

Consolidated Financial Statements

**Quest PharmaTech Inc.**

Nine months ended October 31, 2018

(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, 2018 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

	October 31 2018 (Unaudited) \$	January 31 2018 (Audited) \$
<b>ASSETS</b>		
<b>Current</b>		
Cash [note 3]	149,050	416,436
Short term investments [note 3]	6,850,145	10,877,096
Accounts receivable	81,065	23,041
Prepaid expenses	575,019	575,535
Investment in Natural Rf [note 15]	200,000	500,000
Inventory	—	364
	<u>7,855,279</u>	<u>12,392,472</u>
<b>Non current</b>		
Property and equipment [note 5]	20,671	25,539
Non-current prepaid expenses	10,420	10,420
Investment in OncoVent [note 16]	212,293	356,178
	<u>243,384</u>	<u>392,137</u>
	<u>8,098,663</u>	<u>12,784,609</u>
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	953,223	930,170
Common share instrument [note 6]	9,627,323	9,020,208
	<u>10,580,546</u>	<u>9,950,378</u>
<b>Shareholders' deficiency / equity</b>		
Common shares [note 6]	30,531,716	30,501,716
Warrants [note 6]	—	34,292
Non-controlling interest [note 6]	6,955,748	10,215,647
Contributed surplus	8,428,804	7,135,062
Accumulated other comprehensive income	1,460,761	1,460,761
Deficit	(49,858,912)	(46,513,247)
	<u>(2,481,883)</u>	<u>2,834,231</u>
	<u>8,098,663</u>	<u>12,784,609</u>

See accompanying note

# Quest PharmaTech Inc.

## CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

	For the three months ended October 31		For the nine months ended October 31	
	2018	2017	2018	2017
	\$	\$	\$	\$
<b>EXPENSES</b>				
General and administrative	640,482	427,737	1,965,395	1,498,373
Research and development, net <i>[note 14]</i>	1,352,668	2,139,156	4,870,736	4,030,523
	<u>1,993,150</u>	<u>2,566,893</u>	<u>6,836,131</u>	<u>5,528,896</u>
<b>Loss before the undernoted</b>	<u>(1,993,150)</u>	<u>(2,566,893)</u>	<u>(6,836,131)</u>	<u>(5,528,896)</u>
<b>Other income (expenses)</b>				
Financial income, net	33,702	37,672	119,230	73,859
Equity loss <i>[note 16]</i>	(40,233)	(56,194)	(143,885)	(234,050)
Claim settlement <i>[note 17]</i>	275,000	—	275,000	—
Foreign exchange gain / (loss)	(27,871)	334,610	19,592	73,848
	<u>240,598</u>	<u>316,088</u>	<u>269,937</u>	<u>(86,343)</u>
<b>Loss from continuing operations</b>	<u>(1,752,552)</u>	<u>(2,250,805)</u>	<u>(6,566,194)</u>	<u>(5,615,239)</u>
Loss from discontinued operations <i>[note 9]</i>	<u>(7,277)</u>	<u>(35,183)</u>	<u>(39,370)</u>	<u>(106,859)</u>
<b>Net and comprehensive loss for the period</b>	<u>(1,759,829)</u>	<u>(2,285,988)</u>	<u>(6,605,564)</u>	<u>(5,722,098)</u>
<b>Attributable to:</b>				
Equity holders of the parent	(894,321)	(1,176,159)	(3,345,665)	(3,191,026)
Non-controlling interest <i>[note 6 and 18]</i>	<u>(865,508)</u>	<u>(1,109,829)</u>	<u>(3,259,899)</u>	<u>(2,531,072)</u>
<b>Total</b>	<u>(1,759,829)</u>	<u>(2,285,988)</u>	<u>(6,605,564)</u>	<u>(5,722,098)</u>
<b>Basic and diluted income / (loss) per share</b>	<u>(\$0.005)</u>	<u>(\$0.007)</u>	<u>(\$0.020)</u>	<u>(\$0.020)</u>

See accompanying notes

# Quest PharmaTech Inc.

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Share Capital Common Shares	Warrants	Non-controlling interest	Contributed surplus	Accumulated Other Comprehensive Income	Deficit	Total shareholders' equity / deficiency
	\$	\$	\$	\$	\$	\$	\$
<b>Balance, January 31, 2018</b>	<b>30,501,716</b>	<b>34,292</b>	<b>10,215,647</b>	<b>7,135,062</b>	<b>1,460,761</b>	<b>(46,513,247)</b>	<b>2,834,231</b>
Shares issued <i>[note 6 ]</i>	<b>30,000</b>	—	—	—	—	—	<b>30,000</b>
Share based payments <i>[note 8]</i>	—	—	—	<b>1,259,450</b>	—	—	<b>1,259,450</b>
Warrants expired <i>[note 6 ]</i>	—	<b>(34,292)</b>	—	<b>34,292</b>	—	—	—
Non-controlling interest <i>[note 6 ]</i>	—	—	<b>(3,259,899)</b>	—	—	—	<b>(3,259,899)</b>
Net loss for the period	—	—	—	—	—	<b>(3,345,665)</b>	<b>(3,345,665)</b>
<b>Balance, October 31, 2018</b>	<b>30,531,716</b>	—	<b>6,955,748</b>	<b>8,428,804</b>	<b>1,460,761</b>	<b>(49,858,912)</b>	<b>(2,481,883)</b>

See accompanying notes

# Quest PharmaTech Inc.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the 3 months ended Oct 31		For the 9 months ended Oct 31	
	2018	2017	2018	2017
	\$	\$	\$	\$
<b>CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES</b>				
Net income (loss) for the period	(1,759,829)	(2,285,988)	(6,605,564)	(5,722,098)
Add (deduct) items not involving cash				
Amortization	2,216	3,025	6,502	9,591
Share-based payments [note 8]	466,154	69,529	1,259,450	438,587
Allocation of loss from OncoVent	40,233	56,194	143,885	234,050
Non-current prepaid expenses	—	—	—	168,082
Foreign exchange adjustment - common share instrument	80,655	—	607,115	—
Net change in working capital [note 11]	(3,850)	1,548,660	(34,091)	1,150,982
<b>NET CASH FLOWS USED IN OPERATING ACTIVITIES</b>	<b>(1,174,421)</b>	<b>(608,580)</b>	<b>(4,622,703)</b>	<b>(3,720,806)</b>
<b>CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES</b>				
Exercise of warrants/options into common shares [note 6]	30,000	544,667	30,000	1,666,667
Private placement proceeds - common share instrument	—	3,987,520	—	3,987,520
<b>NET CASH GENERATED FROM FINANCING ACTIVITIES</b>	<b>30,000</b>	<b>4,532,187</b>	<b>30,000</b>	<b>5,654,187</b>
<b>CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES</b>				
Purchase of property and equipment	—	—	(1,634)	(8,722)
Investment - Natural Rf Life Sciences [note 15]	—	(400,000)	300,000	(500,000)
Redemption of short term and non-current investments, net	1,155,215	(3,928,852)	4,026,951	(2,391,367)
<b>NET CASH FROM (USED IN) INVESTING ACTIVITIES</b>	<b>1,155,215</b>	<b>(4,328,852)</b>	<b>4,325,317</b>	<b>(2,900,089)</b>
<b>Net increase (decrease) in cash</b>	<b>10,794</b>	<b>(405,245)</b>	<b>(267,386)</b>	<b>(966,708)</b>
Cash, beginning of period	138,256	660,475	416,436	1,221,938
<b>Cash, end of period</b>	<b>149,050</b>	<b>255,230</b>	<b>149,050</b>	<b>255,230</b>

See accompanying notes

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 1. CORPORATE INFORMATION AND GOING CONCERN UNCERTAINTY

#### Corporate information

Quest PharmaTech Inc. (the “Company”) is a publicly traded, Canadian based pharmaceutical company developing products to improve the quality of life. The Company through its subsidiary, OncoQuest Inc. (“OncoQuest”), and OncoVent Co., Ltd., OncoQuest’s joint venture partner in China, is developing immunotherapies for cancer treatment. OncoQuest’s technology platform includes a panel of tumor antigen specific monoclonal antibodies of the immunoglobulin G (“IgG”) and E (“IgE”) class targeting CA125, MUC1, PSA, Her2/neu, CA 19.9 and TAG72; and the application of combinatorial immunotherapy to enhance tumor specific immunity and clinical outcome. OncoQuest’s lead product, oregovomab, an IgG monoclonal antibody, is being studied in a Phase 2 clinical trial for the treatment of women with advanced (stage III and IV) ovarian cancer. This Phase 2 randomized controlled clinical trial enrolled 97 patients and was conducted in 13 centers in the United States and Italy. The trial was designed to determine whether the combination of oregovomab and the standard of care chemotherapeutic regimen of carboplatin/paclitaxel used in the frontline setting would generate an incremental benefit in immune response and clinical outcome over the chemotherapeutic regimen alone. This trial, which was completed in December 2017, was conducted to confirm results of a previous Phase 2 clinical trial that demonstrated that oregovomab, a murine anti-CA-125 antibody was able to activate an immune response to CA-125, a tumor associated antigen that has been identified in ovarian and pancreatic cancer cells. It is believed that the chemotherapy when administered concomitantly with oregovomab can enhance an effective immunological anti-tumor response leading to clinical benefit. We announced positive interim results from this trial in November 2016 and presented those findings at the American Society of Clinical Oncology meeting in June 2017. In the recurrent ovarian cancer setting, we are currently enrolling patients in a Phase 1/2 clinical trial in two centers in the United States using oregovomab and Hiltonol®, a TLR3 agonist. In addition, we have also commenced enrollment in another Phase 1/2 clinical trial using oregovomab and a checkpoint inhibitor in the same setting. This study is sponsored by the National Cancer Centre Singapore. These studies will be assessing the safety and activity of oregovomab, with TLR3 stimulation, and separately with checkpoint inhibition in this setting. OncoQuest’s next-generation products are based on immunoglobulin E licensed from the University of California at Los Angeles, Stanford University and Advanced Immune Therapeutics, Inc. These antigen-specific monoclonal IgE antibodies are currently in preclinical development.

In addition, the Company owns the photodynamic therapy technology for oncology and dermatology applications, licensed to Bioceltran Co., Ltd. (Bioceltran), a South Korea based company. The Company has an ownership interest in Bioceltran which is focused on transdermal delivery of drugs and photosensitizers for pharmaceutical and cosmetic purposes, called “SP Technology™”.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 1. CORPORATE INFORMATION AND GOING CONCERN UNCERTAINTY [CONTINUED]

The Company is also developing an antibody licensed from the University of Nebraska, Mab AR 9.6 against truncated O-glycan on MUC16, for targeted cancer therapy applications.

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 by the Company's Board of Directors on December 19, 2018.

#### 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 exclusive of non-controlling interest of \$3,345,665 for the 9 months ended October 31, 2018 (year ended January 31, 2018 - \$5,086,202) and as at October 31, 2018 had a working capital deficiency of \$3,300,286 (January 31, 2018 - working capital of \$1,866,559) and a shareholders' deficiency of \$2,481,883 (January 31, 2018 - shareholders' equity of \$2,834,231). Although the Company's subsidiary, OncoQuest Inc., has sufficient cash reserves, the Company has cash reserves of only \$659,960 at October 31, 2018 (January 31, 2018 - \$550,000), accordingly, there is a material uncertainty that may cast significant doubt regarding the Company's ability to continue as a going concern.

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.



# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 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, 2018 and 2017. These unaudited consolidated financial statements for the nine months ended October 31, 2018 should be read in conjunction with the consolidated financial statements for the years ended January 31, 2018 and 2017 and the notes thereto. These unaudited consolidated financial statements for the nine months ended October 31, 2018 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”).

#### Basis of measurement

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

### 3. CASH AND SHORT-TERM INVESTMENTS

At October 31, 2018, consolidated cash and short-term investments were held as follows:

	Quest	OncoQuest	Madenco	Total
Cash	49,612	70,746	28,692	149,050
Short-term investments	610,345	6,239,800	—	6,850,145

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 a major Canadian chartered bank.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 4. INTANGIBLE ASSETS

#### 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.

##### **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. The agreement also requires the Company to make milestone and royalty payments to Paladin on future revenues.

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.

##### **Hypocrelin-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.

#### **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.

##### **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

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 4. INTANGIBLE ASSETS [CONTINUED]

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.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 5. PROPERTY AND EQUIPMENT

	Computer Equipment	Furniture and Fixtures	Office Equipment	Manufacturing and Research and Development Equipment	Leasehold Improvements	Totals October 31, 2018
Cost, February 1, 2018	97,526	12,114	31,494	457,983	18,942	618,059
Additions	—	—	—	—	1,634	1,634
Deletions	—	—	—	—	—	—
Cost, October 31, 2018	97,526	12,114	31,494	457,983	20,576	619,693
Accumulated amortization, February 1, 2018	88,931	12,057	31,405	448,285	11,842	592,520
Amortization	1,973	14	19	3,093	1,403	6,502
Accumulated amortization, October 31, 2018	90,904	12,071	31,424	451,378	13,245	599,022
<b>Net book value</b>	<b>6,622</b>	<b>43</b>	<b>70</b>	<b>6,605</b>	<b>7,331</b>	<b>20,671</b>

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 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

	<b>Number of common shares</b>	<b>Amount \$</b>
<b>Common shares</b>		
<b>At January 31, 2016</b>	150,422,580	28,810,839
	—	—
<b>At January 31, 2017</b>	150,422,580	28,810,839
Shares issued pursuant to the exercise of warrants	16,666,667	1,666,667
Shares issued in a subsidiary	—	24,210
<b>At January 31, 2018</b>	167,089,247	30,501,716
Shares issued pursuant to the exercise of options	300,000	30,000
<b>At October 31, 2018</b>	167,389,247	30,531,716

During the year ended January 31, 2018, 16,666,667 share purchase warrants were exercised into 16,666,667 common shares for proceeds of \$1,666,667, including proceeds of \$181,667 from an officer and a director of the Company.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 6. SHARE CAPITAL [CONTINUED]

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

#### Common Shares

	Number of shares	Amount \$
At January 31, 2016	100	—
Shares issued pursuant to a technology purchase	5,000,000	—
At January 31, 2017	5,000,100	—
Shares issued pursuant to private placements	603,000	7,629,458
Shares issued on conversion of preferred shares	3,475,936	16,308,500
Shares issued pursuant to a dividend in kind	130,231	—
At January 31, 2018	9,209,267	23,937,958

On July 31, 2017, the Company's subsidiary issued 320,000 common shares of stock to an Investment Consortium for cash proceeds of \$3,995,200 (US\$3.2 Million - \$10.00 per share). This financing has a price protection feature that would entail the owner of these securities until the time of an IPO, to receive additional shares in the event of a future financing of common stock that is completed at a price per share below \$10 per share. The number of shares received would be the difference between \$10 per share and the price of the offering multiplied by the shares issued in this offering divided by the price per share of the new down-round offering.

On December 15, 2017, the Company's subsidiary issued 240,000 common shares of stock to an Investment Consortium for cash proceeds of \$3,080,160 (US\$2.4 Million - \$10.00 per share). This financing has a price protection feature that would entail the owner of these securities until the time of an IPO, to receive additional shares in the event of a future financing of common stock that is completed at a price per share below \$10 per share. The number of shares received would be the difference between \$10 per share and the price of the offering multiplied by the shares issued in this offering divided by the price per share of the new down-round offering.

On December 19, 2017, the Company's subsidiary issued 43,000 common shares of stock to an individual investor for cash proceeds of \$554,098 (US\$0.43 Million - \$10.00 per share). This financing has a price protection feature that would entail the owner of these securities until the time of an IPO, to receive additional shares in the event of a future financing of common stock that is completed at a price per share below \$10 per share. The number of shares received would be the difference between \$10 per share and the price of the offering multiplied by the shares issued in this offering divided by the price per share of the new down-round offering.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 6. SHARE CAPITAL [CONTINUED]

On December 31, 2017, the Company's subsidiary converted 3,475,936 preferred shares of stock into 3,475,936 common shares of stock pursuant to a conversion agreement.

On December 31, 2017, the Company declared and issued a dividend in kind of \$1,302,310 (130,231 common shares of stock at \$10 per share) to Hepalink USA. This share issuance has a price protection feature that would entail the owner of these securities until the time of an IPO, to receive additional shares in the event of a future financing of common stock that is completed at a price per share below \$10 per share. The number of shares received would be the difference between \$10 per share and the price of the offering multiplied by the shares issued in this dividend payment divided by the price per share of the new down-round offering.

#### Common share instrument:

The common shares issued under the private placements and under the dividend in kind have a down round feature attached whereby if OncoQuest issues additional common shares to other investors below US\$10 per share, the subscribers and Hepalink USA will be eligible to receive additional common shares to account for any dilution they would experience. Under IFRS, this down round feature represents a potential liability to OncoQuest and as such, the entire equity portion of the common shares issued is treated as a liability in the Company's records and fair valued at January 31, 2018.

The fair value of the common share instrument at October 31, 2018 is as follows:

	Number of shares	US\$ Amount	Fair Value in Cdn\$ at October 31, 2018
Common shares issued pursuant to private placements	603,000	6,030,000	7,917,390
Common shares issued under dividend in kind	130,231	1,302,310	1,709,933
<b>Totals</b>	<b>733,231</b>	<b>7,332,310</b>	<b>9,627,323</b>

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 6. SHARE CAPITAL [CONTINUED]

The following options to purchase common shares were outstanding as at October 31, 2018:

Exercise price \$	Options outstanding #	Weighted average remaining life (years)	Options exercisable #
0.10	11,090,000	2.31	11,090,000
0.15	4,700,000	1.52	4,700,000
0.25	3,060,000	1.00	3,060,000
	<b>18,850,000</b>	<b>1.90</b>	<b>18,850,000</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, 2017</b>	20,095,834	0.11	14,600,000	0.12
Granted	—	—	3,250,000	0.15
Expired	—	—	—	—
Exercised	(16,666,667)	0.10	—	—
<b>Balance, January 31, 2018</b>	3,429,167	0.16	17,850,000	0.13
Granted	—	—	2,600,000	0.25
Expired	(3,429,167)	0.16	(1,300,000)	—
Exercised	—	—	(300,000)	0.10
<b>Balance, October 31, 2018</b>	—	—	<b>18,850,000</b>	<b>0.14</b>

### Warrants

	Number of warrants	Fair value (\$)
Balance, January 31, 2017	20,095,834	367,626
Warrants exercised	(16,666,667)	(333,334)
Balance, January 31, 2018	3,429,167	34,292
Warrants expired	(3,429,167)	(34,292)
Balance, October 31, 2018	—	—



# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 6. SHARE CAPITAL [CONTINUED]

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 were 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). The warrants expired on March 26, 2018.

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. During the year ended January 31, 2018, 16,666,667 share purchase warrants were exercised into 16,666,667 common shares for proceeds of \$1,666,667.

#### Share options

For the nine months ended October 31, 2018, the Company granted 2,600,000 share options under the Company's Share Option Plan to non-employees all at an exercise price of \$0.25, vesting immediately (Note 8).

For the nine months ended October 31, 2017, the Company granted 1,850,000 share options under the Company's Share Option Plan to employees and to non-employees all at an exercise price of \$0.15, vesting immediately (Note 8).

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, 2018, 6,150,000 options are available for issue.

#### OncoQuest share options

For the nine months ended October 31, 2018, there were 345,000 share options granted under OncoQuest's share option plan at exercise prices ranging from US\$2.18 to US\$10.00 per share with vesting provisions up to 3 years. At October 31, 2018, there are 955,000 OncoQuest share options issued with a further 426,390 options available for issue.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 6. SHARE CAPITAL [CONTINUED]

#### 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 53.85 % at October 31, 2018:

<b>OncoQuest Ownership:</b>	<b>Number of shares owned</b>	<b>Percentage ownership</b>
Hepalink USA Inc.	3,606,167	39.16%
Others	1,233,000	13.39%
Quest	4,250,100	46.15%
Quest insider	120,000	1.30%
Total	9,209,267	100%

<b>OncoQuest financial information at October 31, 2018:</b>	
OncoQuest net loss for the 9 months ended October 31, 2018, after elimination of intercompany transactions	(\$6,053,665)
Non-controlling interest portion (53.85%)	(\$3,259,899)
<b>OncoQuest current assets</b>	
Cash	\$70,746
Short-term investments	\$6,239,800
Other current assets	\$550,613
Total current assets	\$6,861,159
OncoQuest non-current assets	\$161,977
OncoQuest current liabilities	\$945,979

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, 2017	2,066,604
Conversion of preferred shares to common shares	(16,308,500)
Year ended January 31, 2018	4,026,249
Balance, January 31, 2018	(10,215,647)
Nine months ended October 31, 2018	3,259,899
Balance, October 31, 2018	(6,955,748)

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 6. SHARE CAPITAL [CONTINUED]

Non-controlling interest is also reported on the consolidated statements of loss as a share of loss belonging to non-controlling shareholders. See note 16.

	Nine-month period ended October 31, 2018	Nine-month period ended October 31, 2017
	\$	\$
<b>Non-controlling interest</b>	3,259,899	2,531,072

### 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 (2018 – 167,113,357; 2017 – 156,722,092). For the nine-month period ended October 31, 2018, 3,696,667 shares (2017 – 2,212,107) were not included in the computation of diluted earnings per share, because to do so would have reduced the loss per common share (anti-dilutive). However, these shares could potentially dilute future earnings per common share.

### 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' deficiency / 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 externally imposed capital requirements.

### 8. SHARE-BASED PAYMENTS

For the nine-month period ended October 31, 2018, the Company granted a total of 2,600,000 (2017 – 1,850,000) share options under the Company's Share Option Plan. The fair value of options vesting in 2018 of \$175,500 (2017 - \$230,000) was recognized as a share-based payment expense and credited to contributed surplus for the nine-month periods ended October 31, 2018 and 2017. There were no forfeitures of Company's share options during the nine-month periods ended October 31, 2018 and 2017.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 8. SHARE-BASED PAYMENTS [CONTINUED]

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:

	2018	2017
Dividend yield	0.00%	0.00%
Volatility	203 - 431%	172 - 437%
Risk-free interest rate	1.93 - 2.49%	0.78 - 1.89%
Expected life (years)	5 - 10	3.00 - 10.00
Fair value per option	\$0.13 - 0.19	\$0.12 - \$0.15

### OncoQuest Share Options

OncoQuest accrued \$846,450 (2017 - \$208,587) of share-based compensation expense for the nine-month periods ended October 31, 2018 and 2017.

### 9. DISCONTINUED OPERATIONS

In July 2018, the Company made a strategic decision to no longer actively promote consumer health products in order to focus on pharmaceutical product development. As a result, the Company is treating all consumer health product activities including those related to Bellus Skin, as discontinued operations.

The following table identifies the activity in connection with the Company's discontinued operations for the three and nine-month periods ended October 31, 2018 and 2017:

Discontinued operations	For the three months ended October 31		For the nine months ended October 31	
	2018	2017	2018	2017
	\$	\$	\$	\$
Revenue	4,550	5,338	17,116	21,680
Direct Costs	3,953	2,165	9,617	10,044
Gross Margin	597	3,173	7,499	11,636
General and administrative expenses	7,874	38,356	46,869	118,495
Income / (loss) from discontinued operations	(7,277)	(35,183)	(39,370)	(106,859)

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 10. RELATED PARTY TRANSACTIONS

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 were approximately \$7,500 gross per month and fluctuated on a month to month basis. The amount paid for lease and other office related costs to Quest increased on February 1, 2017 to a monthly rate of \$10,000 per month due to increase in scope of operations at OncoQuest.

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	
	2018	2017	2018	2017
	\$	\$	\$	\$
Accounts receivable	(57,593)	8,208	(58,024)	(6,467)
Prepaid expenses	45,509	(17,310)	516	38,382
Inventory	—	9,567	364	22,605
Accounts payable and accrued liabilities	8,234	1,548,195	23,053	1,096,462
	<u>(3,850)</u>	<u>1,548,660</u>	<u>(34,091)</u>	<u>1,150,982</u>

### 12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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

#### a) Carrying value and fair value

The carrying values of cash, accounts receivable, short-term investments, accounts payable and accrued liabilities 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.

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

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

#### 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 currently 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 (see Capital Disclosures, note 7). During fiscal 2017, 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. During fiscal 2018, The Company secured \$1,666,667 through the exercise of warrants and OncoQuest secured \$7,629,458 (US\$6,030,000) through a common shares private placement. Although OncoQuest has sufficient funding in place, the Company only has cash and short-term investment reserves of \$659,960 at October 31, 2018 (January 31, 2018 - \$550,000). As such, there is a liquidity risk for the Company at October 31, 2018.

##### 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 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 period end, 54% of accounts receivable was due from one Canadian financial institution.

##### 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 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

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

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

the investing of excess funds to liquid government guaranteed deposits or guaranteed investment certificates.

### 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, 2018 and 2017 is shown below:

	Three months ended October 31		Nine months ended October 31	
	2018	2017	2018	2017
	\$	\$	\$	\$
Employee Compensation	335,788	316,460	616,460	649,583
Director Compensation	31,312	38,813	55,313	175,312
	367,100	355,273	671,773	824,895

### 14. GOVERNMENT ASSISTANCE

During the three and nine-month periods ended October 31, 2018 and 2017, the Company's subsidiary, OncoQuest Inc., recognized \$32,331 (2017 – \$33,634) from Alberta Finance related to scientific research and development claims made for research and development expenditures incurred in fiscal 2018 and 2017. This funding was treated as a reduction of research and development expenses.

	Three months ended October 31		Nine months ended October 31	
	2018	2017	2018	2017
	\$	\$	\$	\$
Gross research and development expenditures	1,384,999	2,172,790	4,903,067	4,064,157
Less: government assistance	(32,331)	(33,634)	(32,331)	(33,634)
Research and development expenditures, net	1,352,668	2,139,156	4,870,736	4,030,523

# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 15. INVESTMENT IN NATURAL Rf LIFE SCIENCES INC.

During the year ended January 31, 2018, for \$500,000, the Company acquired a 32% ownership interest in Natural Rf Life Sciences Inc., a private Alberta-based company focused on sales of health care products. During the 9 months ended October 31, 2018, the Company made a strategic decision to exercise its option to divest itself of its investment in Natural Rf. Natural Rf has agreed to return the Company's \$500,000 principal investment during calendar 2018. During the nine-month period ended October 31, 2018, Natural Rf returned \$300,000 of principal investment to the Company. Subsequent to period end, Natural Rf returned the remaining \$200,000 of principal investment to the Company. See Note 19.

### 16. INVESTMENT IN ONCOVENT CO., LTD.

As part of the preferred share agreement, on March 4, 2016, the Company's subsidiary, OncoQuest, signed a joint venture contract with Shenzhen Hepalink. 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 provided US\$1,000,000 for 46% of the shares of OncoVent. Shenzhen Hepalink contributed US\$5,000,000 for 54% of the shares of OncoVent. As part of the agreement, OncoQuest transferred a portion of its shares in OncoVent to Quest and to another party such that Quest owns 11% and the other party owns 6%, respectively, of the shares of OncoVent. Management believes 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. On November 1, 2016, OncoQuest contributed \$1,337,900 (US\$1,000,000) to OncoVent.

For financial statement purposes, Quest accounts for its investment in this affiliated entity under the equity method. Oncovent began operations in November 2016.

	\$
<b>Balance, January 31, 2016</b>	-
Investment in joint venture, November 1, 2016	1,337,900
Equity method share of loss for the year ended January 31, 2017	(475,771)
Transfer of 6% interest to third party	(174,509)
<b>Balance, January 31, 2017</b>	<b>687,620</b>
Equity method loss for the year ended January 31, 2018	(331,442)
<b>Balance, January 31, 2018</b>	<b>356,178</b>
Equity method loss for the 9-month period ended October 31, 2018	(143,885)
<b>Balance, October 31, 2018</b>	<b>212,293</b>



# Quest PharmaTech Inc.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended October 31, 2018

### 17. CLAIM SETTLEMENT

During the three-month period ended October 31, 2018, the Company received \$275,000 from a third party as a final settlement of a patent claim dispute.

### 18. CORRECTION OF AN ERROR

For the year ended January 31, 2018, the Company became aware that the calculation of non-controlling interest was incorrectly determined for the year ended January 31, 2017 and for the 9-month period ended October 31, 2017. Therefore, the Company has restated the amount for non-controlling interest to include the percentage ownership interests of Hepalink USA Inc. and a Company insider for the 9-month period ended October 31, 2017. As a result, non-controlling interest and loss per share have been restated for the 9-month period ended October 31, 2017, as follows:

#### Non-controlling interest:

	For the nine-month period ended October 31, 2017	
	%	\$
Non-controlling interest as previously reported	10.63	493,146
Restated non-controlling interest	53.85	2,531,072

#### Loss and loss per share:

	For the nine-month period ended October 31, 2017	For the nine-month period ended October 31, 2017
	Loss exclusive of non-controlling interest	Loss per share
Loss and loss per share as previously reported	\$5,228,952	\$0.037 per share
Restated loss and loss per share	\$3,191,026	\$0.020 per share

# **Quest PharmaTech Inc.**

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

**For the nine months ended October 31, 2018**

### **19. SUBSEQUENT EVENTS**

Subsequent to period end, the Company received \$200,000 from Natural Rf as a return of principal investment. See Note 15.