

Consolidated Financial Statements

**Quest PharmaTech Inc.**

Nine months ended October 31, 2016

(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 nine month period ended October 31, 2016 have not been reviewed by the Company's auditors.

# Quest PharmaTech Inc.

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at

	October 31, 2016 (Unaudited) \$	Jan 31, 2016 (Audited) \$
<b>ASSETS</b>		
<b>Current</b>		
Cash <i>[note 3]</i>	2,666,360	788,627
Short term investments <i>[note 3]</i>	7,951,500	—
Accounts receivable	35,978	30,891
Prepaid expenses	179,679	77,150
Inventory	50,999	—
	<b>10,884,516</b>	<b>896,668</b>
<b>Non current</b>		
Restricted cash	—	1,566,000
Restricted short term investments <i>[notes 3 and 6]</i>	1,380,509	8,290,000
Loan receivable <i>[note 16]</i>	250,000	—
Property and equipment <i>[note 5]</i>	28,817	30,081
Intangibles <i>[note 4]</i>	2,669	4,670
Non-current prepaid expenses	45,154	85,155
	<b>12,591,665</b>	<b>10,872,574</b>
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	350,057	631,754
Preferred share instrument <i>[note 6]</i>	—	12,672,000
	<b>350,057</b>	<b>13,303,754</b>
<b>SHAREHOLDERS' EQUITY</b>		
Common shares <i>[note 6]</i>	28,810,839	28,810,839
Preferred shares <i>[note 6]</i>	17,166,365	—
Warrants <i>[note 6]</i>	367,626	401,917
Non-controlling interest <i>[note 6]</i>	(247,506)	(107,068)
Contributed surplus	6,103,735	5,796,209
Deficit	(39,959,451)	(37,333,077)
	<b>12,241,608</b>	<b>(2,431,180)</b>
	<b>12,591,665</b>	<b>10,872,574</b>

*See accompanying notes*

# Quest PharmaTech Inc.

## CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

	For the three months ended October 31		For the nine months ended October 31	
	2016	2015	2016	2015
	\$	\$	\$	\$
<b>REVENUE</b>				
Investment financing revenue <i>[note 15]</i>	—	99,000	—	297,000
<b>EXPENSES</b>				
General and administrative	584,114	131,523	1,301,144	597,326
Research and development, net <i>[note 14]</i>	1,104,822	151,508	1,805,107	531,679
	<b>1,688,936</b>	283,031	<b>3,106,251</b>	1,129,005
<b>Loss before the undernoted</b>	<b>(1,688,936)</b>	(184,031)	<b>(3,106,251)</b>	(832,005)
<b>Other income (expense)</b>				
Financial income	16,518	—	31,501	105
Financial expenses <i>[note 10]</i>	(3,281)	(41,060)	(6,010)	(122,434)
Foreign exchange gain (loss)	281,945	1,025	313,948	(20,233)
	<b>295,182</b>	(40,035)	<b>339,439</b>	(142,562)
<b>Net and comprehensive loss for the period</b>	<b>(1,393,754)</b>	(224,066)	<b>(2,766,812)</b>	(974,567)
<b>Attributable to:</b>				
Equity holders of the parent	(1,303,981)	(224,066)	(2,626,374)	(974,567)
Non-controlling interest <i>[note 6]</i>	(89,773)	—	(140,438)	—
<b>Total</b>	<b>(1,393,754)</b>	(224,066)	<b>(2,766,812)</b>	(974,567)
<b>Basic and diluted loss per share</b>	<b>(\$0.009)</b>	(\$0.002)	<b>(\$0.017)</b>	(\$0.009)

*See accompanying notes*

# Quest PharmaTech Inc.

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Share Capital – common shares \$	Share Capital – preferred shares \$	Warrants \$	Non-controlling interest \$	Contributed surplus \$	Deficit \$	Total shareholders' equity \$
<b>Balance, February 1, 2016</b>	28,810,839	—	401,917	(107,068)	5,796,209	(37,333,077)	(2,431,180)
Share based payments <i>[note 8]</i>	—	—	—	—	273,235	—	273,235
Preferred shares <i>[note 6]</i>	—	17,166,365	—	—	—	—	17,166,365
Warrants expiry <i>[note 6]</i>	—	—	(68,583)	—	68,583	—	—
Warrants issued <i>[note 6]</i>	—	—	34,292	—	(34,292)	—	—
Net loss for the period	—	—	—	(140,438)	—	(2,626,374)	(2,766,812)
<b>Balance, October 31, 2016</b>	<b>28,810,839</b>	<b>17,166,365</b>	<b>367,626</b>	<b>(247,506)</b>	<b>6,103,735</b>	<b>(39,959,451)</b>	<b>12,241,608</b>

*See accompanying notes*

# Quest PharmaTech Inc.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the three months ended October 31		For the nine months ended October 31	
	2016	2015	2016	2015
	\$	\$	\$	\$
<b>CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES</b>				
Net loss for the period	(1,393,754)	(224,066)	(2,766,812)	(974,567)
Add (deduct) items not involving cash:				
Amortization	3,706	8,621	11,121	27,637
Share-based compensation <i>[note 8]</i>	238,235	13,000	273,235	15,500
Investment financing revenue <i>[note 15]</i>	—	(99,000)	—	(297,000)
Net changes in working capital <i>[note 11]</i>	(141,585)	51,905	(440,312)	(45,866)
<b>NET CASH FLOWS USED IN OPERATING ACTIVITIES</b>	<b>(1,293,398)</b>	<b>(249,540)</b>	<b>(2,922,768)</b>	<b>(1,274,296)</b>
<b>CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES</b>				
Increase in demand loans <i>[note 10]</i>	—	—	—	455,000
Repayment of demand loans <i>[note 10]</i>	—	—	—	(240,000)
Private placement proceeds – common shares <i>[note 6]</i>	—	2,000,000	—	3,000,000
Private placement proceeds – preferred shares <i>[note 6]</i>	—	—	5,205,400	—
<b>NET CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>—</b>	<b>2,000,000</b>	<b>5,205,400</b>	<b>3,215,000</b>
<b>CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES</b>				
Purchase of property and equipment	—	—	(7,855)	—
Increase in loan receivable <i>[note 16]</i>	(100,000)	—	(250,000)	—
<b>NET CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES</b>	<b>(100,000)</b>	<b>—</b>	<b>(257,855)</b>	<b>—</b>
Foreign currency loss on demand loans held in foreign currency	—	175	—	1,758
Foreign currency (gain) loss on foreign currency denominated cash	(178,286)	—	(147,044)	—
	(178,286)	175	(147,044)	1,758
<b>Net increase (decrease) in cash</b>	<b>(1,571,684)</b>	<b>1,750,635</b>	<b>1,877,733</b>	<b>1,942,462</b>
Cash, beginning of period	4,238,044	291,869	788,627	100,042
<b>Cash, end of period</b>	<b>2,666,360</b>	<b>2,042,504</b>	<b>2,666,360</b>	<b>2,042,504</b>

*See accompanying notes*

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

### 1. CORPORATE INFORMATION

#### Corporate information

Quest PharmaTech Inc. (the “Company”) is a Canadian based pharmaceutical company developing products to improve the quality of life. The Company through its subsidiary, OncoQuest is developing antibody based immunotherapeutic products for cancer. In addition, the Company owns the Photodynamic Therapy technology for oncology and dermatology applications, licensed to Bioceltran Co., Ltd., a Korea based company (Bioceltran). Quest has an ownership interest in Bioceltran which is focused on SP Technology™ for transdermal delivery of drugs and photosensitizers for pharmaceutical and cosmetic purposes. Quest also markets consumer health products worldwide, including Bellus Skin™ serum, a premium anti-wrinkle skin care product licensed from Korea. Quest is also developing an antibody licensed from University of Nebraska, Mab AR 9.6 against truncated O-glycan on MUC16, for targeted cancer therapy applications.

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”.

### 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, 2016 and 2015. These unaudited consolidated financial statements for the nine months ended October 31, 2016 should be read in conjunction with the consolidated financial statements for the years ended January 31, 2016 and 2015 and the notes thereto. These unaudited consolidated financial statements for the nine months ended October 31, 2016 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”).

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

These consolidated financial statements were approved and authorized for issuance by the Board of Directors on December \_\_, 2016.

### Basis of measurement

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

### 3. CASH, SHORT TERM INVESTMENTS AND NON-CURRENT RESTRICTED SHORT TERM INVESTMENTS

At October 31, 2016, consolidated cash and short term investments were held as follows:

#### Cash and short term investments:

	Quest	OncoQuest	Madenco	Total
Cash	\$414,038	\$2,236,693	\$15,629	\$2,666,360
Short term investments	—	\$7,951,500	—	\$7,951,500

#### Non-current restricted short term investments:

	OncoQuest short term investments	Total
Non-current restricted	\$1,380,509	\$1,380,509

The Company has classified \$1,380,509 of its short term investments as non-current restricted on the consolidated statement of financial position as at October 31, 2016, comprised of \$US 1,000,000 that is restricted to an investment to be made in OncoVent Co., Ltd. (OncoVent) (refer to note 6 – Shareholders' Equity) that will be classified as a non-current asset and \$US 30,000 restricted as security for credit card purchases.

Each company is responsible for its cash and short term investment balances.

Short term investments include short term fixed rate debt securities with maturities of approximately 1 year or less, held with major Canadian chartered banks.



# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

### 4. INTANGIBLE ASSETS

	IgE Technology	Immunotherapy Technology	Hypocrellin Based Technology and Licenses	CDK Technology	Totals October 31, 2016	Totals October 31, 2015
	\$	\$	\$	\$	\$	\$
Cost, February 1, 2016	63,892	237,500	2,476,822	233,000	3,011,214	3,011,214
Additions	—	—	—	—	—	—
Deletions	—	—	—	—	—	—
Cost, October 31, 2016	63,892	237,500	2,476,822	233,000	3,011,214	3,011,214
Accumulated amortization, February 1, 2016	63,892	237,500	2,476,822	228,330	3,006,544	2,988,790
Amortization	—	—	—	2,001	2,001	17,086
Accumulated amortization, October 31, 2016	63,892	237,500	2,476,822	230,331	3,008,545	3,005,876
<b>Net book value</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>2,669</b>	<b>2,669</b>	<b>5,338</b>

### TECHNOLOGIES

#### Allergo-Oncology 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 amortized this asset on a straight-line basis over a three year period. This intangible asset is fully amortized.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

### **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.

In August, 2015, the Company transferred its interest in the Immunotherapy and IgE technologies to its subsidiary, OncoQuest, in return for the issuance of 5,000,000 common shares of OncoQuest. This is intended to be a tax deferred transaction. During November, 2015, the Company transferred certain Immuno-Photodynamic therapy patents to OncoQuest for U.S. \$2 million. These intercompany transactions were eliminated upon consolidation.

### **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.

### **Targeted Cancer Therapy 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

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**For the nine months ended October 31, 2016**

technology, the Company must issue 400,000 common shares as certain milestones outlined in the technology purchase agreement are met. Prior to fiscal 2015, the Company issued 200,000 shares under the agreement. During fiscal 2015, the Company issued the remaining 200,000 common shares to consolidate the ownership of this technology. 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 is amortizing the remainder of this asset on a straight-line basis over a three-year period, commencing on November 1, 2014.

### **Mab AR9.6 technology**

The Company has also licensed from the University of Nebraska an antibody, MAb AR9.6, that binds to a novel cancer target (truncated O-glycans on MUC16) that has potential for oncology applications. Quest is developing this product in collaboration with the University of Nebraska Medical Center.

### **Protein Transduction Domain (PTD) Drug Delivery Technology**

Madenco BioSciences Inc., a subsidiary of Quest, and Bioceltran are developing skin penetrating active molecules for cosmetic and pharmaceutical use based on Bioceltran's PTD technology. Madenco has the worldwide rights to certain products developed with Bioceltran's PTD technologies for certain indications.

### **Out License of Sonolight Technology**

In fiscal 2015, the Company out-licensed its SonoLight Technology for Dermatology and Oncology applications to Bioceltran in return for future royalty income. Bioceltran is working with Quest to develop the SonoLight Technology for various applications.

### **Cosmetics**

Madenco has an exclusive supply and distribution arrangement with Smart Cell Tec for marketing and distribution of Bellus Skin, an anti-wrinkle skin care product.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

### 5. PROPERTY AND EQUIPMENT

	Computer Equipment	Furniture and Fixtures	Office Equipment	Manufacturing and Research and Development Equipment	Leasehold Improvements	Totals October 31, 2016	Totals October 31, 2015
	\$	\$	\$	\$	\$	\$	\$
Cost, February 1, 2016	88,582	12,114	31,494	457,983	10,220	600,393	599,264
Additions	7,855	—	—	—	—	7,855	—
Deletions	—	—	—	—	—	—	—
Cost, October 31, 2016	96,437	12,114	31,494	457,983	10,220	608,248	599,264
Accumulated amortization, February 1, 2016	82,353	11,999	31,309	438,135	6,516	570,312	556,245
Amortization	2,158	26	42	4,457	2,436	9,119	10,551
Accumulated amortization, October 31, 2016	84,511	12,025	31,351	442,592	8,952	579,431	566,796
<b>Net book value</b>	<b>11,926</b>	<b>89</b>	<b>143</b>	<b>15,391</b>	<b>1,268</b>	<b>28,817</b>	<b>32,468</b>

There were no additions of property and equipment for the nine month period ended October 31, 2015.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

### 6. SHAREHOLDERS' EQUITY

#### 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

	<b>Number of common shares</b>	<b>Amount \$</b>
<b>Common shares</b>		
<b>At January 31, 2015</b>	108,755,913	26,164,791
Shares issued pursuant to a private placement	16,666,667	656,798
Shares issued pursuant to a private placement	25,000,000	1,989,250
<b>At January 31, 2016</b>	150,422,580	28,810,839
<b>At October 31, 2016</b>	150,422,580	28,810,839

In August, 2015, the Company raised \$1,000,000 cash through the issuance of 16,666,667 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 August 10, 2017. The shares were valued at \$0.04 per share which represented the closing price of the common shares on the date of issue. The common share purchase warrants were valued at \$0.02 per warrant using the Black-Scholes option valuation model. These common shares are recorded net of share issuance costs of \$9,871.

In November, 2015, the Company raised \$2,000,000 cash through the issuance of 25,000,000 common shares at \$0.08 per common share. These common shares are recorded net of share issuance costs of \$10,750.

The Company's subsidiary, OncoQuest, issued the following preferred shares:

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

### Series A Preferred Shares

	Number of shares	Amount \$
<b>At January 31, 2015</b>	—	—
Shares issued pursuant to a private placement	2,406,417	11,976,300
Foreign exchange adjustment at January 31, 2016		695,700
<b>At January 31, 2016</b>	<b>2,406,417</b>	<b>12,672,000</b>
Shares issued pursuant to a private placement	267,380	1,340,000
Foreign exchange adjustment at April 30, 2016		(1,463,000)
<b>At April 30, 2016</b>	<b>2,673,797</b>	<b>12,549,000</b>
Shares issued pursuant to a private placement	802,139	3,865,200
Preferred share adjustment for equity classification		752,165
<b>At October 31, 2016</b>	<b>3,475,936</b>	<b>17,166,365</b>

On November 12, 2015, as part of a US\$13,000,000 preferred share private placement with Hepalink USA Inc. (Hepalink), OncoQuest raised \$11,976,300 (US\$9,000,000) through the issuance of 2,406,417 Series A preferred shares at US\$3.74 per Series A preferred share. The preferred shares are issuable in three tranches as OncoQuest meets certain technology transfer milestones under the preferred share subscription agreement. This issuance is the first tranche of three tranches. The second tranche of 267,380 preferred shares for \$1,340,000 (US\$1,000,000) was issued on March 1, 2016. The third tranche of 802,139 preferred shares for \$3,865,200 (US\$3,000,000) was issued on May 4, 2016.

The funds received by OncoQuest were subject to certain restrictions on the availability and use of cash as follows:

- US\$4,000,000 for research and development, working capital and general corporate purposes
- US\$2,000,000 for payment to Quest for patent acquisitions
- US\$1,000,000 for payment to OncoVent (refer to note 17 – Investment in OncoVent)
- US\$6,000,000 to be retained by OncoQuest until approval of filed securities documents with securities regulatory authorities or until 80% of the OncoQuest Board approved otherwise.

On July 11, 2016, the Board of OncoQuest, unanimously approved the removal of the cash restrictions on \$US6,000,000 of preferred share private placement proceeds.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**For the nine months ended October 31, 2016**

The Company has classified \$1,380,509 of its short term investments as non-current restricted on the consolidated statement of financial position as at October 31, 2016, comprised of \$US 1,000,000 that is restricted to an investment to be made in Oncovent that will be classified as a non-current asset and \$US 30,000 that is restricted as security for credit card purchases.

The preferred shares have voting rights equivalent to OncoQuest common shares, carry a 5% cumulative annual dividend payable upon conversion and are convertible one-for-one into common shares of OncoQuest, subject to adjustments, upon a public offering of common shares. The preferred shares are also convertible at the option of the holder.

The preferred shares are redeemable for US\$3.74 cash per share in the event of a deemed liquidation of assets or merger of OncoQuest.

The preferred shares carry protective rights which are designed to protect the financial interests and investment of the preferred shareholders. These protective rights are designed to ensure that the assets of OncoQuest are used in a responsible manner. The protective rights do not significantly restrict or prevent OncoQuest from executing on its business strategies to develop the Immunotherapy Assets.

For the year ended January 31, 2016 and as at April 30, 2016, the preferred share instrument had been recorded as a liability on the consolidated statements of financial position due to (i) the possibility that the preferred shares may be converted into a variable number of OncoQuest common shares in the event that OncoQuest issues additional common shares prior to conversion for per share proceeds less than US\$3.74 per common share and (ii) the preferred share dividends having a cumulative feature that results in an obligation.

During the three month period ended July 31, 2016, the Company amended the terms of the preferred shares such that (i) the preferred shares may only be converted into a fixed number of OncoQuest common shares and (ii) the preferred share dividends are payable as and when declared by the Board. As a result, the preferred shares are recorded as equity at October 31, 2016.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

The following options to purchase common shares were outstanding as at October 31, 2016:

Exercise price \$	Options outstanding #	Weighted average remaining life (years)	Options exercisable #
0.10	11,390,000	4.57	11,390,000
0.15	1,450,000	0.09	1,450,000
0.25	1,750,000	0.24	1,750,000
	<b>14,590,000</b>	<b>4.90</b>	<b>14,590,000</b>

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 \$
<b>Balance, January 31, 2015</b>	13,429,167	0.14	11,790,000	0.10
Granted	16,666,667	0.10	1,800,000	0.25
Expired	(10,000,000)	0.15	(250,000)	0.10
<b>Balance, January 31, 2016</b>	20,095,834	0.10	13,340,000	0.12
Granted	3,429,167	0.16	1,275,000	0.15
Expired	(3,429,167)	0.10	(25,000)	0.25
<b>Balance, October 31, 2016</b>	<b>20,095,834</b>	<b>0.11</b>	<b>14,590,000</b>	<b>0.12</b>

### Warrants

	Number of warrants	Fair value (\$)
Balance, January 31, 2015	13,429,167	468,583
Warrants issued	16,666,667	333,334
Warrants expired	(10,000,000)	(400,000)
Balance, January 31, 2016	20,095,834	401,917
Warrants expired	(3,429,167)	(68,292)
Warrants issued	3,429,167	34,292
Balance, October 31, 2016	20,095,834	367,626



# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**For the nine months ended October 31, 2016**

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 expired on January 23, 2016.

In September 2014, the Company issued 3,429,167 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 – 121.8%, risk-free interest rate – 1.13%, expected life – 2 years). The warrants were to expire 24 months from the date of issue, on September 26, 2016. On September 16, 2016, the Company amended the terms of these warrants which are now set to expire on March 26, 2018. The warrants have also been repriced to \$0.16. The amended warrants were valued at \$0.01 per warrant using the Black-Scholes option valuation model with the following assumptions (dividend rate – 0.00%, volatility – 102.5%, risk-free interest rate – 1.00%, expected life – 1.5 years)

In August, 2015, the Company issued 16,666,667 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 – 121.4%, risk-free interest rate – 0.39%, expected life – 2 years). The warrants expire 24 months from the date of issue, on August 10, 2017.

### **Share options**

For the nine months ended October 31, 2016, the Company granted 1,275,000 share options under the Company's Share Option Plan (2015 – 1,350,000) to an employee and to non-employees at exercise prices ranging from \$0.10 - \$0.25, with vesting provisions up to 6 months [refer to note 8 – Share Based Payments].

On November 27, 2015, 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 25,000,000. As at October 31, 2016, 10,410,000 options are available for issue.

### **OncoQuest Stock Option Plan:**

The Company's subsidiary, OncoQuest, has a stock option plan that permits the Board of Directors of OncoQuest to grant incentive stock options to directors, officers, managers, employees and

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### For the nine months ended October 31, 2016

consultants of OncoQuest. Pursuant to the plan, options may be granted to acquire a rolling number of common shares (currently up to 10% of the issued and outstanding shares of the OncoQuest).

The options shall include vesting provisions as determined by the Board of Directors, are non-transferable and will expire no later than the tenth anniversary of the date the option was granted.

For the nine months ended October 31, 2016, OncoQuest granted a total of 570,000 (2015 – nil) stock options under OncoQuest’s stock option plan. Options have a 10 year expiry, are exercisable at \$US3.74 per share and vest over a four year period [refer to note 8 – Share Based Payments].

### Non-controlling interest

Non-controlling interest represents the proportionate share of the Company’s subsidiary, OncoQuest Inc., that is owned by minority shareholders, measured to be 7.26% at October 31, 2016:

<b>OncoQuest Ownership:</b>	<b>Number of shares owned</b>	<b>Percentage ownership</b>
Hepalink USA Inc.	3,475,936	41.00%
Others	615,000	7.26%
Quest	4,385,100	51.74%
Total	8,476,036	100%

<b>OncoQuest financial information at October 31, 2016:</b>	<b>\$</b>
OncoQuest net loss for the nine months ended October 31, 2016, after elimination of intercompany transactions	(1,934,401)
Non-controlling interest portion (7.26%)	(140,438)
OncoQuest net loss for the three months ended October 31, 2016, after elimination of intercompany transactions	(1,236,543)
Non-controlling interest portion (7.26%)	(89,773)
OncoQuest current assets	
Cash	2,236,693
Short term investments	7,951,500
Other current assets	118,100
Total current assets	10,306,293
OncoQuest non-current assets	1,416,246
OncoQuest current liabilities	239,602

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

Non-controlling interest is recorded in the consolidated statements of financial position to reflect the claim on the Company's assets belonging to the non-controlling shareholders.

	\$
Balance, January 31, 2016	107,068
9 months ended October 31, 2016	140,438
Balance, October 31, 2016	247,506

Non-controlling interest is also reported on the consolidated statements of loss as a share of loss belonging to non-controlling shareholders.

	3 months ended October 31		9 months ended October 31	
	2016	2015	2016	2015
	\$	\$	\$	\$
<b>Non-controlling interest</b>	89,773	—	140,438	—

### 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 (2016 – 150,422,580; 2015 – 108,755,913). 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 operate as a going concern so that it can continue with its drug development program and strive to maximize shareholder value. Capital is defined by the Company as shareholders' equity (primarily comprising of share capital, contributed surplus and deficit). The Company manages its capital structure, 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

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

externally imposed capital requirements.

### 8. SHARE-BASED PAYMENTS

For the three and nine month periods ended October 31, 2016 and 2015, the Company granted a total of nil and 1,275,000, respectively (2015 – 1,300,000 and 1,350,000, respectively) share options under the Company’s Share Option Plan, with vesting provisions up to 6 months. The fair value of options vesting in 2016 of nil and \$35,000, respectively (2015 - \$13,000 and \$15,500, respectively) was recognized as a share-based payment expense and credited to contributed surplus for the three and nine month periods ended October 31, 2016 and 2015. There were no forfeitures of Company’s share options during the nine six month periods ended October 31, 2016 and 2015.

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:

	2016	2015
Dividend yield	0.00%	0.00%
Volatility	115.1 – 119.5%	114.7 - 149.4%
Risk-free interest rate	1.03 – 1.15%	0.55 - 1.59%
Expected life (years)	3.00	3 - 10
Fair value per option	\$0.02 - \$0.03	\$0.01 - \$0.05

For share options issued to non-employees, the Company has determined that the fair value of the share options issued (\$35,000 in 2016, \$15,500 in 2015) is a reliable measure of the fair value of the services provided to the Company by non-employees.

#### OncoQuest Stock Option Plan:

For the nine months ended October 31, 2016, OncoQuest granted a total of 570,000 (2015 – nil) stock options under the Company’s stock option plan. Options have a 10 year expiry, are exercisable at \$US3.74 per share and vest over a four year period. For the nine months ending October 31, 2016 and 2015, the fair value of options vesting in 2016 of \$238,235 (2015 – \$nil), was recognized as a stock-based payment expense and credited to contributed surplus. There were no forfeitures of the OncoQuest stock options during the nine months ended October 31, 2016 and 2015.

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

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

	<b>Nine months ended October 31, 2016</b>
Dividend yield	<b>0.00%</b>
Volatility	<b>81.0%</b>
Risk-free interest rate	<b>1.02%</b>
Expected life (years)	<b>10.0</b>
Fair value per option	<b>US\$1.27 (Cdn\$1.67)</b>

### 9. SEGMENT DISCLOSURES

During fiscal 2015, the Company made a decision to develop a marketing strategy to market and sell consumer products, including the cosmetic skin care product, Bellus Skin™. As a result, at October 31, 2016, the Company has two operating segments – biopharmaceutical/pharmaceutical products and consumer/cosmetic products. Management assesses performance and makes resource decisions based on the consolidated results of operations of these operating segments. Substantially all of the operations of the Company are directly engaged in or support these operating segments.

	Nine months ended Oct 31, 2016			Nine months ended Oct 31, 2015		
	Pharmaceutic als	Cosmetics	Total	Pharmaceuti cal s	Cosmetics	Total
<b>Revenue</b>						
Investment financing revenue	—	—	—	297,000	—	297,000
	—	—	—	297,000	—	297,000
<b>Expenses</b>						
G&A, net	1,171,130	130,014	1,301,144	536,535	60,791	597,326
R&D, net <i>[note 14]</i>	1,805,107	—	1,805,107	531,679	—	531,679
Other	(339,439)	—	(339,439)	142,562	—	142,562
	<b>2,636,798</b>	<b>130,014</b>	<b>2,766,812</b>	1,210,776	60,791	1,271,567
<b>Net loss</b>	<b>(2,636,798)</b>	<b>(130,014)</b>	<b>(2,766,812)</b>	(913,776)	(60,791)	(974,567)

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### For the nine months ended October 31, 2016

Investment financing revenue represents deferred investment financing revenue recognized into income during the period.

Revenues are attributed to countries based on location of customers or counterparties. Revenues by geographic area are:

Asia (2016 - \$nil; 2015 - \$297,000)

The Company has included revenue and expense information in its segmented disclosures. Information concerning the Company's assets and liabilities has not been disclosed by segment as these items are managed on a group basis.

### 10. DEMAND LOANS 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 October 31, 2015, the Company had drawn \$680,000 on this financing. During the year ended January 31, 2016, this demand loan financing was repaid in full.

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 the year ended January 31, 2016, this demand loan financing was repaid in full.

During fiscal 2013, 2014 and 2015, the Company secured demand loan financing of \$140,000 from an officer of the Company. During fiscal 2016, this demand loan financing was repaid in full.

During fiscal 2015 and 2016, the Company secured \$1,303,042 of demand loan financings from unrelated third parties to the Company. During fiscal 2016, these demand loan financings were repaid in full.

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 three and nine month periods ended October 31, 2015, the Company incurred \$40,030 and \$119,764 respectively in interest under the demand loan financings, \$17,341 and \$53,694, respectively, with related parties.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

Cost Sharing Agreement - The Company and OncoQuest operate in the same lease space. In December, 2015, the Company entered into a Cost Sharing agreement with OncoQuest whereby certain of the common costs (leasing costs, utilities, etc.) are shared on an equal 50/50 basis between the companies. These costs are approximately \$7,000 gross per month, and fluctuate on a month to month basis.

All of these transactions were recorded at the exchange amount which is the amount agreed to by the related parties.

### 11. SUPPLEMENTAL CASH FLOW INFORMATION

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

	Three months ended October 31		Nine months ended October 31	
	2016	2015	2016	2015
	\$	\$	\$	\$
Accounts receivable	(15,722)	125,596	(5,087)	26,851
Prepaid expenses	(99,452)	101,973	(102,529)	42,461
Inventory	(6,877)	—	(50,999)	—
Accounts payable and accrued liabilities	(19,534)	(175,664)	(281,697)	(115,178)
	<u>(141,585)</u>	<u>51,905</u>	<u>(440,312)</u>	<u>(45,866)</u>

### 12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments include cash, short term investments, accounts receivable, accounts payable and accrued liabilities and the demand loans.

#### a) Carrying value and fair value

The carrying values of cash, accounts receivable, restricted cash, restricted short term investments, accounts payable and accrued liabilities, preferred share instruments 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 short term investments are measured using the Level 1 classification of the fair value hierarchy. The fair value of the Company's financial instruments of preferred shares are measured using a Level 2 classification of the fair value hierarchy.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

### 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. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

#### 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 (refer to note 7 - Capital Disclosures). During 2016, the Company secured equity financings of \$3,000,000, through private placements of common shares and warrants (refer to note 6 – Shareholders' Equity). During fiscal 2016, the Company's subsidiary, OncoQuest, secured an equity financing of \$11,976,300 (\$9,000,000 U.S.), through a private placement of preferred shares. During the nine month period ended October 31, 2016, OncoQuest secured \$1,340,000 (US\$1,000,000) through the second tranche of a preferred share private placement and \$3,865,200 (US\$3,000,000) through the third tranche of a preferred share private placement. As such there is limited liquidity risk at October 31, 2016.

#### iii) Credit risk

Financial instruments that subject the Company to credit risk consist primarily of cash, restricted cash and short term investments and accounts receivable. To minimize its exposure to credit risk for cash, restricted cash and short term investments, the Company invests surplus cash in short-term deposits that are fully guaranteed by the Company's financial bankers, a major Canadian chartered banks. 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 period end, 45% 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. Financial assets and financial liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company's cash, restricted cash and short term investments are comprised of highly liquid deposits that earn interest at market rates. Accounts receivable and accounts payable 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.



# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2016

### 13. 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 and nine months ended October 31, 2016 and 2015 is shown below:

	Three months ended October 31		Nine months ended October 31	
	2016	2015	2016	2015
	\$	\$	\$	\$
Salaries and short term employee benefits	124,450	99,000	373,350	297,000
Director Compensation	—	—	—	—
	124,450	99,000	373,350	297,000

### 14. GOVERNMENT ASSISTANCE

During the three and nine month periods ended October 31, 2016 and 2015, the Company recognized \$nil and \$15,724, respectively (2015 – \$17,072 and \$43,806, respectively) from National Research Council's Industrial Research Assistance Program related to the Company's IgE antibody cancer immunotherapy development program for research and development expenditures incurred in fiscal 2017 and 2016. This funding was treated as a reduction of research and development expenses.

	Three months ended October 31		Nine months ended October 31	
	2016	2015	2016	2015
	\$	\$	\$	\$
Gross research and development expenditures	1,104,822	168,580	1,820,831	575,485
Less: government assistance	—	(17,072)	(15,724)	(43,806)
	1,104,822	151,508	1,805,107	531,679

### 15. INVESTMENT FINANCING

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. The Company received \$2,000,000 of funding under this

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**For the nine months ended October 31, 2016**

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 periods subsequent to receipt of the funding. Under the terms of the investment financing agreement, the Company was to receive an additional \$2,000,000 by December 31, 2013. This funding was not received and the Company terminated the agreement.

### **16. LOAN RECEIVABLE**

During the nine month period ended October 31, 2016, the Company paid \$250,000 to a non-related third party under an arrangement to establish a Swiss based company for sales and marketing for Bellus Skin and related products in Europe, Russia and the GCC countries. Bellus Skin is currently registered for sale in Europe. In addition to royalties from the sale of Bellus Skin in those territories, the Company will also be entitled to receive a 40% ownership interest in the Swiss based company and future payments totally \$250,000 by April, 2018.

### **17. INVESTMENT IN ONCOVENT**

As part of the preferred share agreement, on March 4, 2016, the Company's subsidiary, OncoQuest, signed a joint venture contract with Shenzhen Hepalink Pharmaceutical Co., Ltd. (Shenzhen Hepalink), a China-based global pharmaceutical company to fund the research and development of immunotherapies for treatment of cancer in China. The agreement results in the creation of a new company in China called OncoVent Co., Ltd. ("OncoVent"), to focus on the research and development of Cancer Immunotherapy Products for the Chinese market. Under the agreement, OncoQuest licensed the greater China rights to the Immunotherapy Technologies and will provide US\$1,000,000 for 46% of the shares of OncoVent. Shenzhen Hepalink will contribute US\$5,000,000 for 54% of the shares of OncoVent. As part of the agreement, OncoQuest will be required to transfer a portion of its shares in OncoVent to Quest and to another party such that Quest will own 11% and the other party will own 6%, respectively, of the shares of OncoVent. The creation of OncoVent will provide additional resources for product development that OncoQuest can access to accelerate its worldwide product registration strategy. OncoVent will focus on the development, manufacturing and commercialization of Cancer Immunotherapy Products within China with pancreatic cancer as its first target. On October 31, 2016, Shenzhen Hepalink contributed US\$5,000,000 to OncoVent. The Company intends to account for its investment in the joint venture using the equity method of accounting.

# **Quest PharmaTech Inc.**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**For the nine months ended October 31, 2016**

### **18. CHANGE OF AUDITORS**

In October, the Company announced the resignation of its auditors, Ernst & Young LLP, at their own initiative. In November, the Company appointed Kingston Ross Pasnak LLP as the Company's successor auditors.

### **19. SUBSEQUENT EVENTS**

On November 1, 2016, the Company's subsidiary, OncoQuest, made a US\$1,000,000 payment to OncoVent Co., Ltd (refer to note 6 – Shareholders' Equity).