Consolidated Financial Statements

# Quest PharmaTech Inc.

Three months ended April 30, 2013

(Unaudited)

# Quest PharmaTech Inc.

National Instrument 51 – 102
Continuous Disclosure Obligations

## Notice

Pursuant to Part 4.3 (3) of National Instrument 51 – 102, these unaudited interim consolidated financial statements of Quest PharmaTech Inc. for the three month period ended April 30, 2013 have not been reviewed by the Company's auditors.

# Quest PharmaTech Inc.

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

**(see note 1 – going concern uncertainty)**

As at

| | Apr 30, 2013 (Unaudited) $ | Jan 31, 2013 (Audited) $ |
|---|---|---|
| **ASSETS** | | |
| **Current** | | |
| Cash | **45,436** | 56,637 |
| Accounts receivable | **30,483** | 36,974 |
| Prepaid expenses | **34,562** | 25,582 |
| | **110,481** | 119,193 |
| **Non current** | | |
| Property and equipment *[note 4]* | **63,185** | 64,513 |
| Intangibles *[note 3]* | **52,359** | 59,524 |
| | **115,544** | 124,037 |
| | **226,025** | 243,230 |
| **LIABILITIES** | | |
| **Current** | | |
| Accounts payable and accrued liabilities | **787,968** | 679,783 |
| Demand loans *[note 9]* | **1,070,000** | 870,000 |
| Convertible debenture *[note 5]* | **400,000** | 400,000 |
| Interest free loan *[note 9]* | **500,000** | 500,000 |
| | **2,757,968** | 2,449,783 |
| **SHAREHOLDERS' DEFICIENCY** | | |
| Common shares *[note 6]* | **24,623,875** | 24,623,875 |
| Common shares to be issued *[note 6]* | **500,000** | 500,000 |
| Warrants *[note 6]* | **200,000** | 200,000 |
| Equity portion of convertible debenture *[note 5]* | **60,000** | 60,000 |
| Contributed surplus | **1,916,715** | 1,916,715 |
| Contributed surplus – investment financing *[note 13]* | **1,150,000** | 1,100,000 |
| Deficit | **(30,982,533)** | (30,607,143) |
| | **(2,531,943)** | (2,206,553) |
| | **226,025** | 243,230 |

*See accompanying notes*

# Quest PharmaTech Inc.

## CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

**Three months ended April 30**

| | 2013<br>$ | 2012<br>$ |
|---|---|---|
| **REVENUE** | — | — |
| **EXPENSES** | | |
| General and administrative | **122,142** | 109,941 |
| Research and development | **223,951** | 164,626 |
| | **346,093** | 274,567 |
| **Loss before the undernoted** | **(346,093)** | (274,567) |
| **Other income (expenses)** | | |
| Financial income | — | 105 |
| Financial expenses *[notes 5 and 9]* | **(29,398)** | (33,117) |
| Foreign exchange gain | **101** | (1,812) |
| | **(29,297)** | (34,824) |
| **Net and comprehensive loss for the period** | **(375,390)** | (309,391) |
| **Basic and diluted loss per share** | **($0.004)** | ($0.004) |

*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 $ | Contributed surplus – investment financing $ | Deficit $ | Total Shareholders' Deficiency $ |
|---|---|---|---|---|---|---|---|---|
| **Balance, February 1, 2012** | 24,598,875 | 60,000 | — | 200,000 | 1,830,365 | — | (28,976,976) | (2,287,736) |
| Net loss for the period | — | — | — | — | — | — | (309,391) | (309,391) |
| **Balance, April 30, 2012** | 24,598,875 | 60,000 | — | 200,000 | 1,830,365 | — | (29,286,367) | (2,597,127) |
| **Balance, February 1, 2013** | 24,623,875 | 60,000 | 500,000 | 200,000 | 1,916,715 | 1,100,000 | (30,607,143) | (2,206,553) |
| Funding received *[note 13]* | — | — | — | — | — | 50,000 | — | 50,000 |
| Net loss for the period | — | — | — | — | — | — | (375,390) | (375,390) |
| **Balance, April 30, 2013** | 24,623,875 | 60,000 | 500,000 | 200,000 | 1,916,715 | 1,150,000 | (30,982,533) | (2,531,943) |

*See accompanying notes*

# Quest PharmaTech Inc.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

Three months ended April 30

| | 2013<br>$ | 2012<br>$ |
|---|---|---|
| **CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES** | | |
| Net loss for the period | **(375,390)** | **(309,391)** |
| Add (deduct) items not involving cash: | | |
| Amortization | **12,113** | 26,251 |
| Net change in working capital *[note 10]* | **105,696** | 194,415 |
| **NET CASH FLOWS USED IN OPERATING ACTIVITIES** | **(257,581)** | (88,725) |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | |
| Increase in demand loans *[note 9]* | **200,000** | 34,000 |
| Investment agreement funding *[note 13]* | **50,000** | — |
| **Net CASH FLOWS FROM FINANCING ACTIVITIES** | **250,000** | 34,000 |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Purchase of property and equipment | **(3,620)** | — |
| **NET CASH FLOWS FROM INVESTING ACTIVITIES** | **(3,620)** | — |
| **Net increase (decrease) in cash and cash equivalents** | **(11,201)** | (54,725) |
| Cash and cash equivalents, beginning of period | **56,637** | 74,975 |
| **Cash and cash equivalents, end of period** | **45,436** | 20,250 |

*See accompanying notes*

# Quest PharmaTech Inc.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**For the three months ended April 30, 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 is incorporated under the Business Corporations Act (Alberta). The Company's functional currency is the Canadian dollar. The principal address of the Company is 8123 Roper Road NW, Edmonton, Alberta, T6E 6S4.

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

### 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 $375,390 for the three months ended April 30, 2013 and as at April 30, 2013 had a working capital deficiency of $2,647,487 (January 31, 2013 - $2,330,590) and a shareholders' deficiency of $2,531,943 (January 31, 2013 - $2,206,553). Accordingly, there is a material uncertainty that may cast significant doubt regarding the Company's ability to continue as a going concern.

## 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 the $8 million Investment Financing agreement (note 13) and also through issuing new share capital through equity financing, licensing arrangements and/or strategic partnerships.

## 2. BASIS OF PREPARATION

The unaudited consolidated financial statements of the Company were prepared following the same accounting policies as disclosed in Note 3 in the audited consolidated financial statements for the years ended January 31, 2013 and 2012. These unaudited consolidated financial statements for the three months ended April 30, 2013 should be read in conjunction with the consolidated financial statements for the years ended January 31, 2013 and 2012 and the notes thereto. These unaudited consolidated financial statements for the three months ended April 30, 2013 do not include all of the required disclosures for annual consolidated financial statements.

### Statement of Compliance

These consolidated financial statements have been prepared by management in accordance with IAS 34 "Interim Financial Reporting" using accounting principles consistent with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements were approved and authorized for issuance by the Board of Directors on June 10, 2013.

### Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention with the exception of financial instruments which have been measured at fair value.

## 3. INTANGIBLE ASSETS

| | April 30, 2013 | | January 31, 2013 | |
|---|---|---|---|---|
| | **Cost**<br>$ | **Accumulated amortization**<br>$ | **Cost**<br>$ | **Accumulated amortization**<br>$ |
| IgE technology | **63,892** | **11,533** | 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** | **2,950,855** | 3,003,214 | 2,943,690 |
| **Net book value** | **52,359** | | 59,524 | |

During the three months ended April 30, 2013, amortization of intangible assets was $7,166 (2012 – $19,792).

**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 allegrooncology 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 ($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.

**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

## 3. INTANGIBLE ASSETS [CONTINUED]

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 ($80,000). The agreement also requires the Company to make milestone and royalty payments to Paladin on future revenues. The Company has amortized this asset on a straight-line basis over a three-year period. 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. The Company has pledged this technology as collateral in connection with the convertible debenture (note 5).

**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. As consideration for its acquisition of the technology, the Company must issue 400,000 common shares as certain milestones outlined in the technology purchase agreement are met. To date, the Company has issued 200,000 shares under the agreement: 100,000 shares issued in fiscal 2004 and 100,000 shares in fiscal 2003. These shares have been recorded at a value that represents the closing price of the common shares on the date the shares were issued. 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 at this time.

## 4. PROPERTY AND EQUIPMENT

| | April 30, 2013 | | January 31, 2013 | |
|---|---|---|---|---|
| | **Cost** $ | **Accumulated amortization** $ | **Cost** $ | **Accumulated amortization** $ |
| Computer equipment | **82,149** | **77,432** | 82,149 | 77,049 |
| Furniture and fixtures | **12,114** | **11,805** | 12,114 | 11,779 |
| Office equipment | **31,494** | **30,995** | 31,494 | 30,954 |
| Manufacturing and research and development equipment | **457,983** | **404,758** | 456,084 | 400,521 |
| Leasehold improvements | **5,220** | **785** | 5,805 | 2,830 |
| | **588,960** | **525,775** | 587,646 | 523,133 |
| **Net book value** | **63,185** | | 64,513 | |

During the three months ended April 30, 2013, amortization of property and equipment was $4,947 (2012 - $6,459).

## 5. 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 3). 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 April 30, 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 the three months ended April 30, 2013, the Company incurred $9,000 (2012 - $11,250) in interest under this convertible debenture.

## 6. 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 |
| **At April 30, 2013** | 83,697,580 | 24,623,875 |

On October 16, 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 May, 2012, the Company closed a $500,000 private placement of 5,000,000 common shares at $0.10 per share. The Company has received TSX Venture Exchange approval for this transaction and intends to issue the common shares in the near future.

On October 25, 2011, the Company raised $600,000 through the issuance of 10,000,000 units at $0.06 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 $0.10 per common share. The warrants expire on October 25, 2013.

## 6. SHARE CAPITAL [CONTINUED]

The following options to purchase common shares were outstanding as at April 30, 2013:

| Exercise price $ | Options outstanding # | Weighted average remaining life (years) | Options exercisable # |
|---|---|---|---|
| **0.10** | **6,615,000** | **7.56** | **6,615,000** |
| **0.15** | **250,000** | **0.03** | **250,000** |
| **0.25** | **50,000** | **0.00** | **50,000** |
| | **6,915,000** | **7.59** | **6,915,000** |

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 | — | — | — | — |
| Expired | — | — | — | — |
| **Balance, April 30, 2013** | **10,000,000** | 0.10 | **6,915,000** | **0.10** |

## 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 expire 24 months from the date of issue, on October 25, 2013.

## 6. SHARE CAPITAL [CONTINUED]

### Share options

For the three months ended April 30, 2013 and 2012, the Company did not grant any share options under the Company's Share Option Plan.

Under the Company's Share Option Plan the aggregate number of common shares eligible for issuance shall not exceed 12,000,000. At April 30, 2013, 5,085,000 options are available for issue.

### Basic and diluted loss per share

Basic loss per share has been calculated using the weighted average number of common shares outstanding during the period (2013 – 83,697,580; 2012 – 83,197,580). For the periods presented, the calculation of loss per common share on a diluted basis excluded all potential common shares because the effect was anti-dilutive.

## 7. 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 comprised of share capital, contributed surplus and deficit) and current term debt consisting of a convertible debenture, demand loans and an 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.

## 8. SEGMENT DISCLOSURES

The Company is managed as one operating segment – biopharmaceutical/pharmaceutical products. Management 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. There was no revenue earned for the three months ended April 30, 2013 or 2012.

## 9. 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 one of its officers 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 principal repayment to be made 30 days after demand and interest is payable monthly. As at April 30, 2013, 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. As at April 30, 2013, the Company had demand loan financing of $90,000 from an officer of the Company and $200,000 from an unrelated third party to the Company. These demand loan financings bear interest at 8% per annum, 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 to the Company. Subsequent to period end, these funds were converted into a part of the investment financing (notes 13 and 14). During the three month period ended April 30, 2013, the Company incurred $19,075 (2012 – $20,382) in interest under the demand loan financing, $16,971 with related parties (2012 – $17,409).

## 10. SUPPLEMENTAL CASH FLOW INFORMATION

### NET CHANGE IN NON-CASH WORKING CAPITAL ITEMS RELATED TO OPERATING ACTIVITIES

| **Three months ended April 30** | **2013**<br>$ | **2012**<br>$ |
|---|---|---|
| Accounts receivable | **6,491** | (1,885) |
| Prepaid expenses | **(8,980)** | (6,279) |
| Accounts payable and accrued liabilities | **108,185** | 202,579 |
| | **105,696** | 194,415 |

## 11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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

**a) Carrying value and fair value**

The carrying values of cash and cash equivalents, accounts receivable, marketable securities,

## 11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT [CONTINUED]

accounts payable and accrued liabilities, the convertible debenture and the demand loans 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 and marketable securities 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 7). 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. During fiscal 2013, the Company received an interest free loan from a related party. During fiscal 2013 and 2014, the company received investment financing (note 13) from a related party. During fiscal 2013, the Company renegotiated the maturity of its convertible debenture to June 30, 2013.

**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, 91% of accounts receivable was due from one federal 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.

## 11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT [CONTINUED]

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 are comprised 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.

## 12. 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 during the three months ended April 30, 2013 and 2012 is shown below:

| | **2013**<br>$ | **2012**<br>$ |
|---|---|---|
| Salaries and short term employee benefits | **94,000** | 94,000 |
| Director compensation | — | — |
| | **94,000** | 94,000 |

## 13. 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 is 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. During fiscal 2013, the Company received $1,100,000 of funding under the agreement. During the three months ended April 30, 2013, the Company received $50,000 of funding under the agreement. The Company recorded this funding as contributed surplus on the statements of financial position. Subsequent to period end, the Company received a further $500,000 of funding related to its investment financing agreement and the $500,000 interest free loan was converted into a part of the investment financing (note 14).

## 14. SUBSEQUENT EVENTS

In May, 2013, the Company received $500,000 under its investment financing agreement (note 13). Also, the $500,000 interest free loan was converted into a part of the investment financing.