple risks, many of which are beyond its control. The Company intends to raise additional capital, either through debt or equity financings in order to achieve its business plan objectives. Management believes that it can be successful in obtaining additional capital; however, there can be no assurance that the Company will be able to do so. There is no assurance that any funds raised will be sufficient to enable the Company to attain profitable operations or continue as a going concern. To the extent that the Company is unsuccessful, the Company may need to curtail or cease its operations and implement a plan to extend payables or reduce overhead until sufficient additional capital is raised to support further operations. There can be no assurance that such a plan will be successful.

During the year ended July 31, 2023, the Company's overall position of cash and cash equivalents decreased by $19,790,560 from the year ended July 31, 2022 (including effects of foreign exchange). This decrease in cash can be attributed to the following:

The Company's net cash used in operating activities during the year ended July 31, 2023, was $23,744,860 as compared to $12,484,376 for the year ended July 31, 2022.

Cash gained in financing activities for the year ended July 31, 2023, was $3,954,300, as compared to a loss of $3,742,657 for the year ended July 31, 2022.

Off-balance Sheet Arrangements

None.

Tabular Disclosure of Contractual Obligations

None.

Quantitative and Qualitative Disclosures About Market Risk

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, investments and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

Management understands that the Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility of these rates as a portion of the Company's transactions occur in Canadian Dollars (mainly costs relating to being a public company in Canada), and the Company's functional and presentation currency is the US dollar. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management process. The overall objectives of the Board are to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

The type of risk exposure and the way in which such exposure is managed is as follows:

Credit risk

The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to financial instruments is remote.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities as they come due. As of July 31, 2023, the Company has total assets of $27,163,577 (July 31, 2022 - $42,577,041) and a positive working capital balance of $25,147,050 (July 31, 2022 –$41,405,614).

Market Risk

Interest rate risk

Interest Rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market interest rates. Loans payable include both fixed and variable interest rates; however, the Company does not believe it is exposed to material interest rate risk.

Price risk

As the Company has no revenues, price risk is remote.

Exchange risk

The Company is exposed to foreign exchange risk as a portion of the Company's transactions occur in Canadian Dollars (mainly costs relating to being a public company in Canada) and, therefore, the Company is exposed to foreign currency risk at the end of the reporting period through its Canadian denominated accounts payable and cash. As of July 31, 2023, a 5% depreciation or appreciation of the Canadian dollar against the US dollar would not have a material effect on the in total loss and comprehensive loss.

Fair Values

The carrying values of cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities approximate their fair values due to their short terms to maturity.

The cash and cash equivalents are valued using quoted market prices in active markets.

Off-balance Sheet Arrangements

None.

Tabular Disclosure of Contractual Obligations

None.

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our principal executive officer and principal accounting and financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 under the Securities Exchange Act of 1934, as amended, or the Exchange Act), as of the end of the period covered by this Annual Report on Form 10-K. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and our management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on such evaluation, our principal executive officer and principal accounting and financial officer have concluded that as of July 31, 2023, our disclosure controls and procedures were effective at the reasonable assurance level.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Exchange Act Rule 13a-15(f). Internal control over financial reporting is a process designed under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the U.S. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

As of July 31, 2023, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. All control deficiencies that contributed to the material weakness as at Jul 31, 2022 were found to be effectively remediated. Management implemented the following remedial measures to address the material weakness which we tested and found to be operating effectively:

- Periodic user access reviews of key applications
- Adequate segregation of incompatible duties.
- Approvals supporting transactions documented and evidence retained.
- Monthly and quarterly checklists to keep track of the review performed for every key control and to ensure the control was performed consistently.
- Adequate documentation to evidence key review procedures including appropriate documentation of the review.
- Mitigating controls to compensate for the lack of SOC 1 reports of service organizations to cover the entire fiscal year.

Based on this assessment, our management concluded that, as of July 31, 2023, our internal control over financial reporting was effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There has been no material changes in our internal control over financial reporting during the quarter ended July 31, 2023. No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the quarter ended July 31, 2023 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting, except for our remediation efforts described above.