

Consolidated Financial Statements

Quest PharmaTech Inc.

January 31, 2014 and 2013



Building a better
working world

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Quest PharmaTech Inc.

We have audited the accompanying consolidated financial statements of Quest PharmaTech Inc. (the "Company"), which comprise the consolidated statements of financial position as at January 31, 2014 and 2013, and the consolidated statements of loss and comprehensive loss, changes in shareholders' deficiency and cash flows for the years ended January 31, 2014 and 2013, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Quest PharmaTech Inc. as at January 31, 2014 and 2013, and its financial performance and its cash flows for the years ended January 31, 2014 and 2013 in accordance with International Financial Reporting Standards.

Emphasis of matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of \$272,330 during the year ended January 31, 2014 and, as at that date, the Company had a working capital deficiency of \$1,510,666. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Ernst & Young LLP

Edmonton, Canada
May 16, 2014

Chartered Accountants



Quest PharmaTech Inc.

**CONSOLIDATED STATEMENTS OF
FINANCIAL POSITION**

(see note 1 - going concern uncertainty)

As at January 31

	2014	2013
	\$	\$
ASSETS		
Current		
Cash and cash equivalents	742,447	56,637
Accounts receivable	39,194	36,974
Prepaid expenses	34,480	25,582
	<u>816,121</u>	119,193
Non-current		
Property and equipment <i>[note 5]</i>	49,346	64,513
Intangible assets <i>[note 4]</i>	36,387	59,524
	<u>901,854</u>	243,230
LIABILITIES		
Current		
Accounts payable and accrued liabilities	813,487	679,783
Demand loans <i>[note 13]</i>	870,000	870,000
Current portion of deferred revenue <i>[note 19]</i>	643,300	—
Convertible debenture <i>[note 6]</i>	—	400,000
Interest free loan <i>[note 13]</i>	—	500,000
	<u>2,326,787</u>	2,449,783
Long-term portion of deferred revenue <i>[note 19]</i>	987,700	1,100,000
	<u>3,314,487</u>	3,549,783
Commitments and contingencies <i>[note 8]</i>		
Shareholders' deficiency		
Common shares <i>[note 9]</i>	25,813,875	24,623,875
Common shares to be issued <i>[note 9]</i>	—	500,000
Warrants <i>[note 9]</i>	400,000	200,000
Equity portion of convertible debenture <i>[note 6]</i>	—	60,000
Contributed surplus <i>[note 19]</i>	2,252,965	1,916,715
Deficit	(30,879,473)	(30,607,143)
	<u>(2,412,633)</u>	(3,306,553)
	<u>901,854</u>	243,230

See accompanying notes

On behalf of the Board:

(signed)
Ragupathy ("Madi") Madiyalakan
Director

(signed)
Ian McConnan
Director



Quest PharmaTech Inc.

**CONSOLIDATED STATEMENTS OF LOSS
AND COMPREHENSIVE LOSS**

Years ended January 31

	2014	2013
	\$	\$
REVENUE		
Gain on settlement of investment financing agreement <i>[note 19]</i>	1,560,000	—
Investment financing revenue <i>[note 19]</i>	369,000	—
	1,929,000	—
EXPENSES		
General and administrative	753,716	649,181
Research and development <i>[note 15]</i>	1,340,055	847,107
	2,093,771	1,496,288
Loss before the undernoted	(164,771)	(1,496,288)
Other income (expenses)		
Financial income	189	1,033
Financial expenses <i>[notes 6 and 13]</i>	(97,763)	(126,088)
Foreign exchange loss	(9,985)	(8,824)
	(107,559)	(133,879)
Net loss and comprehensive loss for the year	(272,330)	(1,630,167)
Basic and diluted loss per share	(0.003)	(0.020)

See accompanying notes



Quest PharmaTech Inc.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY

	Share capital	Equity Portion of convertible debenture	Shares to be issued	Warrants	Contributed surplus	Deficit	Total Shareholders' Deficiency
	\$	\$	\$	\$	\$	\$	\$
Balance, January 31, 2012	24,598,875	60,000	—	200,000	1,830,365	(28,976,976)	(2,287,736)
Shares issued [note 9]	25,000	—	500,000	—	—	—	525,000
Share-based payments [note 11]	—	—	—	—	86,350	—	86,350
Net loss for the year	—	—	—	—	—	(1,630,167)	(1,630,167)
Balance, January 31, 2013	24,623,875	60,000	500,000	200,000	1,916,715	(30,607,143)	(3,306,553)
Shares issued [note 9]	1,190,000	—	(500,000)	—	—	—	690,000
Share-based payments [note 11]	—	—	—	—	76,250	—	76,250
Balance transfer	—	(60,000)	—	—	60,000	—	—
Warrants expired [note 9]	—	—	—	(200,000)	200,000	—	—
Warrants issued [note 9]	—	—	—	400,000	—	—	400,000
Net loss for the year	—	—	—	—	—	(272,330)	(272,330)
Balance, January 31, 2014	25,813,875	—	—	400,000	2,252,965	(30,879,473)	(2,412,633)

See accompanying notes



Quest PharmaTech Inc.**CONSOLIDATED STATEMENTS OF CASH FLOWS**

Years ended January 31

	2014	2013
	\$	\$
CASH FLOWS (USED IN) FROM OPERATING ACTIVITIES		
Net loss for the year	(272,330)	(1,630,167)
Items that do not involve cash		
Gain on settlement of investment financing agreement <i>[note 19]</i>	(1,560,000)	—
Investment financing revenue	(369,000)	—
Amortization	43,029	111,901
Share-based compensation <i>[note 11]</i>	76,250	86,350
Net change in working capital <i>[note 14]</i>	122,586	(392,624)
NET CASH FLOWS USED IN OPERATING ACTIVITIES	(1,959,465)	(1,824,540)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in demand and other loans <i>[note 13]</i>	200,000	534,000
Repayment of demand loans <i>[note 13]</i>	(200,000)	(184,000)
Repayment of convertible debenture <i>[note 6]</i>	(400,000)	(100,000)
Private placement proceeds <i>[note 9]</i>	1,000,000	500,000
Investment agreement funding <i>[note 19]</i>	2,050,000	1,100,000
NET CASH FLOWS FROM FINANCING ACTIVITIES	2,650,000	1,850,000
CASH FLOWS USED IN INVESTING ACTIVITIES		
Purchase of property and equipment and intangible assets	(4,725)	(43,798)
NET CASH FLOWS USED IN INVESTING ACTIVITIES	(4,725)	(43,798)
Net increase (decrease) in cash and cash equivalents for the year	685,810	(18,338)
Cash and cash equivalents, beginning of year	56,637	74,975
Cash and cash equivalents, end of year	742,447	56,637

See accompanying notes

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

1. CORPORATE INFORMATION AND GOING CONCERN UNCERTAINTY

Corporate information

Quest PharmaTech Inc. (the “Company”) is a biotechnology company committed to the development and commercialization of oncology product candidates. It is developing a series of products for the treatment of cancer based on its pipeline of SonoLight compounds and monoclonal antibodies, which target certain tumor antigens that are presented in a variety of cancers. The Company believes that by combining these antibodies with other cancer therapies such as chemotherapy, photodynamic therapy or radioimmuno therapy, it can potentially further complement and enhance treatment outcomes compared to antibody treatment alone.

The Company’s head office is located at 8123 Roper Road NW, Edmonton, Alberta, Canada T6E 6S4 and it is incorporated under the Business Corporations Act (Alberta). The Company’s functional currency is the Canadian dollar.

The Company is publicly traded on the TSX Venture Exchange under the symbol “QPT”.

These consolidated financial statements have been authorized for issue in accordance with a resolution of the Company’s Board of Directors on May 16, 2014.

Going concern uncertainty

The Company’s consolidated financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company has experienced significant operating losses and cash outflows from operations since its inception.

The Company has incurred a net loss of \$272,330 for the year ended January 31, 2014 (2013 - \$1,630,167) and as at January 31, 2014 had a working capital deficiency of \$1,510,666 (January 31, 2013 - \$2,330,590) and a shareholders’ deficiency of \$2,412,633 (January 31, 2013 - \$3,306,553). Accordingly, there is a material uncertainty that may cast significant doubt regarding the Company’s ability to continue as a going concern.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

1. CORPORATE INFORMATION AND GOING CONCERN UNCERTAINTY [CONTINUED]

The Company's ability to continue as a going concern is uncertain and is dependent upon its ability to raise additional capital to successfully complete its research and development programs, commercialize its technologies, conduct clinical trials and receive regulatory approvals for its products. It is not possible at this time to predict the outcome of these matters. The Company's consolidated financial statements do not reflect any adjustments to the classifications and carrying values of assets and liabilities that may be required should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business. The Company intends to address this uncertainty through new share or debt issuances, licensing arrangements and/or strategic partnerships.

2. BASIS OF PREPARATION

These consolidated financial statements of the Company were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The policies applied in these consolidated financial statements are based on IFRS issued and outstanding as of May 16, 2014, the date the Board of Directors approved the consolidated statements.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

3. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries incorporated in Canada as at January 31, 2014:

- Sonolight Pharmaceuticals Corp. (“Sonolight”)
- Steroidogenesis Inhibitors Canada Inc.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control and continue to be consolidated until the date such control ceases. The financial statements of the subsidiaries are prepared using accounting policies consistently applied. All inter-company transactions and balances have been eliminated in full.

Cash equivalents

Cash equivalents include highly liquid short-term investments with maturities of less than 90 days. Such investments are carried at fair value.

Intangible assets

Intangible assets include proprietary rights, intellectual property and patent rights that have been acquired from third parties. Intangible assets are recorded at historical cost less accumulated amortization. Following acquisition, the Company evaluates the prospective commercialization of the acquired intangible assets. Depending on the results of the evaluation, the Company generally commences amortization of the assets over a period of three to five years.

Proprietary rights and intellectual property

The Company’s management evaluates the recoverability of the carrying cost of proprietary rights and intellectual property annually, based on expected utilization of the underlying technology and an assessment of whether estimated future cash flows exceed the carrying value of the proprietary rights and intellectual property. If the patent rights and intellectual property are not considered to be fully recoverable, a provision is recorded to recognize them at the recoverable amount.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

3. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

Patent rights

Patent rights are recorded at historical cost less accumulated amortization. Amortization is calculated on a straight-line basis over a maximum period of five years from the time of acquisition. The Company's management evaluates the recoverability of the cost of such rights annually, based on the expected utilization of the underlying technology and an assessment as to whether estimated future net cash flows exceed the carrying value of the patent rights. If the rights are not considered to be fully recoverable, a provision is recorded to recognize them at the recoverable amount.

Property and equipment

Property and equipment are recorded at historical cost net of government assistance and accumulated amortization. Amortization of property and equipment is calculated over their estimated useful lives on a declining balance or straight-line basis at the following annual rates:

Computer equipment	Declining balance - 30%
Furniture and fixtures	Declining balance - 30%
Office equipment	Declining balance - 30%
Manufacturing and research and development equipment	Declining balance - 30%
Leasehold improvements	Straight-line - lease term

Leases

Leases that transfer substantially all of the risks and benefits of assets to the Company are accounted for as finance leases. Assets under finance leases are recorded at the inception of the lease together with the long-term obligation to reflect the purchase and financing thereof. As at January 31, 2014 and 2013, the Company had no capital leases. Rental payments under operating leases are expensed evenly over the lease term.

Convertible debenture

On issuance of the debenture convertible into common shares of the Company, the fair value of the holders' conversion option is reflected as a component of shareholders' deficiency. The Company's obligation to debenture holders for future interest and principal payments is reflected as a liability and accreted to its maturity value over the term of the debenture using the effective interest rate method. If the holders exercise their conversion option, common shares issued on conversion will be recorded at an amount equal to the aggregate carrying value of the liabilities and the conversion option is extinguished with no gain or loss recognized.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

3. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

Revenue recognition

Under an investment financing arrangement, the Company receives clinical development funding in return for the Company's common shares and future revenue sharing. Revenues associated with investment financing arrangements that require the Company to perform future performance obligations are recognized over the period that the performance obligation is satisfied.

The portion related to future periods is recorded as deferred revenue.

Research and development

Research and development expenses are expensed as incurred. Upfront and milestone payments made to third parties in connection with specified research and development projects are expensed as incurred.

Investment tax credits

Investment tax credits relating to qualifying scientific research and experimental development expenditures that are recoverable in the current year are accounted for as a reduction in research and development expenditures. Investment tax credits are recognized when the related expenditures are incurred and there is reasonable assurance of their realization.

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the exchange rates prevailing at year end. Revenue and expenses are translated at exchange rates in effect on the date of the transaction. Gains and losses arising from foreign currency transactions are included in income for the period.

Government assistance

Non-refundable government assistance towards current expenses is included in the determination of income for the period as a reduction of the expenses to which it relates. Amounts received for future expenditures are recorded as a current liability.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

3. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

Financial instruments

All financial instruments are classified as either fair value through profit and loss, available-for-sale financial assets, loans and receivables, investments held to maturity or other financial liabilities. Financial assets classified as fair value through profit and loss and available-for-sale are measured on the consolidated statements of financial position at fair value. Subsequent changes in the fair value of held-for-trading financial assets are recognized in net loss immediately. Changes in the fair value of financial assets available-for-sale are recorded in comprehensive income until the investment is derecognized or impaired, at which time amounts would be recorded in net loss. Other comprehensive income and its components, when presented, are included directly in equity as accumulated other comprehensive income. Loans and receivables, investments held to maturity and other financial liabilities are measured on the consolidated statements of financial position at amortized cost.

The Company has designated cash and cash equivalents as fair value through profit and loss, its accounts receivable as loans and receivables and its accounts payable and accrued liabilities, and the liability component of the convertible debenture as other financial liabilities. The Company has not recorded any financial instruments as available-for-sale or held to maturity investments.

For financial liabilities classified as other, transaction costs that are directly attributable to the issue of the financial liability are recorded as part of the fair value initially recognized for the financial instrument. These costs are expensed using the effective interest rate method and recorded in interest expense.

Impairment of long-lived assets

Assets that are subject to amortization are reviewed at the end of each reporting period for indications that the asset may be impaired. An impairment loss is recognized for the amount by which the asset's carrying value exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. Long-lived assets other than goodwill that have incurred an impairment loss are reviewed for possible reversal of impairment at each reporting date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

3. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

Share-based payments

The Company accounts for share-based payment transactions granted to employees and non-employees using the fair value method. Fair value is calculated using the Black-Scholes option pricing model with the assumptions described in note 11 and is recognized for employees over the vesting period of the options granted, and for non-employees as goods are received or services rendered. The Company accounts for forfeitures when the forfeitures event occurs. Consideration paid on the exercise of share-based payments is credited to share capital and the amount in contributed surplus related to the share-based payments exercised is reclassified to share capital.

Under the fair value based method, share-based payments to non-employees are measured at the fair value of the consideration received, or the fair value of the equity instruments issued, or liabilities incurred, whichever is more reliably measured. The cost of share-based payments to non-employees is recognized over the vesting period. For fully vested share-based payments, the cost is measured and recognized at the grant date.

Income taxes

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and are accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Deferred income tax assets and liabilities are measured at the tax rates expected to apply in the period when the assets are realized or the liability is settled based on the tax rates that have been enacted or substantively enacted at the date of the consolidated statements of financial position. The carrying amount of the deferred tax asset is reviewed at each consolidated balance sheet date and reduced to the extent that it is not probable that sufficient taxable income will be available to allow all or part of the asset to be recovered.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

3. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

Basic and diluted loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. Diluted loss per share is computed using the treasury stock method. Under this method, options, warrants and convertible securities are assumed to be exercised at the beginning of the period [or at the time of issuance, if later]. Proceeds from the exercise are assumed to be used to purchase common shares at the average market price during the period. Incremental shares [the difference between the number of shares assumed issued and the number of shares assumed purchased] are included in the denominator of the diluted loss per share computation.

Use of estimates

The measurement of certain assets and liabilities is dependent upon future events whose outcome will not be fully known until future periods. Therefore, the preparation of these consolidated financial statements requires the Company's management to make estimates and assumptions that affect the reported amounts of assets, liabilities and capital reserves. Actual results may vary from those estimated. The recoverable value of property and equipment of \$49,346 and intangible assets of \$37,387, as well as the period under which deferred revenue is recognized, are the more significant items which reflect estimates made in the consolidated statements of financial position. Such estimates and assumptions have been made using careful judgments which, in management's opinion, are within reasonable limits of materiality and conform to the significant accounting policies summarized in these consolidated financial statements.

New accounting standards adopted in the year

A number of new standards and amendments to existing standards were released by the IASB which were effective beginning in the year ended January 31, 2014. The Company has adopted these new standards and amendments in the consolidated financial statements for the year ended January 31, 2014 as follows:

IFRS 10 - Consolidated Financial Statements

This new standard emphasizes the concept of control as the determining factor in whether an entity should be included in a company's consolidated financial statements and provides additional guidance in the determination of control where it is difficult to assess.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

3. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

New accounting standards adopted in the year [continued]

IFRS 12 - Disclosure of Interests with Other Entities

This new standard aggregates all of the disclosures that were previously included in IAS 27 - Consolidated and Separate Financial Statements, IAS 31 - Interests in Joint Ventures and IAS 28 - Investment in Associates and impact the disclosures related to an entity's interests in subsidiaries, joint arrangements, associates and structured entities.

IFRS 13 - Fair Value Measurement

This standard does not change the requirements of using fair value, but does provide guidance on how to measure the fair value of financial and non-financial assets and liabilities when required or permitted by IFRS. There are also additional disclosure requirements.

Amendments to IAS 1 – Presentation of Financial Statements

Amendments to IAS 1 introduce a grouping of items presented in other comprehensive income. Items that could be reclassified (or recycled) to profit or loss at a future point in time now have to be presented separately from items that will never be reclassified. The amendment affected presentation only and had no impact on the financial position or financial performance of the Company.

The adoption of these three new standards did not impact the Company's consolidated financial statements in either the current or prior period presented.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

3. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

Accounting standards and amendments issued but not yet adopted

The listing below includes standards, amendments and interpretations that the Company reasonably expects to be applicable at a future date and intends to adopt when they become effective. Unless otherwise noted, the effective date of each standard below is the first annual period beginning on or after January 1, 2014, with retrospective application required and early adoption permitted.

IFRS 9 - Financial Instruments: Classification and Measurement

IFRS 9 addresses classification and measurement of financial assets and will replace the multiple category and measurement models for debt instruments in IAS 39 – Financial Instruments: Recognition and Measurement with a new measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and related dividends which will now limit recognition to fair value through profit or loss or at fair value through other comprehensive income. The new standard will also address hedge accounting and impairment of financial assets. This standard is required to be applied for accounting periods beginning on or after January 1, 2018. The Company is currently assessing the impact of adopting this standard on the consolidated financial statements but does not expect any significant impact.

Amendments to IFRS 7 and IAS 32: Offsetting Financial Assets and Financial Liabilities

Amendments to IFRS 7 require an entity to disclose information about rights to set-off and related arrangements (e.g. collateral agreements). The disclosures would provide users with information that is useful in evaluating the effect of netting arrangements on an entity's financial position. The new disclosures are required for all recognized financial instruments that are set-off in accordance with IAS 32: "Financial Instruments: Presentation." The disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are set off in accordance with IAS 32. These amendments are effective for periods beginning on or after January 1, 2014 and the adoption of these amendments is not expected to impact the Company's consolidated financial statements.

Amendments to IAS 32 clarify the meaning of "currently has a legally enforceable right to set-off." These amendments are effective for periods beginning on or after January 1, 2014 and the adoption of these amendments is not expected to impact the Company's consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

3. SIGNIFICANT ACCOUNTING POLICIES [CONTINUED]

Accounting standards and amendments issued but not yet adopted [continued]

Annual improvements to IFRS – IFRS 3, IFRS 8, IAS 16, IAS 24, and IAS 38 – Amendments

The proposed amendments to these standards are required to be applied prospectively for annual periods beginning on or after July 1, 2014. The Company does not expect any significant impact from adopting these amendments.

IFRIC Interpretation 21 Levies

IFRIC 21 clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be anticipated before the specified minimum threshold is reached. IFRIC 21 is effective for annual periods beginning on or after January 1, 2014. The Company does not expect any significant impact from adopting this standard.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

4. INTANGIBLE ASSETS

	2014		2013	
	Cost \$	Accumulated amortization \$	Cost \$	Accumulated amortization \$
IgE technology	63,892	27,505	63,892	6,212
Immunotherapy technology	237,500	237,500	237,500	235,656
Hypocrellin based technology and licenses	2,476,822	2,476,822	2,476,822	2,476,822
CDK technology	225,000	225,000	225,000	225,000
	3,003,214	2,966,827	3,003,214	2,943,690
Net book value		36,387		59,524

During the year, amortization of intangible assets was \$23,137 (2013 – \$85,379).

CORE TECHNOLOGIES

AllergoOncology technology and licenses (“IgE technology”)

During September, 2012, the Company signed a technology purchase agreement with Advanced Immune Therapeutics, Inc. (“AIT”) to acquire the proprietary rights and intellectual property related to an allergo-oncology technology based on tumor associated Immunoglobulin E (IgE) antibody for the treatment of cancer. Under the terms of the agreement, consideration for the purchase consisted of payment of \$40,000 U.S. for past patent costs and the issuance of 500,000 common shares, valued for accounting purposes at \$0.05 per common share, which reflected the closing price of the common shares on the date of issuance of \$25,000. The agreement requires the Company to make milestone and royalty payments to AIT on future revenues. The Company is amortizing this asset on a straight-line basis over a three year period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

4. INTANGIBLE ASSETS [CONTINUED]

Immunotherapy technology and licenses (“Immunotherapy technology”)

During September, 2009, the Company signed a technology purchase agreement with Paladin Labs Inc. (“Paladin”) to acquire the proprietary rights and intellectual property related to an antibody immunotherapy technology. Under this technology, the Company acquired product candidates consisting of five monoclonal antibodies targeting certain tumor antigens that are presented in a variety of cancers. Under the terms of the agreement, consideration for the purchase consisted of a cash payment of \$37,500 and the issuance of 1,500,000 common shares upon the effective date of the purchase and an additional 1,500,000 common shares to be issued no later than December 31, 2010. The common shares issued on the effective date and those issued prior to December 31, 2010 were valued for accounting purposes at \$0.04 per share which reflected the closing price of the common shares on the effective date of the purchase (\$60,000 and \$60,000 respectively). Under the terms of the agreement a further 2,000,000 common shares were contingently issuable upon successful future financing initiatives by the Company. On October 22, 2010, the Company decided to take control over the technology and issued the final 3,500,000 common shares under the agreement. The 2,000,000 common shares issued on October 22, 2010 reflecting the contingent consideration were valued for accounting purposes at \$0.04 per share, which reflected the closing price of the common shares at that date of \$80,000. The agreement also requires the Company to make milestone and royalty payments to Paladin on future revenues. This intangible asset is fully amortized.

Hypocrellin-based technology and licenses (proprietary rights)

The Company’s subsidiary, Sonolight, holds the exclusive worldwide license to develop, commercialize and exploit several proprietary inventions involving a class of sonosensitizers and their use in cancer and non-cancer therapies. Sonolight signed a licensing agreement dated March 6, 2001 with the University of Alberta. The license agreement is for a term of 25 years. The agreement requires royalty payments upon successful sales and marketing of products developed using the technology. The Company has amortized this asset on a straight-line basis over a three-year period that commenced August 1, 2001. This intangible asset is fully amortized.

NON-CORE TECHNOLOGIES (CDK technology (proprietary rights))

The Company owns the worldwide rights to develop, manufacture and sell the CDK technology, a novel immunomodulator with anti-cancer properties. The Company amortized this asset on a straight-line basis over a three-year period, which commenced on August 1, 2002. This intangible asset is fully amortized. During fiscal 2009, the Company determined that it will not proceed with further development with respect to the CDK technology.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

5. PROPERTY AND EQUIPMENT

	2014		2013	
	Cost \$	Accumulated amortization \$	Cost \$	Accumulated amortization \$
Computer equipment	83,255	78,620	82,149	77,049
Furniture and fixtures	12,114	11,880	12,114	11,779
Office equipment	31,494	31,116	31,494	30,954
Manufacturing and research and development equipment	457,983	417,475	456,084	400,521
Leasehold improvements	5,220	1,629	5,805	2,830
	590,066	540,720	587,646	523,133
Net book value	49,346		64,513	

During the year, amortization of property and equipment was \$19,892 (2013 - \$26,522).

6. CONVERTIBLE DEBENTURE

On March 23, 2005, the Company entered into an agreement to issue a \$1,000,000 principal amount 8% convertible debenture with a one-year maturity to two arm's-length parties. The debenture is collateralized by the Company's Hypocrellin-based technology, one of its core technologies (note 4). The debenture was repayable in blended monthly installments of \$6,667 with the balance, including accrued interest, due on March 22, 2006. The debenture had a conversion feature whereby it could be converted into common shares of the Company at a price of \$0.45 per common share and could be redeemed at any time by the Company. The Company obtained extensions to the maturity date and as at January 31, 2013, the maturity date had been extended to June 30, 2013. In connection with the extensions the debenture interest rate was revised from 8% to 9% per annum and the debenture conversion price was amended from \$0.45 to \$0.25 per common share. During 2008, the Company made principal payments of \$500,000 against the convertible debenture. During 2013, the Company made a principal payment of \$100,000 against the convertible debenture. During fiscal 2014, the Company made a principal payment of \$400,000 against the convertible debenture which is now repaid in full.

During the year, the Company incurred \$18,000 (2013 - \$42,750) in interest under this convertible debenture.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

7. INCOME TAXES

Details of the components of income taxes from operations are as follows:

	2014	2013
	\$	\$
Loss from operations	(272,330)	(1,630,167)
Statutory tax rate	25%	25%
Income tax recovery at Canadian statutory tax rate	(68,083)	(407,542)
Adjustment in income taxes resulting from:		
Non-deductible expenses	21,142	22,365
Impact on future tax assets resulting from statutory rate reduction and expiry of loss carryforwards	12,015	80,452
Non-deductible expenses and other	1,129	10,067
Potential tax assets not recognized	33,797	294,658
Deferred tax recovery	—	—

Significant components of the Company's deferred tax balances are as follows:

	2014	2013
	\$	\$
Deferred tax assets		
Non-capital loss carryforwards	2,133,659	2,133,635
Tax cost of property, plant and equipment in excess of book values	256,758	246,000
Tax cost of intangible assets in excess of book values	104,996	104,996
Scientific research and experimental development tax credits	805,552	866,191
Capital loss carryforwards	836,318	836,318
	4,137,283	4,187,140
Potential tax assets not recognized (valuation allowance)	(4,137,283)	(4,187,140)

The Company and its subsidiaries have non-capital losses for income tax purposes of approximately \$8,534,636 at January 31, 2014 (January 31, 2013 - \$8,539,000) that may be applied against future taxable income. In addition, the Company has scientific research and experimental development expenses of approximately \$3,222,207 (2013 - \$3,488,657). In total, approximately \$8,534,636 (2013 - \$8,539,000) of non-capital losses and \$4,597,795 (2013 - \$4,800,000) of deductible temporary differences for Canadian income tax purposes has not been recognized, as a valuation allowance of \$4,137,283 has been setup for accounting purposes. ITC's of \$593,200 (2013 - \$543,000) can be applied against future taxable income.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

7. INCOME TAXES [CONTINUED]

The non-capital losses and investment tax credits (“ITCs”) available for carry forward will expire as follows:

	Non- capital losses	ITC
	\$	\$
2015	1,936,483	—
2026	2,440,630	—
2027	1,480,548	91,300
2028	614,914	98,900
2029	97	198,900
2030	122	48,700
2031	809,406	63,700
2032	524,855	41,500
2033	727,483	50,200
2034	98	—
	<u>8,534,636</u>	<u>593,200</u>

8. COMMITMENTS AND CONTINGENCIES

a) Lease obligations

The Company is committed to future minimum lease payments, including estimated operating costs, for its business premises as follows:

	\$
2015	57,086
2016	58,637
2017	63,065
2018	21,022
2019 and thereafter	—
	<u>199,810</u>

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

8. COMMITMENTS AND CONTINGENCIES [CONTINUED]

b) Research and development and other activities

Subject to successful completion of contractual milestones, the Company has commitments to fund various research and development and other activities in the normal course of business as follows:

	\$
2015	1,075,555
2016	700,193
2017	391,075
2018	407,747
2019 and thereafter	101,595
	<u>2,676,165</u>

In fiscal 2014, the Company entered into a total of four licensing agreements with two prominent Universities located in the United States. The licensing agreements require ongoing license maintenance fees which continue until the contract is terminated. As the duration and success of the contracts are unknown, the Company has included estimated licensing fees for five years in the schedule above and has not included any amounts after the five year period. The total amount included for these licensing agreements in the five year period is approximately \$228,000 at varying amounts per year.

In fiscal 2010, the Company entered into an assumption agreement (the "Assumption Agreement") with the Alberta Heritage Foundation for Medical Research (the "Foundation") in connection with the Company's September, 2009 purchase of the Immunotherapy Technology (note 4). This agreement related to prior funding by the Foundation of \$500,000 towards the development of the Immunotherapy Technology. Under the Assumption Agreement, upon the generation of revenues related to any developed product, the Company has committed to reimburse the Foundation for its \$500,000 funding and to pay a royalty of \$500,000 based on product revenues. This technology has not reached the commercialization stage and the outcome is not yet determinable.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

9. SHARE CAPITAL

Authorized

Unlimited number of common shares without nominal or par value
Unlimited number of first preferred shares
Unlimited number of second preferred shares

The first and second preferred shares may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series.

Issued

	Number of common shares	Amount \$
Common shares		
At January 31, 2012	83,197,580	24,598,875
Shares issued pursuant to a technology purchase	500,000	25,000
At January 31, 2013	83,697,580	24,623,875
Shares issued pursuant to a private placement	5,000,000	500,000
Shares issued pursuant to the investment financing	3,000,000	90,000
Shares issued pursuant to a private placement	10,000,000	600,000
At January 31, 2014	101,697,580	25,813,875

In October, 2012, the Company issued 500,000 common shares to acquire the IgE technology. The 500,000 shares were valued at \$0.05 per common share, which represented the closing price of the common shares on October 16, 2012.

In October, 2013, the Company issued 5,000,000 common shares to a related party pursuant to a May, 2012 \$500,000 private placement. The shares were valued at \$0.10 per common share, which represented the closing price of the common shares in May 2012.

In October, 2013, the Company issued 3,000,000 common shares to a related party pursuant to the termination and settlement of an Investment Financing agreement (note 19). The shares were valued at \$0.03 per share which represented the closing price of the common shares on the date of issue. The Company recorded this transaction as an increase of \$90,000 in share capital in the consolidated statements of financial position and a corresponding reduction in the interest free loan (notes 13 and 19).

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

9. SHARE CAPITAL [CONTINUED]

In January, 2014, Company raised \$1,000,000 through the issuance of 10,000,000 units at \$0.10 per unit, each unit comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at \$0.15 per common share. The warrants expire on January 23, 2016. The shares were valued at \$0.06 per common share, which represented the closing price of the common shares on the date of issue. The common share purchase warrants were valued at \$0.04 per warrant using the Black-Scholes option valuation model.

The following options to purchase common shares were outstanding as at January 31, 2014:

Exercise price \$	Options outstanding #	Weighted average remaining life (years)	Options exercisable #
0.10	8,890,000	7.53	8,890,000
0.15	250,000	0.21	250,000
	9,140,000	7.74	9,140,000

The following schedule details the warrants and share-based payment transactions granted and expired:

	Shares issuable on exercise of			
	Warrants		Share options	
	Number of shares #	Weighted average exercise price \$	Number of shares #	Weighted average exercise price \$
Balance, January 31, 2012	10,000,000	0.10	6,475,000	0.13
Granted	—	—	1,915,000	0.10
Expired	—	—	(1,475,000)	0.23
Balance, January 31, 2013	10,000,000	0.10	6,915,000	0.10
Granted	10,000,000	0.15	2,475,000	0.10
Expired	(10,000,000)	0.10	(250,000)	0.17
Balance, January 31, 2014	10,000,000	0.15	9,140,000	0.10

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

9. SHARE CAPITAL [CONTINUED]

Warrants

In October 2011, the Company issued 10,000,000 share purchase warrants exercisable at \$0.10 per common share pursuant to a private placement of units. The warrants were valued at \$0.02 per warrant using the Black-Scholes option valuation model with the following assumptions (dividend rate – 0.00%, volatility – 151.7%, risk-free interest rate – 1.20%, expected life – 2 years). The warrants expired on October 25, 2013.

In January 2014, the Company issued 10,000,000 share purchase warrants exercisable at \$0.15 per common share pursuant to a private placement of units. The warrants were valued at \$0.04 per warrant using the Black-Scholes option valuation model with the following assumptions (dividend rate – 0.00%, volatility – 153.1%, risk-free interest rate – 0.96%, expected life – 2 years). The warrants expire on January 23, 2016.

Share options

For the year ended January 31, 2014, the Company granted 2,475,000 share options, as per the Company's Share Option Plan. Options vest immediately on date of grant, except for 200,000 options which vested 2 months after the grant date. Out of this total, 425,000 share options, with exercise prices ranging from \$0.10 to \$0.15 per share, were granted to non-employees and 2,050,000 share options, all with an exercise price of \$0.10 per share were granted to employees (note 11).

For the year ended January 31, 2013 the Company granted 1,915,000 share options, as per the Company's Share Option Plan. Options vest immediately on date of grant. Out of this total, 975,000 share options, all with an exercise price of \$0.10 per share, were granted to non-employees and 940,000 share options, all with an exercise price of \$0.10 per share were granted to employees (note 11).

On July 26, 2012, the Company obtained shareholder approval to amend its Share Option Plan such that the aggregate number of common shares eligible for issuance under the Share Option Plan shall not exceed 12,000,000. As at January 31, 2014, 2,860,000 options are available for issue.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

10. CAPITAL DISCLOSURES

The Company is a biotechnology company and consistent with other companies in the industry, the Company's objectives when managing capital are to safeguard its accumulated capital in order to maintain its ability to continue as a going concern so that it can continue with its drug development program and strive to maximize shareholder value. Note 1 provides a discussion surrounding the Company's ability to continue as a going concern. Capital is defined by the Company as shareholders' deficiency (primarily comprising of share capital, contributed surplus and deficit) and current term debt consisting of a convertible debenture, demand loans and interest free loan. The Company manages its capital structures, and makes adjustments to it based on the needs of the Company's operations and the requirement for funding to continue with the Company's drug development program. The Company does this through new share or debt issuances, selling assets or licensing its technologies to third parties to fund operations. The Company is not subject to any externally imposed capital requirements.

11. SHARE-BASED PAYMENTS

For the year ended January 31, 2014, the Company granted a total of 2,475,000 (2013 – 1,915,000) share options under the Company's Share Option Plan. Options vest immediately on date of grant, except for 200,000 options which vested 2 months after the grant date. The fair value of options vesting in 2014 of \$76,250 (2013 - \$86,350) was recognized as a share-based payment expense and credited to contributed surplus for the years ended January 31, 2014 and 2013. There were no forfeitures of Company's share options during the years ended January 31, 2014 and 2013.

The Company used the Black-Scholes option pricing model to estimate the fair value of these options. The Company considers historical volatility of its common shares in estimating future share price volatility. The following assumptions were used:

	<u>2014</u>	<u>2013</u>
Dividend yield	0.00%	0.00%
Volatility	145.6-146.5%	143.7-145.4%
Risk-free interest rate	2.20-2.63%	1.75-1.88%
Expected life (years)	10	10
Fair value per option	\$0.03-\$0.04	\$0.04-\$0.05

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

12. SEGMENT DISCLOSURES

The Company is managed as one operating segment – biopharmaceutical/pharmaceutical products. The chief operating decision maker assesses performance and makes resource decisions based on the consolidated results of operations of this operating segment. Substantially all of the operations of the Company are directly engaged in or support this operating segment. Revenues of \$1,929,000 for the year ended January 31, 2014 (2013 - nil) were attributed to this operating segment.

13. DEMAND LOANS, INTEREST FREE LOAN AND RELATED PARTY TRANSACTIONS

During the year ended January 31, 2011, the Company entered into a demand loan agreement with a company controlled by an officer of the Company to provide up to \$1,000,000 bearing interest at 8% compounded annually to be used for the Company's operating expenditures. This financing is unsecured, with interest payable monthly and with principal repayment to be made 30 days after demand. As at January 31, 2014, the Company had drawn \$680,000 on this financing. During the year ended January 31, 2012, the Company secured additional demand loan financing of \$100,000 from a director of the Company. This demand loan financing bears interest at 8% per annum, interest payable monthly and is unsecured with principal repayment to be made 30 days after demand. During fiscal 2012 and 2013, the Company secured demand loan financing of \$90,000 from an officer of the Company and \$180,000 from an unrelated third party to the Company (all of the \$180,000 was repaid during 2013). During fiscal 2014, the Company drew \$200,000 of demand loan financing from this unrelated third party (all of the \$200,000 was repaid during 2014). These demand loan financings bear interest at 8% per annum with interest payable monthly and are unsecured with principal repayment to be made 30 days after demand. During the year ended January 31, 2013, the Company received \$500,000 in an interest free loan from a related party of the Company. During 2014, these funds were converted into a part of the investment financing (note 19). During the year ended January 31, 2014, the Company incurred \$74,893 (2013 – \$77,294) in interest under the demand loan financing, of which \$69,600 was incurred in connection with related parties (2013 – \$69,895), all of which was paid during the year.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

14. SUPPLEMENTAL CASH FLOW INFORMATION

Net change in non-cash working capital items related to operating activities

	2014 \$	2013 \$
Accounts receivable	(2,220)	(33,923)
Prepaid expenses	(8,898)	5,002
Accounts payable and accrued liabilities	133,704	(363,703)
	<u>122,586</u>	<u>(392,624)</u>

During the year ended January 31, 2014, the Company paid \$97,763 of interest (2013 - \$185,242) and income taxes of nil (2013 - nil).

15. GOVERNMENT ASSISTANCE

During the year ended January 31, 2014, the Company recognized \$30,310 (2013 - \$50,939) from Alberta Finance related to scientific research and development claims made for research and development expenditures incurred in fiscal 2014, 2013 and 2012. This funding was treated as a reduction of research and development expenses.

	2014 \$	2013 \$
Gross research and development expenditures	1,370,365	898,046
Less: government assistance	(30,310)	(50,939)
Research and development expenditures, net	<u>1,340,055</u>	<u>847,107</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments include cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, the convertible debenture, the demand loans, and the interest free loan.

a) Carrying value and fair value

The carrying values of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, the convertible debenture, the demand loans and the interest free loan approximate their fair value due to the immediate or short-term maturity of these financial instruments. The fair value of the Company's financial instruments of cash and cash equivalents are measured using the Level 1 classification of the fair value hierarchy.

b) Risks

i) Foreign currency risk

The Company has certain assets and liabilities that are denominated in foreign currencies and are exposed to risks from changes in foreign exchange rates and the degree of volatility of these rates. Due to the limited number of transactions that are denominated in foreign currencies, the Company does not consider its exposure to foreign currency risk to be significant and currently does not use derivative instruments to reduce its exposure to this.

ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's exposure to liquidity risk is dependent on its ability to raise funds to meet its commitments and sustain its operations. The Company controls liquidity risk by managing its working capital and by securing additional funds through equity, debt or partnering transactions (see Capital Disclosures, note 10). In fiscal 2013 and 2014, the Company secured debt financing from its officers and from unrelated third parties to provide demand loan financing for operational expenditures (note 13). During fiscal 2014, the Company secured equity financing of \$1,000,000 through a private placement of common shares and warrants and received \$2,050,000 of investment financing (note 19).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT [CONTINUED]

iii) Credit risk

Financial instruments that subject the Company to credit risk consist primarily of cash and cash equivalents and accounts receivable. To minimize its exposure to credit risk for cash equivalents, the Company invests surplus cash in short-term deposits that are fully guaranteed by the Company's financial banker, a major Canadian chartered bank. As the Company is a research and development company, the Company's exposure to credit risk related to accounts receivable is not considered to be significant. At year end, 77% of accounts receivable was due from one provincial government agency.

iv) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Financial assets and financial liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company's cash and cash equivalents comprise of highly liquid deposits or investments that earn interest at market rates. Interest on the convertible debenture and demand loans is at fixed rates. Consequently, the Company is exposed to fair value changes on long-term debt when the market interest rate changes. Accounts receivable, accounts payable and accrued liabilities bear no interest.

The Company manages its interest rate risk by maximizing the interest income earned on excess funds while maintaining the liquidity necessary to conduct operations on a day-to-day basis. The Company's policy limits the investing of excess funds to liquid government guaranteed deposits or guaranteed investment certificates.

17. LOSS PER SHARE

Basic and diluted net loss per common share is computed by dividing net loss by the weighted average number of common shares outstanding for the year. In determining diluted net loss and net loss per common share, the weighted average number of common shares outstanding is adjusted for share options and warrants eligible for exercise where the average market price of common shares for the year ended January 31, 2014 exceeds the exercise price. Common shares that could potentially dilute basic net loss and net loss per common share in the future that could be issued from the exercise of share options and warrants were not included in the computation of the diluted loss per common share for the year ended January 31, 2014 because to do so would be anti-dilutive.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

17. LOSS PER SHARE [CONTINUED]

The numerator and denominator used in the calculation of historical basic and diluted net loss amounts per common share are as follows:

	2014	2013
	\$	\$
Net loss	(272,330)	(\$1,630,167)
Number of weighted average common shares outstanding	86,590,731	83,344,155
Loss per share	(\$0.003)	(\$0.020)

The following number and type of securities could potentially dilute basic earnings per common share in the future. These securities are not included in the computation of diluted earnings per share, because to do so would have reduced the loss per common share (anti-dilutive) for the years presented:

	2014	2013
Share-based payment transactions	9,140,000	6,915,000
Warrants	10,000,000	10,000,000
	19,140,000	16,915,000

18. COMPENSATION OF KEY MANAGEMENT

Key management includes directors and executives of the Company. The compensation paid or payable (including share-based payments) to key management for services is shown below:

	2014	2013
	\$	\$
Salaries and short-term employee benefits	421,000	395,600
Director share-based compensation	16,500	18,000
	437,500	413,600

During the year ended January 31, 2014, 2,050,000 share options (2013 – 940,000) were granted to executives and to independent directors.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

19. INVESTMENT FINANCING

During fiscal 2013, the Company signed an investment agreement with a related party to provide the Company with up to \$8,000,000 of funding over a 12-month period to support the Company's clinical trial programs and for operational expenditures. Under the investment agreement, the Company was required to issue up to 15,000,000 common shares and share up to 50% of future net revenues derived from the Company's immunotherapy and prostate cancer programs as funding milestones under the agreement are met. The Company received \$1,100,000 of funding during fiscal 2013 and \$50,000 of funding during fiscal 2014, which was recognized as deferred revenue. During fiscal 2014, the investment agreement was terminated along with conversion of the \$500,000 interest free loan in exchange for 3,000,000 common shares of the Company and 7% of future net revenues with this related party plus 3% of future net revenues to a maximum of \$5,000,000 to an unrelated party, derived from the Company's immunotherapy and prostate cancer programs. The shares issued were valued at \$90,000 and recorded in share capital with the remainder of funding received of \$1,560,000 recorded as a gain on settlement of investment agreement in the consolidated statements of loss and comprehensive loss.

During fiscal 2014, the Company entered into an investment agreement with a third party to provide up to \$12,000,000 of clinical development funding in return for the Company's common shares and future revenue sharing. Under this agreement, the Company is required to complete the phase II clinical trial on the Company's immunotherapy program, issue up to 10,000,000 common shares, and share up to 40% of future net revenues derived from the Company's immunotherapy, prostate cancer, IgE technology and dermatology programs. As at January 31, 2014, the Company has received \$2,000,000 of funding under this agreement, and is obligated to complete the phase II clinical trial on the Company's immunotherapy program and share 40% of future net revenues from this program. A portion of this investment financing has been recognized as revenue in the consolidated statements of loss and comprehensive loss, based on the portion of the phase II clinical trial completed in the year subsequent to receipt of the funding. The remainder has been recorded as deferred revenue on the statements of financial position and will be recognized into income as the clinical trials are completed. Under the terms of the investment financing agreement, the Company was to receive an additional \$2,000,000 by December 31, 2013. As of the date of these financial statements, this funding had not yet been received, and this agreement is in default.

20. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the presentation adopted in the current year.

Quest PharmaTech Inc.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years ended January 31, 2014 and 2013

21. SUBSEQUENT EVENTS

Subsequent to year end, the Company received \$300,000 of demand loan financing from an unrelated party. This demand loan financing bears interest at 8% per annum, interest payable monthly and is unsecured with principal repayment to be made 30 days after demand.

