

## **Management Discussion and Analysis of Financial Condition and Results of Operations (As of June 29, 2020)**

*This MD&A contains projections and other forward-looking statements regarding future events. Such statements are predictions, which may involve known and unknown risks, uncertainties and other factors, which could cause the actual events or results and company plans and objectives to differ materially from those expressed. For information concerning factors affecting the Company's business, the reader is referred to the documents that the Company files from time to time with applicable Canadian securities and regulatory authorities.*

This discussion and analysis of the results of operations of Quest PharmaTech Inc. (“Quest” or the “Company”) should be read in conjunction with the unaudited consolidated financial statements and accompanying notes for the three months ended April 30, 2020 and the audited consolidated financial statements for the years ended January 31, 2020 and 2019. This discussion and analysis provides an update to the discussion and analysis prepared for the year ended January 31, 2020. The unaudited consolidated financial statements have been prepared in accordance with international financial reporting standards (“IFRS”) and have not been reviewed by the Company’s auditors. This discussion and analysis provides information on the operations of Quest on a consolidated basis. All amounts are expressed in Canadian dollars unless otherwise noted and references to the term “year” refer to the fiscal year ended January 31<sup>st</sup>. Additional information related to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Fiscal 2021 Development Highlights:**

**In March 2020, OncoQuest completed a US \$50 million private placement comprised of US\$10 million in cash and US\$40 million in a bond convertible into common shares of Dual Industrial Co., Ltd. (“Dual”).**

**In April 2020, OncoQuest announced a definitive agreement to sell its drug portfolio to Dual Industrial Co., Ltd. (“Dual”) in exchange for Dual bonds with a notional value of US\$300 million and a commitment to fund the Oregovamab Phase 3 Clinical Trial.**

**In June 2020, the Company announced continuing preparations for a Phase 3 Clinical Study of the investigational drug Oregovomab in frontline Ovarian Cancer, after a successful End-of-Phase 2 Meeting with the FDA.**

### **Products Under Development**

#### **MAb AR9.6 - Targeted Cancer Therapy Technology**

Quest is developing a novel approach for cancer therapy using a combinatorial approach for optimal efficacy. Lead product (MAb AR9.6) under development is for a novel target (truncated O-glycans on MUC16) for cancer therapy discovered at University of Nebraska Medical Center. MAb AR 9.6 binds to MUC16 and blocks the activation of growth factor receptors and thereby inhibit phosphorylation of Akt, which leads to reduced cell proliferation, in vivo tumor growth and metastasis.

The potential cancer targets include pancreatic, colon, leukemia, ovarian and breast cancer.

MAB AR9.6 has been licensed to OncoCare Therapeutics Inc. for development and commercialization of this technology in the U.S.

## **Mutant EGF - Wound Healing Technology**

Quest is also developing products utilizing proprietary transdermal delivery technologies with a focus on dermatology and wound healing applications. This patented mutant EGF wound healing technology was invented by Dr. Jennifer Cochran, associate professor of bioengineering at Stanford University, and is jointly owned by Stanford University and Massachusetts Institute of Technology. This new class of engineered EGF molecules have about 30 times more receptor-binding affinity than natural EGF and are protected by two U.S. patents. The technology can also be combined with Quest's SP Technology to further enhance its effectiveness. Through its 100% owned subsidiary, Madenco Biosciences, Quest has an exclusive worldwide license from Stanford University to develop and commercialize this patented EGF wound healing technology.

## **Equity Investments**

### **OncoQuest Inc.**

OncoQuest is a private Canadian biotechnology company developing next generation of combinatorial immunotherapy products for the treatment of cancer. On April 22, 2020, OncoQuest announced a definitive agreement to sell its drug portfolio to Dual Industrial Co., Ltd. ("Dual") in exchange for Dual bonds with a notional value of US\$300 million and a commitment to fund the Oregovamab Phase 3 Clinical Trial.

Quest has a 43% interest in OncoQuest.

### **OncoVent Co., Ltd.**

OncoVent is a China-based global pharmaceutical company focusing on the development, manufacturing and commercialization of Cancer Immunotherapy Products within China with pancreatic cancer as its first target. Oncovent holds the license for OncoQuest's immunotherapy portfolio for the greater China market.

Quest has a 11% interest in OncoVent.

### **Bioceltran Co., Ltd.**

Bioceltran is a Korean company developing Skin penetrating Active Molecules for Cosmetic and Pharmaceutical Use. Quest has worldwide (excluding South Korea) rights to Bioceltran PTD Technology and Products for certain indications and Bioceltran has an exclusive license to Quest's Photodynamic Therapy Technology.

Quest has a 20% interest in Bioceltran.

## **Financial Results**

Net consolidated income, exclusive of non-controlling interest, for the three months ended April 30, 2020 was \$106,035,530 or \$0.63 per share as compared to a consolidated loss of \$1,670,194 or \$0.01 per share for the three months ended April 30, 2019. Research and development expenditures totaled \$10,198 while general and administrative expenses were \$66,541 for the same period. As of April 30, 2020, the Company had consolidated cash of \$81,498 and short-term investments of \$200,000 (June 29, 2020 – cash of approximately \$35,000 and short-term investments of \$125,000).

## **Results of Operations**

Quest's net consolidated income / loss includes some significant non-cash items, including a gain of \$112,840,155 on recognizing the fair value of Quest's investment in OncoQuest, the equity loss of \$7,961,027 related to OncoQuest activity during the period, and a gain of \$1,233,858 related to the deconsolidation of OncoQuest. Net consolidated income for the three months ended April 30, 2020 was \$106,035,530 or \$0.63 per share on a fully diluted basis as compared to a consolidated loss of \$1,670,194 or \$0.01 per share for the three months ended April 30, 2019. After adjusting for non-cash items, cash flows used in operating activities for the three months ended April 30, 2020 were \$4,206,488 as compared to \$1,700,469 for the three months ended April 30, 2019.

## **Loss of Control and Deconsolidation of Subsidiary**

During the three months ended April 30, 2020, the Company determined to no longer consolidate OncoQuest into the consolidated financial statements of the Company due to a loss of control, as the Company has no power to control OncoQuest or to govern the financial and operating policies of OncoQuest through share ownership, contractual rights, board nominees or otherwise. Effective February 1, 2020, OncoQuest is treated as an equity investment of the Company under the Equity Method of accounting and OncoQuest's assets, liabilities, non-controlling interest, components of equity, revenues and expenses are excluded from the Company's consolidated financial statements. The gain on deconsolidation of the subsidiary was \$1,233,858 determined as follows:

<b>Analysis of assets, liabilities and equity over which the Company lost control:</b>			
<b>Current Assets</b>			
Cash	1,786,490		
Short term investments	300,000		
Other	403,852		
<b>Noncurrent assts</b>			
Other	1,458,425		
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	(8,419,785)		
Common share instrument	(12,349,446)		
<b>Equity</b>			
Other comprehensive income	(844,689)		
Contributed surplus	(3,097,172)		
Non controlling interest	1,160,713		
Retained earnings	18,367,754		
<b>Gain on deconsolidation of subsidiary</b>	<b>(1,233,858)</b>		

The Company also recognized a fair value gain of \$112,840,155 (US\$85,002,000) on its investment in OncoQuest during the 3-month period ended April 30, 2020, based on a recent private placement of OncoQuest shares at US\$20 per common share. Quest holds 4,250,100 common shares of OncoQuest.

### Expenses

The following table identifies the changes in general and administrative expense for the three months ended April 30, 2020 compared to the three months ended April 30, 2019.

General and administrative expenses			
	2020	2019	Increase (decrease)
	\$	\$	\$
Salaries, wages and benefits	29,829	124,967	(95,138)
Professional fees	4,814	1,753	3,061
Other support costs	1,270	252,748	(251,478)
Travel	1,571	3,674	(2,103)
Consulting/business development costs	9,000	139,227	(130,227)
Rent	780	5,052	(4,272)
Insurance	6,870	9,496	(2,626)
Public company related costs	2,954	3,355	(401)
Depreciation	9,453	9,833	(380)
<b>Total general and administrative expenses</b>	<b>66,541</b>	<b>550,105</b>	<b>(483,564)</b>

Overall, general and administrative costs have decreased during the three months ended April 30, 2020 compared to the three months ended April 30, 2019, due primarily to a loss of control of a subsidiary, OncoQuest, and the removal of OncoQuest activity from the consolidated operating results of the Company for the 3 month period ended April 30, 2020 compared to the 3 month period ended April 30, 2019.

The following table identifies the changes in research and development (R&D) expense for the three months ended April 30, 2020 compared to the three months ended April 30, 2019.

Research and development expenses			
	2020	2019	Increase (decrease)
	\$	\$	\$
Sub-contract, consulting and clinical trials	6,420	1,589,864	(1,583,444)
Salaries, wages and benefits	-	55,008	(55,008)
Legal (patent prosecution)	963	62,258	(61,295)
Rent	1,909	11,787	(9,878)
Other R&D costs	533	197,058	(196,525)
Supplies	-	9,907	(9,907)
Depreciation	373	533	(160)
<b>Total research and development expenses</b>	<b>10,198</b>	<b>1,926,415</b>	<b>(1,916,217)</b>

R&D costs have also decreased during the three-month period ended April 30, 2020 compared to 2019 for the same reasons noted above, namely, a loss of control of a subsidiary, OncoQuest, and the removal of OncoQuest activity from the consolidated operating results of the Company for the 3 month period ended April 30, 2020 compared to the 3 month period ended April 30, 2019.

### Discontinued Operations

On July 20, 2018 the Company announced its strategic decision to no longer actively promote consumer health products in order to focus on pharmaceutical product development. As a result, the Company will no longer actively promote the Bellus Skin line of products and will treat these activities as discontinued operations.

The following table identifies the activity in connection with the Company's discontinued operations for the three-month periods ended April 30, 2020 compared to April 30, 2019.

Discontinued operations	April 30, 2020	April 30, 2019
	\$	\$
Revenue	-	9,295
Direct costs	-	4,136
Gross margin	-	5,159
General and administrative expenses	-	255
Service charges	-	275
Foreign exchange (gain) / loss	-	(397)
<b>Income / (loss) from discontinued operations</b>	<b>-</b>	<b>5,026</b>

## Summary of Quarterly Results

The following table presents unaudited selected financial information for each of the last eight quarters ended April 30, 2020.

	Q1, fiscal 2021	Q4, fiscal 2020	Q3, fiscal 2020	Q2, fiscal 2020	Q1, fiscal 2020	Q4, fiscal 2019	Q3, fiscal 2019	Q2, fiscal 2019
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	-	5,641	197	640	9,295	5,641	4,550	12,566
Net income (loss) for the period	106,035,530	(1,855,641)	(1,603,118)	(1,054,587)	(1,670,194)	(1,046,994)	(894,321)	(1,423,044)
Basic and diluted income (loss) per share (1)	0.632	(0.011)	(0.010)	(0.006)	(0.010)	(0.006)	(0.005)	(0.009)

(1) Quarterly losses per share are not additive and may not equal annual loss per share reported. This is due to the effect of shares issued during the year on the weighted average number of shares outstanding for the full year.

## Share-Based Payment Transactions

During the three months ended April 30, 2020, the Company granted a total of nil (2019 – 200,000) share options, as per the Company’s Share Option Plan. During 2019, these share options were granted to a non-employee, at an exercise price of \$0.25. The fair value of vested and accrued options, totaling \$nil (2019 - \$415,010), was recognized as an expense and credited to contributed surplus for the 3-month periods ended April 30, 2020 and 2019.

## Capital Expenditures

Expenditures on capital assets were \$nil for the three months ended April 30, 2020 (2019 – \$nil).

## Outstanding Share Data

The Company has the following securities outstanding as at June 29, 2020:

Common shares issued and outstanding at April 30, 2020	167,749,247
Share options outstanding as at April 30, 2020	17,675,000
Warrants outstanding as at April 30, 2020	-
Share options granted since April 30, 2020	300,000
Share options expired since April 30, 2020	100,000

Fully diluted common shares are 185,714,247, assuming the exercise of all share options and warrants.

## Financial Instruments

The Company’s financial instruments include cash, short term investments, accounts receivable, accounts payable and accrued liabilities and the common share instrument.

**a) Carrying value and fair value**

The carrying values of cash, short term investments, accounts receivable, accounts payable and accrued liabilities, and the common share instrument approximate their fair value due to the immediate or short-term maturity of these financial instruments.

**Fair value**

All financial instruments carried at fair value are categorized in one of three categories:

Level 1 – Quoted market price

Level 2 – Market observable valuation technique

Level 3 – Non-market observable valuation technique

During the three-month period ended April 30, 2020, there were no transfers between levels of the fair value hierarchy.

**b) Risks**

**i) Foreign currency risk**

The Company has certain assets and liabilities that are denominated in foreign currencies and are exposed to risks from changes in foreign exchange rates and the degree of volatility of these rates.

At April 30, 2020 the Company's exposure to foreign currency risk is US\$2,008 in cash. The period-end rate of conversion of U.S. to Canadian dollars is 1.391. Based on the foreign currency exposures noted above, a 10 percent strengthening of the Canadian dollar would have increased the net loss by \$280, assuming that all other variables remain unchanged. A 10 percent weakening of the Canadian dollar would have an equal but opposite effect, assuming that all other variables remain unchanged.

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. The Company only has cash and short-term investment reserves of \$281,498 at April 30, 2020 (January 31, 2020 - \$2,453,184). As such, there is a liquidity risk for the Company at April 30, 2020.

**iii) Credit risk**

Financial instruments that subject the Company to credit risk consist primarily of cash and short-term investments and accounts receivable. To minimize its exposure to credit risk for 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, 93% of accounts

receivable was due from an equity investee.

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

#### **Liquidity and Capital Resources**

At April 30, 2020, consolidated cash balances were \$81,498 and short-term investments were \$200,000 as compared to cash of \$2,153,184 and short-term investments of \$300,000 at January 31, 2020. At June 29, 2020, the Company had consolidated cash balances of approximately \$35,000 and short-term investments of approximately \$125,000.

Cash used in operating activities was \$4,206,488 for the three months ended April 30, 2020 compared to \$1,700,469 for the three months ended April 30, 2019.

The Company continues to implement a disciplined approach to containing costs and is focusing on programs aimed at achieving near-term goals.

Quest's funding needs will vary as its drug development products move into and through clinical trials. Based on current operating budgets, management believes that the capital resources of the Company should be sufficient to fund operations into the fourth quarter of fiscal 2021. The Company will seek additional capital through the sale of non-core assets, further equity financings, licensing arrangements involving its core technologies and strategic partnerships.

#### **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 monthly basis. The amount paid for lease and office related costs to Quest increased on February 1, 2017 to \$10,000 per month due to increase in scope of operations at OncoQuest.

#### **Investment in OncoVent Co., Ltd.**

In March 2016, 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 year ended January 31, 2019	(324,877)
<b>Balance, January 31, 2019</b>	<b>31,301</b>
Equity Method loss for the three-month period ended April 30, 2019	(31,301)
<b>Balance, April 30, 2019 and April 30, 2020</b>	-

### Investment in OncoQuest Inc.

During the three-month period ended April 30, 2020, the Company changed the method of accounting for its investment in OncoQuest Inc. For the year ended January 31, 2020, OncoQuest was treated as a subsidiary and consolidated into the financial statements of the Company. Subsequent to year end, commencing on February 1, 2020, Quest deconsolidated OncoQuest as a result of a loss of control and OncoQuest is being treated as an equity investment using the equity method of accounting.

Quest's owns 4,250,100 common shares of OncoQuest. Under IFRS, Quest is required to fair value these common shares at the time of the loss of control of OncoQuest. Based on a private placement of common shares of OncoQuest to third parties during the period at a price of US\$20 per common share, Quest determined that the fair value of its investment in OncoQuest was \$112,840,155 (USD85,002,000) at the time of the loss of control.

OncoQuest incurred a loss for the 3-month period ended April 30, 2020 of \$18,514,016 (USD13,427,000). Quest, with a 43% ownership interest in OncoQuest at April 30, 2020, recorded an equity loss of \$7,961,027 for the 3-month period ended April 30, 2020.

The Company's equity investment in OncoQuest is as follows for the 3-month period ended April 30, 2020:

	\$
Investment in OncoQuest at fair value	112,840,155
Equity Method share of loss for the 3 months ended April 30 2020	(7,961,027)
<b>Balance, April 30, 2020</b>	<b>104,879,128</b>

### **Disclosure Controls and Procedures**

The management of Quest is responsible for establishing and maintaining disclosure controls and procedures for the Company and is continuing with the implementation of disclosure controls and procedures, to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to Quest management particularly during the period in which the annual filings are being prepared.

### **Internal Controls Over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting. Management has taken steps to improve the procedures and provide maintenance related to an effective design for the Company's internal controls and procedures over financial reporting.

Management continues to note weaknesses in internal controls over financial reporting including those related to the limited number of accounting staff members resulting in a lack of segregation of duties.

Management will continue with the implementation of procedures aimed at minimizing the risk of material error in its financial reporting and will seek outside expertise when the need arises.

### **Risks and Uncertainties**

Quest's proprietary technologies are in various stages of development and some technologies have not received regulatory approval to begin clinical trials. It will be necessary for the Company to produce sufficient preclinical data in order to receive regulatory approval to begin clinical trials. There is no assurance that regulatory approval will be received to begin clinical trials. For the proprietary technologies that have received regulatory approval to begin clinical trials, future success will depend upon the ability of the Company to move the products through clinical trials, the effect and safety of these products, the timing and cost to receive regulatory and marketing approvals and the filing and maintenance of patent claims.

Quest's proprietary technologies have exposure to risks associated with commercialization. Even after product approval is obtained, there is no assurance that the Company will have sufficient market for its products or the working capital required for commercialization.

The Company maintains clinical trial liability and product liability insurance; however, it is possible that this coverage may not provide full protection against all risks.

The Company may be exposed to risks associated with malfunctioning equipment, catastrophic events and other events within and outside of the Company's control. The Company maintains insurance believed to be adequate to cover any eventuality, but there is no guarantee that coverage will be sufficient for all purposes.

To a large degree, the Company's success is dependent upon attracting and retaining key management and scientific personnel to further the Company's drug development programs. There is a risk that required personnel may not be available to the Company when needed and, as a result, this may have a negative impact on the Company.

Quest must continue to raise additional capital by issuing new share capital through equity financing, licensing arrangements and/or strategic partnerships. The Company's ability to raise additional capital will depend upon the progress of moving its drug development products into and through clinical trials and the strength of the equity markets, which are uncertain. There can be no assurance that additional capital will be available.

Since January 1, 2020, the spread of COVID-19 has severely impacted many local economies around the globe. In many countries, including Canada and the USA, businesses are being forced to cease or limit operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions.

At this time, there is no material impact on Company's operations and financial results. The Company has determined that these events are non-adjusting subsequent events. Accordingly, the consolidated balance sheet and results of operations as of and for the three months ended April 30, 2020 have not been adjusted to reflect their impact. The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and central bank responses, including the closure of non-essential businesses for an undetermined period of time, remains unclear. It is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the consolidated financial position and results of the Company for future periods.