Neovasc Inc.

Management's Discussion and Analysis

Form 51-102F1

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2010 AND 2009

Q3 2010

FORM 51-102F1: MANAGEMENT'S DISCUSSION AND ANALYSIS

This discussion and analysis covers the unaudited interim consolidated financial statements of Neovasc Inc. (the "Company" or "Neovasc") for the three and nine months ended September 30, 2010 and 2009.

The Management's Discussion and Analysis ("MD&A") of Financial Condition and Results of Operations should be read in conjunction with the unaudited interim consolidated financial statements and notes thereto for the three and nine months ended September 30, 2010 (included as part of Neovasc Inc.'s quarterly filing) as well as the audited consolidated financial statements and notes thereto and the MD&A for the fiscal year ended December 31, 2009 (collectively known as the "Financial Statements").

FORWARD-LOOKING STATEMENTS

This discussion and analysis, contains forward-looking statements that are not based on historical fact, including without limitation statements containing the words "believes", "may", "plan", "will", "estimate", "continue", "anticipates", "intends", "expects", and similar expressions, including the negative of such expressions. These statements are only predictions.

Forward-looking statements and information should be considered carefully. Undue reliance should not be placed on forward-looking statements and information as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements and information involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, which contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements and information will not occur and may cause actual results or events to differ materially from those anticipated in such forward-looking statements and information. The assumptions made by Neovasc include the ability of the Company to obtain and enforce timely patent protection for its technologies, the development of products; the timing of receipt of regulatory approvals; the sufficiency of budgeted expenditures in carrying out planned activities; and the availability and cost of labour and services (see 'Risks and Uncertainties').

More particularly and without limitation, this discussion and analysis contains forward-looking statements and information concerning the potential of Neovasc and the timing of market acceptance of the Company's technology products.

There are also other factors that may cause the actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements and information. Such factors include, among others, the stage of development of Neovasc, additional capital requirements, the impact of the global economic downturn, the ability to develop, manufacture and commercialize its products in a cost-effective manner, the ability to integrate newly-acquired businesses and the ability to protect Neovasc's intellectual property.

Neovasc disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements or information contained herein to reflect future results, events or developments, except as required by law.

All financial information is prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and is expressed in Canadian dollars.

Date: November 9, 2010

OVERVIEW

Description of the Business

Neovasc Inc. is a specialty vascular device company that develops, manufactures and markets medical devices for the rapidly growing vascular and surgical marketplace. The Company's current products include the Neovasc Reducer™, an innovative product in development to treat refractory angina, as well as a line of advanced biological tissue products that are used as surgical patches for a variety of procedures and as key components in a range of third-party medical products such as minimally invasive artificial heart valves.

Neovasc's business operations started in March 2002, with the acquisition of Neovasc Medical Inc. (formerly PM Devices Inc.) ("NMI"), NMI manufactures a line of collagen based surgical patch products made for use in cardiac reconstruction and vascular repair procedures as well as other surgeries. The products are made from chemically treated bovine and equine pericardial tissue.

In May 2003, Neovasc acquired Angiometrx Inc. ("ANG"). ANG developed a technology called the "Metricath® System," a catheter-based device that allows clinicians to measure artery and stent size and confirm stent deployment during interventional treatment of coronary and peripheral artery disease. This product has since been discontinued as the revenues generated were insufficient to support the direct sales force required to call on individual hospitals.

In July, 2008, Neovasc acquired two pre-commercial vascular device companies based in Israel: Neovasc Medical Ltd. ("Neovasc Medical") and B-Balloon Ltd. ("B-Balloon"). Neovasc Medical had developed and owned IP related to a novel catheter-based treatment for refractory angina, a debilitating condition resulting from inadequate blood flow to the heart muscle. Refractory angina affects millions of patients and at present there is no effective cure. B-Balloon had developed certain products intended to solve problems encountered by physicians when attempting to place vascular stents at locations where an artery branches from the aorta (the "ostium") or where an artery splits into multiple branches (a "bifurcation").

Product Portfolio

Peripatch Products

Neovasc manufactures the *PeriPatch*™ ("Peripatch") line of advanced biological tissue products. These products are manufactured from pericardium, which is the protective sac that surrounds the heart of an animal. Neovasc uses its proprietary processes to convert raw pericardial tissue from animal sources into sheets of implantable tissue that can be used as a reinforcement during surgery (for example, to patch a hole in an artery or to help repair a hernia) or that can be incorporated into third-party medical devices (for example, for use as the material for artificial heart valve leaflets or as a covering on a vascular stent). Peripatch tissue retains the mechanical characteristics of natural tissue and is readily incorporated into the body without rejection. Neovasc's Peripatch material was originally developed to fabricate artificial heart valves and has a 20-year history of successful implantation for heart valve and other surgical applications. Peripatch tissue can be manufactured to meet the mechanical and biological characteristics required for a wide variety of applications, such as surgical reinforcement patches or aortic heart valve leaflets.

The product line includes: the *PeriPatch*™ *Sheet, and PeriPatch*™ *EQ Sheet,* which are rectangular patches made from bovine (cow) or equine (horse) tissue, applied as internal bandages to repair weak or damaged organs or vessels. These are supplied sterile to customers who then use the sheets in surgical procedures.

The Company also provides a range of custom Peripatch products to industry customers for incorporation into their own products. These include Peripatch tissue fabricated from bovine, equine and porcine sources and offered in a wide variety of shapes and sizes. Neovasc works closely with these industry customers to develop and supply tissue to meet their specific needs. This often includes providing tissue in custom shapes or molded to 3-D configurations. The Company also provides product development and specialized manufacturing services related to Peripatch tissue-based products.

Regulatory Status

The Peripatch Sheets made from bovine tissue are cleared for sale in the United States, Canada and Mexico. The Peripatch EQ Sheets made from equine tissue are approved for sale in the European Union and in Canada. A number of third-party products which incorporate Peripatch tissue are approved for sale or have pending approvals in various markets. There is no assurance that these approvals for third-party products will be obtained.

Distribution

Certain sizes of sterile Peripatch and Peripatch EQ Sheets for surgical repair, specifically "strips" which are used primarily for vascular reconstruction procedures, are distributed exclusively by LeMaitre Vascular (Boston, MA) in the United States and Europe. Non-strip sizes of Peripatch Sheets for surgical repair are distributed by LeMaitre Vascular as well as a number of other independent distributors in Europe and elsewhere. The Company's goal is to steadily increase its distribution reach in new target markets, while increasing market share in current markets and in particular in the United States.

Distribution of custom Peripatch tissue products to industry customers is handled directly by Neovasc through its business and product development group.

Neovasc Reducer

The Neovasc Reducer™ (the "Reducer") is a treatment for patients with refractory angina. Refractory angina patients have severe, debilitating chest pain due to insufficient blood supply to the heart muscle, or myocardium, which is not amenable to revascularization. Using a simple catheter-based procedure, the Reducer is implanted in the coronary sinus, the major blood vessel that sends de-oxygenated blood from the heart back to the systemic circulation. The Reducer has been clinically demonstrated to provide significant relief of chest pain in refractory angina patients. There are approximately 1,000,000 new patients each year in the United States and Europe with recurrent angina who are potential candidates for the Reducer, either because they cannot be revascularized or because they are otherwise poorly managed using conventional medical therapies. These patients represent an annual market opportunity of over $3 billion for the Reducer product. The initial target market for the Reducer product is patients presenting with refractory angina with no other treatment options. Once physicians have adopted Reducer for use in these refractory patients, it is expected that there will be a natural spillover into the broader recurrent angina market, which represents a substantially larger patient population.

The Reducer is an hourglass-shaped, balloon-expandable, stainless steel "stent-like" device, which is implanted in the coronary sinus, creating a restriction in venous outflow from the myocardium. It is implanted using conventional percutaneous techniques. The Reducer is provided sterile and pre-loaded on a balloon catheter system. The system is 9F sheath compatible and operates over a .035" guidewire. The implantation procedure is quick and requires minimal training. Once guidewire access to the coronary sinus is achieved, implantation typically takes less than 10 minutes.

Following implantation, the bare metal Reducer is incorporated into the endothelial tissue and creates a permanent (but reversible) narrowing in the coronary sinus. The coronary sinus is narrowed from a typical diameter of 10-12mm to approximately 3mm at the site of implantation. This narrowing slightly elevates the venous outflow pressure that restores a more normal ratio of epicardial/endocardial blood flow between the outer and inner layers of the ischemic areas of the heart muscle. This results in improved perfusion of the endocardium, which helps relieve ischemia. The physiological mechanism behind this effect is well documented in medical literature.

The clinical utility of this approach is demonstrated by a number of analogous approaches used in the past that achieved excellent clinical outcomes for angina patients by constricting or intermittently blocking the coronary sinus to improve perfusion to the heart muscle. However, these therapies required the use of highly invasive surgery or leaving a catheter in the heart for a prolonged period, making them impractical or clinically unacceptable for use in modern medical practice. Reducer was developed to deliver this therapy in a safe, simple and effective manner via a catheter that is consistent with modern medical practice.

The Reducer has demonstrated excellent results in multiple animal studies and in a clinical trial of 15 patients suffering from chronic refractory angina who were followed for three years after implantation. The six-month results from this clinical trial were published in the *Journal of the American College of Cardiology* and three-year data was presented at the ACC annual scientific meeting in March 2010. In this clinical trial, implantation of the Reducer resulted in significant clinical improvements in stress test and perfusion measurements, as well as an overall quality of life improvement in the majority of the patients.

Regulatory Status

The Reducer is not yet approved for sale. Neovasc has completed development of the commercial-generation Reducer and the product has been transferred to pilot manufacture. The Company has initiated a clinical trial named "COSIRA" (COronary SInus Reducer for Treatment of Refractory Angina) which will provide data to support CE mark of the product. CE mark will enable the Company to begin marketing Reducer for use in Europe. COSIRA is a blinded, randomized, sham controlled multicentre trial of approximately 124 patients with six investigation sites (four in Europe and two in Canada). Enrollment of patients at the first center began in September 2010. Enrollment is expected to be complete by mid-2011 with the required 6-month follow-up completed on all patients at the end of 2011. There is no assurance that the CE mark will be granted in the time frame anticipated by management, or granted at any time in the future. Neovasc is presently developing a US regulatory approval strategy that will address the requirement for a larger randomized clinical trial that is mandatory in the US. US approval is expected in about four to five years. There is no assurance that US regulatory approval will be granted in the time frame anticipated by management, or granted at any time in the future.

Additional Products and Third-Party Sales

Neovasc provides consulting and original equipment manufacturing services to other medical device companies when these services fall within the scope of its expertise and capabilities. These activities are substantially focused on providing specialized development and manufacturing services for industry customers who incorporate the Company's Peripatch

tissue materials into their vascular device products such as heart valves. The goal of these activities is to drive near term revenues as well as support development of a long-term revenue stream through the ongoing provision of tissue and manufacturing services to customers with successful device products that incorporate Neovasc tissue. Revenue earned from various contract agreements varies throughout the year depending on customer needs.

Regulatory Affairs and Clinical Trials
The company is presently in the process of obtaining the clinical trial data required to support European regulatory approval for the Reducer product. The COSIRA trial which commenced in September 2010 is expected to support this and other regulatory applications.

Product Development
Product development at the Company is primarily focused on completing the development and commercialization of the Reducer product. Additional development projects are currently being investigated. The Company is also undertaking a substantial volume of product development work under contract for third parties. These third-party projects are typically focused on supporting the development of products that incorporate Neovasc's Peripatch tissue. These activities generate both near term revenues from consulting activities for Neovasc and also are expected to drive longer term growth as a result of the revenues that will result from future sales of new Peripatch tissue products as well as the related manufacturing services the Company will provide for these customers once their products reach the market.

Sales & Marketing
The Company's sales and marketing activities are currently focused on reaching tissue product customers and distributors, and contract manufacturing clients.

TRENDS, RISKS AND UNCERTAINTIES

The Company has incurred operating losses of $410,717 and $1,818,735 for the three and nine months ended September 30, 2010, respectively (2009: $802,448 and $3,879,139) and has a deficit of $66,184,982 at September 30, 2010 compared to a deficit of $64,366,247 as at December 31, 2009. The Company's ability to continue as a going concern is dependent on the profitable commercialization of its products or obtaining additional debt or equity financing to fund ongoing operations until profitability is achieved. The economic crisis which significantly tightened the credit and equity markets may result in required funds not being available to the Company at the time required or on terms acceptable to the Company and may also reduce demand for the Company's products.

Neovasc has a limited operating history which makes it difficult to predict how its business will develop or its future operating results. The Company has a history of fiscal losses since its inception and will need to generate significantly greater revenues than it has to date to achieve and maintain profitability. There is no certainty of future profitability, and results of operations in future periods cannot be predicted based on results of operations in past periods. Generally, the securities of the Company should be considered a highly speculative investment.

Neovasc is subject to risks and uncertainties associated with operating in the life sciences industry and as a company engaged in significant development, regulatory, production and commercialization activity. Neovasc cannot anticipate or prevent all of the potential risks to its success, nor predict the impact of any such risk. To the extent possible, management implements strategies aimed at reducing or mitigating risks and uncertainties associated with its business.

Operating risks include but are not limited to: market acceptance of the Company's technology and products; the Company's ability to obtain and enforce timely patent protection of its technology and products; the Company's ability to develop, manufacture and commercialize its products cost-effectively and according to regulatory standards of numerous governments; the competitive environment and impact of technological change and/or product obsolescence; the continued availability of capital to finance the Company's activities; the Company's ability to conduct and complete successful clinical trials; the Company's ability to garner regulatory approvals for its products in a timely fashion; the Company's ability to attract and retain key personnel, effectively manage growth, and smoothly integrate newly acquired businesses or technologies; limitations on third-party reimbursement; instances of product or third-party liability; dependence on a single supplier for some products; animal disease or other factors affecting the quality and availability of raw materials; conflicts of interest among the Company's directors, officers, promoters and members of management; fluctuations in the values of relative foreign currencies; volatility of the Company's share price; fluctuations in quarterly financial results; unanticipated expenses; changes in business strategy; impact of any negative publicity; general political and economic conditions; and Acts of God and other unforeseeable events, natural or human-caused.

FOREIGN OPERATIONS

The majority of the Company's revenues are derived from product sales in the United States and Europe, primarily denominated in United States dollars and European Euros. The Company expects that international sales will continue to account for a significant portion of its revenues that are denominated in foreign currencies. Consequently, a decrease in the value of a relevant foreign currency in relation to the Canadian dollar, occurring after establishment of prices and before receipt of payment by Neovasc, has an adverse effect on the Company's results of operations. The fluctuation of foreign exchange may impose an adverse effect on the Company's results of operations and cash flows in the future. Additionally, Neovasc may be materially and adversely affected by increases in duty rates, exchange or price controls, repatriation restrictions, or other restrictions on foreign currencies. The Company's international operations are subject to certain other risks common to international operations, including, without limitation: government regulations; import restrictions and, in certain jurisdictions, reduced protection for the Company's intellectual property rights.

Foreign currency translation gains and losses arising from normal business operations are credited to or charged to operations in the period incurred. To date, Neovasc has not entered into any foreign exchange forward contracts.

SELECTED QUARTER FINANCIAL INFORMATION

The following discussion should be read in conjunction with the unaudited interim consolidated financial statements for the three and nine months ended September 30, 2010 and 2009.

DISCUSSION OF OPERATIONS AND FINANCIAL CONDITION

This section analyzes the significant changes in the unaudited interim consolidated financial statements of operations and deficit and cash flows for the three and nine months ended September 30, 2010, compared to those for the same periods ended September 30, 2009 and compares the financial condition at September 30, 2010 to that at December 31, 2009.

Financial Results

Results for the three and nine months ended September 30, 2010 and 2009 follow:

Revenues

Revenues increased one percent year-over-year to $1,014,500 for the quarter ended September 30, 2010 from $1,000,367 for the quarter ended September 30, 2009, and increased 55% to $3,040,261 for the nine months ended September 30, 2010 from $1,956,175 for the nine months ended September 30, 2009.

Sales of products for the three months ended September 30, 2010 were $639,356, compared to $573,777 in the same quarter of 2009, representing an increase of 11%. Sales of products for the nine months ended September 30, 2010 were $2,024,053 compared to $1,402,177 for the same period of 2009, representing an increase of 44%. Revenues in the first three months and nine months of 2010 include sales of Peripatch tissue products and contract manufacturing revenues, while in the prior periods they included Peripatch products, contract manufacturing revenues and Metricath catheter product sales. The Company ceased manufacture of its Metricath product at the end of 2009.

Revenue from consulting services for the three months ended September 30, 2010 were $375,144, compared to $426,590 in the same quarter in 2009, representing a decrease of 12%. Revenue from consulting services for the nine months ended September 30, 2010 were $1,016,208, compared to $553,998 for the same period of 2009, representing an increase of 83%. Because consulting service revenues are contract-driven, they can fluctuate from quarter to quarter as current projects are completed and new projects start. The Company believes that the underlying trend is for moderate year-over-year growth in its consulting service business.

Cost of Sales

The cost of sales for the three and nine months ended September 30, 2010 was $563,937 and $1,759,508 respectively, compared to $465,565 and $892,590 in the comparable periods in 2009. The overall gross margin was 44% for the third quarter and 42% for the first nine months of 2010, compared to gross margins of 53% and 54% respectively, reported in the same periods in 2009.

The decline in gross margins during 2010 reflects the impact of sales volume discounts to customers, a shift in product mix and exchange rates. In the nine months ended September 30, 2010, 95% of the company's sales were denominated in U.S. and European Union currency. A strengthening Canadian dollar has impacted the revenues and margins generated from these foreign currency denominated sales. In addition, in the current year there has been a shift in the

product mix towards the Company's lower margin products. Neovasc is exploring a number of initiatives aimed at strengthening margins going forward, including implementing further manufacturing efficiencies and reviewing pricing strategies for certain products.

Expenses
Total expenses, excluding amortization, for the three and nine months ended September 30, 2010 were $831,440 and $2,996,580, respectively, as compared to $1,188,672 and $4,806,555 for the same periods in 2009, representing a decrease of $357,232 and $1,809,975, respectively.

Sales and marketing expenses declined 57% to $40,763 for the three months ended September 30, 2010, from $94,412 for the same period in 2009, and declined 76% to $135,012 for the nine months ended September 30, 2010 from $560,980 for the same period in 2009. Neovasc terminated its direct sales force for its catheter products in the fourth quarter of 2008, while paying severance costs into the early part of 2009. The Company will continue to minimize sales and marketing costs while it focuses on continuing to grow its business-to-business revenue streams.

General and administrative expenses were $465,632 and $1,649,960 for the three and nine months ended September 30, 2010, respectively, as compared to $576,804 and $1,986,637 in the comparable periods in 2009, representing a decrease of 19% and 17% respectively. The decrease in general and administrative expenses reflected the Company's tighter business focus and continued implementation of rigorous cost-cutting measures.

Product development and clinical trial expenses were $325,045 and $1,211,608 for the three and nine months ended September 30, 2010, as compared to $517,456 and $2,258,938 for the same period of 2009, representing a decrease of 37% and 46% respectively. The decrease in product development and clinical trial expenses primarily reflected expense reductions at Neovasc's Israel operation. During the first nine months of 2010, product development expenditures were focused on activities supporting initiation of the Reducer COSIRA trial.

Amortization and Other Expenses
Amortization and other expenses for the three and nine months ended September 30, 2010 were $29,840 and $102,908, respectively, as compared to amortization and other expenses of $148,578 and $136,169 for the same periods in 2009. In the third quarter of 2009 the Company wrote down equipment in its Israeli office to nil, incurring an amortization charge of $111,417 in comparison to $30,863 for the same period in 2010. In addition, in the third quarter of 2009 the Company incurred a foreign exchange loss of $35,607 as compared to a foreign exchange gain of $3,127 for the same period in 2010.

Net Losses
The consolidated net loss for the three and nine months ended September 30, 2010 was $410,717 and $1,818,735, or $0.01 and $0.05 basic loss per share, respectively, as compared with a net loss of $802,448 and $3,879,139 or $0.05 and $0.16 basic loss per share for the comparable periods in 2009.

The Company continues to strive for profitability by growing revenues and minimizing non-essential expenses, while advancing its development products toward regulatory approval and successful commercialization.

Quarterly Information

The following is a summary of selected unaudited financial information for the eight fiscal quarters to September 30, 2010:

	Quarter Ended - Unaudited			
	September 30, 2010	**June 30, 2010**	**March 31, 2010**	**December 31, 2009**
Sales				
Products Sales	$ 639,356	$ 646,735	$ 737,962	$ 719,557
Consulting Services	375,144	313,185	327,879	324,315
	$ 1,014,500	959,920	1,065,841	1,043,872
Cost of sales	563,937	612,626	582,945	511,917
Expenses				
Selling	40,763	49,358	44,891	105,343
General and administration	465,632	697,125	487,203	508,024
Product development and clinical trials	325,045	533,448	353,115	428,994
	831,440	1,279,931	885,209	1,042,361
EBITDA	(380,877)	(932,637)	(402,313)	(510,406)
Amortization/Other expenses	29,840	4,252	68,816	86,739
Net loss	$ (410,717)	$ (936,889)	$ (471,129)	$ (597,145)
Basic loss per share	$ (0.01)	$ (0.03)	$ (0.02)	$ (0.02)

	Quarter Ended - Unaudited			
	September 30, 2009	**June 30, 2010**	**March 31, 2009**	**December 31, 2008**
Sales				
Products Sales	$ 573,777	$ 529,769	$ 298,630	$ 60,334
Consulting Services	426,590	70,555	56,854	31,475
	1,000,367	600,324	355,484	91,809
Cost of sales	465,565	277,265	149,760	(3,374)
Expenses				
Selling	94,412	163,683	302,885	894,470
General and administration	576,804	659,004	750,829	844,819
Product development and clinical trials	517,456	864,702	876,780	977,874
Impairment of intangible assets	-	-	-	23,061,012
Inventory Write Down	-	-	-	532,521
Repayable contribution write back	-	-	-	(320,445)
	1,188,672	1,687,389	1,930,494	25,990,251
EBITDA	(653,870)	(1,364,330)	(1,724,770)	(25,895,068)
Amortization/Other expenses	148,578	(33,879)	21,470	703,225
Net loss	$ (802,448)	(1,330,451)	(1,746,241)	$ (26,598,294)
Basic loss per share	$ (0.03)	$ (0.05)	$ (0.10)	$ (1.50)

Liquidity and Capital Resources

Neovasc finances its operations and capital expenditures with cash generated from operations, lines of credit, long-term debt and equity financings. At September 30, 2010, the Company had cash of $841,421, as compared to cash and cash equivalents of $111,368 at December 31, 2009. In addition, at September 30, 2010 the Company had restricted cash equivalents related to a security on long-term debt of $50,000 (December 31, 2009 - $50,000) included in long-term assets.

At September 30, 2010 Neovasc had working capital of $1,432,708 as compared to a negative working capital of $28,502 at December 31, 2009. The increase in working capital during the first nine months of 2010 was predominantly due to the net impact of an increase in cash from completion of a non-brokered private placement in February 2010 and an exercise of warrants in April 2010, as well as an increase in inventory, as levels of tissue raw material were increased in anticipation of upcoming sales, and a decrease in accounts payable as the Company continues to pay down its prior debts.

Cash used in operations was $486,666 and $2,049,973 for the three and nine months ended September 30, 2010, as compared to $721,230 and $3,829,576 for the same periods in 2009. The decrease in cash usage for the three and nine months ended September 30, 2010 as compared to same periods in 2009 is primarily the result of the Company's increased sales and decreased operating expenses.

Net cash used in investing activities was $74,122 and $101,690 on property plant and equipment for the three and nine months ended September 30, 2010, compared to net cash used of $44,689 and $53,234, respectively, for the same periods in 2009. The Company made minimum purchases of equipment in both periods of 2009 and has undertaken some minor improvements to software and facilities in 2010, including an upgrade to the HVAC system in the clean room to allow for more manufacturing throughput and to reduce the risk of an interruption to manufacturing operations in the future

Net cash used in financing activities was $10,062 for repayment of long-term debt for the three months ended September 30, 2010, and cash provided of $2,881,716 for the nine months ended September 30, 2010, compared to cash used of $9,828 on repayment of long-term debt for the three months ended September 30, 2009 and cash provided of $1,949,095 for the nine months ended September 30, 2009.

On February 19, 2010, the Company completed a non-brokered private placement of 5,691,658 units at the price of $0.27 per unit for aggregate gross proceeds of $1,536,748. Each unit consisted of one common share of Neovasc stock and one-half of one common share purchase warrant of Neovasc stock. Each whole warrant entitled the holder thereof to purchase one common share of Neovasc stock at the exercise price of $0.40 per share for a period of one year after the closing date of the offering. Share issue costs were $22,015.

On April 23, 2010, Neovasc issued 4,635,114 common shares upon the exercise of warrants issued as part of the Company's April 2009 financing. Proceeds from the exercise of the 4,635,114 warrants amounted to $1,390,534. The remaining 126,788 warrants expired on April 23, 2010.

SUBSEQUENT EVENTS

On November 8, 2010, 2,519,538 warrants were exercised for an equivalent number of common shares of the Company, generating proceeds of $1,007,815. There are now 326,293 warrants remaining from the financing completed on February 19, 2010, exercisable at $0.40, 197,122 of which expire on January 29, 2010 and the remainder on February 18, 2010.

OUTSTANDING SHARE DATA

As at September 30, 2010, the Company had 37,832,943 common voting shares issued and outstanding. Further, the following securities are convertible into exercisable or exchangeable for common shares of the Company: 4,063,901 stock options with a weighted average price of $0.44, and 2,845,831 share purchase warrants with a weighted average exercise price of $0.40. The fully diluted share capital of the Company at September 30, 2010 is 44,742,675.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Related party transactions are disclosed in Note 10 of the unaudited interim consolidated financial statements for the three and nine months ended September 30, 2010 and 2009. Neovasc had a contract with a corporation owned by its former CEO for his services that are invoiced monthly. The contract was terminated in January 2009.

PROPOSED TRANSACTIONS

The Company is not party to any transaction requiring additional disclosure.

CONTROLS AND PROCEDURES

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO), in cooperation with the other members of senior management and Directors, are responsible for the Company's disclosure policy. The effectiveness of the Company's internal disclosure controls have been evaluated by the CEO and the CFO, and they have concluded that the Company's control procedure provides reasonable assurance that (i) information required to be disclosed by the Company in its annual and interim reports or other reports filed or submitted by it under applicable securities legislation is recorded, processed, summarized and reported within the prescribed time periods, and (ii) material information regarding the Company is accumulated and communicated to the Company's management, including its CEO and CFO, in a timely manner.

The CEO and CFO are responsible for the design of internal controls over financial reporting in order to provide reasonable assurance that the Company's financial reporting is reliable and that financial statements prepared for external purposes are prepared in accordance with Canadian GAAP and for the safeguarding of Company assets. The CEO and CFO are aware that internal controls relating to the accounting function could be strengthened by adhering to a strict policy of segregating the duties of accounting staff to reduce the risk of unauthorized journal entries being made or a misappropriation of cash. At the Company's current size, adoption of such a policy is impractical. To reduce these risks, the CFO reviews bank reconciliation statements and performs periodic reviews of non-standard entries after they have been recorded; all cheque payments require two signing authorities. The CEO periodically reviews recorded financial information. The CEO and CFO believe that these reviews are an adequate compensating control; accordingly, there are no plans to remediate this internal control weakness.

No material changes were made to the Company's system of internal controls relating to financial reporting during the three and nine months ended September 30, 2010.

INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

In February 2008, the Canadian Accounting Standards Board confirmed that the use of International Financial Reporting Standards ("IFRS") would be required for Canadian publicly accountable enterprises for fiscal years beginning on or after January 1, 2011. In 2008, in preparation for the conversion to IFRS, the Company has developed an IFRS changeover plan.

In 2009, the Company performed a diagnostic analysis of the key difference between Canadian GAAP, as currently applied by the Company, and IFRS for each significant accounting component to identify the areas that may be impacted by the transition. Based on the preliminary analysis, the Company assessed key areas that potential issues may arise during the transition, and ranked the potential impacts on the Company's financial statements as high, medium or low.

The key areas where significant changes in accounting policies are being assessed are as follows:

IFRS 2 – Share-Based Payments:
Areas impacted by applying IFRS 2 are method to account for graded-vesting features and forfeiture rate estimation. The Company uses straight-line method to account for graded-vesting features, and accounts for actual forfeitures as they occur under Canadian GAAP. Under IFRS 2, the Company is required to use the attribution method to account for graded-vesting features, and estimate a forfeiture rate at the date of grant on the basis of historical data and then revise it

annually when circumstance indicates the changes of forfeiture rates. The adoption of IFRS 2 will likely result in a lower compensation expense being recorded in the income statement each period.

International Accounting Standards ("IAS") 16 – Property, Plant and Equipment ("PP&E"):
IAS 16 allows an entity to use either the cost model or the revaluation model - all items of a class of PP&E carried at fair value rather than historical cost, for the subsequent measurement of cost. The Company elected to carry the fair value of the land and building starting from January 1, 2010 as the cost. The Company engaged a qualified appraiser to evaluate the fair value of our land and building. As a result of the appraisal, the fair value of the land and building will appreciate which will result in an increase in retained earnings as at the transition date.

IAS 21 – The Effects of Changes in Foreign Exchange Rates:
The key difference between Canadian GAAP and IFRS is the requirement of determining the functional currency. Under IAS 21, the reporting entity must determine its functional currency in conjunction with the currency of the primary economic environment in which the entity operates. Based on the Company's current operations, the Company may be required to declare the U.S. dollar or European euro as our functional currency. However, the Company will still have the option under IFRS to report our financial results and position in Canadian dollars.

IAS 36 – Impairment of Assets:
Under IAS 16, an impairment loss recognized in prior periods for an asset shall be reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized, which is not allowed in the Canadian GAAP. As at December 31, 2008, the Company recognized an impairment charge of $19,503,930 and wrote down its acquired technology and other intangible assets to $nil. After applying IAS 16, if the circumstance indicates that the estimates and judgments regarding forecasts on the success and lifecycle of the technologies and future cash flows generated by the acquired technologies change, the impairment loss may be reversed.

IAS 12 – Income Taxes:
The adoption of IAS 12 will change the measurement of some income tax amounts and require more extensive disclosure than under Canadian GAAP. However, the convergence project which is currently on-going between the IASB and the FASB will result in the elimination of the majority difference between Canadian GAAP and IFRS.

The other areas that will be impacted by the adoption of IFRS:

IAS 1 – Presentation of Financial Statements:
IFRS introduces a number of changes to the format of the financial statements. Some of these are mandatory changes and will have a significant impact on the presentation of the Company's financial statements. IAS 1 requires a separate statement of retained earnings. However, Neovasc has the option of retaining its current financial statement presentation, subject to certain mandatory changes under IFRS, or making more significant changes to adopt IFRS presentation across its financial statements.

IFRS 1 – First-time Adoption of IFRS:
IFRS generally has more extensive disclosure requirements than Canadian GAAP. To comply with the disclosure requirements, the Company will include the following reconciliations in its first IFRS financial statements: 1) a reconciliation of its total shareholders' equity reported under Canadian GAAP to its total shareholders' equity reported under IFRS for January 1, 2011 and December 31, 2011, and 2) a reconciliation of the earnings or loss reported under Canadian GAAP for the year ending December 31, 2011 to its earnings or loss under IFRS for the same period.

Our assessment to date of the implications of implementing IFRS has not revealed any requirements to significantly alter current information technology and data systems.

The Company will need to review and enhance internal controls over financial reporting to ensure that those controls accommodate the increased requirements of financial reporting and disclosure within an IFRS environment.